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THE LANDINGS ON AMELIA RIVER CONDOMINIUM ASSOCIATION

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

THE LANDINGS ON AMELIA RIVER CONDOMINIUM ASSOCIATION, INC.

(A corporation not for profit)

We, the undersigned, being desirous of forming a corporation not for profit under the provisions of Chapter 17, Florida Statutes, do hereby agree to the following Articles of Incorporation:

ARTICLE I.

Name

The name of this corporation is The Landings on Amelia River Condominium Association, Inc. ("Association"). The address and mailing address of the principal office is 5211 South Fletcher Avenue, Suite 265, Amelia Island, Florida 32034.

ARTICLE II.

Purposes

The purposes and objects of the Association shall be to administer the operation and management of The Landings on Amelia River Condominium ("Condominium"), established pursuant to Chapter 718, Florida Statutes ("Condominium Act"), Located in Nassau County, Florida and described in the Declaration of Condominium of The Landings on Amelia River Condominium ("Declaration"); and to undertake and perform all acts and duties incident to the administration, operation and management of the Condominium in accordance with the terms, provisions, conditions and authorizations contained herein and in the Declaration; and to own, operate, lease, sell, manage and otherwise deal with such real and personal property as may be necessary or convenient for the administration of the Condominium. The terms and conditions of the Declaration and bylaws of this

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Association as may be hereinafter adopted ("Bylaws") are hereby incorporated into these Articles of Incorporation by reference hereto. The Association shall be conducted as a non-profit organization for the benefit of its members.

ARTICLE III.

Powers

The Association shall have all of the powers and privileges granted to a corporation not for profit under the laws of the State of Florida pursuant to which this Association is chartered, all of the powers and duties set forth in the Condominium Act, the Declaration, the Bylaws and all other powers reasonably necessary to effectuate the purposes of the Association set out herein, together with, but not limited to, the following powers:

1. To make and establish rules and regulations governing the use and activities of the Condominium;
2. To levy and collect assessments against members of the Association in accordance with the terms of the Declaration and the Bylaws, including the right to use the proceeds of assessments to operate and manage the Condominium and for other purposes set forth in the Declaration;
3. To make contracts and incur liabilities, borrow or lend money at such rates of interest as the Association may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises or income;
4. The purchase, lease, take by gift, devise or bequest or otherwise acquire, own, hold, improve, use or otherwise deal in and with real or personal property, or any interest therein.

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5. To maintain, repair, replace, operate and manage the Condominium, and the real and personal property comprising it, including the common elements, including the right to reconstruct improvements and replace personal property after damage by casualty, to make further improvement of the Condominium and to purchase replacements and additional property and improvements;
6. To enter into contracts for management, operation, insurance coverage, and maintenance of the Condominium and property owned by the Association;
7. To appear through its authorized agents before any legislative, judicial, administrative or governmental body concerning matters affecting the property of the Condominium and/or the Association;
8. To delegate all of the powers and duties of the Association except those the delegation of which may be prohibited by the Declaration, these Articles of Incorporation, the Bylaws and the Condominium Act or any administrative rules or regulations enacted pursuant thereto;
9. To employ personnel to perform the services required for the operation of the Condominium;
10. To enforce the provisions of the Declaration, these Articles of Incorporation, the Bylaws, and the rules and regulations governing the use of the Condominium as may be hereafter established;
11. To exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the Association pursuant to the Declaration;
12. 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

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System; and

13. To operate, maintain and manage the Surface Water or Stormwater Management System in a manner consistent with the St. Johns River Water Management District ("District") Permit NO. 40-089-99587-1 requirements and applicable District rules, and to assist the District in the enforcement of the provisions of the Declaration which relate to the Surface Water or Stormwater Management System.

ARTICLE IV.

Members

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

1. Members of the Association shall consist of all of the owners of condominium units in the Condominium, and no other persons or entities shall be entitled to membership;
2. A person shall become a member by the acquisition of a fee ownership interest in a unit in the Condominium, whether by conveyance, devise, judicial decree or otherwise. The membership of any person shall be automatically terminated upon his being divested of his title to or interest in the unit. Transfer of membership shall be recognized by the Association upon its being provided with a certified copy of the recorded deed conveying title to a unit to the new member. If a corporation or other entity is the recorded owner of a unit, the corporation or other entity shall designate one officer, or director, partner or agent as the member;
3. Except as an appurtenance to his unit, no member can assign, hypothecate or transfer in any manner, his membership in the Association or his interest in the funds and

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assets of the Association. The funds and assets of the Association shall belong solely to the Association subject to the limitation that the same be expended, held or used for the benefit of the membership and for the purposes authorized herein, in the Declaration, and in the Bylaws; and

4. On all matters on which the membership shall be entitled to vote, there shall be one vote for each condominium unit in the Condominium. A vote may be exercised or cast by the owner or owners of each unit in such manner as may be provided in the Bylaws.

ARTICLE V.

Existence of the Association

The existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. This Association is to exist perpetually.

ARTICLE VI.

Officers

1. The affairs of the Association shall be administered by the officers. The officers of the Association shall be a president, a vice president, a secretary, assistant secretary, a treasurer, and such other officers, including a general manager, as may be deemed desirable or necessary by the board of directors of the Association ("Board of Directors").
2. The persons who are to serve as officers of the Association until their successors are chosen are:

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<u>Officers</u>	<u>Name</u>
President	Paul W. Head
Vice President	Paschal Gilley, Jr.
Secretary/Treasurer	Matthew C. Gilley
Assistant Secretary	Paul W. Head

3. The officers shall be elected by the Board of Directors at its annual meeting as provided in the Bylaws. The Board of Directors may remove any official at any time with or without cause. Any vacancies in any office shall be filled by the Board of Directors at any meeting duly held.

ARTICLE VII.

Board of Directors

1. The business affairs of this Association shall be managed by the Board of Directors. This Association shall have three (3) directors initially. The number of directors shall be increased, as stated below, and thereafter may be increased or decreased from time to time as provided by the Bylaws but shall never be fewer than three (3) and shall always be an odd number.
2. Except for directors appointed by the developer, Amelia River Plantation, LLC, a Florida limited liability company ("Developer"), each director shall be a Unit Owner or a spouse of a Unit Owner (or, if a Unit Owner is a corporation, partnership or trust, a director may be a director, officer, partner or agent of such Unit Owner).
3. Subject to the Declaration, the Board of Directors shall be elected by the members of the Association from among the membership at the annual membership meeting as provided in the Bylaws. Vacancies on the Board of Directors may be filled by

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majority vote of the remaining directors, at any duly called meeting; even though the remaining directors constitute less than a quorum, or, if the vacancy is not so filled or if no director remains, by the members, or, on the application of any person, by the Circuit Court, Fourth Judicial Circuit, in and for Nassau County, Florida.

4. The names and addresses of the persons who are to serve as directors until their successors are chosen are:

<u>Name</u>	<u>Address</u>
Paul W. Head	1768 Dunes Club Place, Fernandina Beach, FL 32034
Paschal Gilley, Jr.	436 Beachside Place, Fernandina Beach, FL 32034
Matthew C. Gilley	5211 S. Fletcher Avenue, Suite 265, Fernandina Beach, FL , 32034

ARTICLE VIII.

Transaction In Which Directors or Officers are Interested

No contract or transaction between the Association and one or more of its directors or officers and any other corporation, partnership, association or other organization in which one or more of its officers or directors are officers or directors of this Association shall be invalid, void or voidable solely for this reason or solely because the officer or director is present at, or participates in, meetings of the board or committee thereof which authorized the contract or transaction, or solely because said officer's director's votes are counted for such purpose. No director or officer of the Association shall incur liability by reason fo the fact that said director or officer may be interested in any such contract or transaction. Interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

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ARTICLE IX.

Initial Registered Agent and Street Address

The name and Florida street address of the Registered Agent is RICHARD J. SCHOLZ, 961687 Gateway Blvd., Suite 201-I, Fernandina Beach, Florida 32034.

ARTICLE X.

INCORPORATOR

The name and address of the Incorporator is RICHARD J. SCHOLZ, 961687 Gateway Blvd., Suite 201-I, Fernandina Beach, Florida 32034.


Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as Registered Agent and agree to act in this capacity.



Signature/Registered Agent

9-11-07

Date



Signature/Incorporator

9-11-07

Date

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