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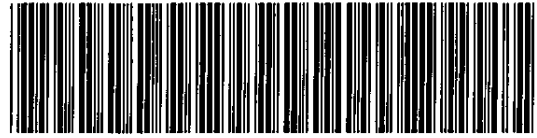
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TALLAHASSEE, FLORIDA

07-11-06

**POOLE & POOLE, P.A.**

*Attorneys at Law*

SUITE 200, ALLAN BUILDING

303 CENTRE STREET

FERNANDINA BEACH, FLORIDA 32034

WESLEY R. POOLE  
H. PRICE POOLE, JR.  
PAIGE P. POECHMANN\*  
\*ADMITTED IN FL & MD

FRANCES G. BURGESS, C.L.A.

PLEASE REPLY TO:  
POST OFFICE BOX 1280  
FERNANDINA BEACH, FL 32035-1280  
904/261-0742  
FAX # 904/261-0745

July 5, 2006

Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

RE: **GATEWAY COMMONS II CONDOMINIUM ASSOCIATION, INC.**

Dear Sirs:

Enclosed are:

1. Our check in the amount of \$78.75; and
2. Original and one copy of Articles Of Incorporation for the above referenced not-for-profit corporation.

Please file and let us have your receipt therefor as soon as possible.

Thank you for your continued assistance.

Yours sincerely,

  
Wesley R. Poole

WRP\fgb  
Enclosures

**ARTICLES OF INCORPORATION**  
**OF**  
**GATEWAY COMMONS II CONDOMINIUM ASSOCIATION, INC.**  
**a Florida Corporation Not-For-Profit**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In order to form a corporation under the Laws of Florida for the formation of corporations not-for-profit, we, the undersigned, hereby associate ourselves into a corporation for the purposes and with the powers herein specified, and to that end we do, by these Articles of Incorporation, set forth:

**ARTICLE I**  
**NAME**

The name of the corporation shall be GATEWAY COMMONS II CONDOMINIUM ASSOCIATION, INC. (the "Association").

**ARTICLE II**  
**PURPOSE**

The purpose of the Association is the administration, operation and management of a condominium known as GATEWAY COMMONS II CONDOMINIUM (the "Condominium") as the same may now or hereafter be constituted. The Association shall undertake the performance of and shall carry out the acts and duties incident to the administration, operation and management of the Condominium in accordance with the terms, provisions and authorizations contained herein, in the Bylaws established pursuant to the requirements of these Articles, the Declaration of Condominium for GATEWAY COMMONS II, a CONDOMINIUM, (the "Declaration") which is to be recorded in the public records of Nassau County, Florida. Further, the Association may exercise all powers granted to an association under Chapter 617, Florida Statutes (the "Act"). In addition, the Association may acquire, own, operate, lease, sell, trade or otherwise deal with any property, real or personal, as may become part of the Condominium Property and as may be necessary or convenient for the administration of the Condominium. All defined terms contained in these Articles shall have the same meanings as such terms are defined by the Declaration.

**ARTICLE III**  
**POWERS AND DUTIES**

The Association shall have the following powers:

- A. All of the powers and privileges granted to corporations not-for-profit under the law pursuant to which this Corporation is chartered.
- B. All of the powers reasonably necessary to implement and effectuate the purposes of the Association, including, without limitation, the power, authority and right to:
  - 1. Make and establish reasonable rules and regulations governing use of the Condominium.
  - 2. Levy and collect assessments against members of the Association to defray the expenses of the Condominium, as provided in the Declaration and Bylaws.
  - 3. Maintain, repair, replace, operate and manage the Condominium Property, including the right to reconstruct improvements after casualty and to further improve and add to the Condominium Property.
  - 4. Contract for the management of the Condominium and, in connection therewith, to delegate any and/or all of the powers and duties of the Association to the extent and in the manner permitted by the Declaration, the Bylaws, and the Act.
  - 5. Enforce the provisions of these Articles of Incorporation, the Declaration, the Bylaws, and all rules and regulations governing use of the Condominium which may hereafter be established.
  - 6. Exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the Association in the Declaration and the Act.
  - 7. The Association shall operate, maintain and manage the surface water or stormwater management system, including any retention ponds, in accordance with the applicable governmental rules from time to time in effect.

#### **ARTICLE IV** **MEMBERSHIP**

The qualifications of members, manner of their admission to and termination of membership and voting by members shall be as follows:

- A. The owners of all Units in the Condominium shall be members of the Association, and no other persons or entities shall be entitled to membership.
- B. Membership shall be established by the acquisition of a fee title to a Unit in the Condominium, or by acquisition of a fee ownership interest therein, by voluntary conveyance or operation of law, and the membership of any person or entity shall be automatically terminated when such person or entity is divested of all title or his entire fee ownership in such Unit.
- C. The interest 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 Unit(s) owned by such member. The funds and assets of the Association shall be expended, held or used only for the benefit of the membership and for the purposes authorized herein, in the Declaration, and in the Bylaws.
- D. On all matters upon which the membership is entitled to vote as hereinafter provided, there shall be one, and only one, vote for each Unit in the Condominium, which vote may be exercised or cast by the owner(s) of each Unit as provided for in the Bylaws. Should any member own more than one Unit, such member shall be entitled to exercise or cast one vote for each such Unit, in the manner provided for in the Bylaws.
- E. Until such time as the first Unit within the Condominium is purchased by a member, the membership of the Association shall be comprised of the subscribers of these Articles, each of whom shall be entitled to cast a vote on all matters upon which the membership would be entitled to vote.

**ARTICLE V**  
**EXISTENCE**

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Florida Secretary of State, Tallahassee, Florida. The Association shall have perpetual existence, unless the Subdivision is terminated pursuant to the provisions of its Declaration, in which event the Association shall be dissolved in accordance with law.

**ARTICLE VI**  
**PRINCIPAL OFFICE**

The principal office of the Association shall be located at 303 Centre Street, Suite 200, Fernandina Beach, Florida 32034, but the Association may maintain offices and

transact business in such places, within or without the State of Florida, as may from time to time be designated by the Board of Directors.

**ARTICLE VII**  
**OFFICERS**

The affairs of the Association shall be managed by the President of the Association assisted by the Vice President(s), Secretary and Treasurer and, if any, the Assistant Secretaries and Assistant Treasurers, who shall perform the duties of such offices customarily performed by like officers of corporations in the State of Florida subject to the directions of the Board of Directors.

The Board of Directors shall elect a President, Secretary, Treasurer, and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board of Directors shall deem advisable from time to time. The President shall be elected from the membership of the Board of Directors, but no other officer need be a Director. The same person may hold two offices, the duties of which are not incompatible; provided, however, that the office of the President and Vice President shall not be held by the same person, nor shall the office of President and Secretary or Assistant Secretary be held by the same person. Officers shall be elected annually.

The officers of the Association, who shall hold office until their successors are elected pursuant to these Articles of Incorporation and the Bylaws, and have qualified, shall be the following:

President & Treasurer	Meredith Zevallos
Vice President	S. Barksdale McKay
Secretary	Pedro Zevallos

Officers of the Association may be compensated in the manner to be provided in the Bylaws. The Board of Directors, or the President with the approval of the Board of Directors, may employ a managing agent, agency, and/or other managerial and supervisory personnel or entity to administer or assist in the administration of the operation and management of the Association and the affairs of the Association, and any and all such persons and/or entity or entities may be so employed without regard to whether any such person or entity is a member of the Association or a Director or officer of the Association, as the case may be.

**ARTICLE VIII**  
**DIRECTORS**

The number of members of the Board of Directors shall be not less than three (3). The initial members of the Board of Directors shall be appointed by the Developer. When Unit owners other than the Developer own all of the units which will ultimately be

operated by the Association, the Unit Owners other than the Developer shall be entitled to elect, in a manner to be provided in the Bylaws, not less than two thirds of the members of the Board of Directors. Unit Owners other than the Developer shall be entitled to elect, in a manner to be provided in the Bylaws, not less than all of members of the Board of Directors three (3) years after sales by the Developer have been closed on all Units.

