

LAW OFFICE OF
KENNETH D. HAGLER, P. A.
ATTORNEY AT LAW
FIVE PALM ROW
POST OFFICE BOX 4365
ST. AUGUSTINE, FLORIDA 32085-4365

KENNETH D. HAGLER

TELEPHONE (904) 824-7700
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***122.50 ***122.50

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

RE: THE CEDARS AT MATANZAS RIVER CONDOMINIUM ASSOCIATION,
INC.

Dear Sir/Madam:

Enclosed are original Articles of Incorporation for the above referenced corporation. I enclose a check in the sum of \$122.50 for fees to incorporate this entity.

I have also enclosed a copy of the original Articles of Incorporation. Please file stamp them and return them to me along with your certificate of incorporation

If you have any questions, please call me at (904) 824-7700. Thank you for your assistance.

Very truly yours,

Kenneth D. Hagler (dhp)

Kenneth D. Hagler

KDH/dhp

Enclosures

Kenneth GAVE
AUTHORIZATION BY PHONE TO
CORRECT name
DATE 7/13/98
DOC. EXAM m

FILED
98 JUL 13 PM 12: 08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

m 7/15/98

ARTICLES OF INCORPORATION

FILED

98 JUL 13 PM 12:08

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE CEDARS AT MATANZAS RIVER CONDOMINIUM
ASSOCIATION, INC., a Florida non-profit corporation

We, the undersigned, being desirous of forming a corporation not for profit, do hereby associate ourselves into a corporation 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:

THE CEDARS AT MATANZAS RIVER CONDOMINIUM ASSOCIATION, INC., a Florida non-profit corporation, (hereinafter referred to as the "Association").

ARTICLE II. PURPOSE

The purposes and object of the Association shall be to administer the operation and management of THE CEDARS AT MATANZAS RIVER, a condominium, hereinafter the "Condominium" which may be established in accordance with the Florida Condominium Act, Chapter 718, Florida Statutes ("Condominium Act"), upon any portion of that certain real property in St. Johns County, Florida, as described on Exhibit A attached hereto and incorporated herein by reference which O.C.P. Development Corporation, Inc., a Florida corporation, its successors or assigns (the "Developer") may designate to be administered by the Association. Such designation shall be evidenced by recording, as part of the declaration of condominium, these Articles of Incorporation and By-Laws of this Association as the Association responsible for administration of such condominium. Nothing contained herein shall require that this Association be designated by Developer to operate any such condominium, unless and until so designated by Developer.

The Association shall undertake and perform all acts and duties incident to the operation and management of the Condominium in accordance with the terms, provisions, and conditions of these Articles of Incorporation, the By-Laws of the Association and the Declaration of the Condominium (the "Declaration") which will be recorded in the public records of St. Johns County, Florida.

ARTICLE III. POWERS

The Association shall have the following powers:

A. All of the powers and privileges granted to corporations not for profit under the laws of the State of Florida and under the Condominium Act, and the Declaration of Condominium.

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 Units, Common Element and, Limited Common Elements of the Condominium as such terms are defined in the Declaration.

2. Own, operate, lease, sell, manage, and otherwise deal with such real and personal property as may be necessary or convenient for the administration of the Condominium.

3. Levy and collect assessments against members of the Association to defray the Common Expenses of the Condominium including the right to levy and collect assessments for the purpose of acquiring, owning, holding, operating, leasing, encumbering, selling, conveying, exchanging, managing and otherwise dealing with the Condominium Property, including Units, which may be necessary or convenient in the operation and management of the Condominium and in accomplishing the purposes set forth in the Declaration.

4. Maintain, repair, replace, operate and manage the Condominium Property, and any property owned by the Association, including the right to reconstruct improvements after casualty and to further improve and add to the Condominium Property and other property owned by the Association.

5. Contract for the management of the Condominium 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 By-Laws, and the Condominium Act.

6. Enforce the provisions of these Articles of Incorporation, the Declarations, the By-Laws, and all rules and regulations governing use of the Condominium which may hereafter be established.

ARTICLE IV. QUALIFICATION OF MEMBERS & VOTING

The qualifications of members, manner of their admission to and termination of membership, and voting by members shall be as specified in the By-Laws.

ARTICLE V. TERM OF EXISTENCE

The Association shall have perpetual existence.

ARTICLE VI. OFFICE

The principal office of the Association shall be located at 5 Palm Row, St. Augustine, St. Johns County, Florida, or such other place as the Board of Directors may designate.

ARTICLE VII. BOARD OF DIRECTORS

A. The business affairs of this Association shall be managed by the Board of Directors. The number of members of the first Board of Directors shall be three.

B. Subject to the Declaration of Condominium, the Board of Directors shall be elected by the Members of the Association from among the membership at the annual membership meeting as provided in the By-Laws; provide, however, that the Developer shall have the right to elect all of the Directors on the Board subject to the following:

1. When Unit owners other than the Developer own fifteen percent (15%) or more of all the Units in the Condominium that ultimately will be operated by the Association, the Unit owners other than the Developer shall be entitled to elect one-third (1/3) of the members of the Board of Directors.

2. Unit owners other than the Developer shall be entitled to elect a majority of the Members of the Board of Directors upon the first to occur of the following:

(a) Three years after fifty percent of all of the Units in the Condominium that will be operated ultimately by the Association have been conveyed to purchasers;

(b) Three months after ninety percent of all of the Units in the Condominium that will be operated ultimately by the

Association have been conveyed to purchasers;

(c) When all the Units in the Condominium that will be operated ultimately by the Association have been completed some of them have been conveyed to purchasers, and none of the others are being offered for sale by the Developer in the ordinary course of business;

(d) When some of the Units have been conveyed to purchasers and none of the others are being constructed or offered for sale by the Developer in the ordinary course of business; or

(e) Seven years after recordation of the Declaration of Condominium, whichever occurs first.

3. The Developer is entitled to elect at least one member of the Board of Directors of the Association as long as the Developer holds for sale in the ordinary course of business at least five percent of all of the Units in the Condominium ultimately to be operated by the Association. Following the time the Developer relinquishes control of the Association, the Developer may exercise the right to vote any developer-owned units in the same manner as any other Unit Owner except for purposes of reacquiring control of the Association or selecting the majority members of the Board of Directors.

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

<u>Director</u>	<u>Address</u>
A. Frank Phillips	20 Contera Drive St. Augustine, FL 32084
Harold C. Pabst	1146 San Jose Forest St. Augustine, FL 32084
William J. Morse	947 Lew Blvd. St. Augustine, FL 32084

ARTICLE VIII. OFFICERS

A. The officers of the Association shall be a President, one or more Vice Presidents, 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.

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

<u>Officer</u>	<u>Name</u>
President	C. Frank Riggle
Vice President	A. Frank Phillips
Secretary	Harold C. Pabst
Treasurer	Darrell G. Smith

ARTICLE IX. BY-LAWS

The Board of Directors shall adopt by a majority vote the original By-Laws of the Association.

ARTICLE X. AMENDMENT OF ARTICLES OF INCORPORATION

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 of the Association in the absence of the President, shall thereupon call a meeting of the members of the Association to consider the proposed amendment. Each Member shall be given 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. Such notice shall be deemed 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. At such meeting, the amendment or amendments proposed must be approved by an affirmative vote of a majority of the votes cast by Members. If so approved, a certified copy of the said amendment or amendments shall be filed in the Office of the Secretary of State of the State of Florida and recorded in the public records of St. Johns County, Florida.

ARTICLE XI. INDEMNITY

Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorneys' 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 where 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. NON-PROFIT STATUS

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

ARTICLE XIII. SUBSCRIBERS

The names and addresses of the incorporators to these Articles are:

A. Frank Phillips	20 Contera Drive St. Augustine, FL 32084
Harold C. Pabst	1146 San Jose Forest St. Augustine, FL 32084
William J. Morse	947 Lew Blvd. St. Augustine, FL 32084

ARTICLE XIV. DESIGNATION OF RESIDENT AGENT

The street address of the registered office of the corporation is 5 Palm Row, St. Augustine, Florida 32084, and the name of its initial Registered Agent at such address is Kenneth D. Hagler, Esquire, until changed as provided by law without amendment of these Articles.

ARTICLE XV. PRINCIPAL ADDRESS

The initial street address of the principal office of this corporation in the State of Florida is 5 Palm Row, St. Augustine, Florida 32084, St. Augustine, Florida 32084.

IN WITNESS WHEREOF, we, the undersigned subscribed incorporators, have hereunto set our hands and seals this 20th day of March, 1998, for the purpose of forming this corporation not for profit under the laws of the State of Florida.



A. FRANK PHILLIPS


HAROLD C. PABST


WILLIAM J. MORSE

STATE OF FLORIDA
COUNTY OF ST. JOHNS


The foregoing ARTICLES OF INCORPORATION was acknowledged before me this 20 day of March, 1998, by A. FRANK PHILLIPS, a subscriber.


Tracy L. Stafford, Notary Public
State of Florida
My Commission Expires:

STATE OF FLORIDA
COUNTY OF ST. JOHNS



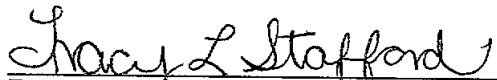
The foregoing ARTICLES OF INCORPORATION was acknowledged before me this 20 day of March, 1998, by HAROLD C. PABST, a subscriber.

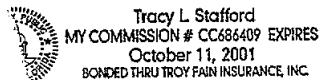

Tracy L. Stafford, Notary Public
State of Florida
My Commission Expires:

STATE OF FLORIDA
COUNTY OF ST. JOHNS



The foregoing ARTICLES OF INCORPORATION was acknowledged before me this 20 day of March, 1998, by WILLIAM J. MORSE, a subscriber.


Tracy L. Stafford, Notary Public
State of Florida
My Commission Expires:



I, KENNETH D. HAGLER, hereby accept the designation of Resident Agent of THE CEDARS AT MATANZAS RIVER for service of CONDOMINIUM ASSOCIATION, INC. process.

Kenneth D. Hagler
KENNETH D. HAGLER

STATE OF FLORIDA
COUNTY OF ST. JOHNS

The foregoing acceptance of registered agent was acknowledged before me this 20th day of March, 1998, by KENNETH D. HAGLER, who is personally known to me.

Tracy L. Stafford
Tracy L. Stafford, Notary Public
State of Florida
My Commission Expires:



Tracy L. Stafford
MY COMMISSION # CC686409 EXPIRES
October 11, 2001
BONDED THRU TROY FAIN INSURANCE, INC.

FILED
98 JUL 13 PM 12: 08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA