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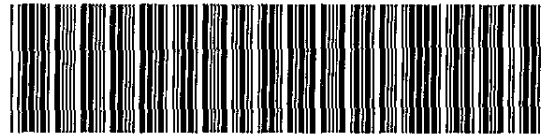
(Business Entity Name)

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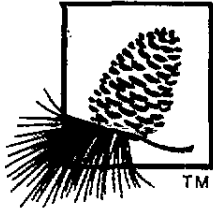
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LEWIS, LONGMAN & WALKER, P.A.
ATTORNEYS AT LAW

REPLY TO: TALLAHASSEE

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April 11, 2003

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Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

RE: St. James Bay Property Owners' Association, Inc.

Dear Sir/Madam:

Enclosed are an original and two copies of Articles of Incorporation for the above-referenced nonprofit corporation, and a check in the amount of \$87.50. Please provide me with a certificate of status and certified copy of the Articles of Incorporation.

Sincerely,

Angela W. Wylie
Paralegal

AWW/
enclosures

www.llw-law.com

Jacksonville Office
9428 Baymeadows Road
Suite 625
Jacksonville, Florida 32256
(904) 737-2020
Fax: (904) 737-3221

Tallahassee Office
Post Office Box 10788 (32302)
125 South Gadsden Street
Suite 300
Tallahassee, Florida 32301
(850) 222-5702
Fax: (850) 224-9242

West Palm Beach Office
1700 Palm Beach Lakes
Boulevard, Suite 1000
West Palm Beach, Florida
33401
(561) 640-0820
Fax: (561) 640-8202

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

ST. JAMES BAY PROPERTY OWNERS' ASSOCIATION, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be St. James Bay Property Owners' Association, Inc.

ARTICLE II - PRINCIPAL OFFICE

The initial principal place of business and mailing address of this corporation shall be 8340 Meadow Road, Suite 226, Dallas, Texas 75231. Once construction begins in St. James Bay, an office will be established in the community.

ARTICLE III - PURPOSES

The specific purpose for which the corporation is organized is to operate a residential community in Franklin County, Florida in accordance with Sections 617.301 – 617.312, Florida Statutes. The association may exercise any and all powers and duties permitted by Chapter 617, Florida Statutes.

ARTICLE IV - MANNER OF SELECTION OF DIRECTORS

Initially, the directors of the association shall be appointed by Eddie Clark, the incorporator of the association and president of the general partner of the developer of St. James Bay. In accordance with Section 617.307, Florida Statutes, the members of the association other than the developer shall be entitled to elect a majority of the members of the board of directors of the association three months after 90 percent of the parcels in all phases of the community have been conveyed to members. The members of the association other than the developer shall not include builders, contractors or others who purchase a parcel for the purpose of constructing improvements thereon for resale. For purposes of electing the board of directors after transition of association control from the developer to the members, each member shall be entitled to one vote per residential lot owned by him or her. Election to the board of directors shall take place upon majority vote of a quorum of members present at the meeting. The election shall take place annually at the association's annual meeting, but the initial election may take place at a special meeting if the transition of control from the developer occurs at a time inconsistent with the annual meeting. Only association members will be eligible to serve on the board of directors once control of the association

is relinquished by the developer. Members with outstanding debts to the association shall not be eligible to vote in elections for the board of directors.

ARTICLE V - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent is:

Steve Lewis
125 S. Gadsden Street, Suite 300
Tallahassee, FL 32301

INCORPORATOR

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

Eddie Clark
8340 Meadow Road, Suite 226
Dallas, TX 75231

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TALLAHASSEE, FLORIDA



Eddie Clark, Incorporator

4-10-03

Date

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Steve Lewis, Registered Agent

4-10-03

Date