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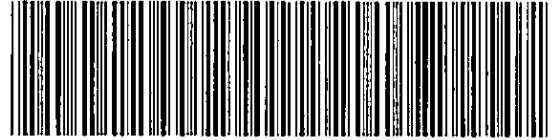
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CAPITAL CONNECTION, INC.

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COMMERCIAL OWNERS' ASSOCIATION

OF MARINER'S WAY, INC.

Signature _____

Requested by: BA

5/04/22

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

- ☒ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
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- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
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- _____ Annual Report / Reinstatement _____
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- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
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- _____ UCC 1 or 3 File _____
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**ARTICLES OF INCORPORATION OF COMMERCIAL OWNERS'
ASSOCIATION OF MARINER'S WAY, INC.
A NON-PROFIT CORPORATION**

We, the undersigned natural persons competent to contract, associate ourselves for the purpose of forming a corporation not for profit under Chapter 617 of the Florida Statutes, and certify as follows:

**I
NAME**

The name of the corporation shall be COMMERCIAL OWNERS' ASSOCIATION OF MARINER'S WAY, INC. (hereinafter called the "Association").

**II
PRINCIPAL OFFICE OF THE ASSOCIATION**

The street address and mailing address of the initial principal office of the Association is 780 North Ponce de Leon Boulevard, St. Augustine, Florida 32084.

**III
REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of the Association is 780 North Ponce de Leon Boulevard, St. Augustine, Florida 32084, and the name of the Association's initial registered agent at such address is Stephen A. Faustini.

**IV
DEFINITIONS**

Unless otherwise provided herein to the contrary, all capitalized terms used in these Articles of Incorporation of Commercial Owners' Association of Mariner's Way, Inc. (the "Articles"), shall have the meanings ascribed to them in that certain Declaration of Covenants, Conditions, Easements and Restrictions for Commercial Owners' Association of Mariner's Way, Inc., recorded or to be recorded in the Public Records of St. Johns County, Florida, as the same may be supplemented, amended and/or restated from time to time (collectively, the "Declaration") and the bylaws adopted by the Association, as the same may be supplemented, amended and/or restated from time to time (collectively, the "Bylaws").

V
PURPOSE AND POWERS OF THE ASSOCIATION

The purpose for which this corporation is organized is to provide for maintenance and preservation of the real property subject to the Declaration and to promote the health, safety and welfare of the occupants within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for such purpose. The Association does not contemplate pecuniary gain or profit to the members thereof. The Association shall not pay dividends and report of any income of the Association shall be distributed to its members, directors or officers.

In furtherance of such purpose, the Association shall have power to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration, said Declaration being incorporated herein as if set forth at length;

(b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to 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; and

(c) have and to exercise any and all powers, rights and privileges to do any and all lawful things that may be authorized, assigned, required or permitted to be done by the Declaration, these Articles and the Bylaws, and which a corporation organized under the Non-Profit Corporation Laws of the State of Florida by law may now or hereafter have or exercise.

VI
MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subject by covenants of record to assessment by the Association, including contract sellers, but excluding persons or entities holding title merely as security for performance of an obligation, shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to assessment by the Association.

VII EXISTENCE

The corporation shall have perpetual existence, unless the Association is dissolved by written consent of a majority of the directors of the Association but only in the event the Declaration is terminated pursuant to and in compliance with the terms of the Declaration.

VIII INCORPORATOR

The name and residence of the incorporator is as follows:

John D. Bailey, Jr.	780 North Ponce de Leon Blvd. St. Augustine, Florida 32084
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IX BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors ("Board"), a President, Vice President, and a Secretary/Treasurer, who shall at all times be members of the Board. The Board shall consist of no fewer than three (3) nor more than five (5) members. The number of directors may be changed by amendment of the Bylaws of the Association. Directors shall be elected in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board shall be filled in the manner provided in the Bylaws. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

John D. Bailey, Jr.	780 North Ponce de Leon Blvd. St. Augustine, Florida 32084
Paul J. Thompson	P.O. Box 70 St. Augustine, Florida 32085-0070
Joan B. Thornton	1200 Plantation Island Drive South, Suite 210 St. Augustine, Florida 32080

X AMENDMENT TO THE ARTICLES OF INCORPORATION

Amendments to these Articles shall be proposed and adopted in the following manner:

Section 1. Adoption. An amendment to these Articles may be adopted at any meeting of the Board by a majority vote of the directors then in office.

Section 2. Recording. A copy of each amendment to these Articles shall be filed with the State of Florida, Secretary of State, pursuant to the provisions of applicable Florida law.

Section 3. Limitations. No amendment to these Articles shall be made that is in conflict with the Declaration and no amendment shall be made which affects any of the rights or privileges provided to Declarant in the Declaration, or increases any obligations of Declarant, without the prior written consent of the Declarant.

XI AMENDMENTS TO BYLAWS

The Bylaws of the Association shall be adopted by the first Board and may be supplemented, amended and/or restated in the manner provided in the Bylaws.

XII CONFLICTS BETWEEN DOCUMENTS

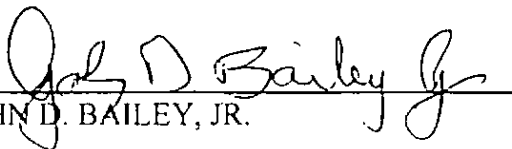
In the event of any conflict or inconsistency between the terms and provisions contained in the Declaration, these Articles and the Bylaws, the terms and provisions of the Declaration, these Articles, and the Bylaws, in that order, shall prevail.

XIII INDEMNIFICATION

Every director and officer of the Association and every member of the Association serving the Association at its request shall be indemnified by the Association against all expenses and liabilities, including attorneys' fees and appellate attorneys' 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 party, or in which he or she may become involved by reason of his or

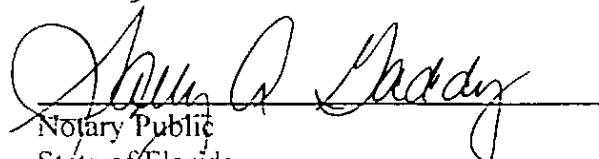
her being or having been a director or officer of the Association, or by reason of his or her serving or having served the Association at its request, whether or not her or she is a director or officer or is serving at the time the expenses or liabilities are incurred; provided, that in the event of a settlement before entry of judgment, and also when the person concerned is adjudged guilty of gross negligence or willful misconduct, indemnification shall apply only when the Board approves the settlement and/or reimbursement as being in the best interest of the Association. The foregoing right of indemnification shall be in addition to and not in lieu of any and all other rights to which that person may be entitled.

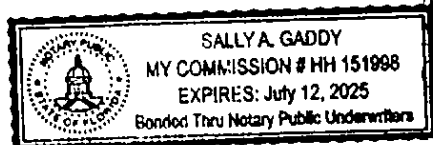
IN WITNESS WHEREOF, the undersigned, constituting the sole incorporator of the Association, has executed these Articles of Incorporation this 3 day of May, 2022.


JOHN D. BAILEY, JR.

STATE OF FLORIDA
COUNTY OF ST. JOHNS

THE FOREGOING instrument was sworn to before me by means of ☒ physical presence or ☐ online notarization, this 3rd day of May, 2022 by John D. Bailey, Jr., (X) who is personally known to me or (☐) has produced a valid driver's license as identification.


Notary Public
State of Florida
My commission number: _____
My commission expires: _____
(SEAL)



**CERTIFICATE DESIGNATING, AND ACCEPTING
APPOINTMENT AS,
REGISTERED AGENT FOR SERVICE OF PROCESS**

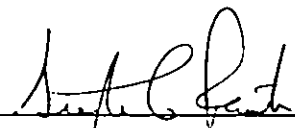
Pursuant to Chapters 48 and 617, Florida Statutes, the following is submitted in compliance with said Acts.

Commercial Owners' Association of Mariner's Way, Inc., having been organized as a corporation not for profit under the laws of the State of Florida, with its registered office at 780 North Ponce de Leon Blvd., St. Augustine, Florida 32084, has appointed Stephen A. Faustini, located at the above referenced office, as its Registered Agent to accept service of process within this State.

ACCEPTANCE:

Having been appointed to accept service of process for the above-referenced corporation at the place designated in this certificate, I hereby accept the appointment as registered agent for such corporation and further state that I am familiar with, and accept, the obligations of that position and agree to act in that capacity.

Registered Agent:



STEPHEN A. FAUSTINI

Date: May 3, 2022

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2022 MAY -4 AM 10:29
ST. AUGUSTINE, FLA.
CLERK OF DISTRICT COURT