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FLORIDA PROFIT/NON PROFIT CORPORATION

Hammocks of St. Augustine Beach Condominium Associat

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H06000211925 3

**ARTICLES OF INCORPORATION OF THE HAMMOCKS OF ST. AUGUSTINE
BEACH CONDOMINIUM ASSOCIATION, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of Chapter 617 Florida Statutes, the undersigned, being residents of the State of Florida who are of full age certify:

ARTICLE I.

Corporate Name

The name of the corporation is The Hammocks of St. Augustine Beach Condominium Association, Inc. (referred to below as the "Association").

ARTICLE II.

Corporation Not For Profit

The Association is incorporated as a corporation not for profit under the provisions of the laws of the State of Florida.

ARTICLE III.

Principal Place of Business

The initial mailing address of the Association shall be 287 Cortez Drive, St. Augustine, FL 32086. The principal office of the Association shall be located at the mailing address or at any other place as may be subsequently designated by the Board of Directors of the Association.

ARTICLE IV.

Registered Agent

The name and address of the initial registered agent is D. Randall Briley, whose address is 135 Professional Drive, Suite 101, Ponte Vedra Beach, FL 32082, and who is appointed the initial registered agent of Association and who is authorized to accept service of process within this State.

ARTICLE V.

Purpose

The Association is not formed for pecuniary gain or profit, direct or indirect, to itself or to its members, Directors or Officers. The specific purposes for which it is formed is to administer the operation and management of The Hammocks of St. Augustine Beach Condominium (the "Condominium") as will be established by recordation of the Declaration of Condominium, (the "Declaration") in the public records

H06000211925 3

of St. Johns County, Florida, in accordance with the Florida Condominium Act, Chapter 718, Florida Statutes (the "Act"). The Association shall perform the acts and duties incident to the operation and management of the Condominium in accordance with the provisions of these Articles, the Bylaws of the Association and the Declaration of Condominium (the "Declaration") which will be recorded in the public records of the County, as and when the property described in the Declaration as amended together with the improvements situated thereon are submitted to the condominium form of ownership; and to own, operate, encumber, lease, manage, sell, convey, exchange and otherwise deal with the said lands submitted to the condominium form of ownership, the improvements thereon and such other property, real and/or personal property as may be or become part of the Condominium (the "Condominium Property") to the extent necessary or convenient in the administration of the Condominium as provided for in the Declaration. The Association shall be conducted as a nonprofit Organization for the benefit of its members. The powers of the Association to operate and administer property shall not be effective until any such property has been submitted to the condominium form of ownership by the Declaration or Amendment thereto. All terms contained herein shall have the same meaning as contained in the Declaration.

ARTICLE VI Powers of the Association

The Association shall have the following powers:

(1) To exercise all of the common law and statutory powers of a corporation not for profit organized under the laws of the State of Florida which are not in conflict with the terms of the Declaration, these Articles or the Bylaws of the Association.

(2) To exercise all of the powers and privileges and to perform all of the duties and obligations of Association as set forth in the Declaration applicable to the Condominium Property and recorded in the public records of St. Johns County, Florida, and as may be amended from time to time, the Declaration being incorporated by reference as if set forth in its entirety.

(3) 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 and all other expenses incident to the conduct of the business of Association, including but not limited to all licenses, taxes or governmental charges levied or imposed against the property of Association. This shall include the right to levy and collect assessments for the purpose of acquiring, owning, holding, operating, leasing, encumbering, selling, conveying, exchanging, managing, and otherwise dealing with the Condominium Property, including the units, which may necessary or convenient in the operation and management of the Condominium in accomplishing the purposes of the Declaration; and for the costs of maintenance of the surface water and storm water management system.

(4) To manage, operate, maintain, replace and repair Condominium Property, including the right to reconstruct improvements after casualty and to further improve and

add to the Condominium property.

(5) To purchase insurance on the Condominium Property and insurance for the protection of Association, its Officers, Directors and Unit Owners.

(6) To reconstruct improvements after casualty and make further improvements on the Condominium Property.

(7) To make, establish, amend, carry out and to enforce by any legal means the provisions of the Declaration, these Articles, the Bylaws of the Association and any Rules and Regulations relating to the use of the Units, Common elements, Limited Common Elements adopted pursuant thereto.

(8) To employ personnel to perform the services required for proper operation of the Association.

(9) To acquire (by gift, purchase, or otherwise), own, hold, improve, build on, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of Association.

(10) To borrow money, and with the assent of a majority of each class of members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.

(11) Contract for the management for the Condominium and, in connection therewith, to delegate any and all of the powers and duties of the Association to the extent and in the manner permitted by the Declaration and the Bylaws.

(12) To approve or disapprove the leasing, transfer, ownership and possession of Units as may be provided in the Declaration.

(13) To 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.

(14) To grant permits, licenses and easements over the Common Elements for utilities, roads, and other purposes reasonably necessary or useful for the proper maintenance or operation of the Condominium.

(15) To operate, maintain and manage the surface water or storm water management systems in a manner consistent with the St. Johns River Water Management District permit requirements and applicable district rules and shall assist in the enforcement of any Declaration of Covenants and Restrictions which relate to the surface water or storm water management system.

(10) The powers of the Association shall be subject to and shall be exercised in accordance with the provisions hereof and the Declaration, the Bylaws and the Act.

ARTICLE VII.

Membership and Voting Rights

(1) The owners of all Units of the Condominium shall be members of the association including the Developer, The Hammocks at the Beach, LLC, no other persons or entities shall be members except that until the first Unit is conveyed to a non developer unit owner, the membership of the association shall be the Directors as set forth in Article VIII. Each of whom shall be entitled to cast a vote on all matters upon which the membership would be entitled to vote.

(2) Membership shall be established by the acquisition of the fee title to a Unit in the Condominium, or by the acquisition of a fee ownership therein, by voluntary conveyance or operation of law. Membership shall automatically terminate upon the conveyance of fee title ownership; provided that nothing herein contained shall be construed as terminating the membership of any person or entity owning a fee title or a fee ownership interest in two or more Units at any time while such person or entity shall retain ownership in any unit.

(3) The interest of any 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 membership and for the purposes authorized in these Articles, the declaration or the Bylaws.

(4) On all matters upon which the membership shall be entitled to vote, as hereinafter provided, there shall be one vote and one vote only 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 owned, in the manner provide for in the Bylaws.

ARTICLE VIII.

Board of Directors

(1) The affairs of the Association shall be managed and governed by a Board of Directors. The first Board of Directors shall consist of at least three (3) directors, the number of directors for subsequent Boards of Directors shall be as outlined in the Bylaws. Members of the Board of Directors shall be members of the Association or shall be employees or agents of the Developer. The number of directors may be changed by amendment of the Bylaws of the Association. The members of the Board of Directors

shall be elected in accordance with the By-Laws of the Association. The names and addresses of the persons who are to make up the first Board of Directors are:

Name	Address
Heath Bacchel	287 Cortez Drive, St. Augustine, FL 32086
Jon Staples, Jr.	172 Turtle Cove Court, Ponte Vedra Beach, FL 32082
Jon Staples, Sr.	14 Ithica Drive, Pittsford, NY 14534

(2) Members of the Board of Directors may participate in a meeting of the board by means of a conference telephone or similar means of communication whereby all persons participating in the meeting may hear one another. Participation by these means shall be considered the equivalent of being present, in person, at the meeting. Action by the board may be taken without a meeting if consent in writing, setting forth the action to be taken, is signed by all of the Directors and filed in the minutes of the proceedings of the board. The consent shall have the same effect as a unanimous vote.

ARTICLE IX.

Officers

The affairs of Association shall be administered by a President, a Secretary, a Treasurer and any other officers as may be designated from time to time by the Directors. The officers shall be elected or designated as set forth in the Bylaws.

ARTICLE X.

Indemnification

Every director and every officer of Association, and every member of Association serving Association at its request, shall be indemnified by Association against all expenses and liabilities, including attorneys fees, reasonably incurred by or imposed on the person in connection with any proceeding or any settlement of any proceeding to which he or she may be a party or in which he or she may become involved by reason of his or her being or having been a director or officer of Association, or by reason of him or her having served Association at its request, whether or not he or she is a director or officer or member serving Association at the time the expenses or liabilities are incurred, except when the director, officer or member serving Association is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties; provided that in the event of a settlement before entry of judgment, the indemnification shall apply only when the Board of Directors approve the settlement and reimbursement as being in the

H06000211925 3

best interest of association. This right of indemnification shall be in addition to and not exclusive of all other rights to which the director, officer or member serving Association may be entitled.

ARTICLE XI.

Term

The term of Association shall be perpetual. In the event the association is terminated, liquidated or dissolved then the surface water or storm water management system shall be transferred to an entity which complies with and is approved by the St. Johns River Water Management District prior to the termination, liquidation or dissolution.

ARTICLE XII.

Amendments

Amendments to the 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 for the adoption of an amendment may be proposed by either the Board of Directors or by the members of Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing that the approval is delivered to the secretary at or prior to the meeting. Except as elsewhere provided, the resolutions must be adopted by not less than 75% of the votes of the entire membership of Association.
- (3) No amendment shall make any changes in the qualifications for membership or in the voting rights of members without approval in writing by all members.
- (4) A copy of each amendment shall be certified by the secretary of state.

H06000211925 3

H06000211925 3

ARTICLE XIV.

Bylaws

Bylaws regulating operation of the corporation are to be annexed to the Declaration. The Bylaws may be amended by the first Board of Directors until the first annual meeting of the members. Thereafter, the Bylaws may be amended by the members as set forth in the Bylaws.

**ARTICLE XV.
Incorporator**

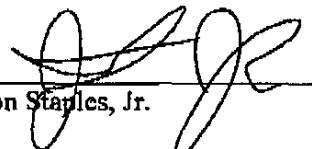
The name and address of the incorporator of these articles of incorporation is as follows:

Name

Address

Jon Staples, Jr. 172 Turtle Cove Court, Ponte Vedra Beach, FL 32082

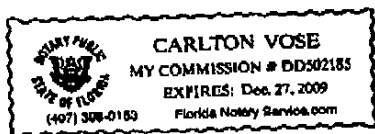
In witness of the above, for the purpose of forming this corporation under the laws of the State of Florida, I, have executed these articles of incorporation on the 22 day of August, 2006.


Jon Staples, Jr.

STATE OF FLORIDA
COUNTY OF ST. JOHNS

BEFORE ME, the undersigned authority, personally appeared Jon Staples, Jr., personally known to me or who produced as identification and who executed the foregoing Articles of Incorporation and acknowledged to me that he executed said Articles freely and voluntarily and for the purposes expressed therein.

WITNESS my hand and seal this 22nd day of August, 2006.




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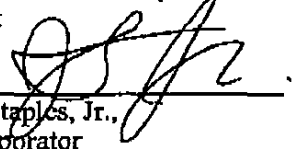
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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

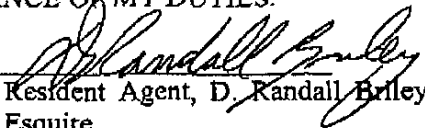
THE HAMMOCKS OF ST. AUGUSTINE BEACH CONDOMINIUM
ASSOCIATION, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE
LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS
AT JACKSONVILLE IN THE COUNTY OF ST. JOHNS, STATE OF FLORIDA, HAS
NAMED D. RANDALL BRILEY, ESQUIRE, AS ITS AGENT TO ACCEPT SERVICE
OF PROCESS WITHIN FLORIDA.

THE HAMMOCKS OF ST.
AUGUSTINE BEACH
CONDOMINIUM ASSOCIATION,
INC., a Florida corporation not-for-
profit

By: 
Jon Staples, Jr.,
Incorporator

DATED: THE DAY OF 22 DAY
OF August, 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.


Resident Agent, D. Randall Briley,
Esquire

DATED: THE DAY OF 22 DAY
OF August, 2006

H06000211925 3