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JACKSONVILLE, FLORIDA 32207

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FRANK A. ASHTON
JAMES E. COBB
THOMAS S. EDWARDS, JR.
DAVID H. PEEK
EUGENE G. PEEK III
WILLIAM J. SCOTT
SARAH HELENE SHARP

January 28, 1998

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: SJD-PVC-SJC, Inc.

300002415849--6
-01/29/98-01048-008
****122.50 ****122.50

Dear Madam/Sir:

Enclosed for filing are an original and one copy of Articles of Incorporation of the above-captioned corporation. Also enclosed is our firm check for \$122.50 for the following fees:

Filing Fees	35.00
Certified Copy	52.50
Registered Agent Designation	<u>35.00</u>
Total Fees	\$ <u>122.50</u>

Please file the original Articles of Incorporation and forward a certified copy for same to our office.

Very truly yours,

Eugene G. Peek III

Eugene G. Peek III

/dmk
25890

FILED
98 JAN 29 AM 8:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2/2/98

ARTICLES OF INCORPORATION
OF
SJD-PVC-SJC ASSOCIATION, INC.
(A Nonprofit Corporation)

FILED
98 JAN 29 AM 8:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation not for profit under the Florida Not For Profit Corporation Act (Florida Chapter 617), hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME AND PLACE OF BUSINESS

Section 1.1 Name and Place of Business. The name of this corporation is SJD-PVC-SJC ASSOCIATION, INC., with its principal place of business at 1301 Riverplace Boulevard, Suite 1609, Jacksonville, Florida 32207.

ARTICLE II

PURPOSES, LIMITATIONS AND DISSOLUTIONS

Section 2.1 Purposes. This corporation is organized for the purpose of organizing, planning, developing, constructing, maintaining and operating certain sanitary and storm water sewer facilities for the benefit of the members of this corporation and their respective real properties; all such other authorized lawful purposes and acts as this corporation may perform from time to time; and to undertake such activities as will further the general purposes described herein.

Section 2.2 Limitations on Actions. No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to any member, trustee, officer or other private person. No substantial part of the activities of this corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 2.3 Dissolution. This corporation may only be dissolved by vote of two-thirds (2/3) of the Board of Trustees. Upon the dissolution of this corporation or the winding up of its affairs, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of this corporation, dispose of all of the assets of this corporation in accordance with Florida Statutes Section 617.1406, as the Board of Trustees shall determine.

ARTICLE III

POWERS

To accomplish the purposes set forth in Article II, this corporation shall have all powers and authorities as are now or may hereafter be granted to corporations not for profit under the laws of the State of Florida, including, but not limited to, the power to purchase, own, sell and otherwise deal with real and personal property, to borrow and lend money, to make contracts with others for goods and services, to elect officers and appoint agents, to carry on its operations through its officers, employees and agents within or without the State of Florida, and to make donations for the public welfare and for charitable, educational and religious purposes.

ARTICLE IV

MEMBERSHIP

This corporation shall have a membership distinct from the Board of Trustees. Any person agreeing to be bound by the Articles of Incorporation of this corporation, by its Bylaws, and by such other rules and regulations as the Board of Trustees may, from time to time, adopt is eligible for membership in the corporation. The Board of Trustees shall, from time to time, prescribe the form and manner in which application may be made for membership.

ARTICLE V

TERM OF EXISTENCE

This corporation shall have perpetual existence unless it shall be dissolved according to the laws of the State of Florida. Corporate existence of this corporation shall commence on January 26, 1998 although the filing of these Articles of Incorporation shall occur on a later date.

ARTICLE VI

INCORPORATOR

The street address of the incorporator of this corporation is 1301 Riverplace Boulevard, Suite 1609, Jacksonville, Florida 32207, and the name of the incorporator of this corporation is Eugene G. Peek III.

ARTICLE VII

MANAGEMENT

Section 7.1 Trustees. This corporation shall have three (3) Trustees initially. The number of Trustees may be increased or decreased, from time to time, as provided in the Bylaws of this corporation; however, this corporation shall at all times have at least three (3) Trustees. The qualification of the members and the manner of their election or appointment to the Board of Trustees shall be provided for in the Bylaws.

Section 7.2 Names and Addresses of First Members of the Board of Trustees. The names and addresses of the persons who are to serve as the initial Trustees of this corporation until the election or appointment of their successors are as follows:

<u>Name</u>	<u>Address</u>
Timothy B. Gaskin	1301 Riverplace Boulevard, Suite 1609 Jacksonville, Florida 32207
Eugene G. Peek III	1301 Riverplace Boulevard, Suite 1609 Jacksonville, Florida 32207
Cindy Farley-Ware	1301 Riverplace Boulevard, Suite 1609 Jacksonville, Florida 32207

ARTICLE VIII

STOCKS AND DIVIDENDS PROHIBITED

This corporation shall have no capital stock, pay no dividends and shall not distribute any part of its net income to its members, officers or Trustees.

ARTICLE IX

AMENDMENT


Amendments to these Articles of Incorporation shall only be made, altered or rescinded by a vote of two-thirds (2/3) of the Board of Trustees.

ARTICLE X

OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 1301 Riverplace Boulevard, Suite 1609, Jacksonville, Florida 32207, and the name of the initial registered agent of this corporation at that address is Eugene G. Peek III.

IN WITNESS WHEREOF, the undersigned, being the incorporator of this corporation, for the purpose of forming this corporation under the Florida Not For Profit Corporation Act, has executed these Articles of Incorporation this 26th day of January, 1998.


Eugene G. Peek III, Incorporator

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me the 26th day of January, 1998, by Eugene G. Peek III, who is personally known to me and who did not take an oath.

(SEAL)

My Commission Expires:

Donna M. Kuhn
DONNA M. KUHN
Print: _____
Notary Public, State and County
Aforesaid.
Commission No. CC 698277

791501.83063.



Donna M Kuhn
My Commission CC698277
Expires February 14, 1999

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Eugene G. Peek III
Eugene G. Peek III

Dated: January 26, 1998

FILED
98 JAN 29 AM 8:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA