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TALLAHASSEE, FLORIDA

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FLORIDA PROFIT/NON PROFIT CORPORATION

Brittainy Bluff Homeowners Association, Inc.

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**ARTICLES OF INCORPORATION
OF
BRITTAINY BLUFF HOMEOWNERS ASSOCIATION, INC.
(a corporation not-for-profit)**

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AND
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08 MAY 29 AM 11:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I. NAME AND DEFINITIONS.

The name of this corporation shall be Brittainy Bluff Homeowners Association, Inc. Unless otherwise defined herein, all capitalized terms contained in these Articles shall have the same meanings as such terms are defined by the Covenants and Restrictions for Brittainy Bluff recorded in Official Records Book 5752, page 1975, of the public records of Duval County, Florida (the "Covenants").

II. PRINCIPAL OFFICE AND MAILING ADDRESS.

The location of the corporation's principal office and its mailing address shall be 3734 Sarah Brooke Court, Jacksonville, Florida 32277, or at such other place as may be established by resolution of the Association's Board of Directors from time to time.

III. PURPOSES.

The general nature, objects and purposes of the Association are:

- A. To promote matters of common interest and concern of the Owners of property within Brittainy Bluff.
- B. To operate without profit for the sole and exclusive benefit of its Members.
- C. To perform all of the functions contemplated for the Association and undertaken by the Board of Directors pursuant to the terms and conditions of the Covenants, these Articles, and the corporation's bylaws (the "Bylaws").

IV. GENERAL POWERS.

The general powers that the Association shall have are as follows:

- A. To hold funds solely and exclusively for the benefit of the Members for purposes set forth in these Articles of Incorporation.
 - B. To promulgate and enforce rules, regulations, bylaws, covenants, restrictions and agreements to effectuate the purposes for which the Association is organized.
 - C. To delegate power or powers where such is deemed in the interest of the Association.
 - D. To purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of real or personal property, to enter into, make, perform or carry out contracts of every kind with any person, firm, corporation or association; to do any and all acts necessary or expedient for
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carrying on any and all of the activities and pursuing any and all of the objects and purposes set forth in the Covenants and these Articles of Incorporation and not forbidden by the laws of the State of Florida.

E. To fix assessments to be levied against all or any portion of the Property to defray expenses and costs of effectuating the objects and purposes of the Association and to create reasonable reserves for such expenditures.

F. To charge recipients for services rendered by the Association and the users of the Association's property where such is deemed appropriate by the Board of Directors of the Association.

G. To pay taxes and other charges, if any, on or against property owned, accepted, or maintained by the Association.

H. To borrow money and, from time to time, to make, accept, endorse, execute and issue debentures, promissory notes or other obligations of the Association for monies borrowed, or in payment for property acquired, or for any of the other purposes of the Association, and to secure the payment of such obligations by mortgage, pledge, or other instrument of trust, or by lien upon, assignment of or agreement in regard to all or any part of the property rights or privileges of the Association wherever situated.

I. In general, to have all powers conferred upon a corporation by the laws of the State of Florida, except as prohibited herein and by the terms and conditions set forth in the Covenants.

V. MEMBERS.

The Members ("Members") shall consist of all owners ("Owners") of lots ("Lots") located within the lands subject to the terms and conditions of the Covenants. Membership in the Association is appurtenant to, and inseparable from, ownership of a Lot.

VI. VOTING AND ASSESSMENTS.

The Association shall have one class of voting membership which shall consist of all of the Owners who shall be entitled to one (1) vote for each Lot owned.

VII. BOARD OF DIRECTORS.

A. The affairs of the Association shall be managed by a Board of Directors consisting of three (3) Directors. Directors need not be members of the Association and need not be residents of the State of Florida. Directors shall be elected as herein provided.

B. Elections shall be by plurality vote. At the first annual election of the Board of Directors, the terms of office of the elected Director receiving the highest number of votes shall be established at two (2) years. The other Directors shall be elected for terms of one (1) year each. Thereafter, as many Directors shall be elected and appointed, as the case may be, as there

(((H08000140443 3)))

are regular terms of office of Directors expiring at such time; and the term of each Director so elected or appointed at each annual election shall be for two (2) years expiring at the second annual election following their election, and thereafter until their successors are duly elected and qualified, or until removed from office with or without cause by the affirmative vote of a majority of the Members which elected or appointed them.

C. The names and addresses of the members of the first Board of Directors who shall hold office until the first annual meeting of the Members and until their successors are elected or appointed and have qualified, are as follows:

Robert Cunningham
3734 Sarah Brooke Court
Jacksonville, Florida 32277

Marilynn Cunningham
3734 Sarah Brooke Court
Jacksonville, Florida 32277

Glenda Beck
3833 Sarah Brooke Court
Jacksonville, Florida 32277

VIII. OFFICERS.

A. The Officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board may from time to time by resolution create. Any two (2) or more offices may be held by the same person except the offices of President and Secretary. Officers shall be elected for one (1) year terms in accordance with the procedure set forth in the Bylaws. The names of the officers who are to manage the affairs of the Association until the first annual meeting of the Members and until their successors are duly elected and qualified are:

President	Robert Cunningham
Vice President/Secretary	Marilynn Cunningham
Treasurer	Glenda Beck

IX. CORPORATE EXISTENCE.

The Association shall have perpetual existence. These Articles shall become effective upon filing as prescribed by law, including without limitation, filing with the Secretary of State, State of Florida.

X. BYLAWS.

The Board of Directors may adopt Bylaws consistent with these Articles. Such Bylaws may be altered, amended, or repealed by resolution of the Board of Directors.

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XI. AMENDMENTS TO ARTICLES OF INCORPORATION AND BYLAWS.

These Articles may be altered, amended or repealed upon the affirmative vote of Members holding not less than two-thirds (2/3) of the total votes allocated to the Members pursuant to these Articles.

XII. INCORPORATOR.

The name and address of the Incorporator is as follows:

Robert Cunningham
3734 Sarah Brooke Court
Jacksonville, Florida 32277

XIII. INDEMNIFICATION OF OFFICERS AND DIRECTORS.

A. To the extent allowed by law, the Association hereby indemnifies any Director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

1. Whether civil, criminal, administrative, or investigative, other than one by or in the right of the Association to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as a Director or officer of the Association or as a director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association, and in criminal actions or proceedings, without reasonable grounds for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in the best interest of the Association or that he had reasonable grounds for belief that such action was unlawful.

2. By or in the right of the Association to procure a judgment in its favor by reason of his being or having been a Director or officer of the Association, or by reason of his being or having been a director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against the reasonable expenses including attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein if such person acted in good faith in the reasonable belief that such action was in the best interest of the Association. Such person shall not be entitled to indemnification in relation to matters to which such person has been adjudged to have been guilty of gross negligence or misconduct in the performance of his duty to the Association unless, and only to the extent that, the court, administrative agency, or investigative body before which such action, suit or proceeding is held

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shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

B. The Board of Directors shall determine whether amounts for which a Director or officer seek indemnification were properly incurred and whether such Director or officer acted in good faith in a manner he reasonably believed to be in the best interests of the Association, and whether, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made 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.

C. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Association to indemnify under applicable law.

XIV. TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED.

A. No contract or transaction between the Association and one or more of its Directors or officers, or between the Association and any other corporation, partnership, association, or other organization in which one or more of its Directors or officers are Directors or officers, or in which they have a financial interest, shall be invalid, void or voidable solely for this reason, or solely because the Director or officer is present at or participates in the meeting of the Board or committee thereof which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose. All such contracts or transactions shall, however, be fair and reasonable and upon terms reasonably comparable to those which could be obtained in arms-length transactions with unrelated entities. No Director or Officer of the Association shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.

B. 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.

XV. DISSOLUTION OF THE ASSOCIATION.

A. Upon dissolution of the Association, all of its assets remaining after provisions for creditors and payment of all costs and expenses of such dissolution shall be distributed in the following manner:

1. Dedication to any applicable municipal or other governmental authority of any property determined by the Board of Directors of the Association to be appropriate for such dedication and which the authority is willing to accept.

2. If no municipal or governmental authority will accept such dedication, the assets shall be distributed among the Members on the basis of one (1) share for each Lot owned by each Member.

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B. The Association may be dissolved upon a resolution to that effect being approved by a majority of the Board of Directors and by Members holding two-thirds (2/3) of the total votes in the Association.

XVI. MERGERS AND CONSOLIDATIONS.

Subject to the provisions of the Covenants and to the extent permitted by law, the Association may participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, provided that any such merger or consolidation shall be approved in the manner provided by Chapter 617, Florida Statutes as the same may be amended from time to time.

IN WITNESS WHEREOF, the Incorporator has hereto set his hand and seal this 15 day of May, 2008.

Signed, sealed and delivered
in the presence of:

[Signature]
Thomas J. Jones
(Print Name)

[Signature]
Robert Cunningham
Incorporator

(Print Name)

STATE OF FLORIDA }
COUNTY OF Duval }SS

The foregoing instrument was acknowledged before me this 15 day of May, 2008, by Robert Cunningham, the Incorporator of **BRITTAINY BLUFF HOMEOWNERS ASSOCIATION, INC.**, a Florida non-profit corporation, on behalf of the corporation.

[Signature]
(Print Name)

NOTARY PUBLIC

State of Florida at Large

Commission #

My Commission Expires:

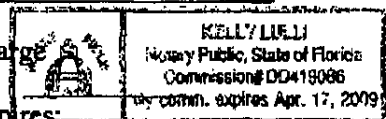
Personally Known

or Produced I.D.

[check one of the above]

Type of Identification Produced

Florida Driver License



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IN COMPLIANCE WITH SECTION 617.0501, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

BRITTAINY BLUFF HOMEOWNERS ASSOCIATION, INC., DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS AT 3734 SARAH BROOKE COURT, JACKSONVILLE, FLORIDA 32277, HAS NAMED ROBERT CUNNINGHAM WHOSE ADDRESS IS 3734 SARAH BROOKE COURT, JACKSONVILLE, FLORIDA 32277, AS ITS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA. SAID REGISTERED AGENT'S ADDRESS IS THE CORPORATION'S REGISTERED OFFICE.

**BRITTAINY BLUFF HOMEOWNERS
ASSOCIATION, INC.**

By: Robert Cunningham
Robert Cunningham
Incorporator

Dated: 5/15, 2008

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED 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 PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

Robert Cunningham
Robert Cunningham
Registered Agent

Dated: 5/15, 2008

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
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