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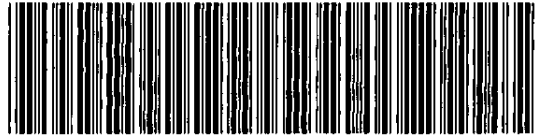
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**2009 MAR -9 PM 2:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

J. Shivers MAR 10 2009

Gary B. Davenport, P.A.
Attorney

February 26, 2009

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: Azalea Estate of Fairfield Ponte Vedra Homeowner's Association, Inc

Ladies/Gentlemen:

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

For further information concerning this matter, please call Patricia C. Trezza at 904-209-6801. A check in the amount of \$70.00 is enclosed representing the filing fee.

Sincerely,


Gary B. Davenport

GBD:

Enclosure

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
AZALEA ESTATES OF FAIRFIELD PONTE VEDRA
HOMEOWNERS' ASSOCIATION, INC.

(A Florida corporation not for profit)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned executes these Articles for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, and certifies as follows:

ARTICLE I
NAME

The name of the corporation is AZALEA ESTATES OF FAIRFIELD PONTE VEDRA HOMEOWNERS' ASSOCIATION, INC. Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. Its duration shall be perpetual.

ARTICLE II
DEFINITIONS

A. The terms contained in these Articles of Incorporation shall have the meaning of such terms set forth in the Covenants and Restrictions of Azalea Estates of Fairfield Ponte Vedra (the "Declaration").

B. "Association" as used herein shall mean and refer to Azalea Estates of Fairfield Ponte Vedra Homeowners' Association, Inc., a Florida corporation not for profit, the corporation formed by these Articles, its successors or assigns.

ARTICLE III
PRINCIPAL OFFICE

The principal place of business and initial registered office of the Association is 1025 Seabreeze Ave., Jacksonville Beach, FL 32250.

ARTICLE IV
OBJECTS, PURPOSES AND POWERS

The purpose of this corporation is to provide for a unified effort in protecting the value of the property of the Members of the Association in accordance with the Declaration to be recorded in the public records of St. Johns County, Florida and any Supplemental Declaration filed in accordance therewith. The Association shall exercise all the powers and privileges and perform all of the duties and obligations of the corporation as defined and set forth in these Articles, the Bylaws and the

Declaration. The Association shall also have all powers granted by statutory and common law not in conflict with the terms of the Declaration and these Articles, and terms, conditions, covenants and restrictions wherever recorded that pertain to the Committed Property (as that term is defined in the Declaration), as are recorded in the Office of the Clerk of the Circuit Court in and for St. Johns County, Florida. The powers of the Declaration include the establishment and enforcement of the payment of charges or assessments contained therein (including the assessment and collection of assessments adequate to defray the costs of maintenance and operation of the surface water and stormwater management system), the operation, maintenance and management of the surface water and storm water management systems in the Committed Property and Common Areas in a manner consistent with St. Johns River Water Management District permits, requirements and applicable rules, and to assist in the enforcement of the restrictions and covenants contained therein, and the power to contract for the management of the Association and engagement in such other lawful activities as may be to the mutual benefit of the Members and their property.

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.

The Association is not organized for profit and no part of the net earnings, if any, shall inure to the personal benefit of any Member or individual person, firm or corporation.

ARTICLE V

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 Dwelling Unit or 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 VI **BOARD OF DIRECTORS**

The affairs of the corporation shall be managed by the Board of Directors consisting of not less than three (3) nor more than seven (7) persons. Directors need not be Members of the corporation. 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) Scott A. Worthley, 1025 Seabreeze Ave., Jacksonville Beach, FL 32250
- 2) Richard A. Thompson, 951 Shetter Avenue, Jacksonville, FL 32250
- 3) Kelly F. Worthley, 1025 Seabreeze Ave., Jacksonville Beach, FL 32250

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

ARTICLE VII **OFFICERS**

The officers of this Association shall be a president, vice president, secretary and a treasurer who shall at all times be members of the Board of Directors, and such other officers as the Board may from time to time by resolution create.

ARTICLE VIII **INDEMNIFICATION**

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 IX **SUBSCRIBERS**

The following person hereby subscribes to these Articles of Incorporation: Scott A. Worthley. The office address of the subscriber is: 1025 Seabreeze Ave., Jacksonville Beach, FL 32250.

ARTICLE X **BYLAWS**

The Bylaws shall be adopted by 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 eighty (80%) percent of all the Directors or not less than fifty-five (55%) percent of the Members of the Association. Provided, that no amendment shall be effective which would affect the rights of the Class B Member without the written approval of said Member.

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 XI **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 not less than eighty (80%) percent 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 seventy-five (75%) percent of the Members of the Association.

C. An Amendment may be adopted by a written statement signed by not less than eighty (80%) percent of all Directors or seventy-five (75%) percent of all Members setting forth their intention that an amendment to these Articles be adopted.

Section 3. Class B Approval. No amendment to these Articles shall be effective which would affect the rights of the Class B Member without the prior written approval of such Member.

Section 4. 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 XII
INITIAL REGISTERED OFFICE AND AGENT

The initial Registered Agent for the corporation is Scott A. Worthley. The address of the initial registered agent is 1025 Seabreeze Ave., Jacksonville Beach, FL 32250, 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 XIII
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 each class of 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 XIV
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.

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 26 day of February, 2009.

~~Witnesses:~~

Witness GARY B DAVENPORT

Scott A. Worthley

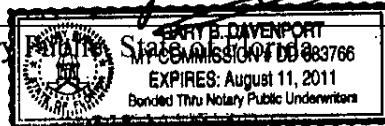
Witness PATRICIA C. TREZZA

STATE OF FLORIDA
COUNTY OF St. Johns

The foregoing instrument was acknowledged before me this 16 day of February, 2009, by Scott A. Worthley on behalf of the corporation. He is personally known to me and did not take an oath.

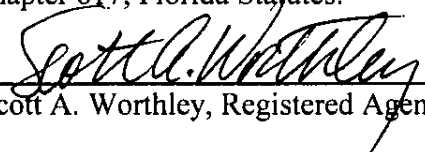
My commission expires:

Notary



ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept the appointment in this capacity, and agree to comply with the provision of said Act relative to keeping open said office. I am familiar with, and accept, the obligations of a registered agent provided for in Chapter 617, Florida Statutes.



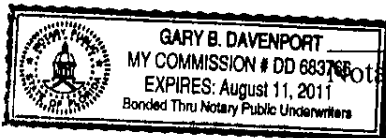
Scott A. Worthley, Registered Agent

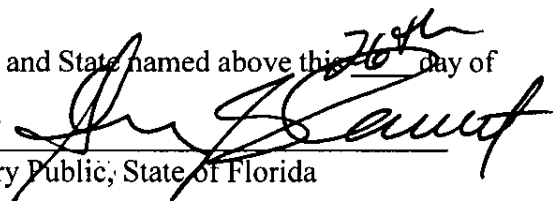
STATE OF FLORIDA]
COUNTY OF ST JOHNS]

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared Scott A. Worthley, who is known to me to be the person described therein, and he acknowledged before me that he executed the above Acceptance for the purposes therein expressed. He is personally known to me and did not take an oath.

WITNESS my hand and official seal in the County and State named above this 26th day of February, 2009.

My commission expires:





Notary Public, State of Florida

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA