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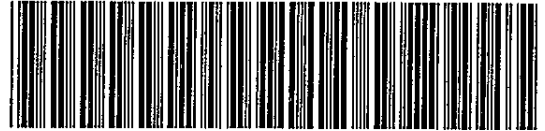
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TALLAHASSEE, FLORIDA

Crabtree & Fallan, P.A.

ATTORNEYS AND COUNSELORS AT LAW

8777 SAN JOSE BOULEVARD
BUILDING A, SUITE 200
JACKSONVILLE, FLORIDA 32217

R. R. CRABTREE
SCOTT W. FALLAR

TELEPHONE (904) 732-9701
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A. M. CRABTREE, JR.
(1924-1995)

October 27, 2004

Via Federal Express

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

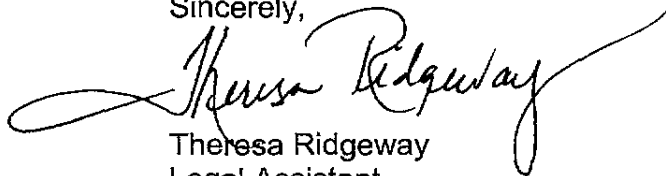
**RE: Articles of Incorporation of Andalusia Bay
Owners Association, Inc.**

Dear Sir/Madam:

Enclosed are the Articles of Incorporation for the above-referenced entity together with our check in the amount of \$78.75 in payment of the filing fee. I would appreciate your filing same at your earliest convenience and returning the enclosed to me together with your Certificate of Status.

Thank you most cordially for your assistance in this regard.

Sincerely,



Theresa Ridgeway
Legal Assistant

/tr
enclosures

**ARTICLES OF INCORPORATION
OF
ANDALUSIA BAY OWNERS ASSOCIATION, INC.**

The undersigned, acting as incorporator of a corporation not for profit pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is Andalusia Bay Owners Association, Inc., hereafter called the "Association".

ARTICLE II - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal office of the Association is located at 237 9th Avenue, Jacksonville Beach, Florida 32250.

ARTICLE III - DURATION

The Association shall have perpetual duration.

ARTICLE IV - PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit, direct or indirect, to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the Units and Common Area within that certain tract of property described as:

See Exhibit "A" Attached

SUBJECT, however, to building restriction lines, easements, dedicated roads, and streets, and other matters shown on said plan.

and to promote the health, safety and welfare of the owners within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the Office of Clerk, Circuit Court, in and for Flagler County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection

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therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) 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;

(d) borrow money, and with the assent of two-thirds (2/3) of each class of members mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;

(f) participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members;

(g) have and to execute any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Florida may now or hereafter have or exercise.

ARTICLE V - MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Unit which is subject to assessment by the Association.

ARTICLE VI- VOTING RIGHTS

The Association shall have two classes of voting membership:

(i) Class A. Class A Members shall be all Owners with the exception of the Developer while the Developer is a Class B Member. Class A Members shall be entitled to one vote for each Unit such Class A Member owns. When more than one person holds an interest in any Building Unit, other than as security for the performance of an obligation, all such persons shall be Members. The vote for such parcel shall be exercised as they

determine by written designation to the Association, but in no event shall more than one vote be cast with respect to any Building Unit.

(ii) Class B. The Class B Member shall be the Developer, who shall be entitled to the number of votes equal to the number of votes held by all Class A Members, plus one. The Class B membership shall cease and be converted to Class A membership when the Developer no longer owns any property within the Property or when the Developer, in his sole discretion, elects to convert his Class B Membership to Class A Membership. When the Class B Membership ceases, the Class B Member shall be deemed a Class A Member entitled to the same number of votes on the same basis per acre as all other Class A Members.

ARTICLE VII - MANNER OF ELECTION OF OFFICERS AND DIRECTORS

The officers and directors are to be elected in accordance with the Corporate Bylaws. The names and addresses of the initial officers and directors are as follows:

Curtis R. Ford	237 9 th Avenue Jacksonville Beach, Florida 32250	D/P
Steve Doerr	237 9 th Avenue Jacksonville Beach, Florida 32250	D/VP
Diana Doerr	237 9 th Avenue Jacksonville Beach, Florida 32250	D/S/T

At the first meeting, the members shall elect two directors for a term of one year; and at the first annual meeting thereafter the members shall elect two directors for a period of two years, and two directors for a period of one year. Thereafter, at each annual meeting, the members shall elect two new directors for a period of two years.

