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FLORIDA PROFIT/NON PROFIT CORPORATION

AZALEA PROPERTY OWNERS ASSOCIATION, INC.

Certificate of Status	1
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
AZALEA PROPERTY OWNERS ASSOCIATION, INC.
A CORPORATION NOT-FOR-PROFIT**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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The undersigned, being desirous of forming a corporation not-for-profit, does hereby form this corporation for the purposes and with the powers herein specified and does hereby agree to the following Articles of Incorporation:

ARTICLE I. NAME

The name of this corporation shall be:

AZALEA PROPERTY OWNERS ASSOCIATION, INC., (hereinafter referred to as the "Association").

ARTICLE II. PURPOSE

The purpose and object of the Association shall be to exercise all of the rights, powers and duties granted to it under that certain Declaration of Covenants, Conditions, Restrictions, and Easements for Azalea at Scott Mill, as amended from time to time (the "Declaration"), as well as all other rights, powers and duties which may be granted to it. Such rights, powers and duties shall include, but not be limited to, the following: The Association shall own, operate, administer and maintain the Common Areas as defined in the Declaration (the "Common Areas"). The Association shall operate, maintain and manage the Surface Water Management System(s) in a manner consistent with the permit requirements and applicable rules and regulations, and shall assist in the enforcement of the restrictions and covenants contained herein. The New Construction Committee and Modifications Committee, the members of both of which are appointed by Scott Mill Partnership, LLC, a Florida limited liability company, shall exercise architectural control over the development of the Property, and the Association shall have the right to enforce the covenants, conditions, restrictions, and easements contained in the Declaration. All defined terms contained herein shall have the same meanings as such terms are defined by the Declaration.

ARTICLE III. POWERS

The Association shall have the following powers:

A. All of the powers and privileges granted to corporations not-for-profit under the laws of the State of Florida and the Declaration.

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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 the use of the Property or the Common Areas, as such terms will be defined herein and in the Declaration.

2. Adopt, for, and in advance of, each fiscal year, a budget necessary to carry out the purposes of the Association as set out herein.

3. Levy and collect assessments against Members of the Association to defray the expenses of the Association, including the right to enforce any lien right granted the Association to secure the payment of said assessments.

4. Own, operate, lease, sell, manage, encumber, convey, subject to easements, and otherwise deal with such real and personal property as may be necessary or convenient for the administration of the Common Areas.

5. To own, manage, administer and operate such property as may be conveyed to it by the Developer, its successors or assigns as Common Areas for the mutual benefit and use of all Members.

6. The Association shall levy and collect assessments against members of the Association for the costs of maintenance and operation of the surface water management system, including, but not limited to, work within retention areas, drainage structures and drainage easements.

7. Enforce the provisions of these Articles of Incorporation, the By-Laws, the Declaration and all covenants, restrictions, rules and regulations governing use of the Property, or a portion thereof, and the Common Areas which may or hereafter be established.

ARTICLE IV. QUALIFICATION OF MEMBERS

The qualification of members, manner of their admission to and termination of membership and voting by members shall be as follows. Each Owner of a Lot shall be and become a member of the Association upon the recording of a deed in the public records of Duval County, Florida, granting him or her fee simple title to a Lot. In addition, the Developer of the Property shall be a member of the Association as set forth below and in the Declaration.

ARTICLE V. VOTING

A. The affairs of the Association shall be administered and managed by the Board of Directors as described in Article VIII hereof.

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B. Until such time as the first Lot is conveyed to an Owner other than Developer, the membership of the Association shall be comprised of the Developer, who shall be entitled to cast votes as set forth in C below on all matters upon which the membership would be entitled to vote.

C. There shall be two classes of voting membership in the Association:

Class A. Class A Members shall be all Owners with the exception of the Developer while the Developer is a Class B Member. Class A Members shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, other than as security for the performance of an obligation, all such persons shall be Members. The vote for such Lot shall be exercised as they, between themselves, determine, by written designation to the Association, but in no event shall more than one vote be cast with respect to any Lot. The vote appurtenant to any Lot shall be suspended in the event that, as for as long as, more than one member holding an interest in that Lot lawfully seeks to exercise it.

Class B. Class B Member shall be the Developer, who shall be entitled to the number of votes equal to the number of votes held by all Class A Members, plus one. The Class B membership shall cease three (3) months after that time when the Developer has conveyed ninety percent (90%) of the Lots to Class A Members or when the Developer, in its sole discretion, elects to terminate its Class B Membership, whichever shall occur first. Upon this termination of its Class B Membership, the Developer shall be a Class A Member so long as it owns any Lots.

ARTICLE VI. TERM OF EXISTENCE

The Association shall have perpetual existence. In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the Surface Water Management System must be transferred to and accepted by an entity which would comply with Section 40C-42.027, F.A.C., and be accepted by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

ARTICLE VII. OFFICE

The principal office of the Association shall be 320 North 1st Street, Suite 608, Jacksonville Beach, Florida 32250, or such other place as the Board of Directors may designate.

ARTICLE VIII. BOARD OF DIRECTORS

A. The business affairs of this Association shall be managed by the Board of Directors. Each member of the Association Board of Directors shall be entitled to one vote.

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B. The name and address of the persons who are to serve as the sole members of the initial Board of Directors until their successors are chosen, are as follows:

<u>Director</u>	<u>Address</u>
Ronald J. Leinwohl	320 North 1st Street, Suite 608 Jacksonville Beach, Florida 32250
Edmundo E. Gonzalez	320 North 1st Street, Suite 608 Jacksonville Beach, Florida 32250
Steven D. Smith	320 North 1st Street, Suite 608 Jacksonville Beach, Florida 32250

C. The members of the Board of Directors shall be elected or appointed in the manner provided in the Bylaws.

ARTICLE IX. OFFICERS

A. The officers of the Association shall be a President; one or more Vice Presidents, 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.

B. Officers of the Association may not be compensated. 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 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, Director or officer of the Association.

C. The persons who are to serve as officers of the Association until their successors are chosen are:

<u>Officer</u>	<u>Name</u>
President and Treasurer	Ronald J. Leinwohl
Vice-President and Secretary	Edmundo E. Gonzalez

D. The officers shall be elected by the Board of Directors at their annual meeting as provided in the By-Laws. Any vacancies in any office shall be filled by the Board of Directors at any meeting duly held.

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E. 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, 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. Officers shall be elected annually.

ARTICLE X. AMENDMENT OF ARTICLES

A. These Articles of Incorporation may be amended upon the proposal of the Board of Directors. Upon such proposal, a special meeting of the Members shall be called, the notice of which shall state that such proposal is to be voted upon at that meeting. The proposal shall be passed if a majority of the votes present at a meeting at which a quorum is present, vote to approve the proposal.

B. If so approved, a certified copy of the said amendment shall be filed in the office of the Secretary of State of the State of Florida.

ARTICLE XI. INDEMNITY

Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, incurred by 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 where 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 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. NON-PROFIT STATUS

No part of the income of this corporation shall be distributed to the Members except upon dissolution or final liquidation and as permitted by the court having jurisdiction thereof.

ARTICLE XIII. INCORPORATOR

The name and address of the incorporator under these Articles is:

Ronald J. Leinwohl 320 North 1st Street, Suite 608
Jacksonville Beach, Florida 32250

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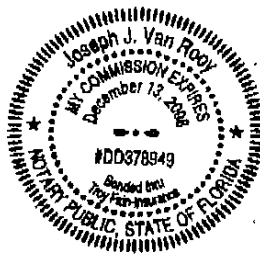
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IN WITNESS WHEREOF, the undersigned subscribing Incorporator, has hereunto set his hand and seal this 6th day of June, 2007, for the purpose of forming this corporation not-for-profit under the laws of the State of Florida.

Ronald J. Leinwohl
Ronald J. Leinwohl

STATE OF FLORIDA }
 } SS
COUNTY OF DUVAL }

The foregoing Articles of Incorporation were acknowledged before me this 6th day of June, 2007, by Ronald J. Leinwohl, as Incorporator.



Joseph J. Van Rooy
(Print Name Joseph J. Van Rooy)
NOTARY PUBLIC
State of Florida at Large
Commission # _____
My Commission Expires: _____
Personally known X
or Produced I.D. _____
Type of Identification Produced _____

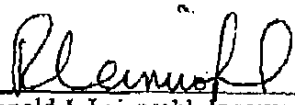
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**CERTIFICATE NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

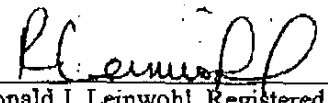
AZALEA PROPERTY OWNERS ASSOCIATION, INC., a corporation duly organized and existing under the laws of the State of Florida, with principal office, as indicated in the Articles of Incorporation at City of Jacksonville, County of Duval, State of Florida, hereby names Ronald J. Leinwohl located at 320 North 1st Street, Suite 608, Jacksonville Beach, Florida 32250, as its agent to accept service of process within this state.



Ronald J. Leinwohl, Incorporator

Date: June 6th, 2007

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 provisions relative to said office.



Ronald J. Leinwohl, Registered Agent

Date: June 6th, 2007

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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