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Division of Corporations

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## FLORIDA PROFIT/NON PROFIT CORPORATION

304-306 OCEANFRONT CONDOMINIUM ASSOCIATION, INC.

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**ARTICLES OF INCORPORATION**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**OF**

**304-306 OCEANFRONT CONDOMINIUM  
ASSOCIATION, INC.**

The undersigned, acting as incorporator for the purpose of forming a Not For Profit Corporation pursuant to Chapter 617, Florida Statutes, hereby adopts the following Articles of Incorporation:

**ARTICLE I - NAME**

The name of the corporation shall be: 304-306 Oceanfront Condominium Association, Inc. ("Association").

**ARTICLE II - PRINCIPAL PLACE AND MAILING ADDRESS**

The principal place of business and mailing shall be 306 Oceanfront, Neptune Beach, FL 32266.

**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 Condominium in accordance with its Declaration, recorded or to be recorded in the public records of Duval County, Florida ("the Declaration") for the mutual advantage and benefit of the members of the Association, who shall be owners of Units within the Condominium. To promote the health, safety and welfare of the owners of Units, the Association shall have and exercise the following authority and powers:

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.

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

Prepared by: Carolyn Herman, Esq., 830 S. Third Street #104, Jacksonville Beach, FL 32250  
Florida Bar No. 976563, tel. no. 904/247/9420

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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 operate, maintain and manage the surface water or stormwater management system in a manner consistent with the St. Johns River Water Management District Permit No. 40-035-25991-2 requirements and applicable District Rules, and shall assist in the enforcement of the Declaration of Covenants and Restrictions which relate to the surface water or stormwater management system. To have and to exercise any and all powers, rights and privileges which corporation organized under the Non-Profit Corporation law of the State of Florida and serving as a condominium association under Chapter 718, Florida Statutes, as it may be amended from time to time (the "Condominium Act") may now or hereafter have or exercise.

F. To levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the surface water or stormwater management system.

G. To have and to exercise any and all powers, rights and privileges which corporation organized under the Not-For-Profit Corporation Law of the State of Florida and serving as a condominium association under Chapter 718, Florida Statutes, as it may be amended from time to time (the "Condominium Act") may now or hereafter have or exercise.

#### ARTICLE IV - MEMBERSHIP

Every person or entity who is record owner of a Unit within the Condominium shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Unit.

#### ARTICLE V - VOTING RIGHTS

Each unit is assigned one vote, to be exercised as determined by the Owners of that Unit. However, until the occurrence of certain events as described in Section 6.3 of the Declaration, the Developer of the Condominium shall have the right to elect a majority of the Board.

#### ARTICLE VI - BOARD OF DIRECTORS

The manner in which the Board of Directors are elected or appointed shall be set forth in the Bylaws of the Corporation. The initial Board of Directors shall consist of the following individual whose name and address is as follows:

NAME	ADDRESS
Darrell Leake	306 Oceanfront, Neptune Beach, FL 32266

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Eddie D. Cone, Jr.  
Valerie J. Cone

304 Oceanfront, Neptune Beach, FL 32266  
304 Oceanfront, Neptune Beach, FL 32266

The number of Directors may be raised or lowered by amendment of the Bylaws but shall in no case be less than three.

#### ARTICLE VII - TERM OF EXISTENCE

This corporation shall commence its existence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida and shall have perpetual existence.

#### ARTICLE VIII - BYLAWS

The Bylaws of this Association shall be adopted by the first Board and recorded in the public records of Duval County, Florida. The Bylaws may be altered, amended, modified or repealed by

A. A majority of the directors if ratified by a majority of those members present at any duly called meeting of the members of the Association; or

B. By assent in writing of two-thirds (2/3) of the members. Any such modification shall be effective upon recording in the public records of Duval County, Florida.

#### ARTICLE IX - AMENDMENTS

This Association may amend or repeal any of the provisions contained in these Articles by a majority vote of the membership.

#### ARTICLE X - 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 the Bylaws, the Articles shall govern.

#### ARTICLE XI - 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 necessary 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

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or agent. 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 XII - LIMITATION OF CORPORATE POWERS

The Corporation shall not engage in any action which is not permitted to be carried on by nonprofit corporations under the Internal Revenue Code and no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its Members, directors, or officers; but the Corporation shall be authorized and empowered to pay reasonable compensation to these people for services rendered, and to make payments and distributions in furtherance of its stated purposes.

#### ARTICLE XIII - DISSOLUTION

The Association may terminate, dissolve or liquidate in accordance with the laws of the State of Florida except that in the event of any such termination, dissolution or final liquidation, the responsibility for the operation and maintenance of the surface water or stormwater management system maintained or operated by the Association must be transferred to and accepted by an entity which would comply with Section 40C-42.027, F.A.C., and be approved by St. Johns Water Management District prior to such termination, dissolution or liquidation.

#### ARTICLE XIV - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and street address of the initial registered agent of the corporation shall be. Darrell R. Leake, 306 Oceanfront, Neptune Beach, FL 32266.

#### ARTICLE XV - INCORPORATOR

The name and street address of the incorporator for these Articles of Incorporation is: Darrell R. Leake, 306 Oceanfront, Neptune Beach, FL 32266.

The undersigned incorporator has executed these Articles of Incorporation this 21<sup>st</sup> day of July, 2006.

Signature: Darrell R. Leake  
Print: DARRELL LEAKE

Incorporator

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/agent, in the State of Florida.

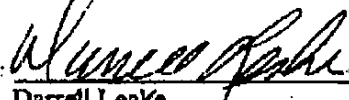
1. The name of the corporation is: 304-306 Oceanfront Condominium Association, Inc.
2. The name and address of the registered agent and office are: Darrell Leake, 306 Oceanfront, Neptune Beach, FL 32266.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature:

Print:

Date:

  
Darrell Leake  
7/27/06

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