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FLORIDA NON-PROFIT CORPORATION

Bartram Executive Park Master Association, Inc.

Certificate of Status	1
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ARTICLES OF INCORPORATION

OF

BARTRAM EXECUTIVE PARK MASTER ASSOCIATION, INC.

The undersigned incorporator, for the purpose of forming a corporation not-for-profit under Chapter 617, Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE 1 NAME AND ADDRESS

The name of the corporation shall be BARTRAM EXECUTIVE PARK MASTER ASSOCIATION, INC. The principal address of the corporation is 150 Warren Circle, Suite 1, Jacksonville, FL 32259. For convenience, the corporation shall be referred to in this instrument as the "Association," the Master Declaration of Restrictions, Covenants and Conditions and Grant of Easements recorded in O.R. Book 2484, Page 1936 of the Public Records of St. Johns County, Florida, as the "Master Declaration," these Articles of Incorporation as the "Articles," and the Bylaws of the Association as the "Bylaws."

ARTICLE 2 PURPOSE

The purpose for which the Association is organized is to provide an entity for the operation of that certain master association located in St. Johns County, Florida, and identified as the Master Association in the Master Declaration. The Association shall make no distributions of income to its members, directors, or officers.

ARTICLE 3 DEFINITIONS

The terms used in these Articles shall have the same definitions and meanings as those set forth in the Master Declaration recorded in the Public Records of St. Johns County, Florida, unless herein provided to the contrary or unless the context otherwise requires.

ARTICLE 4 POWERS

The powers of the Association shall include and be governed by the following:

4.1 General. The Association shall have all of the common-law and statutory powers of a not-for-profit corporation under the laws of Florida that are not in conflict with the provisions of these Articles, the Master Declaration, or the Bylaws.

4.2 Enumeration. The Association shall have all of the powers and duties reasonably necessary to operate the Master Association pursuant to the Master Declaration and as more

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particularly described in the Bylaws, as they may be amended from time to time, including, but not limited to, the following:

(a) To make and collect assessments and other charges against Owners, and to use the proceeds thereof in the exercise of its powers and duties.

(b) To buy, own, operate, lease, sell, trade, and mortgage both real and personal property.

(c) To maintain, repair, replace, reconstruct, add to, and operate the Common Areas and other property acquired or leased by the Association.

(d) To purchase insurance upon the Common Areas and insurance for the protection of the Association, its Officers, Directors, and Owners.

(e) To make and amend reasonable rules and regulations for the maintenance, conservation, and use of the Common Areas and for the health, comfort, safety, and welfare of the Owners.

(f) To enforce by legal means the provisions of the Master Declaration, these Articles, the Bylaws, and the rules and regulations for the use of the Common Areas, subject, however, to any limitation regarding assessing Building Sites or Units owned by the Developer for fees and expenses relating in any way to claims or potential claims against the Developer as set forth in the Master Declaration or Bylaws.

(g) To contract for the management and maintenance of the Common Areas and to authorize a management agent (which may be an affiliate of the Developer) to assist the Association in carrying out its powers and duties by performing such functions as the submission of proposals, collection of assessments, preparation of records, enforcement of rules, and maintenance, repair and replacement of the Common Areas using funds made available by the Association. The Association and its Officers shall, however, retain at all times the right to levy assessments, to promulgate rules, and to execute contracts on behalf of the Association.

(h) To employ personnel to perform the services required for the proper operation, maintenance, conservation, and use of Bartram Executive Park and the Common Areas.

4.3 Master 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 Owners in accordance with the provisions of the Master Declaration, these Articles, and the Bylaws.

4.4 Distribution of Income; Dissolution. The Association shall make no distributions of income to its Members, Directors, or Officers.

4.5 Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions hereof and of the Master Declaration and the

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Bylaws, provided that in the event of conflict, the provisions of the Master Declaration shall control over these Articles and the Bylaws.

ARTICLE 5 MEMBERS

5.1 Membership. The members of the Association shall consist of those persons entitled to membership as provided in the Master Declaration. New members shall deliver a true copy of the recorded deed or other instrument of acquisition of title to the Association. As provided in the Master Declaration, each Owner of a Unit of the Condominium shall designate the Condominium Association as the exclusive representative of each and every Owner of a Unit in the Condominium to exercise on behalf of each and every Owner of a Unit all rights that an Owner of a Unit may have as an Owner, partial Owner, or Co-Owner, of a Building Site.

5.2 Assignment. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated, or transferred in any manner except as an appurtenance to the Building Site for which that share is held. No Owner of a Unit shall have the right to assign, hypothecate, or transfer in any manner any rights it may have to a share of the funds and assets of the Association except as an appurtenance to the Unit of the Condominium owned by the Owner of a Unit.

5.3 Voting. The members shall have the voting rights set forth in the Master Declaration. Any person or entity owning more than one Building Site shall be entitled to one vote for each Building Site owned.

5.4 Meetings. The Bylaws shall provide for an annual meeting of members, and may provide for regular and special meetings of members other than the annual meeting.

ARTICLE 6 TERM OF EXISTENCE

The Association shall have perpetual existence.

ARTICLE 7 INCORPORATOR

The name and address of the Incorporator of this Corporation is:

<u>Name</u>	<u>Address</u>
Judith C. Jennings	150 Warren Circle, Suite 1 Jacksonville, Florida 32259.

ARTICLE 8 OFFICERS

The affairs of the Association shall be administered by the Officers holding the offices designated in the Bylaws. The Officers shall be elected by the Board of Directors of the

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Association at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The Bylaws may provide for the removal from office of Officers, for filling vacancies, and for the duties and qualifications of the Officers. The names and addresses of the Officers who shall serve until their successors are designated by the Board of Directors are as follows:

President:	Judith C. Jennings 150 Warren Circle, Suite 1 Jacksonville, FL 32259
Vice President:	John B. Campbell, Jr. 150 Warren Circle, Suite 1 Jacksonville, FL 32259
Secretary and Treasurer:	Lucinda L. Gallagher 150 Warren Circle, Suite 1 Jacksonville, FL 32259

ARTICLE 9 DIRECTORS

9.1 Number and Qualification. The property, business, and affairs of the Association shall be managed by a board consisting of the number of Directors determined in the manner provided by the Bylaws, but which shall consist of not less than three Directors and which shall always be an odd number. Directors, other than designees of Developer, must be members of the Association or a duly authorized representative of an Owner or an Owner of a Unit that is a corporation, partnership, trust or other business entity.

9.2 Duties and Powers. All of the duties and powers of the Association existing under the Master 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 Owners when such approval is specifically required.

9.3 Election; Removal. Directors of the Association shall be elected at the annual meeting of the members in the manner determined by and subject to the qualifications set forth in the Bylaws; provided, however, that the Developer shall have the right to elect a majority of the members of the Directors for so long as the Developer owns a Building Site or a Unit.

Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

9.4 First Directors. The names and addresses of the members of the first Board of Directors, who shall hold office until their successors are elected and have taken office, are as follows:

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<u>NAME</u>	<u>ADDRESS</u>
Judith C. Jennings	150 Warren Circle, Suite 1 Jacksonville, FL 32259
John B. Campbell, Jr.	150 Warren Circle, Suite 1 Jacksonville, FL 32259
Lucinda L. Gallagher	150 Warren Circle, Suite 1 Jacksonville, FL 32259

ARTICLE 10 INDEMNIFICATION

10.1 Indemnity. 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, lawsuit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a Director, employee, Officer, or agent of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by that person in connection with such action, lawsuit, 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 or she did not act in good faith or in a manner he or she 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 or she had reasonable cause to believe his or her conduct was unlawful, and (b) such court further specifically determines that indemnification should be denied. The termination of any action, lawsuit, 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 that he or she 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 or she had reasonable cause to believe that his or her conduct was unlawful.

10.2 Expenses. 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, lawsuit, or proceeding referred to in Section 10.1 above, or in defense of any claim, issue, or matter therein, he or she shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him or her in connection with that defense.

10.3 Advances. Expenses incurred in defending a civil or criminal action, lawsuit, or proceeding shall be paid by the Association in advance of the final disposition of such action, lawsuit, 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 or she is entitled to be indemnified by the Association as authorized in this Article 10.

10.4 Miscellaneous. 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 bylaw, agreement, vote of members, or otherwise, and shall continue as to a person who has

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ceased to be a Director, Officer, employee, or agent and shall inure to the benefit of the heirs and personal representatives of that person.

10.5 Insurance. 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 enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Association would have the power to indemnify him or her against such liability under the provisions of this Article.

10.6 Amendment. Anything to the contrary herein notwithstanding, the provisions of this Article 10 may not be amended without the prior written consent of all persons whose interest would be adversely affected by such amendment.

ARTICLE 11 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 in the Bylaws and the Master Declaration.

ARTICLE 12 AMENDMENTS

Amendments to these Articles shall be proposed and adopted in the following manner:

12.1 Notice. Notice of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered. Such notice shall contain the proposed amendment or a summary of the changes to be affected thereby.

12.2 Adoption. A resolution for the adoption of a proposed amendment may be proposed either by a majority of the Board of Directors or by not less than one-third (1/3) of the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, provided the approval is delivered to the Secretary at or prior to the meeting. The approvals must be:

(a) by not less than a majority of the votes of all of the members of the Association represented at a meeting at which a quorum thereof has been attained and by not less than two-thirds (2/3) of the entire Board of Directors; or

(b) by not less than 100% of the entire Board of Directors.

12.3 Limitation. No amendment shall make any changes in the qualifications for membership, nor in the voting rights or property rights of members, nor any changes in Sections 4.3, 4.4, or 4.5 of Article 4, titled "Powers," without the approval in writing of all members and the joinder of all record owners of mortgages upon Building Sites and Units. No amendment

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shall be made that is in conflict with the Master Declaration, or the Bylaws, nor shall any amendment make any changes that would in any way affect any of the rights, privileges, powers, or options herein provided in favor of or reserved to the Developer, or an affiliate, successor, or assign of the Developer unless the Developer shall join in the execution of the amendment. No amendment to this paragraph 12.3 shall be effective.

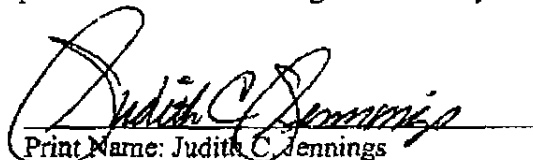
12.4 Developer Amendments. The Developer may amend these Articles consistent with the provisions of the Master Declaration.

12.5 Recording. A copy of each amendment shall be filed with the Secretary of State under the provisions of applicable Florida law, and a copy certified by the Secretary of State shall be recorded in the public records of St. Johns County, Florida.

ARTICLE 13
INITIAL REGISTERED OFFICE,
ADDRESS AND NAME OF REGISTERED AGENT

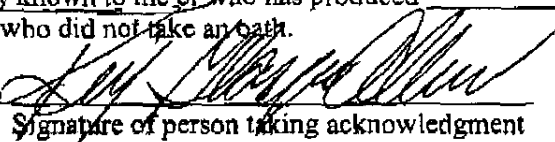
The initial registered office of this Corporation shall be at 150 Warren Circle, Suite 1, Jacksonville, FL 32259, with the privilege of having its office and branch offices at other places within or without the State of Florida. The initial registered agent of the Corporation shall be Judith C. Jennings, who shall also be a resident agent, whose address 150 Warren Circle, Suite 1, Jacksonville, FL 32259.

IN WITNESS WHEREOF, the Incorporator has affixed her signature the day and year set forth below.

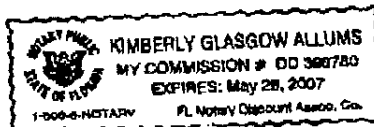

Print Name: Judith C. Jennings

STATE OF FLORIDA)
COUNTY OF Duval)

The foregoing instrument was acknowledged before me on October 19th, 2005 by Judith C. Jennings, who is personally known to me or who has produced _____ as identification and who did not take an oath.


Signature of person taking acknowledgment
Print Name: _____

My commission expires:



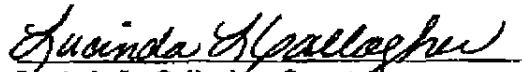
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

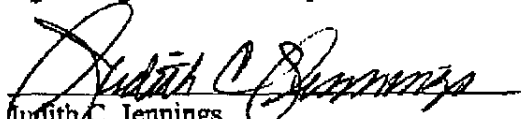
In compliance with the laws of Florida, the following is submitted:

Bartram Executive Park Master Association, Inc., desiring to organize or qualify under the laws of the state of Florida with its principal place of business at St. Johns County, State of Florida, has named Judith C. Jennings, located at 150 Warren Circle, Suite 1, Jacksonville, Florida 32259, its agent to accept service of process within Florida.


Lucinda L. Gallagher, Secretary

Dated: October 19, 2005

Having been named the statutory agent of the corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity and agree to comply with the provisions of Florida law relative to keeping the registered office open.


Judith C. Jennings

Dated: October 19, 2005

Art of Inc (Master Assoc)(Final).doc

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