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SCOTT W. FALLAN

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(1924-1995)

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Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

**RE: Articles of Incorporation of Chimney Lakes
Office Center Owners' Association, Inc.**

Dear Sir/Madam:

Enclosed is an original and one copy of Articles of Incorporation of Chimney Lakes Office Center Owners' Association, Inc, together with our firm check in the amount of \$78.75 in payment of the filing fee, Registered Agent designation, and certified copy fee.

Please file the original of the enclosed Articles of Incorporation with an effective date of May 16, 2002 and return same to me at your earliest convenience.

Sincerely,

RR Crabtree /tir
R. R. Crabtree

RRC/tir
Enclosures

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FILED
02 MAY 30 PM 4: 11
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION

OF

CHIMNEY LAKES OFFICE CENTER
OWNERS' ASSOCIATION, INC.

FILED
02 MAY 30 PM 4:11
TALLAHASSEE FLORIDA
SECRETARY OF STATE

The undersigned, acting as incorporator of a corporation not for profit pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is CHIMNEY LAKES OFFICE CENTER OWNERS' ASSOCIATION, INC., hereafter called the "Association".

ARTICLE II - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal office of the Association is located at 6523 Burnham Circle, Ponte Vedra Beach, Florida 32082.

ARTICLE III - DURATION

The Association shall have perpetual duration. The effective date of the corporation is May 22, 2002.

ARTICLE IV - PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit, direct or indirect, to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the Units and Common Area within that certain tract of property described as:

See Exhibit "A" Attached

SUBJECT, however, to building restriction lines, easements, dedicated roads, and streets, and other matters shown on said plat.

and to promote the health, safety and welfare of the owners within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set

forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the Office of Clerk, Circuit Court, in and for Duval County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) borrow money, and with the assent of two-thirds (2/3) of each class of members mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;

(f) participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members;

(g) have and to execute any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Florida may now or hereafter have or exercise.

ARTICLE V - MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Unit which is subject to assessment by the Association.

ARTICLE VI- VOTING RIGHTS

The Association shall have two classes of voting membership:

(i) Class A. Class A Members shall be all Owners with the exception of the Developer while the Developer is a Class B Member. Class A Members shall be entitled to one vote for each Unit such Class A Member owns. When more than one person holds an interest in any Building Unit, other than as security for the performance of an obligation, all such persons shall be Members. The vote for such parcel shall be exercised as they determine by written designation to the Association, but in no event shall more than one vote be cast with respect to any Building Unit.

(ii) Class B. The Class B Member shall be the Developer, who shall be entitled to the number of votes equal to the number of votes held by all Class A Members, plus one. The Class B membership shall cease and be converted to Class A membership when the Developer no longer owns any property within the Property or when the Developer, in his sole discretion, elects to convert his Class B Membership to Class A Membership. When the Class B Membership ceases, the Class B Member shall be deemed a Class A Member entitled to the same number of votes on the same basis per acre as all other Class A Members.

ARTICLE VII - MANNER OF ELECTION OF OFFICERS AND DIRECTORS

The officers and directors are to be elected in accordance with the Corporate Bylaws. The names and addresses of the initial officers and directors are as follows:

Pike Hall, III	President	6523 Burnham Circle Ponte Vedra Beach, FL 32082
W.B. Towers, Jr.	Vice President	6215 Wilson Boulevard Jacksonville, FL 32210

John B. Towers

Secretary/
Treasurer

6215 Wilson Boulevard
Jacksonville, FL 32210

At the first meeting, the members shall elect two directors for a term of one year; and at the first annual meeting thereafter the members shall elect two directors for a period of two years, and two directors for a period of one year. Thereafter, at each annual meeting, the members shall elect two new directors for a period of two years.

ARTICLE VIII - AMENDMENTS

These Articles may be amended upon a resolution duly adopted by the Board of Directors and the affirmative vote of Owners holding at least two-thirds (2/3) of the total Class "A" votes in the Association and the consent of the Declarant so long as the Declarant owns any property subject to the Declaration or which may be unilaterally subjected to the Declaration by the Declarant.

ARTICLE IX - DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for the purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes. This procedure shall be subject to court approval or dissolution pursuant to Section 617.05, Florida Statutes.

ARTICLE X - INITIAL REGISTERED AGENT AND STREET ADDRESS

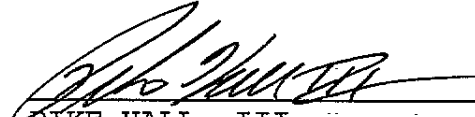
Pike Hall, III, 6523 Burnham Circle, Ponte Vedra Beach, FL 32082, is hereby appointed the initial registered agent of this Association.

