

ARTICLES OF INCORPORATION
OF
SALT RUN II CONDOMINIUM
ASSOCIATION, INC.
(A corporation not for profit)

FILED
OCT 19 12 31 PM '01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
OFF REC 512 PALL 811

We, the undersigned, being desirous of forming a corporation not for profit under the provisions of Chapter 617, Florida Statutes, do hereby agree to the following Articles of Incorporation:

ARTICLE I - Name

The name of this corporation is Salt Run II Condominium Association, Inc. (herein referred to as the "Association").

ARTICLE II - Location

The location of this Association shall be at 405 Flagler Boulevard, St. Augustine, Florida 32084 or at such other place or places as the Board of Directors may designate.

ARTICLE III - Purposes

The purposes and objects of the Association shall be to administer the operation and management of Salt Run II Condominium (the "Condominium"), established pursuant to Chapter 718, Florida Statutes (the "Condominium Act"), located in St. Johns County, Florida and described in the Declaration of Condominium of Salt Run II Condominium (the "Declaration") and to undertake and perform all acts and duties incident to the administration, operation and management of the Condominium in accordance with the terms, provisions, conditions and authorizations contained herein and in the Declaration; and to 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. The Association shall be conducted as a non-profit organization for the benefit of its members.

ARTICLE IV - Powers

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The Association shall have all of the powers and privileges granted to a corporation not for profit under the laws of Florida pursuant to which this Association is chartered, all of the powers and duties set forth in the Condominium Act and the Declaration of Condominium, and all other powers reasonably necessary to effectuate the purposes of the Association set out herein, together with, but not limited to, the following powers:

1. To make and establish rules and regulations governing the use and activities of the Condominium.
2. To levy and collect assessments against members of the Association in accordance with the terms of the Declaration of Condominium and such By-Laws of this Association as may be adopted, including the right to use the proceeds of assessments to operate and manage the Condominium and for other purposes set forth in the Declaration of Condominium.
3. To make contracts and incur liabilities, borrow or lend money at such rates of interest as the Association may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises or income.
4. The purchase, lease, take by gift, devise or bequest or otherwise acquire, own, hold, improve, use or otherwise deal in and with real or personal property, or any interest therein.
5. To maintain, repair, replace, operate and manage the Condominium, and the real and personal property comprising it including the right to reconstruct improvements and replace personal property after damage by casualty and to make further improvement of the condominium property and to purchase replacements and additional property and improvements.
6. To enter into contracts for management, operation, insurance coverage, and maintenance of the Condominium Property.
7. To contract for the management and maintenance of the Condominium property and to authorize a management agent to assist the association in carrying out its powers and duties by performing such functions as the submission of proposals, collection of assessments, preparation of records, enforcement of rules and maintenance, repair and replacement of the common elements with

funds as shall be made available by the association for such purposes. The association and its officers shall, however, retain at all times the powers and duties granted by the condominium documents and the Condominium Act, including but not limited to the making of assessments, promulgation of rules and execution of contracts on behalf of the association.

8. To employ personnel to perform the services required for the operation of the Condominium.

9. To enforce the provisions of the Declaration of Condominium, these Articles of Incorporation, the By-Laws of the Association which may be hereafter adopted, and the rules and regulations governing the use of the Condominium as may be hereafter established.

10. To exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the Association pursuant to the Declaration of Condominium.

ARTICLE V - Qualification of Members

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

1. Members of the Association shall consist of all of the owners of condominium dwelling units in the Condominium, and no other persons or entities shall be entitled to membership.

2. A person shall become a member by the acquisition of a fee ownership interest in a dwelling unit in the Condominium, whether by conveyance, devise, judicial decree or otherwise. The membership of any person shall be automatically terminated upon his being divested of his title to or interest in the dwelling unit. Transfer of membership shall be recognized by the Association upon its being provided with a certified copy of the recorded deed conveying title to a dwelling unit to the new member. If a corporation is the recorded owner of a dwelling unit, the corporation shall designate one officer or director as the member.

3. Except as an appurtenance to his dwelling unit, no member can assign, hypothecate or transfer in any manner, his membership in the Association or his interest in the funds and assets of the Association. The funds and assets of the Association shall belong solely to the Association subject to the limitation that the same be expended, held or used for the benefit of the membership and for the purposes authorized herein, in the Declaration of Condominium, and in the By-Laws which may be hereafter adopted.

4. On all matters on which the membership shall be entitled to vote, there shall be only one vote for each condominium parcel in the Condominium. A vote may be exercised or cast by the owner or owners of each condominium parcel in such manner as may be provided in the By-Laws hereafter adopted by the Association.

ARTICLE VI - Term of Existence

This Association is to exist perpetually.

