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SECRETARY OF THE
TREASURY
WASHINGTON, D.C.

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THEODORE M. BURT, P.A.

Attorneys at Law
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Theodore M. Burt
Patti Lee Meeks

(352) 463-2348
fax (352) 463-6908

March 9, 2006

Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

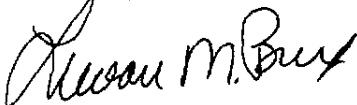
Re: BEBO CONDOMINIUM ASSOCIATION, INC.

Dear Sir/Madam:

Enclosed please find the original and one (1) copy of the Articles of Incorporation for the above named proposed Florida corporation, together with the Registered Agent Designation. You will also find enclosed our check in the amount of \$78.75, representing payment of the following:

Filing Fee	\$ 35.00
Certified Copy	8.75
Registered Agent Designation	<u>35.00</u>
	\$ 78.75

Yours truly,



Theodore M. Burt

TMB/aw

Enclosures: Articles of Incorporation (original and 1 copy)
Check
Registered Agent Designation

ARTICLES OF INCORPORATION
OF
BEBO CONDOMINIUM ASSOCIATION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

Name

The name of this corporation shall be **BEBO CONDOMINIUM ASSOCIATION, INC.** (hereinafter called the "Corporation"). The principal office address is 134 East Call Street, Starke, Florida 32091.

ARTICLE II

Purpose

This Corporation does not contemplate pecuniary gain or profit to the embers thereof, and the specific purposes for which it is formed are to provide for maintenance and preservation of certain Common Elements within that certain tract of property located in St. Johns County, Florida, known as **BEBO**, a Condominium; to promote the recreation, common benefit and enjoyment of the residents within the above-described property and any additional property as may be brought with the jurisdiction of this Corporation. The Corporation shall have the property authority to maintain and administer the community properties and facilities and to administer and enforce the covenants and restrictions as well as the collecting and disbursing of the assessments and charges hereinafter created so that the Corporation shall have the power;

(a) to exercise all of the powers and privileges and to perform all of the duties and obligations of **BEBO CONDOMINIUM ASSOCIATION, INC.**, as set forth in that certain Declaration of Condominium for **BEBO**, a Condominium (hereinafter called the "Declaration"), applicable to the property and recorded or to be recorded in the Office of the Public Records, of St. Johns County and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(b) to fix, levy, collect and enforce payment by any lawful means, all charges or 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 Corporation, including all licenses, taxes or governmental charges levied or imposed against the property of the Corporation;

(c) to acquire (by give, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Corporation (including Units and other properties within the community);

(d) to borrow money, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) to 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 membership;

(f) to participate in mergers and consolidations with other not for profit corporations organized for the same purposes or annex additional residential property and Common Elements as provided in the Declaration;

(g) to have and to exercise any and all powers rights and privileges which a corporation organized under the Florida Not For Profit Corporation Act by law may now or hereafter have or exercise;

(h) to contract with third parties to perform the functions of the Corporation;

(i) to manage, control, operate, maintain, repair and improve property subject to the Declaration or any other property for which the Corporation by rule, regulation, Declaration, or contract has a right or duty to provide such services;

(j) to enforce covenants, conditions, or restrictions affecting any property subject to the Declaration or any other property for which the Corporation may be authorized to do so under the Declaration or By-Laws;

(k) to engage in activities which will actively foster, promote, and advance the common interests of owners of Units;

(l) to enter into, make, perform, or enforce contracts of every kind and description, and to do all other acts necessary, appropriate, or advisable in carrying out any purpose of the Corporation, with or in association with any other association, corporation or other entity or agency, public or private.

(m) to act as agent, trustee, or other representative of other corporations, firms or individuals, and as such to advance the business or ownership interests in such corporations, firms or individuals;

(n) to adopt, alter, and amend or repeal such By-Laws as may be necessary or desirable for the proper management of the affairs of the Corporation; provided, however, such By-Laws may not be inconsistent with or contrary to any provisions of the Declaration; and

(o) to provide any and all supplemental municipal service as may be necessary or proper.

