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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Industrial South Owners Association

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<input type="checkbox"/>	Amendment
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ARTICLES OF INCORPORATION
OF
INDUSTRIAL SOUTH OWNERS ASSOCIATION, INC.

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned hereby files these Articles of Incorporation to form a corporation not-for-profit.

ARTICLE I

NAME OF ASSOCIATION

The name of the corporation is INDUSTRIAL SOUTH OWNERS ASSOCIATION, INC., hereinafter referred to as the "Association." Its principal office shall be located at 2050 Forbes Street, Jacksonville, Florida 32204, or at such other place as the Board of Directors may designate from time to time.

ARTICLE II

INDUSTRIAL SOUTH

The Association is established to serve the purposes herein described in relation to the land which is more fully described in the Protective Covenants of Industrial South which have been recorded in the current public records of Duval County, Florida in Official Records Volume 8522, Pages 425 - 437, (the "Declaration") by Florida Solutions, Inc. (the "Developer" and the "Declarant"). All of said land is herein referred to as "Industrial South."

ARTICLE III

PURPOSE AND POWERS

A. The Association does not contemplate pecuniary gain or profit to its Members. The specific purposes for which the Association is formed are:

1. To provide for the ownership, maintenance, preservation, and improvement of the Association Lands (as defined in the Declaration) located within Industrial South.

2. To operate, maintain and manage the Master Drainage System in a manner consistent with the St. Johns River Water Management District ("District") permit No. 4-031-0432, requirements and applicable District rules.
3. To exercise such powers as are transferred to the Association by Developer pursuant to Article 21 of the Declaration.
4. To provide for the betterment and welfare of Industrial South; and

B. The Association shall:

1. Exercise all of the powers and privileges and perform all of the duties set forth in the Declaration which are transferred to or imposed on the Association by written instrument recorded in the public records of Duval County, Florida.
2. Operate without profit for the sole and exclusive benefit of its Members.
3. Have and exercise any and all powers, rights and privileges of a not-for-profit corporation organized under the laws of the State of Florida.

ARTICLE IV

MEMBERSHIP

Every person which is an "Owner" of any "Building Site" (as such terms are defined in the Declaration), including the Developer, located within Industrial South shall be a Member of the Association. Membership shall be appurtenant to and may not be separated from ownership of a Building Site.

ARTICLE V

VOTING RIGHTS

A. Voting rights shall be allocated among the Members of the Association in the manner specified in Paragraphs 13(b) and 21 of the Declaration, and the Bylaws of this Association.

Each Member shall be entitled to that number of votes which is equal to (i) the total number of acres (rounded to the nearest 1/100th of an acre) in that Member's Building Site divided by (ii) the Total Building Site Acreage. As used herein, the term

and the assent given in writing and signed by not less than 75% of the voting interests plus the assent of the Developer if the Developer still owns a Building Site within Industrial South. In the event of dissolution, the responsibility for the operation and maintenance of the Master Drainage 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 District prior to such dissolution. Subject to the terms of the previous sentence, upon dissolution of the Association, other than incident to such 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 this Association was created. In the event that such dedication is not accepted by any appropriate public agency, such assets shall be granted, conveyed, and assigned to any not-for-profit corporation, association, trust, or other organization to be devoted to such similar purposes.

ARTICLE VIII

DURATION

The Association shall exist perpetually.

ARTICLE IX

AMENDMENTS

Amendment of these Articles shall be permitted. Provided, however, no such amendment may be inconsistent or in conflict with the terms of the Declaration as the same may be amended from time to time as provided therein. Such amendments shall require the assent of 75% of the voting interests, plus the assent of the Developer if the Developer still owns a Building Site in Industrial South.

ARTICLE X

OFFICERS

A. The officers of the Association shall be a President, Vice President, Secretary and Treasurer and such other officers as the Board may from time to time by resolution create. Officers shall be elected for a one (1) year term, and may be removed with or without cause, in accordance with the procedures set forth in the Bylaws.

B. The officers of this Association who shall serve until the first election of their successors are as follows:

President and Treasurer Sam W. Rodante
Vice President Scott M. Dixon
Secretary Carlton Dixon

ARTICLE XI

BYLAWS

The Board of Directors shall adopt Bylaws consistent with these Articles and the Declaration.

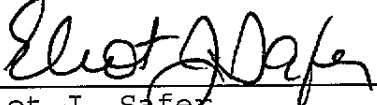
ARTICLE XII

INCORPORATOR

The name and address of the sole incorporator of the corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Eliot J. Safer	4925 Beach Boulevard Jacksonville, FL 32207

I, THE UNDERSIGNED, being the sole original incorporator hereinbefore named for the purpose of forming a not-for-profit corporation to do business both within and without the State of Florida, do make, subscribe, acknowledge, and file these articles, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set my hand and seal this 6th day of March, 2000.



Eliot J. Safer

"Total Building Site Acreage" means the total number of acres of land within Industrial South, excluding therefrom all land that is:

1. Owned by the Association; or
2. Contained within the Master Drainage System; or
3. Within dedicated street rights-of-way.

The Total Building Site Acreage consists of 36.19 acres.

B. When more than one person holds an interest in any Building Site other than as security for the performance of an obligation, all such persons shall be Members. The vote for each Building Site shall be exercised as all Owners thereof determine, but in no event shall more than one ballot be cast for any Building Site. If Owners of a given Building Site attempt to cast more than one ballot, all of same shall be disregarded.

ARTICLE VI

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of three (3) Directors until the first annual meeting of the Members in March, 2000, and thereafter by a Board of five (5) Directors, such Board to be selected as provided in the Bylaws. The names and addresses of the persons who shall act as Directors until the election or appointment of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
Sam W. Rodante	2050 Forbes Street Jacksonville, FL 32204
Carlton Dixon	900 University Blvd. N. Suite 102 Jacksonville, FL 32211
Scott M. Dixon	900 University Blvd. N. Suite 102 Jacksonville, FL 32211

ARTICLE VII

DISSOLUTION

The Association may only be dissolved, other than incident to a merger or consolidation with an organization having similar purposes, upon the termination of the provisions of the Declaration

ARTICLE XIII

REGISTERED AGENT

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 617.0501, Florida Statutes, the below-named not-for-profit 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:

INDUSTRIAL SOUTH OWNERS ASSOCIATION, INC.

2. The name and address of the registered agent and office are:

Eliot J. Safer
4925 Beach Boulevard
Jacksonville, FL 32207

BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED NOT-FOR-PROFIT 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: _____

Eliot J. Safer
Eliot J. Safer

DATE: _____

March 6, 2000

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TALLAHASSEE, FLORIDA