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(Requestor's Name)

Ned Blumenthal, Esq.
Weissman, Nowack, Curry & Wilco, P.C.
One Alliance Center, 4th Floor
3500 Lenox Road
Atlanta, Georgia 30326

(City/State/Zip/Phone #)

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**ARTICLES OF INCORPORATION
OF
VILLA SAN MARCO CONDOMINIUM ASSOCIATION, INC.**

THE UNDERSIGNED INCORPORATOR, being a natural person competent to contract, for the purpose of forming a corporation not-for-profit under the laws of the State of Florida, does hereby adopt, subscribe and acknowledge the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation shall be VILLA SAN MARCO CONDOMINIUM ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Corporation".

ARTICLE II. DEFINITIONS

The terms used in these Articles shall have the same definitions and meaning as those set forth in the Declaration for the Condominium for Villa San Marco Condominium ("Declaration"), to be recorded in the Public Records of St. Johns County, Florida, unless herein provided to the contrary, or unless the context otherwise requires.

ARTICLE III. PURPOSE AND POWERS

Section 1. Purpose. The purpose for which the Corporation is organized is to provide an entity for the operation and governance of Villa San Marco Condominium (the "Condominium"), located upon lands in St. Johns County, Florida, said property being described in the duly recorded Declaration of Condominium applicable thereto in accordance with the Florida Condominium Act, Chapter 718, Florida Statutes (the "Act").

The Corporation shall not be operated for profit and shall make no distribution of income to its members, directors or officers and upon dissolution, all assets of the Association shall be transferred only to another non-profit corporation or a public agency or as otherwise authorized by the Florida Not For Profit Act, Chapter 617, Florida Statutes.

Section 2. Powers. The Corporation shall have all of the common-law and statutory powers of a corporation not-for-profit which are not in conflict with the terms of these Articles, the Bylaws, the Declaration, or the Act.

The Corporation shall have all of the powers and duties contemplated in these Articles, the Declaration, the Bylaws and the Act together with all of the powers and the duties reasonably necessary to operate the Condominium pursuant to the Declaration as it may be amended from time to time, and such other documents or agreements that may exist from time to time pertaining to the Condominium. The powers and duties, which the Bylaws and Declaration may set forth in more detail, shall include, but shall not be limited to, the following specific powers and duties:

(a) To make and collect Assessments against members as Unit Owners to defray the costs, expenses and losses of the Condominium, and to make such other Special Assessments against Unit Owners as the Declaration shall provide, and to enforce such levy of Assessments through a lien and the foreclosure thereof or by other action pursuant to the Declaration.

- (b) To use the proceeds of the Assessments in the exercise of its powers and duties, and as provided in the Declaration.
- (c) To maintain, repair, replace and operate the Condominium Property.
- (d) To purchase insurance and enter into contracts for services, utilities and other purposes as may be deemed appropriate.
- (e) To reconstruct improvements after casualty and further improve the Condominium Property.
- (f) To adopt, amend and enforce reasonable rules and regulations governing the use of the Units, Common Elements, Limited Common Elements and Association Property as that term is defined in the Declaration.
- (g) To perform such functions as may be specified in the Declaration and the Bylaws.
- (h) To enforce by legal means the provisions of the Act, the Declaration, these Articles, the Bylaws of the Corporation and such rules and regulations as may be promulgated.
- (i) To employ personnel to perform the services required for proper operation of the Condominium.
- (j) To lease, maintain, repair and replace the Common Elements as same are defined in the Declaration.
- (k) To acquire or enter into agreements acquiring leaseholds, memberships or other possessory or use interests in lands or facilities and to pay the rental, membership fees, operational, replacement and other expenses as Common Expenses.
- (l) To purchase a Unit or Units of the Condominium for any purpose and to hold, lease, mortgage or convey such Units on terms and conditions approved by the Board of Directors.
- (m) To exercise such other power and authority to do and perform every act and thing necessary and proper in the conduct of its business for the accomplishment of its purposes as set forth herein and as permitted by the applicable laws of the State of Florida.
- (n) To contract for the management and maintenance of the Condominium Property and to authorize a management agent to assist the Corporation in carrying out its powers and duties by performing such functions as the submission of proposals, collection of Assessments, and other sums due from Unit Owners, preparation of records, enforcement of rules and maintenance, repair and the replacement of the Common Elements with funds as shall be made available by the Corporation for such purposes. The Corporation and its officers shall, however, retain at all times the powers and duties granted by the Condominium documents and the Florida Condominium Act, including, but not limited to, the making of Assessments, promulgation of rules and execution of contracts on behalf of the Corporation.
- (o) To bring suit as may be necessary to protect the Corporation's interests, the interests of the Corporation's Members, or the Condominium Property.

Section 3. Association Property. All funds and the title to all properties acquired by the Association and their proceeds shall be held for the benefit and use of the members in accordance with the provisions of the Declaration, these Articles and the Bylaws.

Section 4. Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions hereof and of the Declaration, the Bylaws, and the Act, provided that in the event of conflict, the provisions of the Act shall control over those of the Declaration and Bylaws.

ARTICLE IV. DEVELOPER

McRae and Stolz St. Augustine, LLC, a Georgia limited liability company ("Developer"), shall make and declare or has made and declared a certain Declaration of Condominium submitting to condominium ownership certain property described therein under the terms, covenants, and conditions expressed more fully therein; the Condominium is to be known as VILLA SAN MARCO CONDOMINIUM.

ARTICLE V. TERM

The term for which this Corporation shall exist shall be perpetual.

ARTICLE VI. INCORPORATOR

The name and address of the incorporator of this Corporation is as follows:

Ned Blumenthal, Esq.
Weissman, Nowack, Curry & Wilco, P.C.
One Alliance Center, 4th Floor
3500 Lenox Road
Atlanta, Georgia 30326

ARTICLE VII. OFFICERS

The officers of the Corporation shall be a President, Vice President, Secretary and Treasurer and such other officers as the Board of Directors may from time to time determine. The officers of this Corporation shall be elected for a term of one (1) year, and until a successor shall be elected and qualified, by the Board of Directors at their annual meeting and in accordance with the provisions provided therefor in the Bylaws of the Corporation. Officers, other than designees of the Developer, must be Unit Owners. The President and Vice President must be members of the Board of Directors.

The names of the persons who shall serve as the first officers are:

Irwin W. Stolz, III	President
W. Alan McRae	Vice President
Nancy M. Knight	Secretary-Treasurer

ARTICLE VIII. DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors composed of not less than three (3) directors. The method of election of directors shall be as stated in the Bylaws. All directors

shall be members of the Association, provided that the Developer shall be entitled to designate non-member directors to the extent permitted by the Florida Condominium Act. Transfer of Control of the Corporation from the Developer to the Unit Owners shall be as stated in the Bylaws.

All of the duties and powers of the Corporation existing under the Act, the Declaration, these Articles and the Bylaws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by Unit Owners when such approval is specifically required.

The first Board of Directors shall be comprised of three (3) persons who shall serve until their respective successors are elected (or designated) and qualified. The names and addresses of the members of the Board of Directors who shall serve as the first directors are:

Irwin W. Stolz, III	366 North Main Street, Suite 400 Alpharetta, Georgia 30004
W. Alan McRae	366 North Main Street, Suite 400 Alpharetta, Georgia 30004
Nancy M. Knight	366 North Main Street, Suite 400 Alpharetta, Georgia 30004

ARTICLE IX. BYLAWS

The initial Bylaws of the Corporation shall be attached as an exhibit to the Declaration of Condominium for the Condominium and shall be adopted by the first Board of Directors.

ARTICLE X. MEMBERS

Membership in the Corporation shall automatically consist of and be limited to all of the record owners of Units in the Condominium. Transfer of Unit ownership, either voluntary or by operation of law, shall terminate membership in the Corporation and said membership is to become vested in the transferee. If Unit ownership is vested in more than one (1) person then all of the persons so owning said Unit shall be members eligible to hold office, attend meetings, etc., but the Owner(s) of each Unit shall only be entitled to one vote as a member of the Corporation. The manner of designating voting members and exercising voting rights shall be determined by the Bylaws.

ARTICLE XI. AMENDMENTS

Amendments to these Articles of Incorporation shall be made in the following manner:

(a) The Board of Directors shall adopt a resolution setting forth the proposed amendment and, if there are members of the Corporation, the Board shall direct that it be submitted to a vote at a meeting of the members, which may be either the annual or a special meeting. If there are no members of the Corporation, the amendment shall be adopted by a vote of the majority of directors and the provisions for adoption by members shall not apply.

(b) Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each member of record entitled to vote thereon within the time and in the manner provided herein for the giving of notice of meetings of members. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

(c) At such meeting, a vote of the members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of a majority of the votes of all members of the Corporation entitled to vote thereon. Upon adoption, such amendment or amendments of these Articles shall be transcribed and certified in such form as may be necessary to file the same in the office of the Secretary of State of Florida. A certified copy of each such amendment of these Articles shall be recorded in the public records of St. Johns County, Florida, within thirty (30) days from the date on which such amendment is filed in the office of the Secretary of State.

No amendment to these Articles of Incorporation shall be made which affects any of the rights and privileges provided to the Developer in the Condominium documents without the written consent of the Developer.

To the extent lawful, the Developer may amend these Articles consistent with the provisions of the Declaration allowing certain amendments to be effected by the Developer alone.

ARTICLE XII. PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Corporation shall be 100 Villa Club Drive, St. Augustine, Florida 32086, or at such other place or places as may be designated from time to time.

ARTICLE XIII. REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation and the name of the initial registered agent at that address are:

McRae & Stolz St. Augustine Florida Manager, Inc.
c/o Villa San Marco Condominium
100 Villa Club Drive
St. Augustine, Florida 32086

ARTICLE XIV. INDEMNIFICATION

The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, employee, officer or agent of the Association, against expenses (including attorney's fees and appellate attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless (a) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or in a manner he reasonably believed to be not in, or opposed to, the best interest of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court further specifically determines that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or did act in a manner which he reasonably believed to be not in, or opposed to, the best interest of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe that his conduct was

unlawful. To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in this Article, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorney's fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the affected director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized in this Article.

The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of members or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and personal representatives of such person.

The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving, at the request of the Association, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprises, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.


Anything to the contrary herein notwithstanding, the provisions of this Article may not be amended without the prior written consent of all persons whose interest would be adversely affected by such amendment.

ARTICLE XV. DISSOLUTION OF THE ASSOCIATION

The Association may be dissolved in accordance with the provisions of the Declaration and in accordance with Florida law.

[SIGNATURES ON FOLLOWING PAGE]

IN WITNESS WHEREOF, the subscribing Incorporator has hereunto set his hand and seal and caused these Articles of Incorporation to be executed this 21st day of March, 2005.



Ned Blumenthal, Esq., Incorporator

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

The undersigned, having been named as registered agent and to accept service of process for VILLA SAN MARCO CONDOMINIUM ASSOCIATION, INC., hereby accepts the appointment as registered agent and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties and is familiar with and accepts the obligations of his position as registered agent.

Registered Agent: **McRae & Stolz St. Augustine Florida
Manager, Inc.**

By: 

Signature

Name: Irwin W. Stolz, III
Title: President

**CERTIFICATE OF 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 48.091, *Florida Statutes*, the following is submitted:

Villa San Marco Condominium Association, Inc., desiring to organize or qualify under the laws of the State of Florida with its principal place of business at 100 Villa Club Drive, St. Augustine, Florida 32086, State of Florida, has named McRae & Stolz St. Augustine Florida Manager, Inc., as its agent to accept service of process within Florida.

**VILLA SAN MARCO CONDOMINIUM
ASSOCIATION, INC.,**
a Florida corporation not-for-profit

By: _____

Ned Blumenthal, Incorporator

Dated: _____

March 21, 2005

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.

Dated this 21st day of March, 2005.

Registered Agent: **McRae & Stolz St. Augustine Florida
Manager, Inc.**

By: _____

Signature

Name: Irwin W. Stolz, III
Title: President

IN WITNESS WHEREOF, the Developer has caused this Declaration to be duly executed and its corporate seal to be hereunto affixed this 21st day of March, 2005. --

DEVELOPER:

MCRAE & STOLZ ST. AUGUSTINE, LLC,
a Delaware limited liability company

By: McRae & Stolz St. Augustine Manager, Inc.,
a Florida corporation
Its Managing Member

By: [Signature] [SEAL]
Name: I.W. Stolz III
Title: Pres

WITNESSES:

Name: Nancy Knight
Print Name: Nancy Knight

Name: Bill Allgood
Print Name: Bill Allgood

STATE OF Georgia
COUNTY OF Gwinnett

The foregoing instrument was acknowledged before me this 21st day of March, 2005 by I.W. Stolz, III, as _____ of McRae & Stolz St. Augustine Manager, Inc., a Florida corporation, which is the Managing Member of McRae & Stolz St. Augustine, LLC, a Delaware limited liability company. He/She is personally known to me or he/she has produced _____ as identification.

My Commission Expires:

Notary Public, Gwinnett County, Georgia
My Commission Expires Feb. 25, 2007

(AFFIX NOTARY SEAL)

Amy E. Heicher
(Signature)

Name: Amy E. Heicher
(Legibly Printed)

Notary Public, State of Georgia
(Commission Number, if any)

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