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J. Shivers JUN 28 2010

James L. Shroads

Attorney at Law
914 Atlantic Avenue 2E
Fernandina Beach
Florida 32034

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June 24, 2010

Department of State,
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

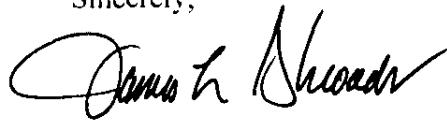
Dear Sir or Madam:

Enclosed please find, for filing, the original Articles of Incorporation of Amelia Hills Townhomes Condominium Association, Inc., a Florida not for profit corporation, and check number 1232 in the amount of \$78.75 for filing fees and for a certified copy.

For your convenience and use if you so desire, I have enclosed an exact copy of the Articles of Incorporation, pursuant to section 617.01201(9) Fla. Stat. (2009). If this copy is deemed by you to be unnecessary, you may dispose of it as you see fit.

Please send the certified copy to me at the letterhead address. If you have any questions or if I can be of any assistance, please contact me.

Sincerely,



James L. Shroads
Attorney

JLS/js
Enclosures

cc: Douglas Companies, LLC

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JLS/js

**ARTICLES OF INCORPORATION OF
AMELIA HILLS TOWNHOMES CONDOMINIUM ASSOCIATION, INC.
A CORPORATION NOT FOR PROFIT**

The undersigned hereby makes and files these Articles of Incorporation:

**ARTICLE I
NAME AND PRINCIPAL OFFICE**

The name of the corporation is AMELIA HILLS TOWNHOMES CONDOMINIUM ASSOCIATION, INC.

For convenience the corporation shall be referred to in these Articles as "AHTCA." The initial principal office of AHTCA shall be located at 793 Fletcher Avenue, Fernandina Beach, Florida 32034.

**ARTICLE II
DURATION**

The existence of AHTCA shall commence with the filing of these Articles of Incorporation with the Florida Department of State. The period of duration of AHTCA is perpetual.

**ARTICLE III
PURPOSE**

AHTCA is organized under Chapter 617, Florida Statutes (2009) as a not-for-profit corporation for the purpose of providing a structured association of condominium unit owners, pursuant to Chapter 718, Florida Statutes (the "Condominium Act"), to serve as the management entity responsible for the operation of AMELIA HILLS TOWNHOMES, a condominium (herein "Amelia Hills Townhomes"), in accordance with the Declaration of Condominium for Amelia Hills Townhomes (as recorded, and all duly adopted and recorded amendments, supplements, and recorded exhibits thereto), these Articles of Incorporation (and any duly adopted amendments hereto), and the bylaws of AHTCA (and any duly adopted amendments thereto), in which condominium the membership of unit owners or their agents in AHTCA is a mandatory condition of ownership.

**ARTICLE IV
POWERS AND DUTIES**

AHTCA shall have and exercise all rights and powers conferred upon not for profit corporations under the laws of the State of Florida consistent with applicable law, by these Articles of Incorporation, and the Declaration of Condominium. AHTCA shall also have all of the powers and authority reasonably necessary or appropriate to carry out duties imposed upon it

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by Chapter 718 Florida Statutes (2009) and the Declaration of Condominium. The powers of AHTCA shall include but not be limited to, the following:

1. The Association shall have all of the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles, nor in conflict with the provisions of the Condominium Act.
2. The Association shall have all of the powers and duties set forth in the Condominium Act, except as limited by these Articles and the Declaration to the extent allowed by the law, and all of the powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration as presently drafted and as it may be amended from time to time, including but not limited to the following:
 - (a) The irrevocable right to make and collect assessments against members as Unit Owners to defray the costs, expenses and losses of the Condominium.
 - (b) To use the proceeds of assessments in the exercise of its powers and duties.
 - (c) To maintain, repair, replace and operate the Condominium Property which shall include the irrevocable right of access to each Unit, and the Limited Common Elements appurtenant to that Unit, from time to time during reasonable hours as may be necessary for such maintenance, repair or replacement of any Common Elements therein or accessible therefrom, or for making emergency repairs therein necessary to prevent damage to the Common Elements or to another Unit or Units.
 - (d) To purchase insurance upon the Condominium Property and insurance for the protection of the Association and its members as Unit Owners.
 - (e) To reconstruct improvements after casualty and to make further improvements in the Condominium.
 - (f) To make and amend reasonable regulations respecting the use of the property in the Condominium.
 - (g) To enforce by legal means the provisions of the Condominium Act, the Declaration of Condominium, these Articles, the Bylaws of the Association and the regulations adopted by the Association.
 - (h) To impose fines on Unit Owners or their tenants for violations of the Declaration of Condominium, these Articles, the Bylaws of the Association or the regulations adopted by the Association in accordance with the provisions of the Condominium Act.
 - (i) To contract for the maintenance, management or operation of the Condominium Property.
 - (j) To employ personnel at a reasonable compensation to perform the services required for proper administration and operation of the Association.
 - (k) To pay taxes and assessments which are liens against any part of the Condominium other than individual Units, unless the individual Unit or Units

are owned by the Association, and to assess the same against the Units subject to such liens.

- (l) To pay the cost of any power, water, sewer, trash, garbage and other utility services rendered to the Condominium and not billed to the owners of individual Units.
- (m) To enter into agreements, to acquire leaseholds, memberships and other possessory or use interests in lands or facilities which are intended to provide enjoyment, recreation or other use or benefits to the members of the Association.
- (n) To purchase a Unit or Units in the Condominium and to hold, lease, mortgage and convey the same.
- (o) To employ such legal counsel, accountants and other agents or employees as may be deemed necessary for the protection and furtherance of the interest(s) of AHTCA and of its Members and to carry out the purpose of AHTCA.

ARTICLE V PROHIBITION AGAINST DISTRIBUTION OF INCOME

The purpose of AHTCA and the powers and duties of AHTCA are specifically limited and constrained so that those powers and purposes will not include or permit pecuniary gain or profit, nor distribution of the income of AHTCA to its members, officers or directors. Nothing in this Article shall prohibit AHTCA from reimbursing its directors or officers for reasonable expenses reasonably incurred in service to AHTCA.

ARTICLE VI MEMBERSHIP

Every person or entity who is the record Owner of a Unit in Amelia Hills Townhomes, as defined in the Declaration of Condominium, shall be a Member of AHTCA. 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 the Unit. Membership rights and duties shall be subject to and controlled by the Declaration of Condominium. The Developer, DOUGLAS COMPANIES, LLC, a Florida corporation, and/or its designated successors, shall also be a Member until turnover to the non-developer Unit Owners.

ARTICLE VII VOTING RIGHTS

Each Unit in Amelia Hills Townhomes shall be entitled to one vote, cast by the owner of that Unit as a member of the Association, except there shall be no vote for any Unit owned by the Association. There are no fractional votes, even if the ownership of a Unit is held by multiple persons or any form of legal entity. The manner of exercising voting rights shall be determined by the By Laws of the Association.

ARTICLE VIII
DIRECTORS

The affairs of AHTCA shall be managed by a Board of Directors, who need not be Members of AHTCA. The initial Board of Directors shall consist of three (3) directors. The number of directors may be increased by the Bylaws, but shall always consist of an odd number, shall never be less than three (3) directors, nor more than five (5) directors.

So long as the Developer (or its corporate successor as the assignee of Developer) holds at least one (1) unit for sale in the ordinary course of business within Amelia Hills Townhomes, Developer shall be entitled to elect at least one (1) member of the Board of Directors. The Board of Directors will be elected by vote of the Members. The North Unit shall elect one (1) director and the South Unit shall elect one (1) director and the third director will be elected based on a majority of the votes cast from Members eligible to vote at a duly called and noticed meeting. There shall be at each annual meeting of AHTCA an election of directors. Directors may serve successive annual terms without limitation.

