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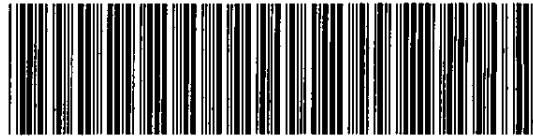
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7/28/08

Gary B. Davenport, P.A.

Attorney

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July 18, 2008

Registration Section
Division of Corporations
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Tallahassee, FL 32301

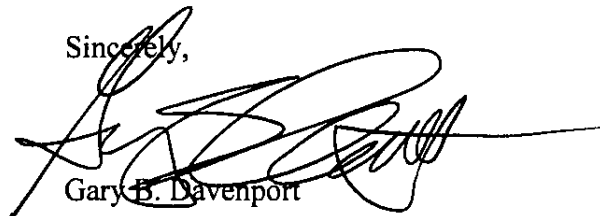
RE: The Hancock Place Homeowners' Association, Inc.

Ladies/Gentlemen:

The enclosed Articles of Incorporation is submitted for filing. Please return all correspondence concerning this matter to: Gary B. Davenport, Esq., Gary B. Davenport, PA, 1280 Ponce de Leon Blvd., N., St. Augustine, FL 32084.

For further information concerning this matter, please call Susan Junod at 904/209-6801. A check in the amount of \$78.75 is enclosed representing the filing fee.

Sincerely,



Gary B. Davenport

GBD:sj
Enclosure

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ARTICLES OF INCORPORATION
In Compliance with Chapter 617, F.S., (Not for Profit)

ARTICLE I
NAME

The name of the corporation shall be The Hancock Place Homeowners' Association, Inc.

ARTICLE II
PRINCIPAL OFFICE

The principal street address and mailing address is 527 West King Street, St. Augustine, FL 32084.

ARTICLE III
PURPOSE

This Association does not contemplate pecuniary gain or profit to the members thereof. The specific purposes for which it is formed are to provide maintenance, preservation, and control of the Common Area within that certain tract or property located in St. Johns County, Florida, and described in the Declaration of Covenants, Conditions and Restrictions of the Hancock Place, hereinafter called the "Declaration", recorded or to be recorded in the public records of St. Johns County, Florida, and as the same may be amended from time to time, said Declaration being incorporated herein by reference and to promote the healthy, safety, and welfare of the owners within the property described in the Declaration and any additions thereto as may hereafter be brought within the jurisdiction of this Association and for this purpose to:

- a) exercise all powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration;
- b) fix, levy, collect, and enforce payments by any lawful means, all changes or assessments pursuant to the terms of the Declaration;
- c) pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association.
- d) acquire by gift, purchase or otherwise, own, hold, improve, use, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use, or otherwise dispose of real or personal property in connection with the affairs of the Association.
- e) borrow money and, with the assent of three-fourths (3/4) of the members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.
- f) dedicate, sell, transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members (provided, however, no such dedication or transfer shall be effective unless an instrument has been signed by three-fourths (3/4) of the members, agreeing to such dedication, sale or transfer);

g) The Association shall operate, maintain and manage the surface water or stormwater management system(s) in a manner consistent with the St. Johns River Water Management District Permit Nos. 42-109-80482-2 and 42-109-80482-3 requirements and applicable District rules, and shall assist in the enforcement of the Declaration of Covenants and Restrictions which relate to the surface water or stormwater management system.

The Association shall levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the surface water or stormwater management system.

h) participate in mergers and consolidations with other non-profit corporations organized for the same purpose or annex additional property and Common Area, provided that any such merger, consolidation shall have the assent of three-fourths (3/4) of the members;

i) have and to exercise and all powers, rights, and privileges, which a corporation organized under the Non-profit Corporation Law of the State of Florida by law may now or hereafter possess.

ARTICLE IV **MEMBERSHIP AND VOTING RIGHTS** **IN THE ASSOCIATION**

Section 1. Membership. Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is or is at any time made subject to the Declaration shall be a Member of the Association. Membership shall be appurtenant to and inseparable from ownership of a lot. When any one lot is owned by more than one person, firm, individual, corporation or other legal entity, the composite title holder shall be and constitute one Member of the Association. Any person, firm, individual, corporation or legal entity owning more than one lot shall be as many Members as the number of lots owned. Membership in the corporation and transfer thereof shall be upon such terms and conditions as provided in the Declaration and Bylaws.

Section 2. Voting Rights. The Association shall have two classes of voting membership:
Class A. Class A Members shall be all of those Owners as defined in Section 1, with the exception of Declarant. The Class A Members shall be entitled to one (1) membership interest and one (1) vote for each lot in which they hold the interests required for membership by Section 1.

Class B. Class B Members shall be Declarant or Declarant's subsidiaries or assignees. The Class B Member shall be entitled to ten (10) membership interests and ten (10) votes for each lot in which it holds the interest required for membership pursuant to Section 1. The Class B Member shall be entitled to elect a majority of the Board of Directors until such time that the last lot within the Association owned by Declarant has been sold and conveyed by Declarant. Upon the transfer of title of any lot from Declarant to an Owner other than to one of Declarant's subsidiaries or assigns, the Class B membership interest for that lot shall automatically be converted to a Class A membership interest.

ARTICLE V
BOARD OF DIRECTORS

The affairs of the corporation shall be managed by the Board of Directors consisting of not less than three (3) persons. Directors need not be Members of the Association. The number of persons who are to serve initially on the Board of Directors until the first annual meeting thereof shall be three (3) and their names and addresses are as follows:

- 1) Hannah Handwork, 168 Stewart St., St. Augustine, FL 32084
- 2) Carole O'Loughlin, 167 Stewart St., St. Augustine, FL 32084
- 3) Edwin Taylor, 169 Stewart St., St. Augustine, FL 32084

The method of election of the Board of Directors is as stated in Article II of the Bylaws.

ARTICLE VI
OFFICERS

Section 1. Indemnity. The Association shall indemnify any person who was or is a party to any pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she 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 or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Association, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. However, no indemnification shall be made in respect to any claim, issue or matter in which such person shall have been adjudged to be liable for gross negligence or misfeasance or malfeasance in the performance of his or her duty to the Association. 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 interests of the Association, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Section 2. Approval. Any indemnification under Section 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 circumstances because he or she has met the applicable standard of conduct set forth in Section 1 above. Such determination shall be made (a) by the Board of Directors by a majority vote of the Directors who were not parties to such action, suit or proceeding, or (b) if a majority of disinterested Directors so directs, by independent legal counsel in a written opinion or by a majority vote of the members.

Section 3. 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 said action if it is authorized by the Board of Directors in the specific case. Provided, the Board must first request an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount, unless

it shall ultimately be determined that he or she is entitled to be indemnified by the Association as authorized in this Article.

Section 4. 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.

Section 5. Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Association, insuring against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

ARTICLE VII **SUBSCRIBERS**

The following person hereby subscribes to these Articles of Incorporation: William Lazar.
The office address of the subscriber is 527 West King Street, St. Augustine, FL 32084.

ARTICLE VIII **BYLAWS**

The initial Bylaws for the Association shall be adopted by a vote of a majority of the members of the Board of Directors. Prior to the first annual meeting, the Bylaws may be amended, altered or rescinded by the unanimous vote of all Directors. As set forth in the Bylaws, the Bylaws may thereafter be adopted, amended, altered or rescinded only with the approval of not less than a majority of a quorum of members present in person or by proxy, in the manner and subject to any other conditions set forth in the ByLaws.

The Bylaws shall include the time and place for annual meetings and for regular and special meetings, quorum requirements, the manner for electing directors and officers and voting requirements.

ARTICLE IX **AMENDMENT OF ARTICLES**

Section 1. Before Recording Declaration. Prior to the recording of the Declaration in the Public Records of St. Johns County, Florida, these Articles may be amended only by an instrument in writing signed by all of the Directors and filed in the Office of the Secretary of State of the State of Florida. The instrument amending these Articles shall identify the particular Article or Articles being amended and a certified copy of each amendment shall be attached to any certified copy of these Articles and shall be an Exhibit to a Declaration upon recording of the Declaration.

Section 2. After Recording Declaration. When the Declaration has been recorded in the Public Records of St. Johns County, Florida, these Articles may be amended by the following methods:

A. At a duly called meeting of the Board of Directors, which may be either the Annual Meeting, or a special meeting, by the affirmative vote of a majority of all Directors;

B. At a duly called meeting of Members, which may be either the Annual Members Meeting, or a special meeting, by the affirmative vote of not less than two-thirds (2/3) of the Members of the Association.

C. An Amendment may be adopted by a written statement signed by not less than two-thirds (2/3) of all Directors or two-thirds (2/3) of all Members setting forth their intention that an amendment to these Articles be adopted.

Section 3. Conflict. In case of any conflict between these Articles of Incorporation and the Bylaws, these Articles shall control; and in case of any conflict between these Articles of Incorporation and Declaration, the Declaration shall control.

ARTICLE X **INITIAL REGISTERED OFFICE AND AGENT**

The registered agent and office for this corporation shall be William Lazar, 527 West King Street, St. Augustine, FL 32084, to accept service of process within this State as to this corporation. The Registered Agent and office of the Corporation may be changed by the Corporation at any time in accordance with the provisions of Florida law.

ARTICLE XI **DISSOLUTION**

The Association may be dissolved, consistent with the applicable provisions of Florida Statutes, upon petition having the assent given in writing and signed by not less than three-fourths (3/4) of the Members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be disposed of in accordance with the Declaration.

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 the St. Johns River Water Management District prior to such termination, dissolution or liquidation.


ARTICLE XII **NO STOCK OR DIVIDENDS**

There shall be no dividends to any of the Members. This corporation shall not issue shares of stock of any kind or nature whatsoever.

ARTICLE XIII
DURATION

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

The undersigned, being the subscriber hereto, does hereby subscribe to these Articles of Incorporation and in witness whereof has caused its duly qualified officers to execute this document and affix its corporate seal this 21st day of July, 2008.




Signature/Incorporator
William Lazar

7/21/08

Date

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Signature/Registered Agent
William Lazar

7/21/08

Date

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