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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT/NON PROFIT CORPORATION

Francis Avenue Condominium Association, Inc.

Certificate of Status	1
Certified Copy	1
Page Count	10
Estimated Charge	\$87.50

T. Burch JAN 24 2007

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**ARTICLES OF INCORPORATION
OF
FRANCIS AVENUE CONDOMINIUM ASSOCIATION, INC.**

In order to form a corporation under the laws of the State of Florida for the formation of non profit corporations, the undersigned, hereby forms a corporation for the purposes and with the powers herein specified; and to that end the undersigned does, by these Articles of Incorporation, set forth:

I NAME

The name of the corporation shall be Francis Avenue Condominium Association, Inc. ("Association").

II PURPOSE

The purposes and objects of the Association shall be to administer the operation and management of Francis Avenue, a Condominium ("Condominium") which may be established in accordance with the Florida Condominium Act, Chapter 718, Florida Statutes ("Act") upon that certain real property situated in Duval County, Florida, described on Exhibit A of the Declaration of Condominium of Francis Avenue, a Condominium to be recorded in the public records of Duval County, Florida ("Declaration") as such Declaration is amended from time to time; and to perform the acts and duties incident to the operation and management of the Condominium in accordance with the provisions of these Articles of Incorporation, the Bylaws of the Association which will be adopted ("Bylaws") pursuant hereto and the Declaration as and when the property described therein 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 lands submitted to the condominium form of ownership; the improvements thereon and such other property, real and/or personal, as may be or become part of the Condominium ("Condominium Property") to the extent necessary or convenient in the administration of the Condominium as provided for in the Declaration. In addition, the Association may be designated as the Association to operate and maintain other condominiums. Upon designating the Association in a declaration of condominium creating a condominium, the Association shall have all the powers, duties and obligations as set forth in the declaration for such condominium and as set forth herein with respect to such condominium. The Association shall be conducted as a non profit organization for the benefit of its members.

The Association shall also operate, maintain and manage the surface water or stormwater management system(s) and/or swales in a manner consistent with the applicable St. Johns River Water Management District permit requirements and City of Atlantic Beach requirements and applicable District and City of Atlantic Beach rules, and shall assist in the enforcement of the Declaration of Condominium which relate to the surface water or stormwater management system and/or swales.

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III POWERS

The Association shall have the following powers:

A. In addition to the powers set forth below, all of the powers and privileges granted to corporations not-for-profit under the Act and 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. Adopt, establish and amend reasonable rules and regulations governing use of the Units, Common Elements, Limited Common Elements and the Association Property, as such terms will be defined in the Declaration.

2. Levy and collect assessments for the Common Expenses, from Members of the Association in accordance with the Declaration. The Association shall also 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 and/or swales.

3. Maintain, repair replace, operate, lease and manage the Condominium and Common Elements and, including the right to reconstruct improvements after casualty and to further improve and add to the Condominium Property and Association Property.

4. Contract for the management of the Condominium and, in connection therewith, delegate any and/or all of the powers and duties of the Association to the extent and in the manner permitted by the Declaration and the Act.

5. Employ personnel to perform the services required for the proper operation of the Condominium.

6. Enforce the provisions of these Articles of Incorporation, the Declaration, the Bylaws, and all rules and regulations governing use of the Condominium now existing or which may hereafter be established including without limitation the right to assess fines as provided herein.

7. Purchase Units in the Condominium and buy, own, operate, lease, sell, trade and mortgage the Units and other real and personal property for the benefit of its members.

8. Obtain and maintain adequate insurance to protect the Association and the Condominium Property in accordance with the requirements set forth in the Declaration.

9. 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.

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10. Merge with other condominium associations, provided that such merger is approved by the majority of the votes of the members of the associations to be merged.

11. Contract to sue or be sued with respect to its exercise or non-exercise of its powers.

12. Access each Unit during reasonable hours, when necessary for the maintenance, repair or replacement of any Common Elements or to prevent damage to such Common Elements.

13. Borrow money, execute promissory notes and other evidences of indebtedness and to give security therefor.

14. To the extent that the Declaration, Articles or Bylaws require the joinder of Members (Unit Owners), execute, acknowledge and deliver such documents, and Members (Unit Owners) by acceptance of their deeds, irrevocably nominate, constitute and appoint the Association, through its duly authorized officers, as their proper and legal attorney-in-fact for such purpose. This appointment is coupled with an interest and is therefore irrevocable.

15. Pay all taxes and assessments levied against the Condominium Property by appropriate governmental authorities and assess the same against the Members and their Units.

16. Adopt hurricane shutter specifications, if the Board deems it to be reasonable.

17. Prepare or cause to be prepared all financial reports required by the Act or rules and regulations issued in accordance with the Act.

18. Enter into agreements, to acquire leaseholds, memberships and other possessory or use interests in lands or facilities including recreational facilities in clubs, whether such facilities are contiguous with the Condominium Property, provided that such facilities are for the benefit of Members.

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

IV MEMBERS

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.

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

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when such person or entity is divested of all title or his entire fee ownership in such Unit; provided, that nothing herein contained shall be construed as terminating the membership of any person or entity owning fee title to or a fee ownership interest in two or more Units at any time while such person or entity shall retain fee title to or a fee ownership interest in any 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 and 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 Declaration is recorded in the public records of Duval County, Florida, the membership of the Association shall be comprised of the subscribers to these Articles, each of whom shall be entitled to cast one vote on all matters upon which the membership would be entitled to vote.

V. EXISTENCE AND DISSOLUTION

The Association's existence shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Association shall exist in perpetuity. The Association may be dissolved upon termination of the Condominium in accordance with Article XII of the Declaration, subject to notice to the Division. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created, or for the general welfare of the residents of the county in which the Condominium Property is located. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to similar purposes. In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or stormwater management system must be transferred to and accepted by an entity which agrees to comply with Section 40C-42.027, F.A.C., and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

VI. PRINCIPAL OFFICE/REGISTERED OFFICE/REGISTERED AGENT

The principal office of the Association shall be located at 1671 Francis Avenue, Atlantic Beach, Florida 32233. The mailing address is 1671 Francis Avenue, Atlantic Beach, Florida 32233, 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.

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The Registered Agent is Donahoo, Ball & McMenamy, P.A. The Registered Agent is located at 50 North Laura Street, Suite 2925, Jacksonville, Florida 32202.

VII MANAGEMENT

The affairs of the Association shall be managed by the President of the Association assisted by the Vice President, 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 direction of the Board of Directors. 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 Condominium 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.

VIII BOARD OF DIRECTORS

During the time that Habitat for Humanity of the Jacksonville Beaches, Inc. a Florida non-profit corporation d/b/a Beaches Habitat ("Developer") is in control of the Board, there shall be three directors. Unit Owners other than the Developer may elect one third of the members of the Board of Directors upon the sale of fifteen percent (15%) of the Units in the Condominium; Unit Owners other than the Developer are entitled to elect not less than a majority of the members of the Board of Directors (a) three (3) years after fifty percent (50%) of the Units have been conveyed to purchasers, (b) three (3) months after ninety percent (90%) of the Units have been conveyed to purchasers, (c) until all the Units have been completed and some have been conveyed to the purchasers and none of the others are being offered for sale by the Developer in the ordinary course of business, (d) when some of the Units have been conveyed and none of the others are being constructed or offered for sale by the Developer in the ordinary course of business, or (e) seven (7) years after recording the Declaration, whichever shall first occur. The Developer reserves the right to elect at least one (1) director of the Condominium Association so long as it owns at least five percent (5%) of the Units.

IX OFFICERS

The Board of Directors shall elect at the annual meeting of members each year, 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 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.

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X FIRST BOARD OF DIRECTORS

The name and addresses of the members of the First Board of Directors who, subject to the provisions of the laws of the State 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 selected and have qualified, are as follows:

Ralph Marcello	1671 Francis Avenue Atlantic Beach, Florida 32233
Joyce Freeman	1671 Francis Avenue Atlantic Beach, Florida 32233
Charles Kennedy	1671 Francis Avenue Atlantic Beach, Florida 32233

XI FIRST OFFICERS

The officers of the Corporation, 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:	Joyce Freeman
Secretary:	Charles Kennedy
Treasurer:	Ralph Marcello

XII BYLAWS

The original Bylaws of the Association shall be adopted by a majority vote of the subscribers to these Articles of Incorporation at a meeting at which a majority of the subscribers is present, and, thereafter, the Bylaws may be amended, altered or rescinded by affirmative vote of the majority of the Board of Directors. No amendment to the Bylaws shall be passed which would change the rights and privileges of the Developer referred to in the Declaration, and the Exhibits attached thereto, without the Developer's written approval.

