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LAW OFFICES

MARTIN, ADE, BIRCHFIELD & MICKLER, P.A.

ONE INDEPENDENT DRIVE - SUITE 3000
JACKSONVILLE, FLORIDA 32202

MAILING ADDRESS
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JAMES L. ADE
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STEPHEN M. BIRCHFIELD
WILLIAM B. BIRCHFIELD
MICHAEL E. BIRCHFIELD JR.
STEPHEN B. BIRCHFIELD
RONALD DEAN

DIANNE ROBERTS HENDERSON
BARBARA CHRISTIE JOHNSON
WILHELMINA S. KNOTTLINGER
MYRA LINDHOLM
RALPH H. MARTIN
ROBERT H. MICKLER
JOHN D. MILTON JR.
DANIEL B. MUMFORD JR.
SPOTT A. SMITH-DEBBS
GARY L. WILKINSON
C. PETER JOHNSON (1942-1988)

September 6, 1996

Ms. Kimberley Polfe
Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: St. Johns Bluff Park Property Owners Association, Inc.
Your Reference No.: W96000018287

Dear Ms. Polfe:

Enclosed are a copy of your letter dated August 30, 1996, the original and two copies of the Articles of Incorporation to which the addresses for the directors and officers have been added. Also enclosed is a check in the amount of \$52.50 for a second certified copy of the filed articles.

Sincerely,


Lynda A. Aycock

LP:eh
Enclosures

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FILED



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 30, 1996

MARTIN, ADE, BIRCHFIELD & MICKLER, P.A.
POST OFFICE BOX 59
JACKSONVILLE, FL 32201

SUBJECT: ST. JOHNS BLUFF PARK PROPERTY OWNERS ASSOCIATION,
INC.

Ref. Number: W96000018287

We have received your document for ST. JOHNS BLUFF PARK PROPERTY OWNERS ASSOCIATION, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please list the street address of each officer/director. If the officer/director does not have a street address, list the mailing address and write (N/A).

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Kimberly Rolfe
Document Specialist

Letter Number: 696A00041064

ARTICLES OF INCORPORATION
OF
ST. JOHNS BLUFF PARK
PROPERTY OWNERS ASSOCIATION, INC.,
a Florida corporation not-for-profit

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The undersigned, being desirous of forming a Florida corporation not for profit, do hereby form a corporation not for profit for the purposes and with the powers herein specified and do hereby agree to the following Articles of Incorporation:

ARTICLE I. NAME

The name of this corporation shall be: ST. JOHNS BLUFF PARK PROPERTY OWNERS ASSOCIATION, INC., (hereinafter the "Association").

ARTICLE II. OFFICE

The principal office of the Association shall be located in Florida at 11330-1 St. Johns Industrial Parkway North, Jacksonville, Florida 32246, but the Association may maintain offices and transact business in such places within or without the State of Florida, as may from time to time be determined by the Board of Directors. The mailing address of the Association is also 11330-1 St. Johns Industrial Parkway North, Jacksonville, Florida 32246.

ARTICLE III. PURPOSE

The purpose and object of the Association shall be to administer the maintenance and management of St. Johns Bluff Park, a commercial center (hereinafter "the Development") established upon that certain real property in Duval County, Florida, known as St. Johns Bluff Park (the "Property"), pursuant to an Assignment of Developer's Rights hereafter to be executed and recorded in the public records of Duval County, Florida (the "Assignment"), under which the Association shall acquire all of the rights of "Developer" under that certain Declaration of Covenants, Conditions and Restrictions dated December 26, 1984, recorded in Official Records Volume 5904, page 1404 of the public records of Duval County, Florida, as heretofore or hereafter amended of record (the "Protective Covenants").

The Association does not contemplate pecuniary gain or profit to the Members hereof and, to the extent permitted by the Protective Covenants, shall undertake and perform all acts and duties incident to the operation, management, preservation, and architectural control of the building sites, stormwater management, and area maintenance

of the Development in accordance with the terms, provisions, and conditions of these Articles of Incorporation, the Bylaws of this Association, and the Protective Covenants as amended and restated from time to time, as contemplated therein.

Until such time as the stormwater management system is operated by a governmental agency, the Association shall operate, maintain and manage the stormwater management system(s) serving the Development in a manner consistent with the St. Johns River Water Management District permit(s) requirements and applicable water management district rules and shall assist in the enforcement of the Protective Covenants which relate to the surface water or stormwater management system. So long as the stormwater management system is maintained and operated by the Association, the Association shall levy and collect adequate assessments against members of the Association for the cost of the maintenance, repair and operation of the stormwater management system(s). Such assessments shall be levied for and such maintenance, repair and operation shall include but not be limited to work within any retention pond, stormdrain easements, and drainage structures within driveways.

ARTICLE IV. BOARD OF DIRECTORS

A. The affairs of this Association shall be managed by a Board of Directors. The number of members of the initial Board of Directors shall be three (3).

B. The Board of Directors shall be elected by the Members of the Association from among the membership, provided that directors may include those natural persons designated by a corporation, trust, or any other entity owner, at the annual membership meeting as provided in the Bylaws.

C. The names and addresses of the persons who are to serve as the initial Board of Directors until their successors are chosen, are as follows:

- | | | |
|----|--------------------|---|
| 1. | Bertram C. Tackeff | 11330-1 St. Johns Industrial Parkway North
Jacksonville, Florida 32246 |
| 2. | Dorothea M. Curtis | 11330-1 St. Johns Industrial Parkway North
Jacksonville, Florida 32246 |
| 3. | Joan S. Mathews | 11330-1 St. Johns Industrial Parkway North
Jacksonville, Florida 32246 |

ARTICLE V. POWERS

The corporate powers of the Association are as provided in Section 617.0302, Florida Statutes, including but not limited to the following:

A. All of the powers and privileges granted to corporations not for profit under the laws of the State of Florida and all powers and privileges granted to the Developer under the Protective Covenants.

B. All of the powers granted to the Developer under the Protective Covenants, and other reasonable powers to implement and effectuate the purposes of the Association, including, without limitation, the power, authority, and right to:

1. Levy and collect any and all charges provided for and authorized under the Protective Covenants, including the regular maintenance assessments and any special assessments approved by the Members of the Association in accordance with the Protective Covenants, and use the proceeds of assessments in the exercise of the powers and duties of the Association.

2. Maintain and manage the Development wherever the same is required to be done and accomplished by the Association for the benefit of its Members.

3. Repair and reconstruct improvements, if any, owned by the Association after casualty.

4. Make, adopt, and amend Bylaws and regulations governing the operations of this Association and the use of all Property in the Development, provided that such regulations shall not conflict with the restrictions and limitations placed upon the use of such Property under the terms of the Protective Covenants.

5. Acquire, own, hold, operate, lease, encumber, convey, exchange, manage, and otherwise trade and deal with property, real and personal, of and in the Development, as may be necessary or convenient in the operation and management of the Development, and in accomplishing the purposes set forth in the Protective Covenants.

6. Contract for the management and maintenance of the Development and to authorize a management agent, if necessary, to assist this Association in carrying out its powers and duties.

7. Enforce by legal means the provisions of these Articles, the Bylaws, the Protective Covenants, and all regulations governing use of Property in the Development now existing or hereafter adopted.

8. Carry insurance for the protection of Members and this Association against casualty and liability, including Directors' liability insurance and fidelity bonds.

9. Pay all costs of power, water, sewer, and other utility services rendered to the Association and not incurred by or billed to a Member individually.

10. If, and only if, permitted by the Protective Covenants, to record Notices of Lien for the payment of charges due pursuant to the Protective Covenants and foreclose such liens in accordance with the Protective Covenants.

11. Review and approve plans of Members for construction, alteration, or modification of any improvement located upon their respective building sites in accordance with the Protective Covenants, either by the Board of Directors directly or by an Architectural Review Committee, the members of which shall be appointed by the Board.

12. Enter upon and undertake the care and maintenance of building sites upon the failure of owners thereof to maintain such building sites in accordance with the provisions of the Protective Covenants and recover the cost of such care and maintenance from the owners of such building sites as provided in the Protective Covenants.

ARTICLE VI. REGISTERED AGENT AND OFFICE

The Registered Agent and the street address of the Initial Registered Office of the Association in the State of Florida shall be:

Robert O. Mickler
Martin, Ade, Birchfield & Mickler, P.A.
3000 Independent Square
Jacksonville, Florida 32202.

ARTICLE VII. INCORPORATOR

The name and address of the incorporator of these Articles are:

Robert O. Mickler
Martin, Ade, Birchfield & Mickler, P.A.
3000 Independent Square
Jacksonville, Florida 32202.

ARTICLE VIII. QUALIFICATION OF MEMBERS

The qualifications of Members and the manner of their admission to and termination of membership shall be as follows:

A. All present and future owners of all building sites in the Development shall be Members of this Association, and no other persons or entities shall be entitled to membership. An owner shall automatically become a Member of this Association and such owner's name or names shall be entered upon the roll of this Association upon delivering notice to this Association of such owner's acquisition of title to a building site within the Development, provided, however, only Members who are current in the payment of all charges due under the Protective Covenants and any assessments levied by this Association shall count toward any quorum or be entitled to vote upon Association matters. The membership of any such person or entity shall be automatically terminated upon being divested of title as to such building site.

B. If a corporation, partnership, joint venture, or other entity is a fee simple title holder to a building site, or a building site is owned by more than one person, the building site owner or owners shall designate one natural person as the Voting Member entitled to cast votes of such owner as more specifically provided in the Bylaws.

ARTICLE IX. VOTING

On all matters upon which the Members shall be entitled to vote, each Member shall have one vote or fraction of a vote for each acre or fraction of an acre of land owned by such Member and located within the Development, with the total number of votes to be cast being 71.49, based upon the total number of acres within the Development owned by the entire membership, except that no Member shall be entitled to vote or to be counted for purposes of determining a quorum or a majority vote if such Member is more than thirty (30) days delinquent in payment of any assessment due to the Association.

ARTICLE X. TERM OF EXISTENCE

The Association shall have perpetual existence.

The Association may be dissolved with the assent given in writing and signed by all members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which the Association was created. In the event that such dedication is refused, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes. This procedure shall be subject to court approval of dissolution pursuant to Section 617.05, Florida Statutes.

In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the 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.

In the event that a governmental agency adopts and establishes a master drainage plan for a designated region of the geographic area subject to the jurisdiction of the applicable governmental entity and pursuant to such plan undertakes the maintenance of Stormwater drainage facilities in such area, in such event and to the extent provided in the enabling legislation, the Association shall have the right at any time, without the consent or the joinder of any Owner, to convey its interest in the stormwater management system for the development to the applicable governmental entity for maintenance.

ARTICLE XI. OFFICERS

A. The affairs of the Association shall be carried out by a President, one or more Vice Presidents, a Secretary, a Treasurer, and Assistant Secretaries and Assistant Treasurers, if any, who shall perform the duties of such offices customarily performed by like officers of corporations in the State of Florida subject to the directions of the Board of Directors.

B. Officers of the Association may be compensated in the amounts and manner determined by the Board of Directors. The Board of Directors, or the President with the approval of the Board of Directors, may employ a managing agent and other managerial and supervisory personnel to administer or assist in the administration of the maintenance of the Development and the affairs of this Association, and any and all of same may be so employed without regard to whether any such person or entity is a Member, Director, or officer of this Association.

C. The persons who are to serve as officers of this Association until their successors are chosen are:

<u>Office</u>	<u>Name</u>
President	Bertram C. Tackeff,
Vice President and Treasurer	Dorothea M. Curtis,
Secretary	Joan S. Mathews,

all at 11330-1 St. Johns Industrial Parkway North, Jacksonville, Florida 32246.

D. The officers shall be elected annually by the Board of Directors at their annual meeting as provided in the Bylaws. Any vacancies in any office shall be filled by the Board of Directors.

E. The President shall be elected from the membership of the Board of Directors and shall serve, ex officio, as the Chairman of the Board of Directors, but no other officer need be a Director. The same person may hold two offices, provided, however, that the office of President and Secretary shall not be held by the same person.

ARTICLE XII. BYLAWS

The incorporators of this Association have adopted the original Bylaws of the Association. The Bylaws may be amended, altered, or rescinded upon the proposal of a majority of the Board of Directors and approval by an affirmative vote of a majority of the votes entitled to be cast by Members of this Association.

ARTICLE XIII. AMENDMENT OF ARTICLES

A. These Articles of Incorporation may be amended as follows:

1. Amendments shall be proposed by a majority of the Board of Directors.
2. The President, or acting chief executive officer in the absence of the President, shall thereupon call a special meeting of the Members for a date not sooner than twenty (20) days nor later than sixty (60) days from the date on which the Board of Directors approve the Amendment proposal. It shall be the duty of the Secretary to give each Member written notice of such meeting stating the time and place of the meeting and reciting the proposed amendment or amendments in reasonably detailed form, which notice shall be mailed or presented personally to each Member not less than five (5) days nor more than thirty (30) days before the date set for such meeting. Such notice shall be deemed properly given when deposited in the United States mail, addressed to the Member at such Member's post office address as it appears on the records of this Association. Any Member may, by written waiver of notice signed by such Member, waive such notice, and such waiver, when filed, before, during, or after the meeting, shall be deemed equivalent to the giving of notice to such Member. At the meeting, or by written approval, the amendment or amendments proposed must be approved by an affirmative vote of the Members having at least a majority of the votes entitled to be cast in order for such amendment or amendments to become effective. If so approved, a certified copy of any such amendment or amendments shall be filed in the office of the Secretary of State of the State of Florida and a copy shall be furnished to each Member.
3. Any amendment of the Protective Covenants or these Articles which alters any provision relating to the surface water or stormwater management system, beyond maintenance in its original condition, including the water management portions of the development) must have the prior approval of the St. Johns River Water Management District. The St. Johns River Water Management District shall have the right to enforce by a proceeding at law or in equity the provisions contained in the Protective Covenants which relate to the maintenance, operation and repair of the surface water or stormwater management system.

ARTICLE XIV. INDEMNITY

Every Director and every officer of this Association shall be indemnified by this Association against all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed in connection with any proceeding to which such person may be a party or involved by reason of being or having been a Director or officer, whether or not a Director or officer at the time such expenses are incurred, except in such cases where the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of duties; provided, that in the event any claim for reimbursement or

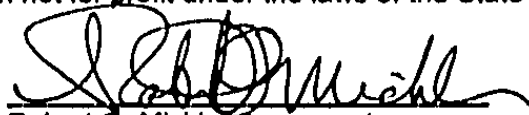
Indemnification hereunder is based upon a settlement by the Director or officer seeking such reimbursement or indemnification hereunder, the indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interests of this Association. 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.

The Association shall use reasonable efforts to obtain, purchase, and pay for directors and officers liability insurance in a reasonable amounts as determined by the Board of Directors.

ARTICLE XV. NOT FOR PROFIT STATUS

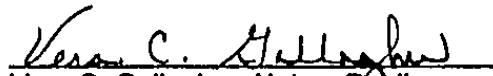
No part of the income or assets of this Association shall be distributed to the Members except upon dissolution or final liquidation and as permitted by the court having jurisdiction thereof.

IN WITNESS WHEREOF, we have executed these Articles this 26th day of August, 1996, for the purpose of forming this corporation not for profit under the laws of the State of Florida.


Robert O. Mickler, Incorporator

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 26th day of August, 1996, by Robert O. Mickler, who is personally know to me.


Vera C. Gallagher, Notary Public
State of Florida
My Commission expires: 6-14-98
Commission No.: CC 273112
(Notarial Seal)



VERA C. GALLAGHER
MY COMMISSION # CC373112 EXPIRES
June 14, 1998
BONDED THRU TROY FAIR INSURANCE, INC.

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 617.0501, Florida Statutes (1991), the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:


St. Johns Bluff Park Property Owners Association, Inc.

2. The name and address of the Registered Agent and Registered Office is:

**Robert O. Mickler
Martin, Ado, Birchfield & Mickler, P.A.
3000 Independent Square
Jacksonville, Florida 32202.**

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE


Robert O. Mickler

DATE: August 26, 1996.

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SECRETARY OF STATE
TALLAHASSEE, FL 32399