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| Tallahassee, FI 32308 850-222-2785  City/st/Zip Phone #  CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):  1- 2- 3- NORTH BEACHES COSTA BRAVA ASSOCIATION, INC.  4-  X Walk-in Pick-up time ASAP XXX Certified Copy  Mail-out Will wait Photocopy Certificate of Status  NEW FILINGS Profit Resignation of R.A., Officer/Director Change of Registered Agent Dissolution/Withdrawal Dissolution/Withdrawal Merger  OTHER FILINGS Annual Report Fictitious Name Reservation Reinstatement Trademark  Name Reservation Trademark  | Requestor's Name       |                      |                           |                  |
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Examiner's Initials

## ARTICLES OF INCORPORATION FOR

## NORTH BEACHES COSTA BRAVA CONDOMINIUM OWNERS' ASSOCIATION, INC.,

#### A FLORIDA NOT-FOR-PROFIT CORPORATION

The undersigned incorporator for a Florida corporation and developer of the condominium to be known as the NORTH BEACHES COSTA BRAVA CONDOMINIUM (the "Condominium"), hereby forms a not-for-profit corporation under the laws of the State of Florida.

#### ARTICLE I NAME

The name of the corporation is the NORTH BEACHES COSTA BRAVA CONDOMINIUM OWNERS' ASSOCIATION, INC., hereinafter referred to as the "Association." The address of the Association is c/o Dale A. Beardsley, 4595 Lexington Avenue, Suite 100, Jacksonville, Florida 32210.

#### ARTICLE II REGISTERED AGENT

The initial Registered Agent of the Association is Dale A. Beardsley. The street address of the Registered Agent is 4595 Lexington Avenue, Suite 100. The Association may appoint a new Registered Agent from time to time.

## ARTICLE III PURPOSES

The Association does not contemplate pecuniary gain or profit to its members. The Association's specific purposes are to provide for the maintenance and preservation of the Condominium in accordance with its Declaration, recorded or to be recorded in the public records of Duval County, Florida (the "Declaration") for the mutual advantage and benefit of the members of the Association, who shall be owners of Units within the Condominium. To promote the health, safety and welfare of the owners of Units, the Association shall have and exercise the following authority and powers:

- (a) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration, which is hereby incorporated by reference.
- (b) To 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.

- (c) To borrow money and to mortgage, pledge or hypothecate any and all of its real or personal property as security for money borrowed or debts incurred.
- (d) To participate in mergers and consolidations with other nonprofit corporations organized for similar purposes.
- (e) To have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Florida and serving as a condominium association under Chapter 718, Florida Statutes, as it may be amended from time to time (the "Condominium Act") may now or hereafter have or exercise.

#### ARTICLE IV MEMBERSHIP

Every person or entity who is a record owner of a Unit within the Condominium shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Unit.

#### ARTICLE V VOTING RIGHTS

Each Unit is assigned one vote, to be exercised as determined by the owners of that Unit. However, until the occurrence of certain events as described in Section 6.3 of the Declaration, the developer of the Condominium shall have the right to elect a majority of the members of the Board

#### ARTICLE VI BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors, who do not need to be members of the Association. The following individuals shall serve as the first Board of Directors:

John Ondrejicka Dale A. Beardsley Alvaro Morrell

The address for all directors is c/o 4595 Lexington Avenue, Suite 100, Jacksonville, Florida 32210. In the future, Directors shall be elected as provided in the Bylaws.

#### ARTICLE VII TERM OF EXISTENCE

This corporation shall have perpetual existence unless sooner dissolved in accordance with the provisions herein contained or in accordance with the laws of the State of Florida.

## ARTICLE VIII DISSOLUTION

If the Condominium is terminated, the Association may be dissolved by assent in writing of a majority of the members.

#### ARTICLE IX OFFICERS

Subject to the direction of the Board, the affairs of this Association shall be administered by its officers, as designated in the Bylaws of this Association. Said officers shall be elected annually by the Board in accordance with the Bylaws.

## ARTICLE X BYLAWS

The Bylaws of this Association shall be adopted by the first Board and recorded in the public records of Duval County, Florida. The Bylaws may be altered, amended, modified or repealed as set forth in the Bylaws.

#### ARTICLE XI AMENDMENTS

This Association may amend or repeal any of the provisions contained in these Articles by a seventy-five percent (75%) vote of the membership.

## ARTICLE XII SUPREMACY

These Articles and the Bylaws are subject to the Declaration and in the event of a conflict, the Declaration shall govern. In the event of a conflict between the Articles and Bylaws, the Articles shall govern.

## ARTICLE XIII INDEMNIFICATION

This Association shall indemnify and hold harmless any and all of its present or former directors, officers, employees or agents, to the full extent permitted by law. Said indemnification shall include but not be limited to the expenses, including the cost of any judgments, fines, settlements and counsel's fees actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative, and any appeal thereof, to which any such persons or his legal representative may be made a party or may be threatened to be made a party by reason of his being or having been a director, officer, employee or agent. The foregoing right of indemnification shall not affect any other rights to which any director, officer, employee or agent may be entitled as a matter or law or which he may be lawfully granted.

#### REGISTERED AGENT CERTIFICATE

NORTH BEACHES COSTA BRAVA CONDOMINIUM OWNERS' ASSOCIATION, INC., a corporation duly organized under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in Duval County, Florida, has named Dale A. Beardsley as its agent to accept service of process within this state. The street address of the Registered Agent is 4595 Lexington Avenue, Suite 100, Jacksonville, Florida 32210.

|       |         | ASSOCIATION, INC. |
|-------|---------|-------------------|
| Date: | 2/17/04 | By: Its Director  |

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dale A. Beardsley

Date: 2/17/04

NORTH BEACHES COSTA

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SECRETARY OF STATE
AND AND ASSEE, FLORIDA

## ARTICLE XIV INCORPORATOR

|  | Beardsley, a natural person who is competent to Avenue, Suite 100, Jacksonville, Florida 32210, day of |
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|  | Dale A. Beardsley  |
| OTTA TEL OF PLODADA                                |  |
| STATE OF FLORIDA<br>COUNTY OF FLORIDA              |  |
| The foregoing Articles of Incorporation were       | acknowledged before me this 19th day of He is personally known to me or has produced a                 |
| Florida Drivers License as identification and dis  |  |
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