ARTICLE XI - INCORPORATOR

The name and street address of the Incorporator for these Articles of Incorporation is:

Pike Hall, III
6523 Burnham Circle
Ponte Vedra Beach, FL 32082

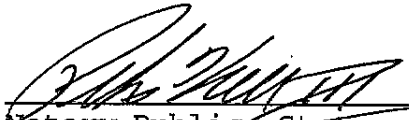
The undersigned, constituting the subscriber of this Association, has executed these Articles of Incorporation this 16th day of May, 2002.


PIKE HALL, III

STATE OF FLORIDA
COUNTY OF DUVAL

Before me, the undersigned Notary Public, in and for said County and State, personally appeared PIKE HALL, III, who is personally known to me and who, after first duly sworn, deposes under oath and said that the foregoing Articles were prepared under his direction and that he had knowledge of the facts stated therein, that said facts are true, and that he executed the same freely and voluntarily and for the purposes stated therein.

Given under my hand and official seal this 16th day of May, 2002.


Notary Public, State of Florida
My commission expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

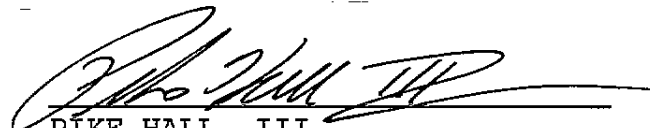
IN COMPLIANCE WITH SECTION 607.0501, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST THAT CHIMNEY LAKES OFFICE CENTER OWNERS' ASSOCIATION, INC.,
WITH ITS PLACE OF BUSINESS AT 6523 BURNHAM CIRCLE, PONTE VEDRA
BEACH, FL 32082, HAS NAMED PIKE HALL, III, 6523 BURNHAM CIRCLE,
PONTE VEDRA BEACH, FLORIDA 32082, AS ITS AGENT TO ACCEPT SERVICE OF
PROCESS WITHIN FLORIDA.


PIKE HALL, III, INCORPORATOR

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED
CORPORATION AT THE PLACE DESIGNATED ABOVE, I HEREBY AGREE TO ACT IN
THIS CAPACITY AND AGREE TO COMPLY WITH THE PROVISIONS OF ALL
STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY
DUTIES.

DATED: May 16, 2002.


PIKE HALL, III
REGISTERED AGENT

FILED
02 MAY 30 PM 4:11
SECRETARY OF STATE
TALLAHASSEE FLORIDA

EXHIBIT "A"

A PORTION OF SECTION 35, TOWNSHIP 3 SOUTH, RANGE 25 EAST, DUVAL COUNTY, FLORIDA, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

FOR A POINT OF REFERENCE COMMENCE AT THE INTERSECTION OF THE SOUTHWESTERLY PROLONGATION OF THE NORTHWESTERLY RIGHT OF WAY LINE OF ARGYLE FOREST BOULEVARD (A 200 FOOT RIGHT OF WAY) WITH THE SOUTHEASTERLY PROLONGATION OF THE NORTHEASTERLY RIGHT OF WAY LINE OF WESTPORT ROAD (A 66 FOOT RIGHT OF WAY); THENCE NORTH 36° 48' 19" WEST, ALONG SAID SOUTHEASTERLY PROLONGATION OF THE NORTHEASTERLY RIGHT OF WAY LINE OF WESTPORT ROAD, 25.00 FEET TO THE POINT OF BEGINNING.

FROM THE POINT OF BEGINNING THUS DESCRIBED CONTINUE NORTH 36° 48' 19" WEST, ALONG SAID NORTHEASTERLY RIGHT OF WAY LINE OF WESTPORT ROAD, 84.86 FEET TO THE POINT OF CURVATURE OF A CURVE CONCAVE SOUTHWESTERLY, HAVING A RADIUS OF 313.00 FEET; THENCE NORTHERLY ALONG THE ARC OF SAID CURVE AND CONTINUING ALONG SAID NORTHEASTERLY RIGHT OF WAY LINE, A DISTANCE OF 28.22 FEET TO A POINT ON SAID CURVE, SAID ARC BEING SUBTENDED BY A CHORD BEARING AND DISTANCE OF NORTH 39° 23' 18" WEST, 28.21 FEET; THENCE NORTH 51° 56' 33" EAST, DEPARTING SAID RIGHT OF WAY LINE, 94.79 FEET; THENCE SOUTH 37° 34' 45" EAST, 12.73 FEET; THENCE NORTH 53° 48' 15" EAST, 75.25 FEET; THENCE NORTH 36° 16' 23" WEST, 76.35 FEET; THENCE SOUTH 53° 05' 04" WEST, 43.39 FEET; THENCE NORTH 36° 50' 54" WEST, 66.18 FEET; THENCE SOUTH 53° 05' 41" WEST, 98.41 FEET; THENCE SOUTH 28° 45' 18" WEST, 63.04 FEET TO A POINT ON A CURVE CONCAVE SOUTHWESTERLY, HAVING A RADIUS OF 313.00 FEET, SAID POINT ALSO LYING ON SAID NORTHEASTERLY RIGHT OF WAY LINE OF SAID WESTPORT ROAD; THENCE NORTHWESTERLY ALONG THE ARC OF SAID CURVE, AND ALONG SAID RIGHT OF WAY LINE, THROUGH A CENTRAL ANGLE OF 10° 30' 55", AN ARC DISTANCE OF 57.44 FEET TO THE POINT OF TANGENCY OF SAID CURVE, SAID ARC BEING SUBTENDED BY A CHORD BEARING AND DISTANCE OF NORTH 67° 14' 46" WEST, 57.36 FEET; THENCE NORTH 72° 29' 39" WEST, CONTINUING ALONG SAID RIGHT OF WAY LINE, 9.62 FEET TO THE POINT OF CURVATURE OF A CURVE CONCAVE NORTHEASTERLY, HAVING A RADIUS OF 207.00 FEET; THENCE NORTHWESTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 72° 31' 58", AN ARC DISTANCE OF 262.05 FEET TO THE POINT OF TANGENCY OF SAID CURVE, SAID ARC BEING SUBTENDED BY A CHORD BEARING AND DISTANCE OF NORTH 36° 13' 40" WEST, 244.90 FEET; THENCE NORTH 00° 02' 19" EAST, CONTINUING ALONG SAID LINE, 50.20 FEET TO THE SOUTHWEST CORNER OF HIGHLAND LAKES ON ARGYLE UNIT FOUR, AS RECORDED IN PLAT BOOK 46, PAGES 15, 15A THROUGH 15C, OF SAID CURRENT PUBLIC RECORDS OF SAID COUNTY; THENCE NORTH 89° 32' 24" EAST, DEPARTING SAID RIGHT OF WAY LINE AND ALONG THE SOUTHERLY LINE OF HIGHLAND LAKES ON ARGYLE UNIT FOUR OF SAID PLAT BOOK AND PAGE, A DISTANCE OF 614.00 FEET TO THE SOUTHWEST CORNER OF HIGHLAND LAKES ON ARGYLE UNIT ONE, AS RECORDED IN PLAT BOOK 43, PAGES 93, 93A THROUGH 93D, OF SAID CURRENT PUBLIC RECORDS OF SAID COUNTY; THENCE NORTH 89° 32' 24" EAST, ALONG THE SOUTHERLY LINE OF SAID HIGHLAND LAKES ARGYLE UNIT ONE, A DISTANCE OF 737.03 FEET TO A POINT ON A CURVE CONCAVE SOUTHEASTERLY, HAVING A RADIUS OF 2100.00 FEET, SAID POINT ALSO LYING ON THE NORTHERLY RIGHT OF WAY LINE OF SAID ARGYLE FOREST BOULEVARD; THENCE SOUTHWESTERLY ALONG THE ARC OF SAID CURVE AND ALONG SAID RIGHT OF WAY LINE THROUGH A CENTRAL ANGLE OF 26° 10' 29", AN ARC DISTANCE OF 959.36 FEET TO THE POINT OF TANGENCY OF SAID CURVE, SAID ARC BEING SUBTENDED BY A CHORD BEARING AND DISTANCE OF SOUTH 66° 16' 55" WEST, 951.03 FEET; THENCE SOUTH 53° 11' 32" WEST, DEPARTING SAID RIGHT OF WAY LINE AND ALONG SAID NORTHEASTERLY RIGHT OF WAY LINE OF SAID WESTPORT ROAD, 105.06 FEET POINT OF CURVATURE OF A CURVE CONCAVE NORTHEASTERLY, HAVING A RADIUS OF 25.00 FEET; THENCE WESTERLY ALONG THE ARC OF SAID CURVE THROUGH A CENTRAL ANGLE OF 90° 00' 00", AN ARC DISTANCE OF 39.27 FEET TO THE POINT OF BEGINNING, SAID ARC BEING SUBTENDED BY A CHORD BEARING AND DISTANCE OF NORTH 81° 48' 19" WEST, 35.36 FEET.

THE LANDS THUS DESCRIBED CONTAINING 5.84 ACRES, MORE OR LESS.