The names and addresses of the members of the first Board of Directors who, subject to the provisions of the laws of Florida, these Articles of Incorporation and the Bylaws, shall hold office for the first year of the Association's corporate existence, and thereafter until their successors are elected and have qualified, are as follows:

Meredith Zevallos  
3225 Hanover Street  
Dallas, TX 75225

S. Barksdale McKay  
601 Ocean Club Court  
Amelia Island, FL 32034

Pedro Zevallos  
3225 Hanover St.  
Dallas, TX 75225

#### **ARTICLE IX** **INCORPORATORS**

The Incorporator under these Articles of Incorporation and his respective address, is set forth below:

Wesley R. Poole, Esquire  
303 Centre Street, Suite 200  
Fernandina Beach, FL 32034

#### **ARTICLE X** **BYLAWS**

The original Bylaws of the Association shall be adopted by a majority vote of the Board of Directors of the Association at a meeting at which a majority of the Board of Directors is present, and, thereafter, the Bylaws may be altered or rescinded only by affirmative vote of two-thirds (2/3) of the votes entitled to be cast by members of the Association.

**ARTICLE XI**  
**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 Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided, that in the event any claim for reimbursement or indemnification hereunder is based upon a settlement by the Director or officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in 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 Director or officer may be entitled.

**ARTICLE XII**  
**AMENDMENT TO ARTICLES**

An amendment or amendments to these Articles of Incorporation may be proposed by the Board of Directors of the Association acting upon a vote of the majority of the Directors, or by the members of the Association owning a majority of the Units in the Association, whether meeting as members or by instrument in writing signed by them. Upon any amendment or amendments to these Articles of Incorporation being proposed by the Board of Directors or members, such proposed amendment or amendments shall be adopted by a Resolution of the Board of Directors setting forth the proposed amendment and directing that it be submitted to a vote at an annual or special meeting of the members. Such resolution shall be transmitted to the President of the Association or the acting chief-executive officer in the absence of the President, who shall thereupon call a special meeting of the members of the Association for a date not sooner than twenty (20) days nor later than sixty (60) days from the receipt by him of the Resolution containing the proposed amendment or amendments, and it shall be the duty of the Secretary to give each member written notice of such meeting stating the time and place of the meeting and reciting the proposed amendment or amendments in reasonably detailed form, which notice shall be mailed or presented personally to each member not less than ten (10) days nor more than thirty (30) days before the date set for such meeting. If mailed, such notice shall be deemed to be properly given when deposited in the United States mail, addressed to the member at his Post Office address as it appears on the records of the Association, with postage thereon prepaid. Any member may, by written waiver of notice signed by such member, waive such notice, and such waiver when filed in the records of the Association, whether before, during or after the holding of the meeting, shall be deemed equivalent to the giving of such notice to such member. At such meeting the amendment or amendments proposed must be approved by an affirmative vote of the members owning not less than two-thirds of the Units in the

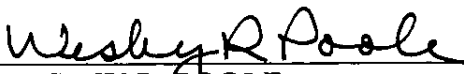


Association in order for such amendment or amendments to become effective. Thereupon, such amendment or amendments of these Articles of Incorporation shall be transcribed and certified in such form as may be necessary to file the same in the office of the Secretary of State of the State of Florida.

**ARTICLE XIII**  
**DISSOLUTION OF THE ASSOCIATION**


The Association may be dissolved in accordance with the provisions of Article V hereof.

IN WITNESS WHEREOF, the Incorporator hereof has hereunto set his hand and seal this 3rd day of JULY, 2006.

  
**WESLEY R. POOLE**  
Incorporator

STATE OF FLORIDA  
COUNTY OF NASSAU

The foregoing instrument was acknowledged before me this 3<sup>rd</sup> day of July, 2006, by WESLEY R. POOLE, who is personally known to me or produced \_\_\_\_\_ as identification.

  
Name: **FRANCES G. BURGESS**  
Notary Public, State of Florida  
My Commission Expires:



Frances G. Burgess  
MY COMMISSION # DD175576 EXPIRES  
March 16, 2007  
BONDED THRU TROY FAIN INSURANCE, INC.

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

06 JUL 11 PM 2:21  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

GATEWAY COMMONS II CONDOMINIUM ASSOCIATION, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS AT 303 CENTRE STREET, FERNANDINA BEACH, FLORIDA 32034, STATE OF FLORIDA, HAS NAMED WESLEY R. POOLE, ESQ., LOCATED AT 303 CENTRE STREET, SUITE 200, FERNANDINA BEACH, FLORIDA 32034, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

GATEWAY COMMONS II  
CONDOMINIUM ASSOCIATION, INC.

By: Wesley R. Poole  
Wesley R. Poole  
Incorporator

DATED: July 3, 2006

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

Wesley R. Poole  
WESLEY R. POOLE  
Resident Agent

DATED: July 3, 2006