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SECRETARY OF STATE
DIVISION OF CORPORATIONS
05 DEC 23 PM 4:30

DORIS S. GOLDSTEIN, ATTORNEY

New Towns, Residential and Mixed Use Communities and Condominiums

December 21, 2005

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Dear Sir or Madam:

Please accept for incorporation the enclosed articles of incorporation for the Amelia Park Courtyard Condominium Association, Inc., a not-for-profit corporation.

Enclosed also is a check for the following fees:

Filing Fee	\$35.00
Registered Agent Designation.....	\$35.00
Certified Copy	8.75
TOTAL.....	\$78.75

If there are any problems with this, please let me know immediately. Thank you very much.

Sincerely,



Doris S. Goldstein

ARTICLES OF INCORPORATION
FOR
**AMELIA PARK COURTYARD CONDOMINIUM
ASSOCIATION, INC.,**

A FLORIDA NOT-FOR-PROFIT CORPORATION

FILED
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DIVISION OF CORPORATION
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The undersigned subscriber to these Articles of Incorporation, a Florida limited liability company, 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 Amelia Park Courtyard Condominium Association, Inc., hereinafter referred to as the "Association." The street address of the Association is c/o Property Management Systems, Inc., 463499 State Road 200, Yulee, FL 32097, attention: Scott Steffen.

ARTICLE II
REGISTERED AGENT

The initial Registered Agent of the Association is Scott Steffen. The street address of the Registered Agent is Property Management Systems, Inc., 463499 State Road 200, Yulee, FL 32097.

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 property to be known as Amelia Park Courtyard Villas, A Condominium (the "Condominium") in accordance with the Condominium Declaration, recorded or to be recorded in the public records of Nassau County, Florida (the "Declaration") for the mutual advantage and benefit of the members of the Association, who shall be unit owners within the Condominium. To promote the health, safety and welfare of the unit owners, the Association shall have and exercise the following authority, powers and duties:

- (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, as it may be amended from time to time.
- (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 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 all other powers and duties of a not-for-profit corporation organized as a condominium association under Chapter 718, Florida Statutes.

As provided in the Declaration, the Association may become a multicondominium association, which maintains other condominiums in addition to this Condominium.

ARTICLE IV MEMBERSHIP

Every person or entity who owns a unit in the Condominium shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any unit. In the event the Association becomes a multicondominium association, all unit owners of condominiums managed by the Association shall be members of the Association.

ARTICLE V VOTING RIGHTS

Voting rights are assigned in accordance with the provisions of the Declaration. However, until the occurrence of certain events as described in Article 17 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, members of which do not need to be members of the Association. The Board of Directors shall be selected as provided in the Declaration and Bylaws.

ARTICLE VII TERM OF EXISTENCE

This corporation shall commence existence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The 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 may be dissolved as provided in the Declaration.

ARTICLE IX OFFICERS

Subject to the direction of the Board, the affairs of this Association shall be administered by its officers, as designated in the Bylaws of this Association. Said officers shall be elected annually by the Board in accordance with the Bylaws.

ARTICLE X BYLAWS

The Bylaws of this Association shall be adopted by the first Board and recorded among the public records of Nassau County, Florida. The Bylaws may be altered, amended, modified or repealed by (a) a majority of the Directors, or (b) assent in writing of members representing a majority of the voting interests. Any such modification shall be effective upon recording in the public records of Nassau County.

ARTICLE XI AMENDMENTS

This Association reserves the right to amend or repeal any of the provisions contained in these Articles by approval in writing of two-thirds (2/3) 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 as herein provided. 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 is Amelia Park Condominiums I, LLC, a Florida limited liability company, whose address is c/o Jeffrey Tabb, 4745 Sutton Park Court, Building 500, Suite 501, Jacksonville, FL 32224.

IN WITNESS WHEREOF, the incorporator has cause these Articles of Incorporation to be executed this 15 day of DECEMBER, 2004.

AMELIA PARK CONDOS I, LLC
a Florida Limited Liability Company

WITNESSES:

print: Joseph Gabriel
print: PP Amzakus

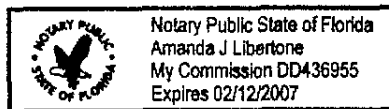
By: [Signature]
Jeffrey Tabb, Managing Member

STATE OF FLORIDA
COUNTY OF Duval

The foregoing instrument was acknowledged before me this 15 day of December 2005 by Jeffrey Tabb, as managing member of AMELIA PARK CONDOS I, LLC, a Florida Limited Liability Company. He is personally known to me or has produced a Florida driver's license as identification and did take an oath.

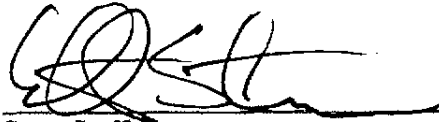
[Signature]

Notary Public, State of Florida at Large
Serial Number:



Registered Agent Certificate
Amelia Park Courtyard Condominium Association, Inc.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Scott Steffen

Date: 12-19-05

FILED
STATE
SECRETARY OF REGISTRATION
DIVISION
05 DEC 23 PM 4:30