ARTICLE VIII - AMENDMENTS

These Articles may be amended upon a resolution duly adopted by the Board of Directors and the affirmative vote of Owners holding at least two-thirds (2/3) of the total Class "A" votes in the Association and the consent of the Declarant so long as the Declarant owns any property subject to the Declaration or which may be unilaterally subjected to the Declaration by the Declarant.

ARTICLE IX - DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for the purposes similar to those for

which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes. This procedure shall be subject to court approval or dissolution pursuant to Section 617.05, Florida Statutes.

ARTICLE X - INITIAL REGISTERED AGENT AND STREET ADDRESS

R.R. Crabtree, 8777 San Jose Boulevard, Building A, Suite 200, Jacksonville, Florida 32217, is hereby appointed the initial registered agent of this Association.

ARTICLE XI - INCORPORATOR

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

Curtis R. Ford 237 9th Avenue
Jacksonville Beach, Florida 32250

The undersigned, constituting the subscriber of this Association, has executed these Articles of Incorporation this 26 day of October, 2004.

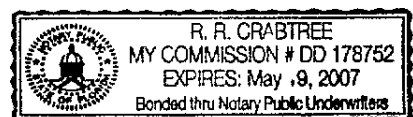

CURTIS R. FORD

STATE OF FLORIDA
COUNTY OF Duval

Before me, the undersigned Notary Public, in and for said County and State, personally appeared Curtis R. Ford, who is personally known to me and who, after first duly sworn, deposes under oath and said that the foregoing Articles were prepared under his direction and that he had knowledge of the facts stated therein, that said facts are true, and that he executed the same freely and voluntarily and for the purposes stated therein.

Given under my hand and official seal this 26th day of October, 2004.

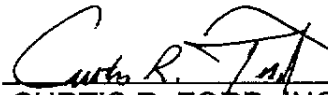

Notary Public, State of Florida
My commission expires:



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

IN COMPLIANCE WITH SECTION 607.0501, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:

FIRST THAT ANDALUSIA BAY OWNERS ASSOCIATION, INC., WITH ITS PLACE OF
BUSINESS AT 237 9TH AVENUE, JACKSONVILLE BEACH, FLORIDA 32250, HAS
NAMED R. R. CRABTREE, CRABTREE & FALLAR, P.A., 8777 SAN JOSE BOULEVARD,
BUILDING A, SUITE 200, JACKSONVILLE, FL 32217, AS ITS AGENT TO ACCEPT
SERVICE OF PROCESS WITHIN FLORIDA.


CURTIS R. FORD, INCORPORATOR

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION AT THE PLACE DESIGNATED ABOVE, I HEREBY AGREE TO
ACT IN THIS CAPACITY AND AGREE TO COMPLY WITH THE PROVISIONS OF ALL
STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY
DUTIES.

DATED: October 26th, 2004.


R. R. CRABTREE
REGISTERED AGENT

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TALLAHASSEE, FLORIDA

DESCRIPTION

That part of Government Lots 1, 2, 3, 4, 5 and 6 lying in Section 32, Township 11 South, Range 28 East, Flagler County, Florida, being more particularly described as follows:

Commence at the Northeast corner of said Section 32, Township 11 South, Range 28 East, thence run South 89°03'50" West along the North line of said Section 32 for a distance of 2559.89 feet to the POINT OF BEGINNING; thence departing said North line of Section 32 run South 28°59'31" East for a distance of 2143.39 feet; thence run South 60°23'10" East for a distance of 905.78 feet; thence run North 55°18'46" East for a distance of 391.78 feet; thence run North 53°41'06" East for a distance of 244.61 feet; thence run North 50°26'14" East for a distance of 55.91 feet to a point of curvature of a circular curve concave to the Northwest; thence run Northwesterly along the arc of said curve, having a radius of 188.00 feet, through a central angle of 12°12'49", for an arc distance of 40.08 feet; thence run North 89°01'55" East for a distance of 175.54 feet to the East line of said Section 32; thence run South 00°58'05" East along said East line of Section 32 for a distance of 2501 feet, more or less to the ordinary high water line of Crescent Lake; thence meander Northwesterly along the ordinary high water line for a distance of 5498 feet, more or less to the South line of a parcel recorded in Official Records Book 540, Page 1145, Public Records of Flagler County, Florida; thence run North 60°39'36" West along said South line for a distance of 538 feet, more or less; thence departing said South line run North 03°23'47" West for a distance of 406.41 feet; thence run North 55°15'11" East for a distance of 219.87 feet to the North line of said Section 32; thence run North 89°03'50" East along said North line of Section 32 for a distance of 369.34 feet to the Point of Beginning.

Contains 161.7 acres, more or less

Subject to and together with a 50.00 foot wide Ingress/Egress and Utility Easement lying within Government Lots 1, 2 and 3 of Section 32, Township 11 South Range 28 East and the Northeast Quarter of the Northeast Quarter of Section 32, Township 11 South, Range 28 East and the Southeast Quarter of the Northeast Quarter of said Section 32 and the Northwest Quarter of Section 33, Township 11 South, Range 28 East, Flagler County, Florida, the centerline of said easement being more particularly described as follows:

Commence at the Northeast corner of said Section 32; thence run South 89°03'50" West along the North line of said Section 32 for a distance of 2639.86 feet to the Northeast corner of the Northwest Quarter of said Section 32, also being the POINT OF BEGINNING of said 50.00 foot wide easement; thence run South 00°10'02" West for a distance of 261.98 feet; thence run South 09°37'05" East for a distance of 223.96 feet; thence run South 16°30'04" West for a distance of 216.38 feet; thence run South 00°48'59" East for a distance of 266.07 feet; thence run south 10°34'30" East for a distance of 228.45 feet; thence run South 18°52'18" East for a distance of 76.19 feet; thence run South 57°15'18" East for a distance of 80.48 feet; thence run South 44°18'20" East for a distance of 48.38 feet; thence run South 13°39'57" East for a distance of 48.25 feet; thence run South 06°07'48" West for a distance of 200.53 feet; thence run South 12°13'29" East

for a distance of 319.47 feet thence run South 22°35'24"East for a distance of 180.71 feet; thence run south 28°48'06"East for a distance of 152.62 feet; thence run South 22°07'41"East for a distance of 118.39 feet; thence run South 60°29'06"East for a distance of 156.63 feet; thence run South 65°59'52"East for a distance of 172.32 feet; thence run South 65°44'41"East for a distance of 164.94 feet; thence run South 67°48'28"East for a distance of 89.25 feet to the Point of Curvature of a circular curve concave to the Northeast, thence run Southeasterly along the arc of said curve, having a radius of 256.10 feet, through a central angle of 27°15'14", for an arc distance of 121.82 feet to the Point of Tangency; thence run North 84°56'18"East for a distance of 212.95 feet; thence run North 79°18'41"East for a distance of 113.27 feet; thence run North 78°37'40"East for a distance of 224.64 feet to the Point of Curvature of a circular curve concave to the Northwest, thence run Northeasterly along the arc of said curve, having a radius of 510.00 feet, through a central angle of 21°03'17", for an arc distance of 187.41 feet; thence run North 57°34'23"East for a distance of 179.75 feet; thence run North 55°18'46"East for a distance of 391.78 feet; thence run North 53°41'06"East for a distance of 244.61 feet; thence run North 50°26'14"East for a distance of 55.91 feet to the Point of Curvature of a circular curve concave to the Northwest, thence run Northeasterly along the arc of said curve, having a radius of 188.00 feet, through a central angle of 40°24'21", for an arc distance of 132.58 feet to the Point of Tangency; thence run North 10°01'53"East for a distance of 153.66 feet; thence run North 07°35'48"East for a distance of 144.27 feet; thence run North 07°05'08"East for a distance of 56.29 feet to the Point of Curvature of a circular curve concave to the Southeast, thence run Northeasterly along the arc of said curve, having a radius of 173.82 feet, through a central a central angle of 44°37'11", for an arc distance of 135.37 feet to the Point of Tangency; thence run North 48°02'12"East for a distance of 79.21 feet to the intersection with the Westerly Right-of-Way line of State Road No. 100 to the Point of Termination.

The side lines of said 50.00 foot wide easement shall be extended or shortened as to start at the North line of Section 32 and end at the Westerly Right-of-Way line of State Road No. 100 to prevent a hiatus or overlap.

Subject to a 115.00 foot wide Ingress/Egress and Utility Easement.