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PREMIER FIDELITY & FINANCIAL SERVICES ACCOUNT NO. : 072100000032

REFERENCE : 061197 163844A

AUTHORIZATION : ~~XXXXXXXXXX~~

COST LIMIT : ~~\$70.00~~

Repaid

ORDER DATE : August 21, 1996

ORDER TIME : 2:32 PM

ORDER NO. : 061197

CUSTOMER NO: 163844A

CUSTOMER: Charles G. Bond, Esq
FALLGATTER & BOND, P.A.

Suite 900
121 West Forsyth Street
Jacksonville, FL 32202

DOMESTIC FILING

NAME: PABLO WOODS HOMEOWNERS
ASSOCIATION II, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

DIVISION OF CORPORATION

96 AUG 21 PM 4:09

RECEIVED

8/22/96

ARTICLES OF INCORPORATION
OF
PABLO WOODS HOMEOWNERS ASSOCIATION II, INC.
A Corporation Not For Profit

FILED
CLERK OF STATE
CORPORATIONS
20 AUG 21 AM 9:50

The undersigned residents of the State of Florida hereby associate themselves for the purpose of forming a corporation not for profit under Chapter 617 of the laws of the State of Florida and certify:

ARTICLE I

Name

The name of this corporation is PABLO WOODS HOMEOWNERS ASSOCIATION II, INC., called the "Association" in these Articles.

ARTICLE II

Office and Registered Agent

The Association's principal office is located at 9471 Baymeadows Road, Suite 403, Jacksonville, Duval County, Florida. Serena L. Wakefield, who maintains a business office at 9471 Baymeadows Road, Suite 403, Jacksonville, Florida 32256, is hereby appointed the initial registered agent of the Association. Both the Association's registered office and registered agent may be changed from time to time as provided by law.

ARTICLE III

Purpose and Powers of the Association

The Association does not contemplate pecuniary gain or profit to its members. It is formed to promote the health, safety, and general welfare of the owners within the residential area described as Pablo Woods Subdivision, which is recorded in Plat Book 46 , pages 46A through 46D of the current public records of Duval County, Florida (the "Property"), and made subject to the provisions of that Declaration of Covenants and Restrictions for Pablo Woods, recorded in the current public records of Duval County, Florida, as amended from time to time (the "Declaration") and any additions to such lands as hereafter may be brought within the Association's jurisdiction in the manner provided in the Declaration.

The Association's purposes include, without limitation, provision for the maintenance, preservation, and architectural control of the residence lots now or hereafter created within the Property. Without limitation, this Association is empowered to:

(a) Declaration Powers: Exercise all rights, powers, and privileges, and perform all duties of the Association from time to time set forth in the Declaration, including the right to enforce all of the provisions of the Declaration pertaining to the Association in its own name, Articles of Incorporation, the Bylaws, all rules and regulations governing the use of the property and common property which may hereafter be established.

(b) Property: Own, hold, improve, operate, maintain, sell, lease, transfer, and otherwise dispose of property of any nature whatsoever, real, personal, or mixed, tangible or intangible, in connection with this Association's affairs.

(c) Assessments: To adopt budgets and levy, collect, and enforce by any lawful procedure all charges or assessments established by, or pursuant to, the Declaration.

(d) Costs: Use the proceeds collected from assessment to pay all costs, expenses, and obligations lawfully incurred in connection with the Association's affairs, including, without limitation, all licenses, taxes, or other governmental charges levied or imposed against the Association's property.

(e) Maintenance: To maintain, manage, repair, replace and operate all the Common Areas, including, but not limited to, the stormwater management system and all associated facilities.

(f) Reconstruction: To reconstruct improvements after casualty and construct further improvements to the Common Areas.

(g) Borrowings: Borrow money and, with the approval of two-thirds (2/3) of each class of members, mortgage, pledge, hypothecate, assign, grant security interests in, or otherwise transfer any or all of its property as security for money borrowed, debts incurred, or any of its other obligations.

(h) Reorganization: With the approval of two-thirds (2/3) of each class of members, participate in mergers and consolidations with other nonprofit corporations organized for similar purposes.

(i) Insurance: Purchase insurance upon the Common Property and insurance or fidelity bonds for the protection of the Association, its officers, directors and members and any other person responsible for the handling of Association funds.

(j) Easements: Grant permits, licenses and easements over the Common Property for utilities, roads and other purposes reasonably necessary or useful for the proper maintenance or operation of the Property. Such permits, licenses or easements may be granted by the Board and shall not constitute a dedication, sale or transfer as described in subparagraph (k).

(k) Dedication: Dedicate, sell or transfer all or any part of the Common Property to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer. Further provided that the grant of a permit, easement or license shall not be a dedication, sale or transfer of requiring the approval of the members.

(l) Regulations: From time to time adopt, amend, rescind, and enforce reasonable rules and regulations governing the use of the lots and the Common Areas consistent with the rights and duties established by the declaration.

(m) Contract: Contract with others for the performance of the Association's management and maintenance responsibilities under the Declaration and for the furnishing of services or materials for the benefit of the Property in the manner provided in the Declaration.

(n) General: Have and exercise all rights, powers, and privileges that a corporation not for profit may now or hereafter have or exercise under the laws of the State of Florida, together with all other rights, powers, and privileges reasonably to be implied from the existence of any right, power, or privilege so granted, or granted by the Declaration, or these articles, or reasonably necessary, convenient, or desirable to exercise of any right, power, or privilege so granted.

ARTICLE IV

Membership

Every person who from time to time holds the record fee simple title, or any undivided fee simple interest of record, to any lot, is a member of this Association, including contract sellers, but excluding all persons who hold any interest in any lot merely as security for the performance of an obligation. An Owner of more than one lot is entitled to one membership for each lot owned. Membership is appurtenant to, and may not be separated from, ownership of at least one lot. Membership may not be transferred except by transfer of record title to such lot.

ARTICLE V

Voting Rights

Section 1. Voting: All Owners are entitled to one vote for each lot owned.

Section 2. Co-Ownership: If more than one person owns a record fee simple interest in any lot, all such persons are members, although there is only one vote for such lot and no fractional votes are permitted. The vote may be exercised as the Owners determine among themselves, but no split vote is permitted. Before any meeting at which a vote is to be taken, each co-owner must file the name of the authorized voting co-owner with the Secretary of the Association to be entitled to vote at such meeting, unless such co-owners have filed a general voting authority with the Secretary applicable to all votes until rescinded. Notwithstanding the foregoing, if title to any lot is held by husband and wife, either co-owner is entitled to cast the vote for such lot unless the Association is notified otherwise in writing.

ARTICLE VI

Board of Directors

Section 1. Number and Term: This Association's affairs are managed by a Board of Directors initially composed of three Directors, who need not be Association members. The number of Directors may be changed from time to time from a minimum of three to a maximum of nine, but at all times it must be an odd number. The term of office for all Directors is one year, and any Director may succeed himself in office.

Section 2. Election: All directors are elected by secret written ballot at the annual meeting. Each member entitled to vote may cast as many votes for each vacancy as such member has under the provisions of Article V of these Articles, and the person receiving the largest number of votes cast is elected. Cumulative voting is not permitted.

Section 3. Initial Directors: The names and addresses of the persons who will serve as Directors until their successors have been duly elected and qualify, unless they sooner die, resign, are removed, or are incapacitated or otherwise unable to serve, are:

<u>Name</u>	<u>Address</u>
Serena L. Wakefield	9471 Baymeadows Road, Suite 403 Jacksonville, FL 32256
Charles F. Atkerson, Jr.	9471 Baymeadows Road, Suite 403 Jacksonville, FL 32256

Kevin Hawkins

9471 Baymeadows Road, Suite 403
Jacksonville, FL 32256

ARTICLE VII

Officers

The affairs of the Association shall be administered by the officers designated by the By-Laws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the association, and they shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows.

Name and Addresses

Office

Serena L. Wakefield
9471 Baymeadows Road, Suite 403
Jacksonville, FL 32256

President

Charles F. Atkerson, Jr.
9471 Baymeadows Road, Suite 403
Jacksonville, FL 32256

Vice President

Kevin Hawkins
9471 Baymeadows Road, Suite 403
Jacksonville, FL 32256

Secretary/Treasurer

ARTICLE VIII

Duration

This Corporation shall have perpetual existence.

ARTICLE IX

By-Laws

These By-Laws initially will be adopted by the Board of Directors. Thereafter, the By-Laws may be amended as provided therein.

ARTICLE X

Amendments

Amendments to these Articles may be proposed and adopted from time to time in the manner provided by the laws of the State of Florida, except that each such amendment must have the approval of a majority of the Board of Directors.

ARTICLE XI

Other Approvals

As provided in the Declaration, the approval of the Declarant and the holders of sixty-seven percent (67%) of the first mortgages from time to time encumbering the lots is required for the merger, consolidation, or dissolution of this Association.

ARTICLE XII

Voting Requirements

Section 1. Percentage Requirements: Unless any provision of these Articles, the Declaration or the By-Laws expressly requires the approval of the membership or any other person, the majority vote of those members present and voting at a duly called and convened meeting shall constitute the act of the membership. If any provision of these Articles, the Declaration, or the By-Laws expressly requires the approval of the membership, and in the absence of an express provisions requiring a specified percentage of the total votes eligible to be cast by the membership, the majority vote of those members of each class present and voting at a meeting duly called and convened is sufficient to constitute the act of that class.

Section 2. Notice, Proxies, and Quorum Requirements: Written notice of all meetings of the membership must be given to all Owners as required by law and the presence of members or proxies entitled to cast at least fifteen percent (15%) of the votes shall constitute a quorum. If the

required quorum is not forthcoming, the members present shall have the power to adjourn the meeting from time to time without notice other than announcement at the meeting, until the required quorum shall be present or represented. Proxies must be registered with the Secretary of the Association prior to members meetings.

Section 3. Written Action: Any action that may be taken at any membership meeting, including any Extraordinary Action enumerated in this Article, may be taken without a meeting, without prior notice, and without a vote if: (i) written consent, setting forth the action so taken, is signed by those Owners entitled to exercise not less than the minimum number of votes necessary to authorize or take such action at a meeting; and (ii) within 10 days after obtaining such written consent, notice thereof is given to those members who have not so consented in writing.

Section 4. Certification: An instrument signed by any executive officer of this Association, and attested by the Association's Secretary under the Association's seal, is conclusive that any required approval has been obtained in the manner provided in these Articles as to persons without actual knowledge to the contrary.

ARTICLE XIII

Interpretation

Reference is made to the terms and provisions of the Declaration where necessary to interpret, construe, and clarify the provisions of these Articles. All terms defined in the Declaration have the same meaning where used in these Articles, and the rules of interpretation set forth in the Declaration apply to the interpretation, construction, application, and enforcement of these Articles. By subscribing and filing these Articles, the incorporators intend their provisions to be consistent with the provisions of the Declaration and to be interpreted, construed, applied, and enforced with those of the Declaration to avoid inconsistencies or conflicting results.

ARTICLE XIV

Subscribers

The name and address of the incorporator is C. Guy Bond, 121 West Forsyth Street, Suite 900, Jacksonville, Florida 32202.


I, WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the incorporator of this association, has executed these Articles of Incorporation this 12th day of August, 1996.


C. GUY BOND

STATE OF FLORIDA
COUNTY OF DUVAL

I certify that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, C. Guy Bond, to me well known and known to be the person described in and who executed the foregoing Articles of Incorporation, and acknowledged to and before me that he signed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal in the County and State aforesaid, this 12th day of AUGUST, 1996.


Notary Public
State of Florida at Large
My commission expires:



BRENDA CRAIG
My Commission: CC525542
Expires Jan. 18, 2000

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA AND NAMING THE REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED PABLO WOODS HOMEOWNERS ASSOCIATION II, INC., desiring to organize under the laws of the State of Florida as a corporation not for profit, with its principal place of business in Duval County, Florida, has named SERENA L. WAKEFIELD, whose business office is 9471 Baymeadows Road, Suite 403, Jacksonville, FL

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DATED this 12 day of August, 1996.

By: [Signature]
Incorporator

95 AUG 21 AM 9:50
STATE OF FLORIDA
CORPORATION

ACCEPTANCE

Having been named to accept service of process for the foregoing corporation at the place designated in this certificate, I hereby agree to act in such capacity and agree to comply with the provisions of the laws of the State of Florida relative to maintaining such registered office.

DATED this 12 day of August, 1996.

By: Serena Wakefield