ARTICLE VII - Officers

1. The officers of the Association shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers, including a General Manager, as may be desirable or necessary as determined by the Board of Directors.

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

<u>OFFICERS</u>	<u>NAME</u>
President	David A. Blue
Vice President & Treasurer	Dewey G. Albertson, Jr.
Secretary	Claudia Sue Turner

3. The officers shall be elected by the Board of Directors at their annual meeting as provided in the By-Laws. Any vacancies in any office shall be filled by the Board of Directors at any meeting duly held.

ARTICLE VIII - Board of Directors

1. The business affairs of this Association shall be managed by the Board of Directors. There shall be three (3) directors initially. The number of directors may be increased or decreased from time to time as provided by the By-Laws but shall never be less than three (3) nor greater than seven (7).

2. Each director shall be a member of the Association; provided, however, that until the first meeting of the membership of the Association as provided in the By-Laws, directors need not be members of the Association.

3. 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. Vacancies on the Board may be filled by the remaining directors at any duly called meeting.

4. The names and addresses of the persons who are to serve as directors until their successors are chosen are:

David A. Blue	1436 LeBaron Avenue Jacksonville, Florida 32207
Dewey G. Albertson, Jr.	1436 LeBaron Avenue Jacksonville, Florida 32207
Claudia Sue Turner	1436 LeBaron Avenue Jacksonville, Florida 32207

ARTICLE IX - By-Laws

1. The Board of Directors of this Association may provide such By-Laws for the conduct of its business and the carrying out of its purposes as it may deem necessary from time to time.

2. The By-Laws may be amended, altered or rescinded upon the proposal of a majority of the Board of Directors and approval in person or in writing of the members of the Association holding a majority of votes present at a regular or special meeting of the members, the notice of which shall state that such proposal is to be voted upon at the meeting.

ARTICLE X - Amendments

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These Articles of Incorporation may be amended as

follows:

1. Amendments shall be proposed by the Board of Directors of the Association acting upon a vote of a majority of the directors.
2. Such proposed amendments shall become effective when approved by an affirmative vote of members owning at least 75% of the votes. The membership shall vote on the proposed amendments at any regular or specially called meeting for such purpose, the notice of which shall describe the amendment or amendments being proposed. Votes may be in person or by written proxy.

ARTICLE XI - Non-profit Status

1. No part of the net earnings of the Association shall inure to the benefit of any individual or member.
2. The Association shall not carry on propaganda, or otherwise act to influence legislation.

ARTICLE XII - Indemnity

Every director and every other 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 by a court of competent jurisdiction to be guilty of willful misfeasance or malfeasance in the performance of his duties. 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 XIII - Subscribers

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The names and addresses of the subscribers to these

Articles are:

David A. Blue	1436 LeBaron Avenue Jacksonville, Florida 32207
Dewey G. Albertson, Jr.	1436 LeBaron Avenue Jacksonville, Florida 32207
Claudia Sue Turner	1436 LeBaron Avenue Jacksonville, Florida 32207

IN WITNESS WHEREOF, we, the undersigned subscribing incorporators, have hereunto set our hands and seals this 16 day of OCTOBER 1981, for the purpose of forming this corporation not for profit under the laws of the State of Florida.

[Signature] (SEAL)
[Signature] (SEAL)
[Signature] (SEAL)

STATE OF FLORIDA
COUNTY OF DUVAL

BEFORE ME, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared David A. Blue, Dewey G. Albertson, Jr., and Claudia Sue Turner to me known to be the persons described in as subscribers in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed and subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 16 day of OCTOBER, 1981.

[Signature]
Notary Public, State of Florida
at Large.
My commission expires: _____

Notary Public, State of Florida at Large
My Commission Expires Oct. 21, 1983

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REGISTERED AGENT CERTIFICATE


Salt Run II Condominium Association, Inc., a corporation duly organized and existing under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of St. Augustine, County of St. Johns, State of Florida, has named Charles E. Commander III, located at 2000 Independent Square, Jacksonville, Florida 32202, as its agent to accept service of process within this state.

OFFICERS:

President	David A. Blue 1436 LeBaron Avenue Jacksonville, Florida 32207
Vice President & Treasurer	Dewey G. Albertson, Jr. 1436 LeBaron Avenue Jacksonville, Florida 32207
Secretary	Claudia Sue Turner 1436 LeBaron Avenue Jacksonville, Florida 32207

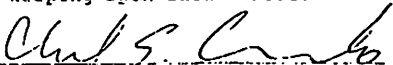
DIRECTORS:

David A. Blue
Dewey G. Albertson, Jr.
Claudia Sue Turner

By 
Corporate Officer

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provision of Florida Statutes relative to keeping open said office.


Registered Agent