Unless contrary provisions are made by law, each director's term of office shall be for one (1) year. All directors shall continue in office until their successors are duly elected and installed.

A majority of the directors currently serving as such shall constitute a quorum at meetings of the Board. The decision of a majority of the directors present at a meeting at which a quorum is present shall be sufficient to authorize any action on behalf of the Board. Each director shall be entitled to one (1) vote on every matter presented to the Board.

Any meeting of the Board of Directors of AHTCA may be held within or outside of the State of Florida.

The Board of Directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may hear each other during the meeting, and all discussion is able to be heard by any other Members present at the meeting as observers.

The Board of Directors may adopt emergency bylaws and exercise, or authorize the exercise of such emergency powers as may be specified in such emergency bylaws, to manage AHTCA in the event of catastrophic event(s).

ARTICLE IX
DISSOLUTION

AHTCA may only be dissolved with the assent given in writing and signed by the affirmative vote of all Members as Unit Owners and, if and as applicable, the concurring unanimous affirmative vote of all Mortgagee(s) of the Unit(s).

ARTICLE X
INCORPORATOR

The name and address of the subscribing incorporator to the Articles of Incorporation is:

James L. Shroads
Attorney At Law
914 Atlantic Avenue, Suite 2E
Fernandina Beach, Florida 32034

ARTICLE XI
INDEMNIFICATION

Upon such reasonable terms and procedures as may be set forth in the Bylaws or by action of the Board of Directors, every director and every officer of AHTCA, unless disqualified by reason of Section 617.0831 Florida Statutes (2009) or by otherwise applicable law, shall be indemnified by AHTCA against all expenses and liabilities, including counsel 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 part or in which he or she may become involved by reason of his or her being or having been a director or officer of AHTCA, whether or not he or she is a director or officer at the time such expenses are incurred, except when the director or officer is guilty of willful misfeasance or malfeasance in the performance of his or her duties; provided that in the event of a settlement the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of AHTCA. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE XII
REGISTERED OFFICE

The address of AHTCA's initial registered office is:

914 Atlantic Avenue, Suite 2E
Fernandina Beach, Florida 32034

The name of AHTCA's initial registered agent at the above address is:

James L. Shroads, Attorney At Law

ARTICLE XIII
BYLAWS

The first Bylaws of AHTCA shall be adopted by the Board of Directors and may be altered, amended or rescinded by the Board of Directors and by the members in the manner provided by the Bylaws.

ARTICLE XIV
AMENDMENTS

Amendments to these Articles may be made and adopted upon the following conditions:

1. A resolution of the Board of Directors shall specify the form of the proposed amendment and notice of the consideration and vote for or against the proposed amendment shall be included in the notice of the members' meeting which shall consider the amendment. The meeting may be the annual meeting or a special meeting.
2. There is an affirmative vote of one-hundred percent (100%) of the Members of AHTCA.
3. Any proposal to amend the membership structure and voting to elect directors shall require the affirmative vote of the Members, but may not eliminate the entitlement of the Developer to elect at least one (1) director in accordance with Article VIII where the Developer holds for sale in the ordinary course of business at least one (1) Unit of Amelia Hills Townhomes.

WHEREFORE, the incorporator has caused these presents to be executed this 24th
day of JUNE, 2010.



James L. Shroads, Incorporator

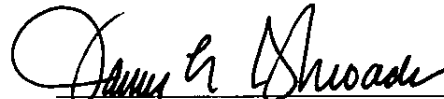
DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

Corporation: Amelia Hills Townhomes Condominium Association, Inc.,
a Florida not-for-profit corporation

Principal Office: 793 South Fletcher Avenue
Fernandina Beach, FL 32034

Registered Office: 914 Atlantic Avenue, Suite 2E
Fernandina Beach, FL 32034

Having been named to accept service of process for Amelia Hills Townhomes Condominium Association, Inc., at the registered office designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position.



James L. Shroads

Date: June 24, 2010

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SECTION 607.01
TALLAHASSEE, FLORIDA

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