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FLORIDA NON-PROFIT CORPORATION

St. Johns Retail Center Association, Inc.

Certificate of Status	0
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**ARTICLES OF INCORPORATION
OF
ST. JOHNS RETAIL CENTER ASSOCIATION, INC.
A Corporation Not for Profit**

The undersigned resident of the State of Florida, for the purpose of forming a corporation not for profit under Chapter 617 of the laws of the State of Florida, hereby certifies:

ARTICLE I

Name

The name of this corporation is St. Johns Retail Center Association, Inc., called the "Association" in these Articles.

ARTICLE II

Office and Registered Agent

The Association's principal office is located at One Independent Drive #1710, Jacksonville, Florida 32202. Bert C. Simon, who maintains a business office at 1660 Prudential Drive, Suite 203, Jacksonville, Florida 32207 is hereby appointed the initial registered agent of the Association. Both the Association's registered office and registered agent may be changed from time to time as provided by Law.

ARTICLE III

Purpose and Powers of The Association

The Association does not contemplate pecuniary gain or profit to its members. It is formed to provide an entity to perform the responsibilities of the "Association", as set forth in the Declaration of Covenants and Restrictions for St. Johns Retail Center, as amended from time to time (the "Declaration") recorded or to be recorded in the Public Records of Duval County, Florida. Without limitation, the Association is empowered to:

(a) **Declaration Powers.** Exercise all rights, powers, and privileges, and perform all duties of the Association from time to time set forth in the Declaration, including the right to enforce all of the provisions of the Declaration pertaining to the Association in its own name.

(b) **Property.** Own, hold, improve, operate, maintain, sell, lease, transfer, and otherwise dispose of property of any nature whatsoever, real, personal, or mixed, tangible or intangible, in connection with this Association's affairs in accordance with provisions of the Declaration.

(c) **Assessments.** Fix, levy, collect, and enforce by any lawful procedure all charges or assessments established by, or pursuant to, the Declaration.

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(d) Costs. Pay all costs, expenses, and obligations incurred in connection with the Association's affairs including, without limitation, all licenses, taxes, or other governmental charges levied or imposed against the Association's property.

(e) Maintenance. Maintain, manage, repair, replace and operate all the Common Areas and Common Maintenance Areas, and to perform the other maintenance responsibilities of the Association set forth in the Declaration, including but not limited to the Surface Water Management System and all associated facilities. The Association shall operate, maintain and manage the Surface Water Management System in a manner consistent with permits issued by the St. Johns River Water Management District ("SJRWMD"), and applicable SJRWMD rules, and shall assist in the enforcement of the Declaration that relate to the maintenance of the Surface Water or Stormwater Management System.

(f) Reconstruction. Reconstruct improvements after casualty and construct further improvements to the Common Areas.

(g) Borrowings. To borrow money and, with the approval of all of its members as required by the Declaration, mortgage, pledge, hypothecate, assign, grant security interests in, or otherwise transfer any or all of its property as security for money borrowed, debts incurred, or any of its other obligations.

(h) Regulations. From time to time adopt, amend, rescind, and enforce reasonable rules and regulations consistent with the rights and duties established by the Declaration.

(i) Contract. Contract with others for the performance of the Association's management and maintenance responsibilities under the Declaration and for the furnishing of services or materials for the benefit of the Property.

(j) General. Have and exercise all rights, powers, and privileges that a corporation not for profit may now or hereafter have or exercise under the laws of the State of Florida, together with all other rights, powers, and privileges reasonably to be implied from the existence of any right, power, or privilege so granted, or granted by the Declaration, or these Articles, or reasonably necessary, convenient, or desirable to exercise any right, power, or privilege so granted.

ARTICLE IV

Membership

Every Person who from time to time holds the record fee simple title, or any undivided fee simple interest of record, to any Lot is a member of this Association, including contract sellers, but excluding all Persons who hold any interest in any Lot merely as security for the performance of an obligation, and excluding Persons owning only rights-of-way, easements, or locations for utility facilities. An Owner of more than one Lot is entitled to one membership for each Lot owned. The Declarant is a member of the Association for each Lot owned. Each membership is appurtenant to

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a Lot and is transferred automatically by conveyance of title to that Lot whereupon the membership of the previous Owner automatically terminates. Membership may not be transferred or encumbered except by transfer of record title to a Lot or a portion thereof.

ARTICLE V
Voting Rights

Section 1. Voting Rights and Classifications.

(a) General. Voting rights within the Association shall be allocated based on the amount of useable land contained within each Lot with one vote for each one thousand (1,000) square feet of useable land (rounded to the nearest 1,000 square foot) within each Lot, except that Declarant shall have one (1) vote for each one thousand (1,000) square feet (rounded to the nearest one thousand (1,000) square feet) of useable land contained within all portions of the Property owned by Declarant plus ten (10) votes. For purposes of this Article, "useable land" means that portion of a Lot which is not within wetlands subject to the jurisdiction of the U.S. Army Corps of Engineers or the St. Johns River Water Management District and not within the Upland Buffer.

