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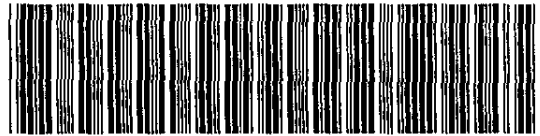
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LAW OFFICES
Hayden & Facciolo, P.A.

PLEASE REPLY TO:

AMELIA ISLAND OFFICE

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V. JAMES FACCILOLO

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Board Certified Wills, Trusts
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OF COUNSEL

February 21, 2006

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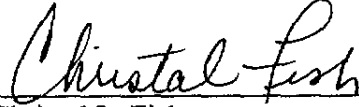
**Re: Oak Grove Town Homes Condominium Association, Inc. / Filing Articles of
Incorporation**

Dear Sir or Madam:

This law firm represents the incorporator of Oak Grove Town Homes Condominium, Inc, Mr. Phil Griffin. Enclosed you will find the original and one copy of the Articles of Incorporation for Oak Grove Town Homes Condominium, Inc. for filing with the State of Florida. A check in the amount of \$ 87.50, which includes the filing fee, and the fees associated with obtaining a certified copy of the Articles and a Certificate of Status. If you have any questions in connection with this filing, please contact the undersigned attorney.

Sincerely,

HAYDEN & FACCILOLO, P.A.


Christal L. Fish

CLF
Enc.

**ARTICLES OF INCORPORATION
OF
OAK GROVE TOWN HOMES
CONDOMINIUM ASSOCIATION, INC.**

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The undersigned hereby forms a corporation not-for-profit under Chapter 617, Florida Statutes, and do hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation shall be Oak Grove Town Homes Condominium Association, Inc. ("Association").

ARTICLE II

PRINCIPAL OFFICE

The initial registered office of the Association shall be located at 405 South 8th Street, Fernandina Beach, FL 32034. The principal business office of the Association shall be located initially at 405 South 8th Street, Fernandina Beach, FL 32034, and the office of the Association may thereafter be at such other place as the Board of Directors of the Association ("Board") may designate from time to time.

ARTICLE III

PURPOSE AND POWERS OF THE ASSOCIATION

The specific purposes for which it is formed is to provide for the preservation, and architectural compatibility of the Condominium Units and Common Elements within that certain tract of property located in Nassau County, Florida, legally described in Exhibit A attached hereto ("Property") and made a part hereof, and to undertake the performance of the acts and duties incident to the administration of the operation of Property in accordance with the terms, provisions, conditions and authorizations contained in these Articles of Incorporation, the Bylaws, the Condominium Act, and the Declaration of Condominium which shall be recorded in the public records of Nassau County, Florida, and to foster a fine residential community throughout the area of development. The Association shall have the following powers:

- (1) The Association shall have all of the common law and statutory powers of a corporation not-for-profit under the laws of Florida which are not in conflict with the terms of the Articles of Incorporation, Bylaws, Declaration of Condominium ("Declaration"), or the Condominium Act. Except as limited by these Articles of Incorporation ("Articles"), Bylaws, or the Declaration, the Association shall have all the powers and duties set forth in the Condominium Act. Notwithstanding any rule or duty set forth in the Declaration, the Association shall have all of the powers and duties reasonably necessary to implement and effectuate the purpose of the Association

in accordance with the Articles, Bylaws, and the Declaration including, but not limited to, the following:

- (a) all terms used in these Articles of Incorporation and Bylaws have the same meaning as designated in the Declaration, unless these Articles specifically provide otherwise, or unless the context dictates a contrary meaning.
- (b) fix, levy, collect, and enforce payment by any lawful means all charges and 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 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 property in connection with the affairs of the Association;
- (d) dedicate, sell or transfer all or any part of the Common Elements to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members of the Association ("Members"). No such dedication or transfer shall be effective unless an instrument has been signed by all eight (8) of the Members of the Association agreeing to such dedication, sale or transfer;
- (e) to make, establish, amend, and enforce reasonable rules and regulations governing the use and appearance of said Condominium Units, Common Elements, and Limited Common Elements;
- (f) maintain, repair, replace and operate the Common Elements;
- (g) purchase a master policy of insurance upon the Common Elements, and for the protection of the Association and its Members and furnish a copy of the Certificate of Insurance to each Condominium Unit Owner;
- (h) maintain, repair, replace, or reconstruct improvements to the Common Elements after casualty and further improve the same;
- (i) to make, establish, amend, and enforce reasonable rules and regulations respecting the maintenance and upkeep of the Common Elements;
- (j) employ personnel to perform the services required for the proper operation, maintenance and upkeep of the Common Elements and the operation of the Association;
- (k) contract for the management of the condominium and delegate to a management entity which may be affiliated with the Developer, those powers and duties of which are not specifically required by the Condominium Act to be retained by the Board, and also to contract for the management or operation, or to enter leases for such Common Elements for the same purpose;

- (l) enforce through any legal means the Condominium Act, the Declaration, these Articles, and the Bylaws; and
 - (m) operate, maintain, and manage the wells and septic systems servicing Condominium Units on Property.
- (2) All insurance proceeds acquired by the Association shall be held in trust for the members in accordance with the provisions of the Declaration, these Articles of Incorporation, and the Bylaws.
 - (3) The Association shall make no distribution of income to its Members, directors, or officers.

ARTICLE IV

MEMBERS

- (1) All persons who own a vested present interest to any Condominium Unit, which is evidenced by a properly recorded instrument in the public records, Nassau County, Florida shall be a Member of the Association.
- (2) Transfer of membership in the Association shall be established by a properly recorded instrument in the public records of Nassau County, Florida, establishing a record title to a Condominium Unit. The owner(s) designated by such instrument shall become Members of the Association, and the membership in the Association of the prior owner(s) shall be thereby terminated.
- (3) 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 Member's Condominium Unit.
- (4) Members shall be entitled to one (1) vote for each Condominium Unit owned. When more than one person holds an interest in any unit, all such persons shall be Members. The vote for such Condominium Unit shall be exercised as they, among themselves shall determine, but in no event shall more than one (1) vote be cast with respect to any Condominium Unit. There shall be *no cumulative voting*.

ARTICLE V

BOARD OF DIRECTORS

- (1) The Association shall initially have four (4) directors. Directors must be Members of the Association, but need not reside in a Condominium Unit.
- (2) The directors of the Association shall be elected at the annual meeting of the Members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board shall be filled in the manner provided by the Bylaws.
- (3) The Members of the first Board shall be appointed by the Developer, and shall serve terms as provided for in the Association's Bylaws, and shall serve until such time as Unit Owners other than the Developer are permitted to elect directors as provided by the Condominium Act,

or at an earlier date at the discretion of the Developer as provided for in the Bylaws.

- (4) The names and addresses of the Members of the first Board, who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

Philip Griffin
P.O. Box 16718
Fernandina Beach, FL 32035

Charles Garrett
P.O. Box 207
Fernandina Beach, FL 32035

Catherine Garrett
P.O. Box 207
Fernandina Beach, FL 32035

Janet Griffin
P.O. Box 16718
Fernandina beach, FL 32035

ARTICLE VI

OFFICERS

The affairs of the Association shall initially be administered by the officers named in these Articles of Incorporation. After the developer has relinquished control of the Board, the officers shall be elected annually by the Board at its first meeting following the annual meeting of the Association. The officers shall serve at the pleasure of the Board. The names and addresses of the officers who shall serve until successors are designated by the Board are as follows:

Philip Griffin, President
P.O. Box 16718
Fernandina Beach, FL 32035

Janet Griffin, Treasurer
P.O. Box 16718
Fernandina Beach, FL 32035

Charles Garrett, Vice President
P.O. Box 207
Fernandina Beach, FL 32035

Catherine Garrett, Secretary
P.O. Box 207
Fernandina Beach, FL 32035

ARTICLE VII

BYLAWS

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

ARTICLE VIII

INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorney's

fees, reasonably incurred by or imposed upon him in connection with 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 in such cases wherein the directors or officer is adjudged guilty of wilful malfeasance or malfeasance in the performance of his duties, provided that in the event of a settlement, indemnification and reimbursement as being for the best interest of the Association.

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 IX

INITIAL REGISTERED AGENT AND STREET ADDRESS

The initial registered agent of the Association is Philip Griffin, whose address is 405 South 8th Street, Fernandina Beach, FL 32034.

ARTICLE X

DISSOLUTION

The Association may be dissolved in the manner provided by the laws of Florida.

ARTICLE XI

TERM

The existence of this Association shall be perpetual.

ARTICLE XII

AMENDMENTS

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

- (1) Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered.
- (2) A resolution approving a proposed amendment may be proposed by either the Board or by any one (1) or more 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 such approval is delivered to the Secretary of the Association at, or prior to, the meeting.
 - (a) such approval must be by not less than seven (7) votes of the eight (8) Members of the Association.
- (3) No amendment shall make any changes in the qualification for membership or in voting rights of Members, or any changes in the

paragraphs "2" or "3" of Article III hereof, without approval in writing by all Members.

- (4) A copy of each amendment to these Articles of Incorporation, as approved, shall be accepted and certified by the Secretary of State and recorded in the public records of Nassau County, Florida.
- (5) Notwithstanding the foregoing provisions of this Article XII, until the Developer shall have relinquished control of the Association, as hereinabove provided, no amendment of these Articles shall be adopted or become effective without the prior written consent of the developer, its successors or assigns.

ARTICLE XIII

INCORPORATORS

The name and address of the Incorporator is Philip Griffin, 405 South 8th Street, Fernandina Beach, FL 32034.

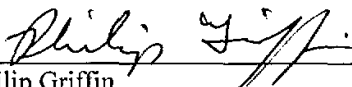
ARTICLE XIV

PARAMOUNT PROVISIONS

In the event of any irreconcilable conflict between the provisions of these Articles of Incorporation, the Bylaws, and the provisions of the Declaration, the provisions of the Declaration shall govern and control. However, the Declaration and these Articles of Incorporation shall, to the extent possible, be read, construed and interpreted so that they are consistent.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the incorporator of this Association, has executed these Articles of Incorporation this 1st day of March, 2006.

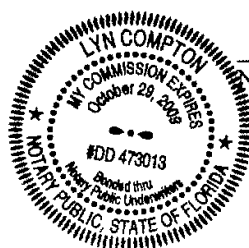
Incorporator:


Philip Griffin

STATE OF Florida
COUNTY OF Nassau

The foregoing instrument was freely and voluntarily acknowledged before me by Philip Griffin, Managing Member who is personally known to me to be the person described in the Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal at Fernandina Beach, Nassau County, Florida this 1st day of March, 2006.




Notary

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA AND
NAMING THE REGISTERED AGENT UPON WHOM PROCESS MAY BE
SERVED

Oak Grove Town Homes Condominium Association, Inc., desiring to organize under the laws of the State of Florida as a not-for-profit corporation, with its principal place of business in Nassau County, Florida, has named Philip Griffin, whose address is 405 S. 8th Street, Fernandina Beach, FL 32034, as its registered agent to accept service of process within this state, all in accordance with Chapter 617, Florida Statutes.

DATED this 1st day of March, 2006.

Oak Grove Town Homes Condominium Association, Inc.

By: Philip Griffin
Philip Griffin, Its President

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I hereby agree to act in such capacity and agree to comply with the provisions of the laws of the State of Florida relative to maintaining such registered office.

DATED this 1st day of March, 2006.

By: Philip Griffin
Philip Griffin

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CLERK OF DISTRICT COURT
JUDICIAL CIRCUIT IN AND FOR
THE NINTH JUDICIAL CIRCUIT
FLORIDA