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FLORIDA NON-PROFIT CORPORATION

Ft. Clinch Condominium Association, Inc.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

May 11, 2004

JACOBS & PETERS

SUBJECT: FT. CLINCH CONDOMINIUM ASSOCIATION, INC.
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**ARTICLES OF INCORPORATION
OF
FT. CLINCH CONDOMINIUM ASSOCIATION, INC.

(A Corporation Not For Profit)**

In order to form a corporation under the provisions of Chapter 617 of the laws of the State of Florida for the Formation of Corporations Not For Profit, we, the undersigned, hereinafter referred to as "Developer," hereby create a corporation for the purpose and with the powers hereinafter mentioned.

ARTICLE I

Section 1.1 Name. The name of the corporation shall be **FT. CLINCH CONDOMINIUM ASSOCIATION, INC.** (hereinafter referred to as the "Association").

ARTICLE II

Section 2.1 Nature, Object and Purpose. The general nature, objects and purposes of the Association are as follows:

A. To promote the health, safety, and social welfare of the owner of the property within the residential area referred to as 2503 & 2505 West 5th Street, Fernandina Beach, Florida 32034 and described in the Declaration of Covenants and Restrictions for Ft. Clinch Condominium Association (the "Declaration") to be recorded in the Public Records of Nassau County, Florida. The condominium complex consists of that real property situated in Nassau County,

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Florida, described below as may be expanded as provided for in the Declaration:

Lot 49, SORRENSONS OCEAN TERRACE, an unrecorded subdivision, lying in and being a part of Section 12, Township 3 North, Range 29 East, Nassau County Florida; Being assessors parcel no. 00-00-31-1700-0049. Official Records Book 468, page 538 public records of said county.

ARTICLE III

Section 3.1 Powers. The Association shall have the following powers:

The Association shall have all of the powers reasonably necessary to implement and effectuate the purposes of the Association, including but not limited to, the following:

- (a) To make and establish reasonable rules and regulations governing the use of Units and common elements in said subdivision as said terms may be defined in said Declaration of Covenants and Restrictions to be recorded in the public records of Nassau County, Florida.**
- (b) To buy, sell, lease, mortgage or otherwise deal with any and all property, whether real or personal.**
- (c) To levy and collect assessments against members of the Association to defray the common expenses of the Association as may be provided in said Declaration of Covenants and Restrictions and in the Bylaws of this Association which may be hereafter adopted, including the right to levy and collect**

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assessments for the purposes of acquiring, operating, leasing, managing and otherwise trading and dealing with such property, whether real or personal, including Units of Condominium.

- (d) To maintain, repair, replace, operate and manage the Association and the Common Property comprising same, including the right to make improvements after casualty and to make further improvements of Common Property.**
- (e) To contract for the management of the Common Property and to delegate to such contractor all of the powers and duties of the Association except those which may be required by the Declaration of Covenants and Restrictions to have approval of the Board of Directors or membership of the Association.**
- (f) To enforce the provisions of said Declaration of Covenants and Restrictions, these Articles of Incorporation, the Bylaws of the Association which may be hereafter adopted, and the Rules and Regulations governing the use of said Common Property as may be hereafter established.**
- (g) To approve or disapprove the transfer, lease, mortgage and ownership of Units as may be provided by the Declaration of Covenants and Restrictions and by the Bylaws.**

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- (h) To execute, undertake and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the Association pursuant to the Declaration of Covenants and Restrictions aforementioned.**
- (i) All funds and the titles to all property acquired by the Association, and their proceeds shall be held in trust for the members in accordance with the provisions of the Declaration of Covenants and Restrictions, these Articles of Incorporation and the Bylaws of the Association.**

ARTICLE IV

Section 4.1 Membership. The membership shall consist of the Owners of the Units of Condominium and all such owners shall be members of the Association.

Section 4.2 Voting.

Subject to the restrictions and limitations hereinafter set forth, each member shall be entitled to one (1) vote for each Unit in which he holds the interest required for membership. When one or more persons holds such interest of interests in any one Unit, all such persons shall be members, and the vote for such Unit shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Unit owned by one or more members.

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ARTICLE V

Section 5.1 Perpetual Existence. The Association shall have perpetual existence.

ARTICLE VI

Section 6.1 Offices. The principal office of the Association shall be located at 2505-B W. 5th Street, Fernandina Beach, Florida, but the Association may maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the Board of Directors; furthermore, the Board of Directors may from time to time relocate the aforesaid principal office.

ARTICLE VII

Section 7.1 Board of Directors. The Affairs of the Association shall be managed by a Board of Directors. The number of persons which will constitute the entire Board of Directors shall not be less than three (3) nor more than five (5). Upon the sale of the first unit by the Developer to an Owner, said Owner shall be entitled to elect one (1) director.

After the Developer ceases to own any Units, all directors shall be elected by Unit Owners.

The number of directors constituting the initial Board of Directors of the corporation is one (1). The names and addresses of said persons who are to serve on the initial Board of Directors are:

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<u>Name</u>	<u>Address</u>
CLAUDE A. HARTLEY	2505-B W. 5 th Street, Fernandina Beach, Florida 32034

ARTICLE VIII

Section 8.1 Officers. The affairs of the Association shall be administered by the officers in accordance with the Bylaws. The president and such other officers and assistant officers as the Board of Directors may from time to time designate shall constitute the officers of the Association. The officers of the Association shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and 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>Name</u>	<u>Office</u>	<u>Address</u>
CLAUDE A. HARTLEY	President	2505-B W. 5 th Street Fernandina Beach, FL 32034
CLAUDE A. HARTLEY	Treasurer	2505-B W. 5 th Street Fernandina Beach, FL 32034
CLAUDE A. HARTLEY	Secretary	2505-B W. 5 th Street Fernandina Beach, FL 32034

ARTICLE IX

Section 9.1 Adoption of Bylaws. The first Bylaws of the Association shall be adopted by Board of Directors and may be altered, amended or rescinded by Board of Directors and the members of this Association.

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ARTICLE X

Section 10.1 Indemnification of Directors and Officers. Every
director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a director or officer at the time such expenses are incurred except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of any claim for reimbursement or indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such directors or officers may be entitled.

The Board of Directors may, and shall if the same is reasonably available, purchase liability insurance to insure all directors, officers or agents, past and present, against all expenses and liabilities as set forth above. The premiums for such insurance should be paid by the Unit owners as part of the common expense.

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ARTICLE XI

Section 11.1 Amendments of Articles. An amendment or amendments to these Articles of Incorporation may be proposed by the Board of Directors of the Association acting upon a vote of the majority of the directors, or by the members of the Association owning a majority of the Units whether meeting as members or by instrument in writing signed by them. Upon any amendment or amendments to these Articles of Incorporation being proposed by said Board of Directors or members, such proposed amendment or amendments shall be transmitted to the president of the Association, or other officer of the Association in the absence of the president, who shall thereupon call a special meeting of the members of the Association for a date not sooner than ten (10) days nor later than thirty (30) days from the receipt by him of the proposed amendment or amendments, and it shall be the duty of the secretary to give to each member written or printed notice of such meeting stating the time and place of the meeting and reciting the proposed amendment or amendments in reasonably detailed form, which notice shall be mailed or presented personally to each member not less than ten (10) days nor more than thirty (30) days before the date set for such meeting. If mailed, such notice shall be deemed to be properly given when deposited in the United States mail, addressed to the member at his

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post office address as it appears in the records of the Association and the postage thereon prepaid. Any member, may by written waiver of notice signed by such member, waive such notice, and such waiver when filed in the records of the Association whether before or after the holding of the meeting shall be deemed equivalent to the giving of such notice to such member. At such meeting, the amendment or amendments proposed must be approved by an affirmative vote of a majority of the Board of Directors and an affirmative vote of the members owning not less than sixty (60%) percent of the Units in order for such amendment or amendments to be effective. Thereupon, such amendment or amendments of these Articles of Incorporation shall be transcribed and certified in such form as may be necessary to register the same in the office of the Secretary of the State of Florida and upon the registration of such amendment or amendments with the said Secretary of State, a certified copy thereof shall be recorded in the Public Records of Nassau County, Florida, within ten (10) days from the date on which the same are so registered. At any meeting held to consider such amendment or amendments of these Articles of incorporation, the written vote of any member of the Association shall be recognized, if such member is not in attendance at such meeting or represented there by proxy,

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provided such written vote is delivered to the secretary of the Association at or prior to such meeting.

Provided, however, that no amendment shall make changes in the qualifications for membership nor the voting rights of the members, nor change in Article III, Paragraph 3.1, without approval in writing of all members and the joinder of all record owners of mortgages on the Units. No amendment shall be made that is in conflict with the Declaration of Covenants and Restrictions.

Notwithstanding the foregoing, any amendment signed by the owners of all the Units shall become immediately effective.

ARTICLE XII

Article 12.1 Transactions In Which Directors Or Officers Are Interested.

In the absence of fraud, no contract or other transaction between the Association and any other person, firm, corporation or partnership shall be affected or invalidated by reason of the fact that any director or officer of the Association is pecuniarily or otherwise interested therein.

ARTICLE XIII

Section 13.1 **Subscribers.** The name and address of the subscribers to these Articles of Incorporation are as follows:

CLAUDE A. HARTLEY

**2505-B W. 5TH STREET, FERNANDINA
BEACH, FLORIDA 32034**

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ARTICLE XIV

Section 14.1 Agent. The initial registration agent of the association is **Arthur I. Jacobs, Esquire** and the street address of the initial registration office of the Association is 961687 Gateway Blvd., Suite 201-I, **Fernandina Beach, Florida 32034**. This corporation shall have the right to change such registered agent and office from time to time as provided by law.

IN WITNESS WHEREOF, the subscribers have hereunto set their hands and seals this 1 day of August, 2003.


CLAUDE A. HARTLEY

STATE OF FLORIDA
COUNTY OF NASSAU

The foregoing instrument was acknowledged before me this 1st day of August, 2003 by CLAUDE A. HARTLEY.


NOTARY PUBLIC

State of Florida at Large
My commission expires:



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CERTIFICATE DESIGNATING AGENT
UPON WHOM PROCESS MAY BE SERVED

In pursuance of Section 48.091 and Section 607.034(3), Florida Statutes, the following is submitted in compliance with said sections:

FT. CLINCH CONDOMINIUM ASSOCIATION, INC. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, at **2505B West 5th Street, Fernandina Beach, Florida 32034**, has named **Arthur I. Jacobs, Esquire**, as its registered agent to accept service of process within this state, who is located at the following registered office:

Arthur I. Jacobs, Esquire
961687 Gateway Blvd., Suite 201-I
Fernandina Beach, FL 32034

ACKNOWLEDGMENT AND ACCEPTANCE

Having been named as the registered agent for the above corporation for the purpose of accepting service of process at the registered office designated in this certificate, I hereby accept such appointment and agree to act in such capacity. I agree to comply with the provisions of said section relative to keeping open the registered office.



Registered Agent

Jacobs & Associates, P. A.
P. O. Box 1110
Fernandina Beach, Florida 32035-1110
Florida Bar No. 108249

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