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FLORIDA PROFIT/NON PROFIT CORPORATION
THE CHELSEA OF RIVERSIDE CONDOMINIUM ASSOCIATION, INC.

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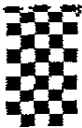
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



October 2, 2007

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CORPORATION SERVICE COMPANY

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original

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SUBJECT: THE CHELSEA OF RIVERSIDE CONDOMINIUM ASSOCIATION, INC.
REF: W07000048715

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with an affidavit or letter stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

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NO. 769 P. 3

GARTNER, BROCK AND SIMON

ATTORNEYS AND COUNSELLORS

DUPONT CENTER

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October 2, 2007

Secretary of State
State of Florida
Corporation Division

RE: The Chelsea of Riverside Condominium Association, Inc.

Gentlemen:

On September 27, 2007, this law firm filed the initial set of Articles of Incorporation for The Chelsea of Riverside Condominium Association, Inc., under Document Number: N07000009547, (the "Initial Filing") using the form articles of incorporation found on the Sunbiz website. We thereafter have submitted for filing Articles of Dissolution for that Initial Filing and have submitted for filing new Articles of Incorporation for The Chelsea of Riverside Condominium Association, Inc., (the "Second Filing") using a set of Articles of Incorporation drafted specifically to meet various regulatory requirements applicable to condominiums. This Second Filing was rejected because the same name is presently assigned to the Initial Filing. As the Incorporator under the Initial Filing of the Articles of Incorporation, I affirm that the corporation will not withdrawal or revoke the Articles of Dissolution for the Initial Filing.

I also request that you proceed with the Second Filing for The Chelsea of Riverside Condominium Association, Inc.

Thank you for your assistance.

Sincerely,



Bert C. Simon

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
THE CHELSEA OF RIVERSIDE CONDOMINIUM ASSOCIATION, INC.**

The undersigned incorporator has executed these Articles for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes.

ARTICLE I

Name

The name of the corporation shall be The Chelsea of Riverside Condominium Association, Inc. For convenience, the corporation shall be referred to in this instrument as the Association. The initial principal office and mailing address of the Association is 328 2nd Avenue North, Jacksonville Beach, Florida 32250.

ARTICLE II

Purpose

(a) The purpose for which the Association is organized is to provide an entity pursuant to Chapter 718, Florida Statutes (the "Condominium Act"), for the operation of The Chelsea, a Condominium, to be created pursuant to the provisions of the Condominium Act and the Declaration of Condominium of The Chelsea, a Condominium (the "Declaration") when recorded or thereafter amended, in the Public Records of Duval County, Florida (the "County"). All words defined in the Declaration shall have the same meaning when used herein.

(b) The Association shall make no distributions of income to its members, directors or officers.

ARTICLE III

Powers

The powers of the Association shall include and be governed by the following provisions.

(a) The Association shall have all of the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles, nor in conflict with the provisions of the Condominium Act.

(b) The Association shall have all of the powers and duties set forth in the Condominium Act, except as limited by these Articles and the Declaration to the extent allowed by the law, and all of the powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration as presently drafted and as it may be amended from time to time, including but not limited to the following:

1. The irrevocable right to make and collect assessments against members as Unit Owners to defray the costs, expenses and losses of the Condominium.
2. To use the proceeds of assessments in the exercise of its powers and duties.
3. To maintain, repair, replace and operate the Condominium Property which shall include the irrevocable right of access to each Unit from time to time during reasonable hours as may be necessary for such maintenance, repair or replacement of any Common Elements therein or accessible therefrom, or for making emergency repairs therein necessary to prevent damage to the Common Elements or to another Unit or Units.
4. To purchase insurance upon the Condominium Property and insurance for the protection of the Association and its members as Unit Owners.
- 5.
6. To reconstruct improvements after casualty and to make further improvements to the Condominium Property.
7. To make and amend reasonable regulations respecting the use of the property in the Condominium.
8. To enforce by legal means the provisions of the Condominium Act, the Declaration of Condominium, these Articles, the By-Laws of the Association and the regulations adopted by the Association.
9. To impose fines on Unit Owners or their tenants for violations of the Declaration of Condominium, these Articles, the By-Laws of the Association or the Regulations adopted by the Association in accordance with the provisions of the Condominium Act.
10. To contract for the maintenance, management or operation of the Condominium Property.
11. To employ personnel for reasonable compensation to perform the services required for proper administration and operation of the Association.
12. To pay taxes and assessments which are liens against any part of the Condominium other than individual Units, unless the individual Unit or Units are owned by the Association, and to assess the same against the Units subject to such liens.
13. To pay the cost of all power, water, sewer, trash, garbage and other utility services rendered to the Condominium and not billed to Unit Owners.
13. To borrow funds necessary for the operation of the Association or desirable to meet its long term objectives, as set forth in the By-Laws.
14. To enter into agreements, to acquire leaseholds, memberships and other possessory or use interests in lands or facilities which are intended to provide enjoyment, recreation or other use or benefits to the members of the Association.

15. To purchase a Unit or Units in the Condominium and to hold, lease, mortgage and convey the same.

16. To maintain, manage, repair, replace and operate all of the Common Areas, including but not limited to the Surface Water or Stormwater Management System and all associated facilities. The Association shall operate, maintain and manage the Surface Water or Stormwater Management System in a manner consistent with the requirements of the permits issued by the St. Johns River Water Management District ("SJRWMD") or the Florida Department of Environmental Protection ("FDEP") applicable to the Property and applicable SJRWMD or FDEP rules, and shall assist in the enforcement of the provisions of the Declaration that relate to the maintenance of the Surface Water or Stormwater Management System. 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 would comply with Section 40C-42.027, F.A.C. and be approved by SJRWMD or FDEP prior to such termination, dissolution or liquidation.

ARTICLE IV

Members

(a) The members of the Association shall consist of all of the record owners of Units in the Condominium, and in the event of a termination of the Condominium, shall consist of those who are members at the time of such termination and their successors and assigns.

(b) Change of membership in the Association shall be established by recording in the Official Public Records of the County, a deed or other instrument establishing a record title to a Unit in the Condominium and the delivery to the Association of a copy of such instrument. The owner designated by such instrument thus becomes a member of the Association and the membership of the prior owner is terminated.

(c) The share 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 his Unit.

(d) The owner of each Unit shall be entitled to one vote as a member of the Association, except there shall be no vote for any Unit owned by the Association. The manner of exercising voting rights shall be determined by the By-Laws of the Association.

ARTICLE V

Directors

(a) The affairs of the Association shall be managed by a Board of Directors consisting of no less than three (3) but no more than nine (9) Directors; provided however, the Board shall consist of an odd number of Directors. Each Director shall be a person entitled to cast a vote in the Association, except as otherwise provided herein or in the By-Laws.

(b) Members of the Board of Directors shall be elected at the annual meeting of the Association members in the manner specified in the By-Laws. Directors may be removed or vacancies on the Board of Directors shall be filled in the manner provided by the By Laws.

(c) The initial Board of Directors of the Association shall be selected by the Declarant. The Directors named in the Articles shall serve until the first election of Directors, and any vacancies in their number occurring prior to the first election shall be filled by the remaining Directors. The first election of Directors shall occur when Unit Owners other than the Declarant own fifteen percent (15%) or more of the Units that will be operated ultimately by the Association. At such first election, Unit Owners other than the Declarant shall be entitled to elect not less than one-third (1/3) of the members of the Board of Directors. Subsequent elections shall be held in conformity with the requirements of the Condominium Act and as set forth in the By Laws of the Association.

(d) The names and addresses of the members of the current Board of Directors, who shall hold office until their successors are elected and have qualified, or until they resign or are removed, are as follows:

Andrew M. Howe V
328 2nd Avenue North
Jacksonville Beach, Florida 32250

Cullen Richart
328 2nd Avenue North
Jacksonville Beach, Florida 32250

Deborah Hill
328 2nd Avenue North
Jacksonville Beach, Florida 32250

ARTICLE VI

Officers

The affairs of the Association shall be administered by the officers designated by the By-Laws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the Association, and they shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

President: Andrew M. Howe V
328 2nd Avenue North
Jacksonville Beach, Florida 32250

Vice President: Cullen Richart
328 2nd Avenue North
Jacksonville Beach, Florida 32250

Secretary/Treasurer: Deborah Hill
328 2nd Avenue North
Jacksonville Beach, Florida 32250

ARTICLE VII

Indemnification and Insurance

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of 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 when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided, that in the event of settlement, the indemnification shall apply only when the Board of Directors approves such settlement 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 officers may be entitled.

The Board of Directors shall purchase liability insurance to insure all directors, officers or agents, past and present, against all expenses and liabilities set forth above, unless the Board determines that such insurance is not reasonably available. The premiums for such insurance shall be a Common Expense.

ARTICLE VIII

By-Laws

The first By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the By-Laws.

ARTICLE IX

Amendments

(a) Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

(b) A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by a majority of the members of the Association. Prior to the transfer of control of the Association to Unit Owners pursuant to the Condominium Act, these Articles may be amended by the majority vote of the Board of Directors. Thereafter, a resolution adopting a proposed amendment must bear the approval of a majority of the Board of Directors and not less than sixty percent (60%) of the members of the Association. Directors and members not present in person or by proxy at the meeting to consider the amendment may express their approval in writing, provided such approval is delivered to the Secretary prior to such meeting.

(c) In the alternative, an amendment may be made by an agreement signed and acknowledged by sixty percent (60%) of the record owners of Units in the manner required for the execution of a deed.

(d) No amendment shall make any changes in the qualifications for membership nor the voting rights of members, nor any change in Article V, Section C hereof, without approval in writing by all members.

(e) No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium. For so long as Declarant holds any Units for sale in the ordinary course of business, no amendment that assesses the Declarant as a Unit Owner for capital improvements or that is detrimental to the sale of Units by the Declarant, shall be effective without the written approval of Declarant.

(f) A copy of each amendment shall be certified by the Secretary of State, State of Florida, and be recorded in the Official Public Records of the County.

ARTICLE X

Term

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The term of the Association shall be perpetual.

ARTICLE XI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 1660 Prudential Drive, Suite 203, Jacksonville, Florida 32207, and the name of the initial registered agent of the corporation at that address is Bert C. Simon.

ARTICLE XII

Incorporator

The name and addresses of the incorporator to these Articles of Incorporation is as follows:

Bert C. Simon, Esquire
1660 Prudential Drive, Suite 203
Jacksonville, Florida 32207

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NO. 769 P. 10

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation this 27 day of September, 2007.

Witnesses:

Robin A. Falls
Print Name: Robin A. Falls

Bert C. Simon
Bert C. Simon

Patricia S. Henderson
Print Name: PATRICIA S. HENDERSON

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 27th day of September, 2007 by Bert C. Simon who is personally known to me or has produced _____ as identification.




Patricia S. Henderson
Notary Public, State of Florida
PATRICIA S. HENDERSON
Print Name
My Commission Expires:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

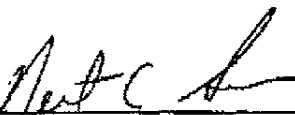
IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:

THE CHELSEA OF RIVERSIDE CONDOMINIUM ASSOCIATION, INC., DESIRING
TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS
PRINCIPAL PLACE OF BUSINESS AT 328 2ND AVENUE NORTH, JACKSONVILLE
BEACH, FLORIDA 32250, HAS NAMED BERT C. SIMON LOCATED AT 1660 PRUDENTIAL
DRIVE, SUITE 203, JACKSONVILLE, FLORIDA 32207, ITS AGENT TO ACCEPT SERVICE
OF PROCESS WITHIN FLORIDA.


Bert C. Simon

Date: September 27, 2007

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 PROPERTY AND COMPLETE
PERFORMANCE OF MY DUTIES.


Bert C. Simon

Date: September 27, 2007

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA