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FLORIDA PROFIT/NON PROFIT CORPORATION

Ancient City Marina Condominium Association, Inc.

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**ARTICLES OF INCORPORATION  
OF  
ANCIENT CITY MARINA CONDOMINIUM ASSOCIATION, INC.**

I, the undersigned natural person competent to contract, associate myself for the purpose of forming a corporation not-for-profit under Chapter 617, Florida Statutes (2007), and certify as follows:

**ARTICLE ONE: NAME**

The name of the corporation is Ancient City Marina Condominium Association, Inc. ("the Association").

**ARTICLE TWO: PURPOSE**

The purposes and objectives of the corporation are such as are authorized under the Florida Condominium Act, Chapter 718, Florida Statutes (2007), and the Florida Corporation Not-for-Profit Act, Chapter 617, Florida Statutes (2007), as they may be amended from time to time, and include providing for the operation, maintenance, preservation, administration, and management of Ancient City Marina, a condominium, located in St. Johns County, Florida ("the Condominium"), and the property of the Association ("the Property").

**ARTICLE THREE: POWERS**

In addition to the general powers afforded a corporation not-for-profit under the laws of the State of Florida, the Association shall have all the powers reasonably necessary to implement the purpose of this Association, including without limitation the following powers:

1. To operate and manage the Property, the Condominium, the Participating Condominium, and the lands on which they are situated.

2. To carry out all the powers and duties vested in the Association pursuant to the Declaration of Condominium for Ancient City Marina, a condominium ("the Declaration"), Bylaws, the declaration of condominium for any Participating Condominium, and any rules and regulations of the Association, which shall include without limitation:

a. to make and collect assessments against members to defray the costs, expenses and losses of the Association;

b. to use the proceeds of assessments in the exercise of its powers and duties;

c. to maintain, repair, replace and operate the Property;

d. to reconstruct improvements after casualty and to further improve the Property;

Audit # H0800001998830X

- e. to make and amend regulations respecting the use of the Property;
- f. to enforce by legal means the provisions of the Declaration of Condominium, these Articles, the Bylaws of the Association and the rules and regulations for the use of the Property promulgated by the Board of Administration from time to time ("the Rules and Regulations");
- g. to contract for the management and maintenance of the Condominium and to authorize a management agent to assist the Association in carrying out its powers and duties by performing such functions as the collection of assessments, preparation of records, enforcement of rules, and maintenance of the common elements. The Association shall, however, retain at all times the powers and duties granted it by the Condominium Act, including, but not limited to, the making of assessments, promulgation of rules and execution of contracts on behalf of the Association;
- h. to purchase insurance upon the Property and insurance for the protection of the Association and its members as Unit Owners;
- i. to acquire title to property or otherwise hold, convey, lease and mortgage Association property for the use and benefit of its members; and
- j. to arbitrate and settle claims against the Association or the Board.

3. The Association shall be authorized to exercise and enjoy all the powers, rights and privileges granted to or conferred upon nonprofit corporations of a similar character by the provisions of Chapter 617, Florida Statutes (2007), and as may be amended from time to time to do any and all things necessary to carry out its purposes.

4. The Association shall be authorized to exercise and enjoy all the powers, rights and privileges granted to or conferred upon corporations formed to operate condominiums under the provisions of Chapter 718, Florida Statutes (2007), and as may be amended from time to time.

5. No compensation shall be paid to Directors for their services as Directors. However, compensation may be paid to a Director in his or her capacity as an employee or for other services rendered to the Association outside of his or her duties as a Director. In such case, compensation must be approved by the other members of the Board. The Directors shall have the right to set and pay all salaries or compensation to be paid to employees, agents, or attorneys for services rendered to the corporation.

6. All funds and the title to all property acquired by this Association and the proceeds thereof shall be held in trust for the owners of the Condominium Parcels in accordance with the provisions of the Declaration of Condominium, these Articles and the Bylaws.

7. All of the powers of this Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration of Condominium and the Bylaws and Rules and Regulations.

8. The Association may elect for any tax year to take advantage of the tax benefits provided by Section 528 of the Internal Revenue Code, as amended. No private person, including but not limited to the Association's Directors, officers, and members, shall profit from the Association's net earnings except by acquiring, building, managing, maintaining or caring for the Association's Property or by a rebate of excess membership dues, fees, or assessments.

#### ARTICLE FOUR: MEMBERS

Each Condominium Unit shall have as an appurtenance thereto a membership or memberships in the Association, which shall be held by the Owner or Owners of the Condominium Unit. No person or entity holding title to a Condominium Unit as security for the performance of an obligation, shall acquire the membership appurtenant to such Condominium Unit by virtue of such title ownership. In no event may any membership be severed from the Condominium Unit to which it is appurtenant. The voting rights of members are set forth in the Bylaws and Declaration.

#### ARTICLE FIVE: DURATION

The period of the duration of the corporation is perpetual.

#### ARTICLE SIX: SUBSCRIBER

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

**Name**

**Address**

John W. Hampton

110 West Main Street Suite 200  
Louisville, Kentucky 40202

#### ARTICLE SEVEN: OFFICERS

The affairs of the corporation are to be managed by a President, Secretary, and Treasurer who will be accountable to the Board of Administration. The offices of Vice President, Secretary or Treasurer may be combined in one individual. Officers will be elected annually in the manner set forth in the Bylaws.

#### ARTICLE EIGHT: DIRECTORS

The number of persons constituting the first Board of Administration is not less than three (3). The number of directors may be increased or decreased from time to time as provided by the Bylaws, provided there shall never be less than three (3). The names and addresses of the

directors who are to serve until the first annual meeting of the members or until their successors are elected and qualified are:

**Name****Address**

John W. Hampton

110 West Main Street, Suite 200  
Louisville, Kentucky 40202

Steven L. Cullen

110 West Main Street Suite 200  
Louisville, Kentucky 40202

Donna M. Kelley

3942 A1A South  
St. Augustine Beach, Florida 32080

The election of Directors, their terms of office, removal or the filling of vacancies on said Board shall be in accordance with the Bylaws of the Association.

**ARTICLE NINE: BYLAWS**

Bylaws regulating operation of the corporation shall be adopted by the Board of Administration and may be amended or repealed in the manner set forth in the Bylaws.

**ARTICLE TEN: AMENDMENT**

Amendments to these Articles of Incorporation may be proposed by at least two-thirds (2/3) of the Directors or by members entitled to exercise at least one-third (1/3) of the then authorized membership voting power. Amendments may be adopted by affirmative vote of those members exercising not less than two-thirds (2/3) of the total voting power of the corporation. Additional requirements concerning proposal and adoption of amendments to these Articles shall be set forth in the Bylaws.

**ARTICLE ELEVEN: INDEMNIFICATION**

Every Director and officer of the Association and every member of the Association serving the Association at its request shall be indemnified by the Association against all expenses and liabilities, including attorneys' fees and appellate attorneys' fees, reasonably incurred by or imposed upon him or her in connection with any proceeding or any settlement of any proceeding to which he or she may be a party, or in which he or she may become involved by reason of his or her being or having been a director or officer of the Association, or by reason of his or her serving or having served the Association at its request, whether or not he or she is a director or officer or is serving at the time the expenses or liabilities are incurred; provided that, in the event of a settlement before entry of judgment, and also when the person concerned is adjudged guilty of gross negligence or willful misconduct in the performance of his or her duties, the indemnification shall apply only when the Board of Administration approves the settlement and reimbursement as being for the best interests of the Association. The foregoing

right of indemnification shall be in addition to and not in lieu of any and all other rights to which that person may be entitled.

**ARTICLE TWELVE: PRINCIPAL OFFICE, INITIAL REGISTERED OFFICE, AND REGISTERED AGENT**

The street and mailing address of the initial principal office of the Association shall be 3942 A1A South, St. Augustine Beach, Florida 32080. The initial registered office of the Association shall be 780 N. Ponce de Leon Boulevard, St. Augustine, Florida 32084 and the name of its initial Registered Agent at such address is Katherine G. Jones.

**ARTICLE THIRTEEN: DISSOLUTION**

The Association may be dissolved only pursuant to the provisions of the Condominium Act and the Declaration. Upon dissolution of the Association, other than as part of 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

**ARTICLE FOURTEEN: DEFINITIONS**

Capitalized terms not defined in these Articles shall have the meanings set forth in the Declaration and the Condominium Act.

  
John W. Hampton  
Subscriber/Incorporator

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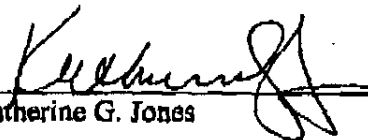
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**ACCEPTANCE BY REGISTERED AGENT**

I am familiar with and accept the duties and responsibilities as Registered Agent for the foregoing corporation.

  
Katherine G. Jones

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