XIII 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 of any claim for reimbursement or indemnification hereunder based upon a settlement by the Director or officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if

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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.

XIV AMENDMENTS TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by the vote of a majority of the Board of Directors at a duly called regular or special meeting at which a quorum is present. 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. A certified copy of each such amendment of these Articles of Incorporation shall be recorded in the public records of Duval County, Florida, within thirty (30) days from the date on which the same is filed in the office of the Secretary of State. Notwithstanding the foregoing provisions of this Article, no amendment to these Articles of Incorporation which shall abridge, amend or alter the right of Developer to designate and select members of the Board of Directors of the Association, as provided in Article VIII hereof, may be adopted or become effective without the prior written consent of Developer.

XV FIDELITY BONDING

In addition to the indemnification provisions hereof, the Association shall obtain and maintain blanket fidelity bonds on each Director, officer and employee of the Association and of any management firm. The total amount of fidelity bond coverage shall be based upon the best business judgment of the Board of Directors and shall not be less than the estimated maximum funds including reserve funds, in the custody of the Association or management firm, as the case may be, at any given time during the term of each bond. However, in no event may the aggregate amount of such bonds be less than a sum equal to three (3) months aggregate assessments on all Units plus reserve funds or \$10,000, whichever is the greater. The fidelity bond shall name the Association as an obligee and shall contain waivers by the issuers of the bonds of all defenses based upon the exclusion of persons serving without compensation from the definition of "employees" or similar terms or expressions. The premiums on all bonds shall be paid by the Association as a common expense (expense for the premiums on fidelity bonds maintained by the management firm, if any). The bonds shall provide that they may not be canceled or substantially modified (including cancellation for nonpayment of premium) without at least ten (10) days prior written notice to the Association.

[SIGNATURES FOLLOW ON THE NEXT PAGE]

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IN WITNESS WHEREOF, the subscriber hereto has set his hand and seal this 19th
day of January, 2007.

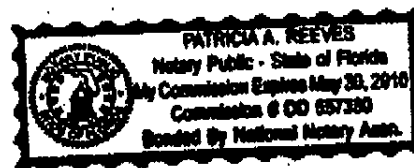
Joyce Freeman
Joyce Freeman, Incorporator
1671 Francis Avenue
Atlantic Beach, Florida 32233

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 19th day of January, 2007,
by Joyce Freeman, who is personally known to me or who produced
as identification and who did not take an oath.

Patricia A. Reeves
Printed Name: _____

[NOTARIAL SEAL]



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**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:

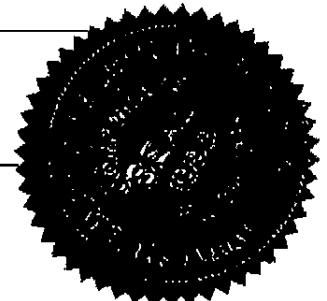
FRANCIS AVENUE CONDOMINIUM ASSOCIATION, INC. DESIRING TO
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, HAS
NAMED DONAHOO, BALL & MCMENAMY, P.A., WHOSE ADDRESS IS 50 NORTH
LAURA STREET, SUITE 2925, JACKSONVILLE, FLORIDA 32202, AS ITS AGENT TO
ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA.

**FRANCIS AVENUE CONDOMINIUM
ASSOCIATION, INC., a Florida non profit
corporation**

By: Joyce Freeman
Joyce Freeman
Its: President

Date: JANUARY 19, 2007

(Corporate Seal)



HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATE 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.

DONAHOO, BALL & MCMENAMY, P.A.

By: Haywood M. Ball
Name: HAYWOOD M. BALL
Its: Secretary
Dated: 1/22/07

(Corporate Seal)