(b) Classification. The Association has two classes of voting membership:

(i) Class A. So long as there is Class B membership, Class A members are all Owners, except Declarant. Class A members are entitled to one vote for each one thousand (1,000) square feet (rounded to the nearest one thousand (1,000) square feet) of useable land contained within the Lot owned. Upon termination of Class B Membership, Class A members are all Owners, including Declarant so long as Declarant is a member of the Association.

(ii) Class B. The Class B member is Declarant. As set forth above, Declarant is entitled to one (1) vote for each one thousand (1,000) square feet (rounded to the nearest one thousand (1,000) square feet) of useable land within a Lot owned by Declarant, plus ten (10) votes. The Class B membership will cease and be converted to Class A membership upon the happening of the following events, whichever occurs first: (i) when the total votes outstanding in the Class A membership equal or exceed the total votes outstanding in the Class B membership; (ii) the date elected by Declarant in a written notice to the Association; or (iii) ten (10) years from the recording date of the Declaration.

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Section 2. Lot Subdivision.

(a) If a Lot is subdivided other than by Declarant, the owners of each such parcel or tract within the Lot shall all be members of the Association, although the total votes allocated to the Lot pursuant to Section 1 of this Article shall not change and no fractional votes shall be permitted. All the owners of subparcels within a Lot shall execute and file with the secretary of the Association a certificate designating an authorized representative to vote on behalf of all such owners, which shall remain in effect until rescinded in like manner.

(b) If any Lot shall be developed as a condominium or other form of development in which there is established an association of owners within the Lot, then the total votes allocated to the Lot pursuant to Section 1 of this Article shall not change and no fractional votes shall be permitted. Furthermore, the association shall be the sole member of the Association for such Lot and shall exclusively exercise all membership privileges and voting rights appurtenant to such Lot on behalf of the owners of units located thereon.

Section 3. Designation of Voting Representatives. If title to a Lot is held by a corporation or partnership or other business entity, the secretary of the corporation or the managing general partner or other duly authorized entity representative shall file with the Association a certificate designating an authorized voting representative of the entity which shall be effective until rescinded in writing. If more than one Person owns a record fee simple interest to an entire Lot, all such Persons are members, although the total votes allocated to the Lot pursuant to Section 1 of this Article shall not change and no fractional vote shall be permitted. Each co-owner shall file with the Association a certificate designating an authorized voting representative for the Lot which shall be effective until rescinded in writing.

Section 4. Voting Records. The Association shall maintain records identifying the members of the Association and the total votes in the Association. As Declarant conveys Lots to other Persons, Declarant shall from time to time (but not less frequently than annually) advise the Association of the conveyance and the identity of the grantee of the Lot, and the number of Lots then owned by Declarant following the conveyance. Upon the request of any Owner or mortgagee of a Lot, the Association shall issue a certificate in recordable form confirming the membership and voting rights of a Lot Owner and the total votes then within the Association.

ARTICLE VI
Board of Directors

Section 1. Number and Term. The Association's affairs are managed by a Board of Directors initially composed of three Directors, who need not be Association members. The number of Directors may be changed from time to time upon the affirmative vote of a majority of the total voting interests in the Association and the affirmative vote of the Declarant for so long as Declarant is a member of the Association. The term of office for all Directors is one year, and any Director may succeed himself in office.

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Section 2. Election. All Directors are elected by written ballot at the annual meeting. Each member entitled to vote may cast as many votes for each vacancy as such member has under the provisions of Article V of these Articles and the persons receiving the largest number of votes are elected. Cumulative voting is not permitted.

Section 3. Initial Directors. The names and addresses of the persons who will serve as Directors until their successors have been duly elected and qualify, unless they sooner die, resign, are removed, or are incapacitated or otherwise unable to serve, are:

<u>Name</u>	<u>Address</u>
Richard J. Toomey	One Independent Drive, Suite 1710 Jacksonville, Florida 32202
William G. Evans	One Independent Drive, Suite 1710 Jacksonville, Florida 32202
Joseph M. Carbonara	10161 Centurion Parkway, North, Suite 190 Jacksonville, Florida 32256

ARTICLE VII Officers

The affairs of the Association shall be administered by the officers designated by the By-Laws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the Association, and they shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>Names</u>	<u>Office</u>
Richard J. Toomey	President
William G. Evans	Vice President
Joseph M. Carbonara	Secretary/Treasurer

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ARTICLE VIII

Duration

This Association exists perpetually. In the event of termination, dissolution or liquidation of the Association, the responsibility for the operation and maintenance of the Surface Water Management System must be transferred to and accepted by an entity which would comply with Section 40C-42.027, F.A.C., and be approved by the SJRWMD prior to such termination, dissolution or liquidation.

ARTICLE IX

By-Laws

The Association's By-Laws initially will be adopted by the Board of Directors. Thereafter, the By-Laws may be amended or rescinded by the affirmative vote of a majority of the total votes in the Association at any regular or special meeting duly called and convened, and the affirmative vote of Declarant for so long as Declarant is a member of the Association.

