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05 APR 14 PM 2:46

J. Shivers APR 20 2005

1005-17917

# FRANKLIN LEGAL, PL

A Professional Law Firm

Timothy S. Franklin, Esq.

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4 April 2005

By Courier To:

Registration Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399  
(850) 245-6051

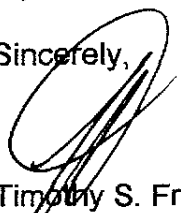
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DIVISION OF CORPORATIONS  
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Dear Sir or Madam:

Attached for filing please find an original articles of incorporation for **9<sup>th</sup> Street Townhome Project Owners Association, Inc.**, a Florida not-for-profit corporation, together with a check in the amount of \$ 78.75 to cover the filing fees and for a certificate of status, to be returned to my attention as its agent at the above stated address.

Please don't hesitate to contact me by telephone should you have any questions.

Sincerely,



Timothy S. Franklin, Esq.  
Agent

**EXHIBIT 2-A**

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Articles of Incorporation

for

**9<sup>th</sup> Street Townhome Project  
Owners Association, Inc.**

A Florida not-for-profit corporation

*THE UNDERSIGNED, the incorporators of this Florida not-for-profit corporation, 9th Street Townhome Project Owners Association, Inc. (the "Corporation"), hereby adopt and file these Articles of Incorporation for the Corporation, a Homeowners Association as defined and regulated by chapter 720, Florida Statutes, in compliance with same and also chapter 617, Florida Statutes, as follows:*

**I. ARTICLE 1 - NAME.** The name of the Corporation is:

**9th Street Townhome Project Owners Association, Inc.**

**II. ARTICLE 2 - CORPORATE ADDRESS.** The principal place of business and mailing address of the Corporation shall be:

**Principal Office:**

9<sup>th</sup> Street Townhome Project  
Owners Association, Inc.  
2038 Beach Avenue  
Atlantic Beach, Florida 32233

**Mailing Address:**

9<sup>th</sup> Street Townhome Project  
Owners Association, Inc.  
2038 Beach Avenue  
Atlantic Beach, Florida 32233

**III. ARTICLE 3 - DURATION.** The duration of this Corporation's existence shall commence upon the filing of these Articles with the Secretary of the State of Florida and shall be perpetual unless dissolved sooner.

**IV. ARTICLE 4 - PURPOSES & POWERS.** The Corporation's purposes, objects and exercise of powers shall be limited as follows:

- A. **Enforcement.** The Corporation is organized for the purpose of enforcing the terms and provisions of the Declaration of Covenants, Party Wall Agreement, & Restrictions

for the 9<sup>th</sup> Street Townhome Project as recorded at OR Bk. 12384 / Pg. 406, official records of Duval County, Florida. (the "Declaration"), in accordance therewith, and consistent with these Articles and its Bylaws, as amended.

- B. Operation, Maintenance & Repair. The Corporation is organized for the purpose of facilitating and apportioning equitably among its members the annual corporate operating expenses and shared landscape and common fence maintenance, and for sharing and apportioning extraordinary expenses through special assessments, and for generally facilitating mutual beneficial use by and among the owners of the eight (8) townhome parcels affected by the Declaration, consistent with these Articles and its bylaws, as amended.
- C. Further Purpose. The Corporation is organized for the purpose of taking other and further acts related to the above which benefit or better the general welfare of the surrounding neighbors and the greater Jacksonville Beach community; and,
- D. Necessary & Convenient Action. The Corporation shall be and shall have all powers of a "homeowner's association" as set forth in chapter 720, Florida Statutes, and may do everything that an individual might do necessary, proper or convenient for the accomplishment of the three (3) purposes expressed above.

- V. **ARTICLE 5 - BOARD OF DIRECTORS.** The Corporation's business and affairs shall be managed by its Board of Directors, where each owner of an affected parcel shall be a Director thereof in accordance with the Declaration, and the Corporation shall have not less than three qualified (3) Directors at any time. In the event a parcel is owned by other than a natural person such entity shall appoint a qualified, natural person to serve as a Director on behalf of such owner.

Where not inconsistent with the expressed provisions of the Declaration or these Articles, the Board shall have all the rights, powers and privileges prescribed by law for Directors of not-for-profit corporations to accomplish its stated purposes.

The time, place and manner of calling meetings, of giving notice of and conducting the meetings, the number of Directors which shall constitute a quorum, the number of votes sufficient to take action, and the selection of the Managing Chair and other officers, shall be undertaken pursuant to its Bylaws consistent with these Articles and with the Declaration.


- VI. **ARTICLE 6 - INDEMNIFICATION OF DIRECTORS.** The Corporation shall indemnify and hold harmless all Member Directors, their respective heirs, administrators, successors, and assigns from and against any and all expenses, claims or losses of any description, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit, or proceeding which may be asserted against them, or any of them, by reason of their being or having been Directors or committee thereof, except in relation to matters as to which any such Director, or person shall be adjudged in any action, suit or proceeding to be liable for his/her/its own negligence or misconduct.

- VII. **ARTICLE 7 - REGISTERED AGENT, OFFICE & ACCEPTANCE.** The name of the Corporation's registered agent and the Florida street address of its registered office for service of process are designated, accepted and certified as follows:

Christopher D. Lambertson, registered agent for the  
9<sup>th</sup> Street Townhome Project Owners Association, Inc.

2038 Beach Avenue  
Atlantic Beach, Florida 32233

*HAVING BEEN APPOINTED as registered agent and to accept service of process for the Corporation at the place above designated, I am familiar with, and accept, the appointment as registered agent and agree to act in this capacity as provided for in chapter 617, Florida Statutes.*



Christopher D. Lamberston, Registered Agent

**VIII. ARTICLE 8 - INITIAL DIRECTORS/INCORPORATORS.**

The name and address of the

initial Directors and Incorporators to these Articles are:

Christopher D. Lamberston  
2038 Beach Avenue  
Atlantic Beach, Florida 32233

Robert C. Olson  
110 Fairway Oaks Drive  
Orange Park, Florida 32003.

Linda B. Olson  
110 Fairway Oaks Drive  
Orange Park, Florida 32003

IN WITNESS WHEREOF, the undersigned hereby subscribe their names this 18<sup>th</sup> day of ~~March~~, 2005.

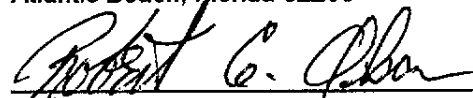
*April*

By:



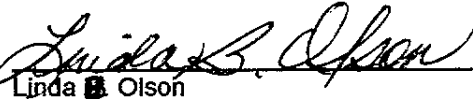
Christopher D. Lamberston  
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