TOGETHER WITH THE FOLLOWING NON-EXCLUSIVE EASEMENTS:

EASEMENT FOR INGRESS & EGRESS: A PORTION OF SECTION 35, TOWNSHIP 3 SOUTH, RANGE 25 EAST, DUVAL COUNTY, FLORIDA, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCE AT THE INTERSECTION OF THE SOUTHWESTERLY PROLONGATION OF THE NORTHWESTERLY RIGHT OF WAY LINE OF ARGYLE FOREST BOULEVARD (A 200 FOOT RIGHT OF WAY) WITH THE SOUTHEASTERLY PROLONGATION OF THE NORTHEASTERLY RIGHT OF WAY LINE OF WESTPORT ROAD (A 66 FOOT RIGHT OF WAY); THENCE NORTH 36° 48' 19" WEST, ALONG SAID SOUTHEASTERLY PROLONGATION OF THE NORTHEASTERLY RIGHT OF WAY LINE OF WESTPORT ROAD, 25.00 FEET; THENCE CONTINUE NORTH 36° 48' 19" WEST, ALONG SAID NORTHEASTERLY RIGHT OF WAY LINE OF WESTPORT ROAD, 84.86 FEET TO THE POINT OF CURVATURE OF A CURVE TO THE LEFT, CONCAVE SOUTHWESTERLY AND HAVING A RADIUS OF 313.00 FEET; THENCE CONTINUE ALONG SAID CURVE AND ALONG SAID NORTHEASTERLY RIGHT OF WAY LINE, A DISTANCE OF 35.12 FEET, SAID ARC BEING SUBTENDED BY A CHORD BEARING AND DISTANCE OF NORTH 40° 01' 22" WEST, 35.11 FEET TO THE POINT OF BEGINNING; THENCE CONTINUE ALONG LAST SAID CURVE AND ALONG SAID NORTHEASTERLY RIGHT OF WAY LINE, A DISTANCE OF 24.65 FEET, SAID ARC BEING SUBTENDED BY A CHORD BEARING AND DISTANCE OF NORTH 45° 29' 38" WEST, 24.65 FEET; THENCE NORTH 40° 56' 55" EAST, 27.69 FEET; THENCE NORTH 53° 05' 41" EAST, 148.00 FEET; THENCE SOUTH 36° 16' 23" EAST, 25.07 FEET; THENCE SOUTH 53° 05' 41" WEST, 70.77 FEET; THENCE SOUTH 51° 56' 33" WEST, 60.08 FEET; THENCE SOUTH 47° 31' 26" WEST, 40.46 FEET TO THE POINT OF BEGINNING.

10 FOOT ACCESS EASEMENT: A PORTION OF SECTION 35, TOWNSHIP 3 SOUTH, RANGE 25 EAST, DUVAL COUNTY, FLORIDA, BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCE AT THE INTERSECTION OF THE SOUTHWESTERLY PROLONGATION OF THE NORTHWESTERLY RIGHT OF WAY LINE OF ARGYLE FOREST BOULEVARD (A 200 FOOT RIGHT OF WAY) WITH THE SOUTHEASTERLY PROLONGATION OF THE NORTHEASTERLY RIGHT OF WAY LINE OF WESTPORT ROAD (A 66 FOOT RIGHT OF WAY); THENCE NORTH 36° 48' 19" WEST, ALONG SAID SOUTHEASTERLY PROLONGATION OF THE NORTHEASTERLY RIGHT OF WAY LINE OF WESTPORT ROAD, 25.00 FEET; THENCE CONTINUE NORTH 36° 48' 19" WEST, ALONG SAID NORTHEASTERLY RIGHT OF WAY LINE OF WESTPORT ROAD, 84.86 FEET TO THE POINT OF CURVATURE OF A CURVE TO THE LEFT, CONCAVE SOUTHWESTERLY AND HAVING A RADIUS OF 313.00 FEET; THENCE ALONG AND AROUND THE ARC OF SAID CURVE AND CONTINUING ALONG SAID NORTHEASTERLY RIGHT OF WAY LINE, A DISTANCE OF 127.28 FEET, SAID ARC BEING SUBTENDED BY A CHORD BEARING AND DISTANCE OF NORTH 48° 27' 25" WEST, 128.40 FEET TO THE POINT OF BEGINNING; THENCE CONTINUING ALONG LAST SAID CURVE AND ALONG SAID NORTHEASTERLY RIGHT OF WAY LINE, A DISTANCE OF 10.00 FEET, SAID ARC BEING SUBTENDED BY A CHORD BEARING AND DISTANCE OF NORTH 61° 01' 18" WEST, 10.00 FEET; THENCE NORTH 28° 45' 18" EAST, 63.04 FEET; THENCE NORTH 53° 05' 41" EAST, 68.40 FEET; THENCE SOUTH 36° 54' 19" EAST, 17.70 FEET; THENCE SOUTH 53° 05' 41" WEST, 20.60 FEET; THENCE NORTH 36° 54' 19" WEST, 7.70 FEET; THENCE SOUTH 53° 05' 41" WEST, 15.65 FEET; THENCE SOUTH 28° 45' 18" WEST, 60.92 FEET TO THE POINT OF BEGINNING.