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FLORIDA NON-PROFIT CORPORATION

Bartram Executive Park Condominium Association, Inc.

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ARTICLES OF INCORPORATION
OF

BARTRAM EXECUTIVE PARK CONDOMINIUM ASSOCIATION, INC.

The undersigned, by these Articles associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows.

ARTICLE I

Name

The name of the corporation shall be Bartram Executive Park Condominium Association, Inc. For convenience, the corporation shall be referred to in this instrument as the Association.

ARTICLE II

Purpose

A. The purpose for which the Association is organized is to provide an entity pursuant to Chapter 718, Florida Statutes (the "Condominium Act"), for the operation of Bartram Executive Park Condominium, to be created pursuant to the provisions of the Condominium Act and the Declaration of Condominium of Bartram Executive Park Condominium (the "Declaration") when recorded or thereafter amended, in the Public Records of St Johns County, Florida (the "County"). All words defined in the Declaration shall have the same meaning when used herein.

B. The Association shall make no distributions of income to its members, directors, or officers.

ARTICLE III

Powers

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

A. The Association shall have all of the common law and statutory powers of a corporation not for profit that are not in conflict with the terms of these Articles, nor in conflict with the provisions of the Condominium Act.

B. The Association shall have all of the powers and duties set forth in the Condominium Act, except as limited by these Articles and the Declaration to the extent allowed by the law, and all of the powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration as presently drafted and as it may be amended from time to time, including but not limited to the following:

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1. The irrevocable right to make and collect assessments against members as Unit Owners to defray the costs, expenses, and losses of the Condominium.
2. To use the proceeds of assessments in the exercise of its powers and duties.
3. To maintain, repair, replace and operate the Condominium Property which shall include the irrevocable right of access to each Unit from time to time during reasonable hours as may be necessary for such maintenance, repair or replacement of any Common Elements or Limited Common Elements therein or accessible therefrom, or for making emergency repairs therein necessary to prevent damage to the Common Elements or Limited Common Elements or to another Unit or Units.
4. To purchase insurance upon the Condominium Property and insurance for the protection of the Association and its members as Unit Owners.
5. To reconstruct improvements after casualty and to make further improvement to the Condominium Property.
6. To make and amend reasonable regulations respecting the use of the property in the Condominium.
7. To enforce by legal means the provisions of the Condominium Act, the Declaration of Condominium, these Articles, the By-Laws of the Association and the regulations for the use of the property in the Condominium.
8. To contract for the maintenance, management or operation of the Condominium Property for the purpose of performing the duties of the Association set forth in the Declaration.
9. To employ personnel for reasonable compensation to perform the services required for proper administration and operation of the Association.
10. To pay taxes and assessments that are liens against Units owned by the Association or any part of the Condominium Common Elements of the Condominium and to assess the same against the Units as part of the assessment for Common Expenses.
11. To pay the cost of all electric, water, refuse collection and other utility services rendered to the Condominium and not billed to owners of individual Units.
12. To enter into agreements, to acquire leaseholds, memberships and other possessory or use interests in lands or facilities which are intended to provide enjoyment, recreation or other use or benefits to the members of the Association.
13. The enumeration of the foregoing power does not supersede the authorization and approval rights of the Unit Owners as set forth in the Declaration of Condominium, these Articles or the By-Laws of the Association.

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ARTICLE IV

Members

A. The members of the Association shall consist of all of the record owners of Units in the Condominium, and after termination of the Condominium shall consist of those who are members at the time of such termination and their successors and assigns.

B. Change of ownership in the Association shall be established by recording in the Official Public Records of the County a deed or other instrument establishing a record title to a unit in the Condominium and the delivery to the Association of a copy of such instrument. The owner designated by such instrument thus becomes a member of the Association and the membership of the prior owner is terminated.

C. 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 his Unit.

D. The voting rights appurtenant to each Condominium Unit are set forth in the Declaration. The manner of exercising voting rights shall be determined by the By-Laws of the Association.

ARTICLE V

Directors

A. The affairs of the Association shall be managed by a Board of Directors consisting of no less than three (3) Directors, nor more than five (5) Directors; however, the Board shall consist of an odd number of Directors. Each Director shall be a person entitled to cast a vote in the Association, except as otherwise provided herein or in the By-laws.

B. Members of the Board of Directors shall be elected at the annual meeting of the Association members in the manner specified in the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

C. The initial Board of Directors of the Association, shall be selected by the Declarant. The Directors named in the Articles shall serve until the first election of Directors, and any vacancies in their number occurring prior to the first election shall be filled by the remaining Directors. The first election of Directors shall occur when Unit Owners other than the Declarant shall own fifteen percent (15%) or more of the units that will be operated ultimately by the Association. At such first election, Unit Owners other than the Declarant shall be entitled to elect not less than one-third (1/3) of the members of the Board of Directors. Subsequent elections shall be held in conformity with the requirements of the Condominium Act and as set forth in the By-Laws of the Association.

D. The names and addresses of the members of the current Board of Directors, who shall hold office until their successors are elected and have qualified, or until they resign or are removed, are as follows:

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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 VI

Officers

The affairs of the Association shall be administered by the officers designated by the By-Laws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the Association, and they shall serve at the pleasure 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:

- | | |
|--|---------------------|
| Judith C. Jennings
50 Warren Circle, Suite 1
Jacksonville, Florida 32259 | President |
| John B. Campbell, Jr.
150 Warren Circle, Suite 1
Jacksonville, Florida 32259 | Vice President |
| Lucinda L. Gallagher
150 Warren Circle, Suite 1
Jacksonville, Florida 32259 | Secretary/Treasurer |

ARTICLE VII

Indemnification and Insurance

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 party or in 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, except when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided, that in the event of settlement, the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such officers may be entitled.

The Board of Directors may, and shall if reasonably available, purchase liability insurance to insure all directors, officers or agents, past and present against all expenses and liabilities as set forth above. The premiums for such insurance shall be paid by the Unit Owners as a part of the Common Expenses.

ARTICLE VIII

By-Laws

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

ARTICLE IX

Amendments

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

A. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

B. A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by members holding two-thirds (2/3) of the total votes of the Association. Directors and members not present in person or by proxy at the meeting to consider the amendment may express their approval in writing, provided such approval is delivered to the Secretary prior to such meeting. A proposed amendment must bear the approval of not less than two-thirds (2/3) of the total voting interests of the Association.

C. In the alternative, an amendment may be made by an agreement signed and acknowledged by all the record owners of Units in the manner required for the execution of a deed.

D. No amendment shall make any changes in the qualifications for membership nor the voting rights of members, nor any change in Article V, Section C hereof, without approval in writing by all members. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium.

E. A copy of each amendment shall be certified by the Secretary of State, State of Florida, and be recorded in the Official Public Records of the County.

ARTICLE X

Term

The term of the Association shall be perpetual.

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ARTICLE XI

Registered Office and Registered Agent

The Association's principal office is located at 150 Warren Circle, Suite 1, Jacksonville, Florida 32259, Judith C. Jennings, who maintains a business office at that address is hereby appointed the initial registered agent of the Association. Both the Association's registered office and registered agent may be changed from time to time as provided by law.

ARTICLE XII

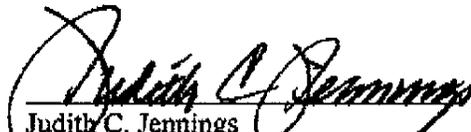
Incorporation

The name and addresses of the incorporator of these Articles of Incorporation is as follows:

Judith C. Jennings

150 Warren Circle, Suite 1
Jacksonville, Florida 32259

IN WITNESS WHEREOF, the subscribers have hereunto offered their signatures this 20 day of OCTOBER, 2005.


Judith C. Jennings
Incorporator

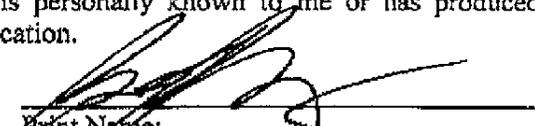
STATE OF FLORIDA
COUNTY OF ~~ST. JOHN'S~~
ST JOHN'S

Before me, the undersigned authority, personally appeared Judith C. Jennings, who being duly sworn, severally acknowledged the execution of the foregoing Articles of Incorporation of Bartram Executive Park Condominium Association, Inc. for the purposes expressed in such Articles this 20 day of OCTOBER, 2005. She is personally known to me or has produced _____ as identification.

(Notary Seal)



BRIAN G. PINCKET
MY COMMISSION # DD 220621
EXPIRES: July 7, 2007
Bonded Time Budget Notary Services


Print Name: _____
Notary Public State of Florida at Large
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 Section 48.091, Florida Statutes, the following is submitted:

Bartram Executive Park Condominium 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 20, 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 20, 2005

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TAL SHAW, SECRETARY

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