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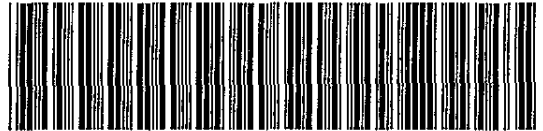
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Hilde V. Howell, Paralegal  
904 598 8648  
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October 7, 2005

**Via Federal Express**

Florida Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: Park Villas at San Marco Condominium Association, Inc.,  
a Florida not for profit corporation

Dear Sir/Madam:

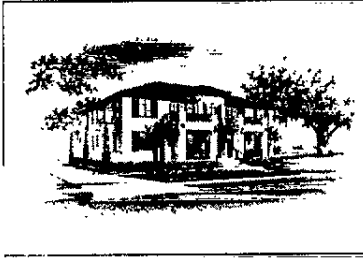
Enclosed for filing are Articles of Incorporation ("Articles") of Park Villas at San Marco Condominium Association, Inc., a Florida not for profit corporation. Also enclosed is a check in the amount of \$78.50 to cover the required fees, as follows: (i) filing fee (\$35.00), (ii) registered agent fee (\$35.00), and (iii) certified copy of the Articles. Please return a certified copy of the Articles in the enclosed, self-addressed envelope.

Thank you for your assistance in this matter. Please call the undersigned if you have any questions.

Sincerely,

*Hilde V. Howell*  
Hilde V. Howell, CLA  
Paralegal

/hh  
Enclosures



Articles of Incorporation  
For  
PARK VILLAS AT SAN MARCO  
CONDOMINIUM ASSOCIATION,  
INC.

A Florida Not-For-Profit Corporation

The undersigned incorporator, a Florida corporation and developer of the condominium to be known as Park Villas at San Marco Condominium Association, Inc., a Florida corporation, a Condominium (the "Condominium"), hereby forms a not-for-profit corporation under the laws of the State of Florida.

ARTICLE I  
NAME

The name of the corporation is the PARK VILLAS AT SAN MARCO CONDOMINIUM ASSOCIATION, INC., hereinafter referred to as the "Association." The address of the Association's initial principal office is c/o Terry A. Moore, President, 50 North Laura Street, Suite 2500, Jacksonville, Florida 32202.

ARTICLE II  
REGISTERED AGENT

The initial Registered Agent of the Association is Terry A. Moore. The street address of the Registered Agent is 50 North Laura Street, Suite 2500, Jacksonville, Florida 32202. The Association may appoint a new Registered Agent from time to time.

ARTICLE III  
PURPOSES

The Association does not contemplate pecuniary gain or profit to its members. The Association's specific purposes are to provide for the maintenance and preservation of the Condominium in accordance with its Declaration, recorded or to be recorded in the public records of Duval County, Florida (the "Declaration") for the mutual advantage and benefit of the members of the Association (the "Members"), who shall be owners of condominium units (the "Units") within the Condominium. To promote the health, safety and welfare of the owners of Units, the Association shall have and exercise the following authority and powers:

(a) To 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, which is hereby incorporated by reference.

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(b) To 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.

(c) To borrow money and to mortgage, pledge or hypothecate any and all of its real or personal property (including rights to assessments) as security for money borrowed or debts incurred.

(d) To participate in mergers and consolidations with other nonprofit corporations organized for similar purposes.

(e) To have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Florida and serving as a condominium association under Chapter 718, Florida Statutes, as it may be amended from time to time (the "Condominium Act") may now or hereafter have or exercise.

#### ARTICLE IV MEMBERSHIP

Every person or entity who is a record owner of a Unit within the Condominium shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Unit.

#### ARTICLE V VOTING RIGHTS

Each Unit is assigned voting rights as described in the Declaration, to be exercised as determined by the owners of that Unit. However, until the occurrence of certain events as described in Section 8.4 of the Declaration, the developer of the Condominium shall have the right to elect a majority of the members of the Board

#### ARTICLE VI BOARD OF DIRECTORS

The affairs of the Association shall be managed by a board of directors (the "Board of Directors"), who do not need to be members of the Association. The following individuals, whose names and addresses are listed below, shall serve as the first Board of Directors:

Terry A. Moore	50 North Laura Street, Suite 2500 Jacksonville, Florida 32202
L. Hope Frost	50 North Laura Street, Suite 2500 Jacksonville, Florida 32202
Colin Thakkar	1845 Cherry Street, #2 Jacksonville, Florida 32205

In the future, the Board of Directors shall be elected as provided in the bylaws of the Association (the "Bylaws").

ARTICLE VII  
TERM OF EXISTENCE

This corporation shall have perpetual existence unless sooner dissolved in accordance with the provisions herein contained or in accordance with the laws of the State of Florida.

ARTICLE VIII  
DISSOLUTION

The Association shall be dissolved only upon termination of the Condominium in accordance with the Declaration or the Condominium Act, or with consent of 100% of the Members.

ARTICLE IX  
OFFICERS

The affairs of the Association shall be managed by the President of the Association assisted by the Vice President(s), Secretary and Treasurer and, if any, the Assistant Secretaries and Assistant Treasurers, who shall perform the duties of such offices customarily performed by like officers of corporations in the State of Florida subject to the directions of the Board of Directors.

The Board of Directors shall elect a President, Secretary, Treasurer and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board of Directors shall deem advisable from time to time. The President shall be elected from the membership of the Board of Directors, but no other officer needs to be a Director. The same person may hold two offices, the duties of which are not incompatible; provided, however, that the office of the President and Vice President shall not be held by the same person, nor shall the office of President and Secretary or Assistant Secretary be held by the same person. Officers shall be elected annually.

The officers of the Association, who shall hold office until their successors are elected pursuant to these Articles of Incorporation and the Bylaws, and have qualified, shall be the following:

President	Terry A. Moore
Vice President	Colin Thakkar
Secretary/Treasurer	L. Hope Frost

Officers of the Association may be compensated in the manner to be provided in the Bylaws. The Board of Directors, or the President with the approval of the Board of Directors, may employ a managing agent, agency and/or other managerial and supervisory personnel or entity to administer or assist in the administration of the operation and management of the Condominium and the affairs of the Association, and any and all such persons and/or entity or entities may be so employed without regard to whether any such person or entity is a member of the Association or a Director or officer of the Association, as the case may be.

ARTICLE X  
BYLAWS

The Bylaws of this Association shall be adopted by the first Board and recorded in the public records of Duval County, Florida, as an attachment to the Declaration when recorded. The Bylaws may be altered, amended, modified or repealed by (a) a majority of the Board of Directors if ratified by a majority of those Members present at any duly called meeting of the Members of the Association, or (b) assent in writing of two-thirds of the Members. Any such modification shall be effective upon recording in the public records of Duval County.

ARTICLE XI  
AMENDMENTS

This Association may amend or repeal any of the provisions contained in these Articles by at least a seventy-five percent (75%) vote of the Membership.

ARTICLE XII  
SUPREMACY

These Articles and the Bylaws are subject to the Declaration and in the event of a conflict, the Declaration shall govern. In the event of a conflict between the Articles and Bylaws, the Articles shall govern.

ARTICLE XIII  
INDEMNIFICATION

This Association shall indemnify and hold harmless any and all of its present or former directors, officers, employees or agents, to the full extent permitted by law. Said indemnification shall include but not be limited to the expenses, including the cost of any judgments, fines, settlements and counsel's fees actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative, and any appeal thereof, to which any such persons or his legal representative may be made a party or may be threatened to be made a party by reason of his being or having been a director, officer, employee or agent. The foregoing right of indemnification shall not affect any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

ARTICLE XIV  
INCORPORATOR

The incorporator of the corporation, Terry A. Moore, a natural person who is competent to contract and whose address is 50 North Laura Street, Suite 2500, Jacksonville, Florida 32202, has executed these Articles of Incorporation this 6<sup>th</sup> day of October, 2005.

WITNESSES:

Diane C. Douglas

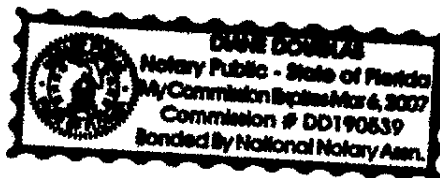
Terry A. Moore  
Terry A. Moore

Steve T. Howell

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 6<sup>th</sup> day of October, 2005, by Terry A, Moore, who  is personally known to me or  did produce \_\_\_\_\_ as identification.

Diane C. Douglas  
Print name: Diane C. Douglas  
Notary Public, State of Florida at Large  
My Commission expires: \_\_\_\_\_



REGISTERED AGENT CERTIFICATE

FILED

PARK VILLAS AT SAN MARCO CONDOMINIUM ASSOCIATION, INC., a corporation duly organized under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in Duval County, Florida, has named Terry A. Moore as its agent to accept service of process within this state. The street address of the Registered Agent is 50 North Laura Street, Suite 2500, Jacksonville, Florida 32202.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Date: October 6, 2005

PARK VILLAS AT SAN MARCO  
CONDOMINIUM ASSOCIATION, INC.

By: Terry A. Moore  
Terry A. Moore, Registered Agent

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.

Terry A. Moore  
Terry A. Moore  
Date: October 6, 2005