ARTICLE X

Amendments

Section 1. Declarant. For so long as the Declarant is a member of the Association, the Declarant shall have the right without the joinder or consent of any Owner, the Association, the holder of any mortgage, lien or other encumbrance affecting any portion of the Property, or any other Person to amend these Articles: (i) to comply with any requirements of a governmental agency, institutional mortgagee, or other Person willing to make, insure, guaranty, or purchase mortgage loans secured by a Lot; or (ii) to cure any ambiguity or error or any inconsistency between these provisions and the other Legal Documents; (iii) to comply with the requirements of law or any governmental permit or approval applicable to the Property; or (iv) to conform to any modified development plan for the Property adopted by Declarant in accordance with the Declaration.

Section 2. Other Amendments. Amendments to these Articles may be proposed in the manner from time to time provided by the laws of the State of Florida and shall be adopted if approved by the affirmative vote of two-thirds (2/3) of the total votes in the Association at any regular or special meeting duly called and convened and by the affirmative vote of Declarant for so long as Declarant is a member of the Association.

ARTICLE XI

Voting Requirements

Section 1. Percentage Requirements. Unless any provision of these Articles, the Declaration or the By-Laws expressly requires the approval of a greater number, the majority vote of those voting members or representatives present at a duly called and convened meeting shall constitute the act of the membership.

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Section 2. Two-Thirds Approval. In addition to any other matters specified in the Declaration as requiring approval of two-thirds of the Owners, the following must be approved by two-thirds (2/3) or more of the total votes of the Association at a duly called meeting: (i) any mortgaging of this Association's property; (ii) dissolution of this Association; and (iii) dedication of Common Areas to any public agency, authority, or utility.

Section 3. Notice, Proxies, and Quorum Requirements. Written notice of any membership meeting must be given to all members not less than fifteen (15) days, nor more than sixty (60) days, in advance of such meeting, setting forth its purpose. The presence in person or by proxy, of members entitled to cast a one-third (1/3) of the total votes of the membership constitutes a quorum. If the required quorum is not present or represented, the members entitled to vote shall have the power to adjourn the meeting, from time to time without notice other than announcement at the meeting, until the required quorum shall be present or represented. No such subsequent meeting shall be held more than sixty (60) days following the preceding meeting. Proxies must be registered with the Secretary of the Association prior to members meetings. Proxies may be used to determine presence for quorum purposes.

Section 4. Written Action. Any action that may be taken at any membership meeting, may be taken without a meeting and without a vote if: (i) written notice of the proposed action has been given to all members; (ii) written consent, setting forth the action so taken, is signed by those Owners entitled to exercise not less than the minimum number of votes necessary to authorize or take such action at a meeting; and (iii) within ten (10) days after obtaining such written consent, notice thereof is given to those members who have not so consented in writing.

Section 5. Certification. An instrument signed by any executive officer of this Association, and attested by the Association's Secretary under the Association's seal, is conclusive that any required approval has been obtained in the manner provided in these Articles as to Persons without actual knowledge to the contrary.

ARTICLE XII

Interpretation

Reference is made to the terms and provisions of the Declaration where necessary to interpret, construe, and clarify the provisions of these Articles. All terms defined in the Declaration have the same meaning where used in these Articles, and the rules of interpretation set forth in the Declaration apply to the interpretation, construction, application, and enforcement of these Articles. By subscribing and filing these Articles, the incorporators intend their provisions to be consistent with the provisions of the Declaration and to be interpreted, construed, applied, and enforced with those of the Declaration to avoid inconsistencies or conflicting results.

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ARTICLE XIII

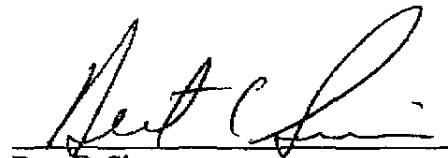
Incorporator

The name and address of the incorporator of this corporation is:

Bert C. Simon

1660 Prudential Drive, #203
Jacksonville, FL 32207

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, being the incorporator of this Association, has executed these Articles of Incorporation this 15th day of May, 2003.



Bert C. Simon
Incorporator

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

St. Johns Retail Center Association, Inc., desiring to organize under the laws of the State of Florida as a corporation not for profit has named Bert C. Simon, whose maintains an office at 1660 Prudential Drive, Suite 203, Jacksonville, Florida 32207 as its registered agent to accept service of process within this state, all in accordance with Section 607.034, Florida Statutes.

DATED this 15th day of May, 2003.

By: 

Bert C. Simon
Incorporator

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ACCEPTANCE

Having been named to accept service of process for the foregoing corporation, at the place designated in this certificate, and being familiar with the obligations of such position, I hereby agree to act in such capacity and agree to comply with the provisions of the laws of the State of Florida relative to maintaining such registered office.

DATED this 15th day of May, 2003.


Bert C. Simon

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