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*N96 000000278*

ACCOUNT NO. : 0271000000000

REFERENCE : 034400 901060

AUTHORIZATION :

*Patricia P. Pyle*

COST LIMIT : \$ 20.00

FILED  
03 APR 29 PM 1:29  
TALLAHASSEE, FLORIDA

ORDER DATE : April 29, 1996

ORDER TIME : 10:00 AM

000001799600

ORDER NO. : 034400

CUSTOMER NO: 901060

CUSTOMER: Robert A. Heekin, Esq  
ROBERT A. HEEKIN, ESQ

4347-7 University Boulevard, S

Jacksonville, FL 32216

REC  
03 APR 29  
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: HALLMARK II CONDOMINIUM  
ASSOCIATION, INC.

EFFECTIVE DATE:

☒ ARTICLES OF INCORPORATION  
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY  
☒ PLAIN STAMPED COPY  
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Victoria L. Perez

EXAMINER'S INITIALS:

*4/29/96  
TB*

**Robert A. Heekin, Esq.**

4347-4 University Boulevard South, Jacksonville, Florida 32216 • (904) 636-9777 • Fax (904) 636-5665

FILED  
APR 23 PM 1:29  
JACKSONVILLE, FLORIDA

April 26, 1996

Secretary of State  
The Capitol  
Tallahassee, Florida 32399

Re: Hallmark II Condominium Association, Inc.  
Document Number P95000089240

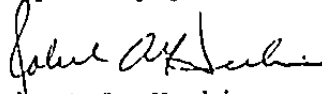
To Whom It May Concern:

Hallmark II Condominium Association, Inc. (Document No. P95000089240) was erroneously formed on November 20, 1995 as a for-profit corporation, rather than as a not-for-profit corporation as actually intended. This for-profit corporation has not conducted any business since its formation, and its shareholders have authorized its voluntary dissolution as reflected in the Articles of Dissolution I am filing with this letter. Once the original for-profit corporation is dissolved, I would like to file the correct Articles of Incorporation for a new not-for-profit corporation by the same name.

Please accept this letter as evidence of the consent of the incorporator, directors and shareholders of the original for-profit corporation to the use of the name "Hallmark II Condominium Association, Inc." in the formation of a new not-for-profit corporation.

If you have any questions or need any further information in this regard, please let me know.

Very truly yours,

  
Robert A. Heekin

RAH/cv

ARTICLES OF INCORPORATION  
OF  
HALLMARK II CONDOMINIUM ASSOCIATION, INC.

The undersigned, for the purpose of forming a corporation not for profit under the laws of Florida, adopts the following Articles of Incorporation.

ARTICLE I

NAME AND ADDRESS

Section 1.1 **Name.** The name of the corporation is Hallmark II Condominium Association, Inc.

Section 1.2 **Address.** The mailing address of the corporation is 4347-4 University Boulevard South, Jacksonville, Florida 32216, or such other address as the corporation may from time to time adopt. The principal office of the corporation shall be located at 1517 Splinmakers Reach Road, Ponte Vedra Beach, Florida 32082.

ARTICLE II

PURPOSE; DURATION

Section 2.1 **Purpose.** The purpose of this corporation is to operate the residential condominium known as Hallmark II Condominium (the "Condominium") in the planned community of Sawgrass located at Ponte Vedra Beach, St. Johns County, Florida, in accordance with the Declaration of Condominium of Hallmark II Condominium (the "Declaration," which shall include the original recorded Declaration and all modifications or supplements thereto), the Florida Condominium Act (Chapter 718, Florida Statutes and any successor or replacement thereof, however numbered or named) and the various administrative rules and court decisions implementing or interpreting that Act which are in force as of the date of the event or occurrence that gives rise to their application (which rules and decisions, along with the Condominium Act itself, are collectively referred to herein as the "Condominium Laws"). To the extent these Articles of Incorporation conflict with or are silent on a point covered by the Declaration or the Condominium Laws, the terms of the Condominium Laws and then the Declaration (in that order of priority) shall control.

Section 2.2 **Duration.** This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are filed by the Department of State of Florida.

ARTICLE III

CAPITAL STOCK

Section 3.1 **Authorized Shares.** This corporation is organized as a stock share corporation, and the maximum number of shares which this corporation is authorized to have outstanding at any one time is three (3) shares of voting common stock. There shall be no preferences, preemptive rights or separate classes or series of the capital stock of this corporation.

Section 3.2 **Restrictions on Transfer of Stock.** The shareholders (or "owners") of this corporation shall be the owners of the residential units (the "Units") in the Condominium, with one share

of stock being issued for every Unit owned. The ownership of each share of stock shall pass with title to the Unit to which it relates, and may not be separately transferred or encumbered. There are substantial restrictions on the sale or transfer of the Units contained in the Declaration, to which reference is made for a complete statement of those restrictions.

#### ARTICLE IV

##### INITIAL REGISTERED OFFICE AND AGENT

**Section 4.1 Name and Address.** The street address of the initial registered office of this corporation is 4347-4 University Boulevard South, and the name of the initial registered agent of this corporation at that address is Robert A. Heekin.

**Section 4.2 Acceptance by Registered Agent.** By executing these Articles, the registered agent hereby accepts his appointment and agrees to act in this capacity and to comply with the provisions of the Florida Statutes governing same.

#### ARTICLE V

##### DIRECTORS AND OFFICERS

**Section 5.1 Number of Directors.** This corporation shall have three (3) directors initially. Once the developer of the Condominium has transferred control of the corporation to the Unit owners other than the developer, the number of directors may be increased or decreased by the owners, subject to any restrictions contained in Chapter 617, Florida Statutes or the Condominium Laws. The directors shall be elected as provided in the bylaws of this corporation.

**Section 5.2 Initial Directors.** The names and street addresses of the initial directors of the corporation are:

<u>Name</u>	<u>Address</u>
William H. Hall	3891 Timuquana Road Jacksonville, Florida 32210
Robert A. Heekin	4347-4 University Boulevard South Jacksonville, Florida 32216
J. Brooks Haas	1519 Spinnakers Reach Road Ponte Vedra Beach, Florida 32082

**Section 5.3 Compensation.** Unless expressly provided by majority vote of the owners of this corporation, neither the board of directors nor the officers of the corporation shall receive any compensation for their services as such.

**Section 5.4 Indemnification.** The corporation shall indemnify its directors and officers to the fullest extent permitted by law.

## ARTICLE VI

### BYLAWS

Section 6.1 Bylaws. The initial bylaws of this corporation shall be adopted by the board of directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the owners or the board of directors as specified in the Declaration or the Condominium Laws, but the board of directors shall not alter, amend or repeal any bylaw adopted by the owners if the owners specifically provide that such bylaw is not subject to amendment or repeal by the board of directors.

## ARTICLE VII


### INCORPORATOR

Section 7.1 Name and Address. The name and street address of the incorporator of this corporation are:

Name  
Robert A. Heckin

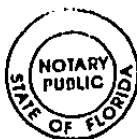
Address  
4347-4 University Boulevard South  
Jacksonville, Florida 32216

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as the incorporator and initial registered agent of the corporation this 26<sup>th</sup> day of April, 1996.

  
\_\_\_\_\_  
Robert A. Heckin

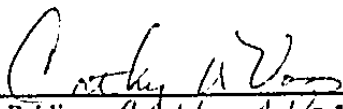
STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 26<sup>th</sup> day of April, 1996, by Robert a. Heckin, who is personally known to me and who did take an oath.



CATHY A. VOSS  
My Comm Exp. 11/08/97  
Bonded By Service Ins  
No. CC329505  
|| Personally Known || Other I.D.

A9525

  
\_\_\_\_\_  
Notary Public Cathy A. Voss  
My Commission Expires: 11/8/97