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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch JAN 12 2008

WILLIAM L. THOMPSON, JR., P.A.
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1590 ISLAND LANE, SUITE 26
FLEMING ISLAND, FLORIDA 32003

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wlt.law@att.net

VIA OVERNIGHT DELIVERY

February 8, 2008

Florida Department of State
Division Of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: **East West Office Condominium II, Inc.**

Dear Sir/Madame:

I have enclosed for filing the ARTICLES OF INCORPORATION of **East West Office Condominium II, Inc.** Please return a certified copy of the Articles to this office. I also have enclosed a check in the amount of \$78.75 representing the filing fee.

Please contact our office should you have any questions or concerns. Thank you for your assistance.

Sincerely,



William L. Thompson, Jr.

WLT/cbm
Enclosures

ARTICLES OF INCORPORATION
OF
EAST WEST OFFICE CONDOMINIUM II, INC.
A FLORIDA CORPORATION
NOT FOR PROFIT

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME AND ADDRESS

The name of the association shall be "East West Office Condominium II, Inc." (hereinafter referred to as the "Association"). The address of the Association's initial principal office is 1590 Island Lane, Suite 28, Fleming Island, Florida 32003.

ARTICLE II. ENABLING LAW

The Association is organized pursuant to the Florida Not for Profit Corporation Act, Chapter 617 of the Florida Statutes.

ARTICLE III. PURPOSES

The Association is formed for the purpose of maintaining, operating, and managing a condominium established under Chapter 718, Florida Statutes, which shall be known as EAST WEST OFFICE CONDOMINIUM II, A CONDOMINIUM (the "Condominium"). The Association is formed for the purpose of undertaking all of the powers granted to such associations by the Florida Condominium Act, Chapter 718, Florida Statutes, and to not for profit corporations by the Florida Not-For-Profit Corporation Act, Chapter 617, Florida Statutes.

ARTICLE IV. TERM

The term of the Association will commence upon the filing of these Articles of Incorporation with the Florida Secretary of State and shall be perpetual unless dissolved by the unanimous consent of all the members of the Association. The term of the Association shall be the life of the condominium, unless the Association is terminated sooner by unanimous action of its members. The Association shall be terminated by the termination of the condominium in accordance with the provisions of the Declaration.

ARTICLE V. POWERS

The Association shall have all of the powers given to not for profit corporations by Chapter 617, Florida Statutes, all the powers given to associations under Chapter 718, Florida Statutes, and all of the powers expressly conferred upon it by the Declaration of Condominium and any amendments thereto, whereby said Condominium has or will be created (hereinafter referred to as the "Declaration"), together with all powers necessary

to fulfill both such stated powers and the duties expressly given to it by such Declaration. These powers include, but are not limited to, the power to:

A. Maintain, manage, and operate the Condominium property, including any common areas which the Association owns or for which it has assumed the obligation to maintain;

B. Make and collect assessments from its members, and to use such collected amounts for the benefit of the Association and the members;

C. Lease, maintain, repair, and replace the Condominium property;

D. Pay all Association expenses;

E. Acquire title to, and otherwise hold, convey, lease, mortgage, and exercise all rights of ownership in and to any real or personal property;

F. Make, amend, and enforce reasonable rules and regulations for the use of the property it owns or maintains;

G. Contract for the management and maintenance of the Condominium property;

H. Employ personnel to perform services required for the proper operation of the Association; and

I. Enforce the terms of the Declaration, these Articles, and the Bylaws of the Association.

The Directors and Officers of the Association may lawfully and properly exercise the powers set forth herein, notwithstanding the fact that some or all of them who may be directly or indirectly involved in the exercise of such powers and in the negotiation and/or consummation of the agreements executed pursuant to such powers are some or all of the persons with whom the corporation enters into such agreements or who own some or all of the proprietary interest in the entity or entities with whom the corporation enters into such agreements. Disclosure of such agreements by setting forth the same in the Declaration, as initially declared or subsequently redeclared or amended, shall stand as an absolute confirmation of such agreements and the valid exercise by the directors and officers of the corporation of the powers pertinent thereto.

ARTICLE VI. MEMBERSHIP

1. Every record owner of a fee interest in any Condominium unit as defined in the Declaration (a "Unit") shall be a member of the Association. The foregoing is not intended to include persons or entities that hold an interest merely as security for the

performance of an obligation. Membership shall be appurtenant to, and may not be separated from, ownership of a Unit.

2. Change of membership in the Association shall be established by the recording in the Public Records of Clay County, Florida, of a deed or other instrument establishing a record title to a Unit, and shall be evidenced by delivery to the Secretary of the Association of a copy of such instrument. The membership of the prior owner shall be terminated immediately.

3. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated, or transferred in any manner except upon transfer of his or her Unit. Any attempted assignment, hypothecation or transfer shall be void.

4. The terms and conditions of membership shall be set forth in the Bylaws.

5. The name and address of the initial member is:

EW Offices LLC
1590 Island Lane, Suite 28
Fleming Island, FL 32003

ARTICLE VII. MANAGEMENT OF CORPORATE AFFAIRS

1. The affairs of the Association are to be managed by a Board of Administration. A member of the Board of Administration is a "Director." The Directors shall be elected as provided in the Bylaws.

2. Except for the Directors appointed by the Developer, all Directors shall be members of the Association or, in the case of non-natural persons who are members, a representative designated by such member.

3. The Board of Administration shall manage the affairs of the Association and shall have the power and authority to decide all matters relating to the conduct of business for the Association

4. The Board of Administration shall have all the powers granted to board of directors in Chapters 617 and 718, Florida Statutes, except to the extent that such grants conflict with these Articles, the Bylaws, or the Declaration.

5. Until the first election of Directors, the Director shall be:

<u>Name</u>	<u>Address</u>
John W. O'Connor	1590 Island Lane, Suite 28 Fleming Island, FL 32003

ARTICLE VIII. OFFICERS

1. The officers of this Association shall act for the Association as authorized or directed by the Board of Administration and with such authority as provided in Chapters 617 and 718, Florida Statutes, and otherwise by law. The officers of this Association shall be a President, Secretary, and Treasurer. Other offices and officers, including a Vice President, may be established or appointed by the Board of Administration. The qualifications, the time and manner of electing or appointing, the duties and the terms of office, and the manner of removing officers, shall be as set forth in the Bylaws. All third parties may rely on the authority of the officers of the Association without inquiry unless a limitation of the authority sought to be exercised is known to the third party.

2. Until the first election of officers, the offices of President, Secretary and Treasurer shall be held by:

<u>Name</u>	<u>Address</u>
John W. O'Connor	1590 Island Lane, Suite 28 Fleming Island, FL 32003

ARTICLE IX. INDEMNIFICATION

The Association shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

ARTICLE X. BYLAWS

1. The Bylaws of the Association shall be adopted by the Board of Administration.

2. The Bylaws may be amended as provided in the Bylaws.

ARTICLE XI. AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by the Board of Administration at any regular or special meeting of the members of the Association and may be approved by the majority vote of the members present, provided the amendments have been submitted to the membership prior to the meeting, or as otherwise provided by law. Each amendment will be valid and effective upon its being filed with the Secretary of State of Florida.

ARTICLE XII. REGISTERED OFFICE AND AGENT

The Association shall have and continuously maintain in Fleming Island, Florida, its registered agent upon whom process can be served. The address of the initial registered office is 1590 Island, Suite 28, Orange Park, Florida 32003, and the name of the registered agent of such address is John W. O'Connor.

ARTICLE XIII. DEFINITIONS

The terms used in these Articles of Incorporation, except as defined in these Articles of Incorporation, shall have the same definitions and meanings as those set forth in the Declaration of Condominium of East West Office Condominium II, which is to be recorded in the Public Records of Clay County, Florida, unless provided otherwise in these Articles of Incorporation.

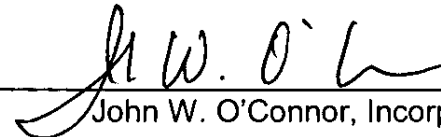
ARTICLE XIV. INCORPORATOR

<u>Name</u>	<u>Address</u>
John W. O'Connor	1590 Island Lane, Suite 28 Fleming Island, Florida 32003

ARTICLE XV. INTERPRETATION


Express reference is hereby made to the terms, provisions, definitions, and rules of interpretation contained in the Declaration where necessary to interpret, construe and clarify the provisions of these Articles. In subscribing and filing the Articles, it is the intent of the undersigned that the provisions hereof be consistent with the provisions of the Declaration and, to the extent not prohibited by law, that the provisions of these Articles of Incorporation and of the Declaration be interpreted, construed, and applied so as to avoid inconsistencies or conflicting results.

IN WITNESS WHEREOF, I have hereunto set my hand and seal upon, acknowledge, and adopt the foregoing Articles of Incorporation, under the laws of the State of Florida, this 8th day of February, 2008.


John W. O'Connor, Incorporator

STATE OF FLORIDA
COUNTY OF CLAY

The foregoing instrument was acknowledged before me this 8th day of February, 2008, by John W. O'Connor, who [X] is personally known to me or [] has produced _____ as identification.


Print Name: Cynthia B. Marsh
Notary Public, State of Florida at Large



EAST WEST OFFICE CONDOMINIUM II, INC.

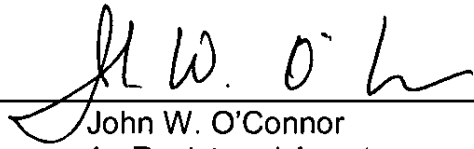
ACCEPTANCE OF REGISTERED AGENT

Pursuant to Sections 48.091 and 617.0501, Florida Statutes, the following is submitted:

That East West Office Condominium II, Inc., desiring to organize as a corporation under the laws of the State of Florida with its initial registered office, as indicated in its Articles of Incorporation, at **1590 Island Lane, Suite 28, Fleming Island, Florida 32003**, has named **John W. O'Connor**, a Florida resident, as its agent to accept service of process within the State of Florida.

Having been named to accept service of process for East West Office Condominium II, Inc., at the place designated in this document, the undersigned agrees to act in that capacity and to comply with the provisions of the Florida Business Corporation Act relative to keeping open the registered office. The undersigned is familiar with, and accepts the obligations of, Section 517.0501, Florida Statutes.

EXECUTION DATE: February 8, 2008.



John W. O'Connor
As Registered Agent