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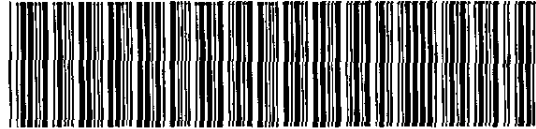
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Giorgio Vallar
Joel R. Weaver

July 25, 2005

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: Island Breeze Homeowners Association, Inc.

Dear Sir/Madam:

Enclosed herewith is the original and one (1) copy of the Articles of Incorporation and a check in the amount of \$70.00 to cover the filing fee and have the stamped duplicate copy returned to me. Please return same to me at your earliest convenience in the self addressed, stamped envelope.

If you have any questions, please feel free to contact me at the above-listed number.

Sincerely yours,

ROBERT L. TANKEL, P.A.



Robert L. Tankel

RLT/wb
Enclosure(s)

ARTICLES OF INCORPORATION
OF
ISLAND BREEZE HOMEOWNERS ASSOCIATION, INC.

In compliance with the requirements of Florida Statute 720, the undersigned, all of whom are residents of the State of Florida, and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I

NAME

The name of the corporation is Island Breeze Homeowners Association, Inc., hereafter called the "Association".

ARTICLE II

ADDRESS

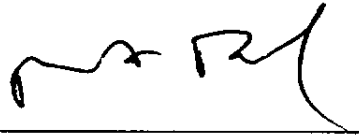
The principal office of the Association is located at 28 South 10th St., Fernandina Beach, Florida 32034, but may be changed from time to time by the Board of Directors.

ARTICLE III

REGISTERED AGENT

Robert L. Peters, whose address is 28 South 10th St., Fernandina Beach, Florida 32034, is hereby appointed the initial registered agent of this Association.

Agency Accepted:

By: 
Robert L. Peters

FILED
05 JUL 26 PM 3:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

The Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residence Lots and Common Area (as those terms are defined in the Declaration) within that certain tract of property ("Property") more particularly described on Exhibit A to that certain Declaration of Covenants, Conditions and Restrictions for Island Breeze, recorded or to be recorded in the Public Records of Nassau County, Florida ("Declaration"), and to promote the health, safety and welfare of the residents 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 the Declaration, 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 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) contract with a third party for the management of the Property and to delegate to the Contractor all powers and duties of this corporation except such as are specifically required by the Declaration and/or the Bylaws to have the approval of the Board of Directors or the membership of the corporation;

(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 a majority of the Board of Directors 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 exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Florida by law may now or hereafter have or exercise.

(h) operate and maintain the surface water management system facilities, including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, floodplain compensation areas, wetlands and any associated buffer areas, and wetland mitigation areas.

ARTICLE V

MEMBERSHIP

Every person or entity who is a record Owner (as defined in the Declaration) 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 Lot which is subject to assessment by the Association.

ARTICLE VI

VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A members shall be all Owners, with the exception of the Declarant, and shall be entitled to one (1) vote for each Lot owned. When more than one (1) person holds an interest in any Lots, all such persons shall be members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one (1) vote be cast with respect to any Lot.

Class B. The Class B member shall be the Declarant (as defined in the Declaration), and shall be entitled to nine (9) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of one of the following events, whichever occurs earlier:

- (a) on December 31, 2009; or
- (b) when Declarant waives in writing its right to Class B membership.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of Directors initially composed of three (3) Directors, who need not be members of the Association. Directors

will be elected in the manner prescribed in the By-Laws. The number of Directors may be changed by amendment to the Bylaws of this Association, but shall never be less than three (3) nor more than nine (5). The names and addresses of the persons who are to act in the capacity of Directors until their successors are elected and qualify, unless they sooner shall die, resign, or are removed, are:

<u>Name</u>	<u>Address</u>
W.H. Inman	2743 Rachel Avenue Fernandina Beach, Florida 32034
M.E. Bray	2800 Kissimmee Avenue Fernandina Beach, Florida 32034
M.P. McNulty	2414 Via Del Rey Fernandina Beach, Florida 32034

ARTICLE VIII OFFICERS

The affairs of the Association shall be administered by the officers designated by the Bylaws. The officers 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 members 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>Address</u>
W.H. Inman, President	2743 Rachel Avenue Fernandina Beach, Florida 32034
M.E. Bray, Secretary	2800 Kissimmee Avenue Fernandina Beach, Florida 32034
M.P. McNulty, Treasurer	2414 Via Del Rey Fernandina Beach, Florida 32034

ARTICLE IX

BYLAWS

The first Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

ARTICLE X

INDEMNIFICATION

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 or any settlement of any proceeding to which he may be a part or to which he may become involved by reason of his being or having been a Director or Officer of the Association, whether or not he is a Director or Officer at the time such expenses are incurred. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled.

ARTICLE XI

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than all voting interests of the 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 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.

If the Association is dissolved, the control or right of access to the property containing the surface water management system facilities shall be conveyed or dedicated to an appropriate governmental unit or public utility and that if not accepted, then the surface water management system facilities shall be conveyed to a non-profit corporation similar to the Association.

ARTICLE XII

DURATION

The corporation shall exist perpetually.

ARTICLE XIII

AMENDMENTS

Amendment of these Articles shall require the assent of seventy-five percent (75%) of the entire membership. The Declarant may amend the Articles as long as Class B membership exists. No amendment to the Articles which affects the rights of Declarant is effective without the written consent of Declarant.

ARTICLE XIV

SUBSCRIBER

The name and address of the subscriber of these Articles of Incorporation are as follows:

Name

Address

Robert L. Tankel

28 South 10th St.,
Fernandina Beach, Florida 32034

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the subscriber of this Association, has caused these Articles of Incorporation to be executed this 25 day of July, 2005.

By: _____



ROBERT L TANKEL

28 South 10th St.

Fernandina Beach, Florida 32034