

Divis Corporations

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FLORIDA NON-PROFIT CORPORATION

Concerned Citizens of South Beach Homeowners Association, Inc.

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ARTICLES OF INCORPORATION
OF
CONCERNED CITIZENS OF SOUTH BEACH HOMEOWNERS ASSOCIATION, INC.

The undersigned, acting as incorporator of a corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be CONCERNED CITIZENS OF SOUTH BEACH HOMEOWNERS ASSOCIATION, INC. ("Association")

ARTICLE II - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and the mailing address of this corporation shall be 116 South Beach Drive, St. Augustine, Florida 32084.

ARTICLE III - PURPOSES

The specific purposes for which this Corporation is organized are:

- (a) To exist and operate as a community association within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986, as amended, (the "Code") and no part of the income or assets of this Corporation shall be distributed to, nor inure to the benefit of, any individual;
- (b) To influence the development of St. Johns County, with emphasis on the properties adjacent to *South Beach at Ponte Vedra*.
- (c) To aid to protect, promote and preserve the natural beauty, vegetation, wildlife and water resources of the area known as North Shores/North Shores (land between Guana State Park and inclusive of Porpoise Point) in St. Augustine, Florida.
- (d) To carry out its functions such that no substantial part of this Corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of (or in opposition to) any candidate for public office; and

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- (e) To operate, participate in and/or manage any other programs or activities that are not prohibited by law and that do not conflict with the provisions of Section 501(c)(4) of the Code.

ARTICLE IV - POWERS

This Corporation shall have and exercise all powers of any corporation not for profit as the same now exist, or may hereafter exist under the laws of the State of Florida. No part of the assets, income or profits of this Corporation shall be distributable to, or inure to the benefit of, its members, directors or officers or any private individual, except that this Corporation shall be authorized and empowered to pay reasonable compensation to its employees for services rendered and to make payments and distributions in the furtherance of the purposes set forth herein. Notwithstanding any other provision hereof, this Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(4) of the Code.

ARTICLE V - DISSOLUTION ON LIQUIDATION

In the event of dissolution of this Corporation or the winding up its affairs, or other liquidation of its assets, this Corporation's property shall not be conveyed to any organization created or operated for profit or to any individual, and all assets remaining after the payment of the Corporation's debts shall be conveyed or distributed at the direction of the then Directors of this Corporation to such other organization or organizations with a similar purpose that are exempt from federal income tax under the Code.

ARTICLE VI - MEMBERS

Membership is voluntary and offered to all persons owning a present vested interest in the fee title to any of the homes located in *South Beach at Ponte Vedra*, as evidenced by a duly recorded proper instrument in the Public Records of St. Johns County, Florida. Membership shall terminate automatically and immediately as a member's vested interest in the fee title terminates or when the member's views are inconsistent with those of the Association as determined by a majority vote of the Association officers. Associate memberships are available to "friends" of the Association.

ARTICLE VII - DIRECTORS AND THE MANNER OF THEIR ELECTION

The Board of Directors shall consist of at least three (3) members or such other number as hereafter required by Section 617.0803, Florida Statutes, or any subsequent statute regarding the number of directors of a not for profit corporation. The initial members of the Board of Directors and officers shall be hold offices to serve until the first annual meeting of the

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Member of the Corporation. Subsequently, the method of election shall be as stated in the Bylaws of the Corporation. The names and addresses of the members of the first Board of Directors and officers are as follows:

| | |
|--|-----------|
| Mary A. Davies 116 South Beach Drive St. Augustine, FL 32084 | President |
|--|-----------|

| | |
|---|----------------|
| James Dixon 112 South Beach Drive St. Augustine, FL 32084 | Vice President |
|---|----------------|

| | |
|---|---------------------|
| Larry Holland 104 South Beach Drive St. Augustine, FL 32084 | Secretary/Treasurer |
|---|---------------------|

ARTICLE VIII - BYLAWS

The Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

ARTICLE IX - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and the street address of the initial registered agent is Mary A. Davies, 116 South Beach Drive, St. Augustine, Florida 32084

ARTICLE X - INCORPORATORS

The name and street address of the incorporators for these Articles of Incorporation are:

Mary A. Davies, 116 South Beach Drive, St. Augustine, Florida 32084
James Dixon, 112 South Beach Drive, St. Augustine, Florida 32082
Larry Holland, 104 South Beach Drive, St. Augustine, Florida 32084

ARTICLE XI - INDEMNIFICATION

Directors, officers, employees and agents of the Corporation shall be indemnified to the full extent permitted by Florida law.

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ARTICLE XII - AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation by simple majority vote of the Board of Directors.

The undersigned incorporators have executed these Articles of Incorporation this 12th day of August 2003.


Incorporator Mary Anne Davies


Incorporator James Dixon


Incorporator Larry Holland

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CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of section 617.0501, Florida Statutes, CONCERNED CITIZENS OF SOUTH BEACH HOMEOWNER ASSOCIATION, INC., organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is CONCERNED CITIZENS OF SOUTH BEACH HOMEOWNERS ASSOCIATION, INC.
2. The name and address of the registered agent and office is Mary A. Davies, 1116 South Beach Drive, St. Augustine, FL 32084

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, Mary A. Davies HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT AND AGREES TO ACT IN THIS CAPACITY. Mary A. Davies FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES, AND Mary A. Davies IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF ITS POSITION AS REGISTERED AGENT.

M.A. Davies

Date: 9/12/03

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