(p) the Association shall operate, maintain and manage the Surface Water or Storm Water Management System(s) in a manner consistent with any applicable St. Johns Water Management District ("District") permit and applicable District rules, and shall assist in the enforcement of the Declaration of Covenants and Restrictions which relates to the Surface Water or Storm Water Management System(s);

(q) the Association shall levy and collect adequate assessments against the members of the Association for the costs of maintenance and operation of the Surface Water or Storm Water Management System(s).

To exercise in any manner of other and further rights and powers which may now or hereafter be allowed or permitted by law; and the powers specified in each of the paragraphs of this Article II are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provision of this Article II.

ARTICLE III

Membership

(a) The Corporation shall be a membership corporation without certificates or shares of stock.

(b) The owner of each Unit subject to the Declaration shall be a member of the Corporation, and shall be entitled to vote in accordance with the provisions set forth in the Declaration, except there will be no vote for any Unit owned by the Corporation. The manner of exercising voting rights shall be as set forth in the Declaration and the By-Laws of the Corporation.

(c) Change of membership in the Corporation shall be established by recording in the public records of St. Johns County, Florida, a deed or other instrument establishing record title to a Unit subject to the Declaration. Written notice shall be given to the Corporation of such change in title. Upon such recordation, the owner designated by such instrument shall become a member of the Corporation and the membership of the prior owner shall be terminated.

(d) The percentage interest of a member in the funds and assets of the Corporation cannot be assigned, hypothecated, or transferred in any manner, except as an appurtenance of his Unit.

Article IV

Term

The existence of the Corporation shall be perpetual unless it is terminated by law or unless the Declaration which describes the Corporation is terminated.

Article V

Name and Residence of Incorporator

The name and residence of the incorporator is:

Job White
134 East Call Street
Starke, Florida 32091

The rights and interests of the incorporator shall automatically terminate when these Articles are filed with the Secretary of State.

Article VI

Officers

The affairs of the Corporation shall be managed by its Board of Directors, who shall be elected at the annual meeting of the Corporation. The principal Officers of the Corporation shall be a President, Vice President, and Secretary/Treasurer, and such other Officers as the Board of Directors may from time to time designate, which Officers shall be elected annually by the Board of Directors. The names of the Officers who are to serve until the first election or appointment are as follows:

Job White - President
134 East Call Street
Starke, Florida 32091

Jason Fort - Vice President
68 Water Street
St. Augustine, Florida

Michael Graham - Secretary
7645 Gate Parkway
Suite 106
Jacksonville, Florida 32256

Article VII

Board of Directors

The affairs of the Corporation shall be conducted, managed and controlled by a Board of Directors. The initial Board of Directors shall consist of three (3) Directors.

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

Job White
134 East Call Street
Starke, Florida 32091

Jason Fort
68 Water Street
St. Augustine, Florida

Michael Graham
7645 Gate Parkway
Suite 106
Jacksonville, Florida 32256

Article VIII

Bylaws

The original By-Laws are to be made by the original Board of Directors. The same may thereafter be amended, altered or rescinded only in accordance with the provisions of such By-Laws.

Should a conflict exist or arise between any of the provisions of the Articles of Incorporation and the provisions of the Bylaws, the provisions of the Articles of Incorporation shall control.

Article IX

Amendment of Articles

Amendments to the Articles of Incorporation shall be made in the following manner:

(a) The Board of Directors shall adopt a resolution setting forth the proposed amendment and, if members have been admitted, directing that it be submitted to a vote of the members at

either the annual or a special meeting. If no members have been admitted, the amendment shall be adopted by a vote of the majority of directors, and the provisions for adoption by members shall not apply.

(b) Written notice consistent with the By-Laws of the Corporation setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each member of record entitled to vote thereof. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meetings.

(c) At such meeting, a vote of the members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of a majority of the voting interest of members entitled to vote thereon.

Any number of amendments may be submitted to the members and voted upon by them at one meeting.

If all of the directors and all of the members eligible to vote sign a written statement manifesting their intention that an amendment to the Articles of Incorporation be adopted, then the amendment shall be adopted as though the above Article IX , Sections (a) through (c) have been satisfied.

The members shall not amend the Articles of Incorporation without an act of the directors.

ARTICLE X

Self Dealing, Validity of Agreement Indemnification and Waiver of Claim

(a) Self Dealing: No contract, agreement or undertaking of any sort between or among the Association, Directors, Officers, Members or the Developer shall be invalidated or affected by reason that any of them hold the same or similar positions with another condominium, homeowners or property owners association within the Property or that they are financially interested in the transaction or that they are employed by the Developer; provided that:

- (i) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors;
- (ii) the fact of such relationship or interest is disclosed or known to the members entitled to vote on such contract or transaction, if any, and they authorize, approve, or ratify it by vote or written consent; or

- (iii) the contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the board, a committee, or the members.

(b) Validity of Agreement: No contract, agreement or undertaking of any sort between the Association and any entity or individual shall be invalidated or affected by reason that the Association, its Directors, Officers, the Developer, its agents or employees hold a financial interest in or with the individuals or entity; provided that:

- (i) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors;
- (ii) the fact of such relationship or interest is disclosed or known to the members entitled to vote on such contract or transaction, if any, and they authorize, approve, or ratify it by vote or written consent; or
- (iii) the contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the board, a committee, or the members.

(c) Indemnification: Every Director and every Officer of the Corporation shall be indemnified by the Corporation against all costs, expenses and liabilities, including legal fees reasonably incurred by or imposed upon him or her in connection with any proceeding, litigation or settlement in which he or she may be a party, or in which he or she may have been involved, by reason of his or her being or having been a Director or Officer at the time such costs, expense or liability is incurred, except in such cases wherein the Director or Officer is adjudged to have engaged in willful malfeasance or malfeasance in the performance of his or her duties; provided that in the event of a settlement, the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being to the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of any and all rights to which such Director or Officer may be entitled by common or statutory law.

(d) Waiver of Claims: To the extent permitted by applicable law, by acquisition of title to a Unit, or any interest therein, within the Condominium Property, each and every individual or entity hereby waives any claim for damages or other relief grounded in tort, contract, equity or otherwise arising out of the negotiation, execution, performance and enforcement of contracts, agreements or undertakings described above, that may accrue at the time of purchase or thereafter against the Association, its Directors, Officers, Members, its agents or employees; provided that:

- (i) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors;

- (ii) the fact of such relationship or interest is disclosed or known to the members entitled to vote on such contract or transaction, if any, and they authorize, approve, or ratify it by vote or written consent; or
- (iii) the contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the board, a committee, or the members.

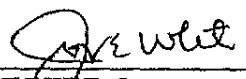
Article XI

Registered Agent

The name and residence of the registered agent for service of process within this State shall be:

Job White
134 East Call Street
Starke, Florida 32091

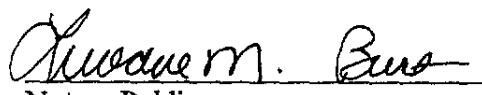
IN WITNESS WHEREOF, the undersigned, as Incorporator has executed the foregoing Articles of Incorporation on March 7, 2006



JOB WHITE, Incorporator
134 East Call Street
Starke, Florida 32091

STATE OF FLORIDA
COUNTY OF Alachua

BEFORE ME, a Notary Public, personally appeared JOB WHITE, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on this 7th day of March, 2006.

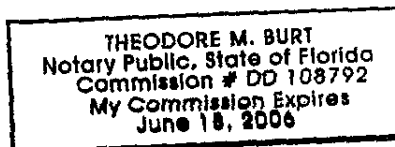


Notary Public
State of Florida at Large

(SEAL)

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 pursuance to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said act:

First that **BEBO CONDOMINIUM ASSOCIATION, INC.** is desiring to be organized under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, County of Bradford, State of Florida, has named **JOB WHITE** located at 134 East Call Street, Starke, Florida 32091, County of Bradford, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Dated this 7th day of March, 2006.

By:



JOB WHITE
Registered Agent