

N98000005902

TRANSMITTAL LETTER

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

100002663361--9
-10/14/98--01035--018
****131.25 ****87.50

SUBJECT: St. James Golf Club Homeowners Association, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Sally Larson
Name (Printed or typed)

251A Royal Palm Way, Suite 300
Address

Palm Beach, FL 33480
City, State & Zip

561-659-5400
Daytime Telephone number

FILED
98 OCT 15 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*Called Sally
sending replacement
page of directors*

*DMC
10/14/98*

Please return as soon as possible using enclosed FedEx label.
Thank you *Sally Larson*

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF
ST. JAMES GOLF CLUB HOMEOWNERS ASSOCIATION, INC.

FILED

98 OCT 15 PM 3:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation is St. James Golf Club Homeowners Association, Inc.

ARTICLE II. PRINCIPAL OFFICE

The address of the principal office of this corporation shall be 251A Royal Palm Way, Suite 300, Palm Beach, Florida 33480 and the mailing address of the corporation shall be the same.

ARTICLE III. PURPOSE OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for operation, maintenance and preservation of the Common Area, including, but not limited to all improvements constructed within that certain real property described in the Declaration, the surface water management system as permitted by the SFWMD, including lakes, retention/detention areas, mitigation areas, culverts and related appurtenances, and improvements thereon, within that certain real property (and any additions thereto) described in the Declaration, to promote the health, safety and welfare of the members of the Association and to provide other services and facilities for the members, as determined by the Board of Directors.

ARTICLE IV. MANNER OF ELECTION OF DIRECTORS

The affairs of this Association shall be managed by a Board of Directors consisting of not less than three (3) nor more than nine (9) persons who, prior to turnover, need not be members of the Association. The first Board shall consist of three (3) members. Thereafter the number of Directors may be increased to a maximum of nine (9) by a majority vote of the Board of Directors.

The first election of Directors shall be held when class B membership ceases as provided in ARTICLE VII hereof at a meeting of the members called for that purpose. Unless increased by the Board, three (3) Directors shall be elected at this first election to serve until the next annual members' meeting. At the said next annual meeting, one-third (1/3) of the Board of Directors shall be elected for a one (1) year term, one-third (1/3) for a two (2) year term and one-third (1/3) for a three (3) year term. If the number of Board members is not evenly divisible by three, (3), a smaller number of three (3) year term Directors shall be elected. The length of term for which a nominee is elected at this annual meeting shall be determined by the number of votes each nominee receives. The nominee(s) receiving the most votes shall serve the three (3) year term(s), the next highest shall serve the two (2) year term(s) and the next highest the one (1) years term(s).

At each annual meeting thereafter a number of Directors equal to that of those whose terms have expired shall be elected for the term of three (3) years. At the expiration of any term of three (3) years, any Director may be re-elected.

The Directors named in these Articles shall serve until the first election of Directors, and any vacancies in their number occurring before the first election shall be filled by the Class "B" Member. The Class B Member shall have the right to remove and replace Directors until the first election of Directors. The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Paul Rhodes	251A Royal Palm Way, Suite 300 Palm Beach, FL 33480
Martin A. List	138 North County Road Palm Beach, FL 33480
Sally Larson	251A Royal Palm Way, Suite 300 Palm Beach, FL 33480

ARTICLE V. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 251A Royal Palm Way, Suite 300, Palm Beach, Florida 33480, and the name of the initial registered agent of the corporation at that address is Sally Larson.

ARTICLE VII. INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is Martin List, 138 North County Road, Palm Beach, FL 33480

IN WITNESS WHEREOF, I, have hereunto set my hand and seal this 13TH day of October, 1998.

INCORPORATOR

[Signature]

STATE OF FLORIDA
COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Martin List, to me well known and known to me to be the person who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes there in set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 13TH day of October, 1998.



SALLY A. LARSON
COMMISSION # CC 685772
EXPIRES OCT 28, 2001
BONDED THRU
ATLANTIC BONDING CO. INC.

Sally A. Larson
NOTARY PUBLIC, STATE OF FLORIDA
Sally A. Larson

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.

Sally Larson
Sally Larson

10/13/98
Date

FILED
98 OCT 15 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA