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303 CENTRE STREET

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MARSHALL E. WOOD

904/277-4666

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May 6, 1998

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

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Re: STEVENS PLACE OWNERS ASSOCIATION, INC.

Dear Sirs:

Enclosed please find the original Articles of Incorporation of STEVENS PLACE OWNERS ASSOCIATION, INC. for filing pursuant to Florida Statutes.

Also enclosed please find this firm's check in the amount of \$70.00 representing payment by the corporation of the following costs:

Filing Fee \$ 35.00  
Designation of Resident Agent 35.00

Please file the Articles of Incorporation and forward your letter of receipt to me at your earliest convenience.

Thank you for your assistance in this matter.

Sincerely,



Marshall E. Wood

FILED  
98 MAY -8 AM 10:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

m 5/12/98

ARTICLES OF INCORPORATION

OF

STEVENS PLACE OWNERS ASSOCIATION, INC.

a Florida Corporation Not-For-Profit

FILED  
98 MAY -8 AM 10:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In order to form a corporation under the Laws of Florida for the formation of corporations not-for-profit, we, the undersigned, hereby associate ourselves into a corporation for the purposes and with the powers herein specified, and to that end we do, by these Articles of Incorporation, set forth:

ARTICLE I  
NAME

The name of the corporation shall be STEVENS PLACE OWNERS ASSOCIATION, INC. (the "Association").

ARTICLE II  
PURPOSE

The purpose of the Association is the administration, operation and management of a commercial subdivision known as STEVENS PLACE (the "Subdivision") as the same may now or hereafter be constituted, which Subdivision is duly plated in the public records of Nassau County, Florida in Plat Book 6, pages 68 and 69 (the "Plat"). The Association shall undertake the performance of and shall carry out the acts and duties incident to the administration, operation and management of the Subdivision in accordance with the terms, provisions and authorizations contained herein, in the Bylaws established pursuant to the requirements of these Articles, the Declaration of Covenants And Restrictions And Provisions For Stevens Place Owners Association, Inc. (the "Declaration") which is to be recorded in the public records of Nassau County, Florida, and in the Plat. Further, the Association may exercise all powers granted to a association under Chapter 617, Florida Statutes (the "Act"). In addition, the Association may acquire, own, operate, lease, sell, trade or otherwise deal with any property, real or personal, as may become part of the Subdivision ("Subdivision Property") and as may be necessary or convenient for the administration of the Subdivision. All defined terms contained in these Articles shall have the same meanings as such terms are defined by the Declaration.

**ARTICLE III**  
**POWERS AND DUTIES**

The Association shall have the following powers:

A. All of the powers and privileges granted to corporations not-for-profit under the law pursuant to which this Corporation is chartered.

B. All of the powers reasonably necessary to implement and effectuate the purposes of the Association, including, without limitation, the power, authority and right to:

1. Make and establish reasonable rules and regulations governing use of the Subdivision Property.

2. Levy and collect assessments against members of the Association to defray the expenses of the Subdivision, as provided in the Declaration and Bylaws.

3. Maintain, repair, replace, operate and manage the Subdivision Property, including the right to reconstruct improvements after casualty and to further improve and add to the Subdivision Property.

4. Contract for the management of the Subdivision and, in connection therewith, to delegate any and/or all of the powers and duties of the Association to the extent and in the manner permitted by the Declaration, the Bylaws, and the Act.

5. Enforce the provisions of these Articles of Incorporation, the Declaration, the Bylaws, and all rules and regulations governing use of the Subdivision which may hereafter be established.

6. Exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the Association in the Declaration and the Act.

7. The Association shall operate, maintain and manage the Surface Water or Stormwater Management System in a manner consistent with the St. Johns River Water Management District Permit No. 40-089-00-88A-ERP and the Conservation Easement granted to the St. Johns River Water Management District, and requirements and applicable District Rules, and shall assist in the enforcement of the restrictions and covenants contained therein.

**ARTICLE IV**  
**MEMBERSHIP**

The qualifications of members, manner of their admission to and termination of membership and voting by members shall be as follows:

A. The owners of all Lots in the Subdivision shall be members of the Association, and no other persons or entities shall be entitled to membership.

B. Membership shall be established by the acquisition of a fee title to a Lot in the Subdivision, or by acquisition of a fee ownership interest therein, by voluntary conveyance or operation of law, and the membership of any person or entity shall be automatically terminated when such person or entity is divested of all title or his entire fee ownership in such Lot.

C. The interest of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to the Lot(s) owned by such member. The funds and assets of the Association shall be expended, held or used only for the benefit of the membership and for the purposes authorized herein, in the Declaration, and in the Bylaws.

D. On all matters upon which the membership is entitled to vote as hereinafter provided, there shall be one, and only one, vote for each Lot in the Subdivision, which vote may be exercised or cast by the owner(s) of each Lot as provided for in the Bylaws. Should any member own more than one Lot, such member shall be entitled to exercise or cast one vote for each such Lot, in the manner provided for in the Bylaws.

E. Until such time as the first Lot within the Subdivision is purchased by a member, the membership of the Association shall be comprised of the subscribers of these Articles, each of whom shall be entitled to cast a vote on all matters upon which the membership would be entitled to vote.

**ARTICLE V**  
**EXISTENCE**

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Florida Secretary of State, Tallahassee, Florida. The Association shall have perpetual existence, unless the Subdivision is terminated pursuant to the provisions of its Declaration, in which event the Association shall be dissolved in accordance with law.

**ARTICLE VI**  
**PRINCIPAL OFFICE**

The principal office of the Association shall be located at 733 Harts Road East, Yulee, Florida 32097, 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 designated by the Board of Directors.

**ARTICLE VII**  
**OFFICERS**

The affairs of the Association shall be managed by the President of the Association assisted by the Vice President(s), Secretary and Treasurer and, if any, the Assistant Secretaries and Assistant Treasurers, 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.

The Board of Directors shall elect a President, Secretary, Treasurer, and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board of Directors shall deem advisable from time to time. The President shall be elected from the membership of the Board of Directors, but no other officer need to be a Director. The same person may hold two offices, the duties of which are not incompatible; provided, however, that the office of the President and Vice President shall not be held by the same person, nor shall the office of President and Secretary or Assistant Secretary be held by the same person. Officers shall be elected annually.

The officers of the Association, who shall hold office until their successors are elected pursuant to these Articles of Incorporation and the Bylaws, and have qualified, shall be the following:

President & Treasurer	James S. Stevens, Jr.
Vice President	Jana E. Goodwin
Secretary	Robert C. Stevens

Officers of the Association may be compensated in the manner to be provided in the Bylaws. The Board of Directors, or the President with the approval of the Board of Directors, may employ a managing agent, agency, and/or other managerial and supervisory personnel or entity to administer or assist in the administration of the operation and management of the Association and the affairs of the Association, and any and all such persons and/or entity or entities may be so employed without regard to whether any such person or entity is a member of the Association or a Director or officer of the Association, as the case may be.

**ARTICLE VIII**  
**DIRECTORS**

The number of members of the Board of Directors shall be not less than three (3). The initial members of the Board of Directors shall be appointed by the Developer. When Lot Owners other than the Developer own all of the Lots which will ultimately be operated by the Association, the Lot Owners other than the Developer shall be entitled to elect, in a manner to be provided in the Bylaws, not less than two thirds of the members of the Board of Directors. Lot Owners other than the Developer shall be entitled to elect, in a manner to be provided in the Bylaws, not less than all of members of the Board of Directors three (3) years after sales by the Developer have been closed on all Lots.

The names and addresses of the members of the first Board of Directors who, subject to the provisions of the laws of Florida, these Articles of Incorporation and the Bylaws, shall hold office for the first year of the Association's corporate existence, and thereafter until their successors are elected and have qualified, are as follows:

James S. Stevens, Jr.  
733 Harts Road East  
Yulee, FL 32097

Jana E. Goodwin  
216A St. Johns Avenue  
Palatka, FL 32178-1863

Robert C. Stevens  
729 Parish Street  
Uhrichsville, OH 44683

**ARTICLE IX**  
**INCORPORATORS**

The Incorporator under these Articles of Incorporation and his respective address, is set forth below:

Marshall E. Wood, Esquire  
303 Centre Street, Suite 100  
Fernandina Beach, FL 32034

**ARTICLE X**  
**BYLAWS**

The original Bylaws of the Association shall be adopted by a majority vote of the Board of Directors of the Association at a meeting at which a majority of the Board of Directors is present, and, thereafter, the Bylaws may be altered or rescinded only by

affirmative vote of two-thirds (2/3) of the votes entitled to be cast by members of the Association.

**ARTICLE XI**  
**INDEMNIFICATION**

Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or officer of the Association, whether or not he is a Director or officer at the time such expenses are incurred, except in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his 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, the indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interests of the 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.

**ARTICLE XII**  
**AMENDMENT TO ARTICLES**


An amendment or amendments to these Articles of Incorporation may be proposed by the Board of Directors of the Association acting upon a vote of the majority of the Directors, or by the members of the Association owning a majority of the Lots in the Association, whether meeting as members or by instrument in writing signed by them. Upon any amendment or amendments to these Articles of Incorporation being proposed by the Board of Directors or members, such proposed amendment or amendments shall be adopted by a Resolution of the Board of Directors setting forth the proposed amendment and directing that it be submitted to a vote at an annual or special meeting of the members. Such resolution shall be transmitted to the President of the Association or the acting chief-executive officer in the absence of the President, who shall thereupon call a special meeting of the members of the Association for a date not sooner than twenty (20) days nor later than sixty (60) days from the receipt by him of the Resolution containing the proposed amendment or amendments, and 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 ten (10) days nor more than thirty (30) days before the date set for such meeting. If mailed, such notice shall be

deemed to be properly given when deposited in the United States mail, addressed to the member at his Post Office address as it appears on the records of the Association, with postage thereon prepaid. Any member may, by written waiver of notice signed by such member, waive such notice, and such waiver when filed in the records of the Association, whether before, during or after the holding of the meeting, shall be deemed equivalent to the giving of such notice to such member. At such meeting the amendment or amendments proposed must be approved by an affirmative vote of the members owning not less than two-thirds of the Lots in the Association in order for such amendment or amendments to become effective. Thereupon, such amendment or amendments of these Articles of Incorporation shall be transcribed and certified in such form as may be necessary to file the same in the office of the Secretary of State of the State of Florida.

**ARTICLE XIII**  
**DISSOLUTION OF THE ASSOCIATION**


The Association may be dissolved in accordance with the provisions of Article V hereof. In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the Surface Water or Stormwater Management System must be transferred to and accepted by an entity which would comply with Section 40C-42.027, Florida Administrative Code, and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

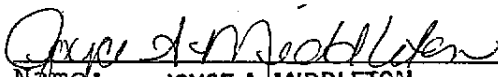
IN WITNESS WHEREOF, the Incorporator hereof has hereunto set his hand and seal this 6<sup>TH</sup> day of May, 1998.

  
\_\_\_\_\_  
MARSHALL E. WOOD  
Incorporator

STATE OF FLORIDA  
COUNTY OF NASSAU

The foregoing instrument was acknowledged before me this 6<sup>TH</sup> day of May, 1998, by MARSHALL E. WOOD, who  is personally known to me or  produced \_\_\_\_\_ as identification.

 JOYCE A MIDDLETON  
My Commission CC483491  
Expires Aug. 19, 1999  
Bonded by HAI  
800-422-1555

  
\_\_\_\_\_  
Name: JOYCE A. MIDDLETON  
Notary Public, State of Florida  
My Commission Expires:




**CERTIFICATE OF DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

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IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

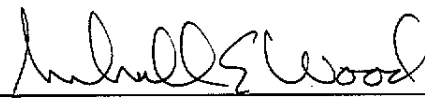
STEVENS PLACE OWNERS ASSOCIATION, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS AT 733 HARTS ROAD EAST, YULEE, FLORIDA 32097, STATE OF FLORIDA, HAS NAMED MARSHALL E. WOOD, ESQ., LOCATED AT 303 CENTRE STREET, SUITE, 100, FERNANDINA BEACH, FLORIDA 32034, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

STEVENS PLACE OWNERS  
ASSOCIATION, INC.

By:   
Marshall E. Wood  
Incorporator

DATED: May 6, 1998

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

  
MARSHALL E. WOOD  
Resident Agent

DATED: May 6, 1998

**FILED**  
98 MAY -8 AM 10:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA