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FLORIDA PROFIT/NON PROFIT CORPORATION

FED Condominium Association, Inc.

Certificate of Status	0
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Page Count	06
Estimated Charge	\$70.00

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**ARTICLES OF INCORPORATION
FOR
FED CONDOMINIUM ASSOCIATION, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation not for profit pursuant to the laws of the State of Florida, does hereby adopt the following articles of incorporation.

**ARTICLE I
NAME**

The name of the corporation shall be FED CONDOMINIUM ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Association", these Articles of Incorporation as the "Articles" and the Bylaws of the Association as the "Bylaws".

**ARTICLE II
DEFINITIONS**

The terms used in these Articles shall have the same definitions and meanings as those set forth in the Declaration of the Condominium to be recorded in the Public Records of ST. JOHNS County, Florida.

**ARTICLE III
PURPOSE**

The Association is organized to provide an entity pursuant to the Florida Condominium Act (the "Act") for the operation of the condominium to be known as FED, A CONDOMINIUM, to be located in ST. JOHNS County, Florida (the "Condominium").

**ARTICLE IV
POWERS**

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

4.1 General. The Association shall have all of the common law and statutory powers of a corporation not for profit under the laws of Florida that are not in conflict with the provisions of these Articles, the Declaration, the Bylaws or the Act.

4.2 Enumeration. The Association shall have all of the powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration, and as more particularly described in the Bylaws, as the Declaration and Bylaws may be amended from time to time, including, but not limited to, the following:

(a) To make and collect Assessments, Special Assessments and other charges against members as Unit Owners, and to use the proceeds thereof in the exercise of its powers and duties.

H08000010541

(b) To buy, own, operate, lease, sell, trade and mortgage both real and personal property as may be necessary or convenient in the administration of the Condominium.

(c) To maintain, repair, replace, reconstruct, add to and operate the Condominium and other property acquired or leased by the Association for use by Unit Owners.

(d) To purchase insurance upon the Condominium and insurance for the protection of the Association, its officers, directors and members as Unit Owners.

(e) To make and amend reasonable rules and regulations for the maintenance, conservation and use of the Condominium and for the health, comfort, safety and welfare of the Unit Owners.

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

(g) To enforce by legal means the provisions of the Act, the Declaration, these Articles, the Bylaws, and the rules and regulations for the use of the Condominium.

(h) To contract for the management and maintenance of the Condominium and to authorize a management agent (which may be an affiliate of the Developer).

(i) To employ personnel to perform the services required for the proper operation of the Condominium.

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

ARTICLE V MEMBERS

5.1 Membership. The members of the Association shall consist of all of the record owners of the three (3) Units in the Condominium.

5.2 Voting. Unit owners shall be entitled to vote on all matters based on their percentage or fractional interest in the Common Elements.

5.3 Meetings. The Bylaws shall provide for an annual meeting of members and may make provision for regular and special meeting of members other than the annual meeting.

ARTICLE VI TERM OF EXISTENCE

Existence of the Association shall commence with the filing of theses Articles of Incorporation with the Secretary of State, Tallahassee, Florida and shall exist in perpetuity.

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ARTICLE VII
INCORPORATOR

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

<u>NAME</u>	<u>ADDRESS</u>
Lynda R. Aycock	1301 Riverplace Boulevard, Suite 1500 Jacksonville, FL 32207

ARTICLE VIII
OFFICERS

The affairs of the Association shall be administered by the officers holding the offices designated in the Bylaws. The names and addresses of the officers who shall serve until their successors are selected by the Owners are as follows:

PRESIDENT:	Richard Leibowitz 11955 Little Creek Lane Jacksonville, FL 32223-7117
VICE PRESIDENT:	Frances Leibowitz 11955 Little Creek Lane Jacksonville, FL 32223-7117
SECRETARY/TREASURER:	Ivy Leibowitz 11955 Little Creek Lane Jacksonville, FL 32223-7117

ARTICLE IX
DIRECTORS

9.1 Number and Qualification. The property, business and affairs of the Association shall be managed by a Board consisting of three (3) directors selected in the manner set forth in the Bylaws.

9.2 Duties and Powers. All of the duties and powers of the Association existing under the Act, the Declaration, these Articles and the Bylaws shall be exercised by the Board of Directors, subject to approval by Unit Owners when such approval is required.

9.3 Selection, Removal. Directors of the Association shall be selected as set forth in the Bylaws.

9.4 Term, First Directors. Board members shall hold office for the periods described in the Bylaws. The names and addresses of the members of the first Board of Directors who shall hold office until their successors are selected and have qualified, as provided in the Bylaws, are as follows:

H08000010541

NAME AND ADDRESS

Richard Leibowitz
11955 Little Creek Lane
Jacksonville, FL 32223-7117

Frances Leibowitz
11955 Little Creek Lane
Jacksonville, FL 32223-7117

Ivy Leibowitz
11955 Little Creek Lane
Jacksonville, FL 32223-7117

ARTICLE X
INDEMNIFICATION

10.1 Indemnity. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a Director, employee, officer or agent of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceedings, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed, to the best interest of the Association, and, with respect to any criminal action or proceeding, has no reasonable cause to believe his conduct was unlawful, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have adjudged to be liable for gross negligence or misfeasance or malfeasance in the performance of his duty to the Association, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that despite the adjudication of liability, but in view of all of the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interest of the Association, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

10.2 Expenses. To the extent that a Director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 10.1 above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

10.3 Approval. Any indemnification under Section 10.1 above (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the Director, officer, employee or agent is proper under the

H08000010541

circumstances because he has met the applicable standard of conduct set forth in Section 10.1 above. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (b) if such quorum is not obtainable, or, even if obtainable, if a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion, or by a majority of the voting interests of the members.

10.4 Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in any specific case upon receipt of an undertaking by or on behalf of the affected Director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized in this Section 10.

10.5 Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any Bylaw, agreement, vote of members or otherwise, and shall continue as to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of the heirs and personal representatives of such person

ARTICLE XI BYLAWS

11.1 The Bylaws of the Association adopted by the Board of Directors may be altered, amended or rescinded by 2/3's majority vote of the voting interests of the Association.

ARTICLE XII AMENDMENTS

Amendments to these Articles shall be proposed and adopted in the following manner:

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

12.2 Adoption. A resolution for the adoption of a proposed amendment may be proposed by any member of the Association. The approval must be by not less than 2/3's majority of the voting interests of the Association.

12.3 Limitation. No amendment shall make any changes in the qualifications of membership nor in the voting rights of members without the approval in writing of all members. No amendment shall be made that is in conflict with the Act, the Declaration or the Bylaws, nor shall any amendment make any changes which would in any way affect any of the rights, privileges, powers or options herein provided in favor of or reserved to the Developer, or an affiliate of the Developer, unless the Developer shall join in the execution of the amendment.

12.4 Recording. A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of applicable Florida law, and a copy certified by the Secretary of State shall be recorded in the public records of ST. JOHNS County, Florida.

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ARTICLE XIII
PRINCIPAL OFFICE, INITIAL REGISTERED OFFICE, AND
NAME OF REGISTERED AGENT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The initial registered agent and registered office of the Association shall be: **Richard B. Leibowitz**, whose address is 11955 Little Creek Lane, Jacksonville Florida 32223-7117.

The principal office of the Association shall be located at 3960 Coastal Highway, St. Augustine, Florida

IN WITNESS WHEREOF, the incorporator has affixed her signature this 26th day of December, 2007.


Lynda R. Aycock

CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED

That **FED CONDOMINIUM ASSOCIATION, INC.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the foregoing Articles of Incorporation, has named **RICHARD LEIBOWITZ**, whose address is 11955 Little Creek Lane, Jacksonville Florida 32223-7117 as its statutory registered agent.

Having been named the statutory agent of said corporation at the place designated in this Certificate, I hereby accept the same and agree to act in this capacity, and that I am familiar with and accept the obligations of Florida Statutes, Section 617.0505.

DATED: December 26, 2007
