

**ARTICLES OF INCORPORATION
OF
SEASIDE AT ANASTASIA
OWNERS ASSOCIATION, INC.**

THE UNDERSIGNED, hereby associate themselves for the purpose of forming a corporation not for profit, under and pursuant to Chapter 617, Florida Statutes, and do certify as follows:

ARTICLE I

Name

The name of this corporation is:

SEASIDE AT ANASTASIA OWNERS ASSOCIATION, INC.

The corporation is sometimes referred to herein as the "Association."

ARTICLE II

Purposes

This corporation is organized to operate and manage the affairs and property of Seaside at Anastasia, a condominium established in accordance with Chapter 718, Florida Statutes, upon real property situate, lying and being in St. Johns County, Florida, hereinafter referred to as the Condominium; to perform and carry out the acts and duties incident to the administration, operation and management of the Condominium in accordance with the terms, provisions and conditions contained in these Articles of Incorporation, in the Declaration of Condominium of the Condominium and any amendments thereto, which will be recorded among the Public Records of St. Johns County, Florida; and to own, operate, lease, sell, trade and otherwise deal with such property, whether real or personal, as may be necessary or convenient in the administration of the Condominium.

The terms used herein shall have the same meaning attributed to them in Chapter 718, Florida Statutes, as amended, and in the Declaration of Condominium.

ARTICLE III

Powers

The Association shall have all of the powers of a corporation not for profit existing under the laws of the State of Florida, and all the powers now or hereafter granted to condominium associations by the Condominium Act, Chapter 718, Florida Statutes, as amended, and all the powers reasonably necessary to implement the powers of the Association, which powers shall include, but are not

limited to, the following

- A. To make, establish and enforce reasonable rules and regulations governing the use of the Condominium property;
- B. To make and collect assessments against Owners of Condominium Parcels to provide the funds to pay for Common Expenses as provided for in the condominium documents and the Condominium Act, and to use and expend the proceeds of assessments in the exercise of the powers and duties of the Association;
- C. To maintain, repair, replace and operate those portions of the Condominium Property that the Association has the duty or right to maintain, repair, replace and operate under and subject to the condominium documents and the Condominium Act, including the surface water or storm water management system(s) in a manner consistent with permits issued by the St. Johns Water Management District ("SJWMD") and SJWMD rules;
- D. 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 which 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;
- E. To employ personnel to perform the services required for property operation of the Condominium;
- F. To purchase insurance upon the Condominium Property for the protection of the Association and its members pursuant and subject to the Condominium Act;
- G. To reconstruct improvements constructed on the real property submitted to Condominium Ownership after casualty or other loss;
- H. To make additional improvements on and to the Condominium Property;
- I. To enforce by legal action the provisions of the condominium documents;
- J. To acquire by purchase or otherwise Condominium parcels in Seaside at Anastasia, a Condominium.

ARTICLE IV

Members

1. Composition

The members of the Association shall consist of:

- A. Unit Owners owning a vested present interest in the fee title to any Condominium Parcel forming a part of Seaside at Anastasia, a Condominium, which interest is

evidenced by a duly recorded instrument in the Official Records of St. Johns County, Florida, and after the termination of the Condominium shall consist of those persons who are members at the time of such termination; and

- B. The first Board of Directors named in these Articles of Incorporation shall also be deemed members of the Association for so long as they continue to serve as Directors. Those individuals shall serve as Directors until the first annual meeting of unit owners, at which time they may be re-elected or replaced by vote in accordance with the By-Laws of the Association. In the event any Director named in these Articles of Incorporation should for any reason be unwilling or unable to serve as an active member of the Association, the remaining Directors shall select a successor member to serve in his place and stead, in accordance with the provisions of the By-Laws of the Association.

2. Voting Members:

Each Condominium Parcel shall be entitled to one (1) vote, which vote shall be exercised by the Unit Owner designated by the Owner or Owners of a majority interest in a single Condominium Parcel to cast the vote appurtenant to the Condominium Parcel. The designation of voting members shall be perfected in the manner provided in the Declaration of Condominium.

3. Assignment:

- A. Neither the share of a member in the funds and assets of the Association, nor membership in this Association may be assigned, hypothecated or transferred in any manner except as an appurtenance to a Condominium Parcel.
- B. The members of the Association shall be subject to all of the terms, conditions, restrictions and covenants contained in the Condominium Documents.

ARTICLE V

Term

This corporation shall exist perpetually or until dissolved as provided in the By-Laws or as provided by applicable law. In the event of dissolution of the Association, the responsibility for the operation and maintenance of the Common Elements, including the surface water and storm water management systems, must be transferred to and accepted by an entity which is approved by the Members and, in the case of storm water or surface water management systems, by the SJWMD. —

ARTICLE VI

Subscribers

The name and residence address of the incorporator to these Articles of Incorporation is as follows:

Alva C. Atkins

13080 Mandarin Road, Jacksonville, Florida 32223.

ARTICLE VII
Board of Directors

The business of the corporation shall be conducted by a Board of Directors consisting of not less than three (3) nor more than five (5) directors. The Board of Directors shall be elected annually by the members of the Association entitled to vote, in the manner set forth in the By-Laws. The names and addresses of the first Board of Directors who shall hold office until their successors are elected and have qualified are as follows:

Alva C. Atkins 13080 Mandarin Road, Jacksonville, Florida 32223
 Hussain A. Mashatt 6217 Eastwood Glen Place, Montgomery, AL 36117
 Steven C. Cupolo 701 A1A Beach Blvd., Suite A, St. Augustine Beach, FL. 32084

Notwithstanding any provision herein to the contrary, members other than the Developer shall be entitled to elect no less than one-third (1/3) of the members of the Board of Directors when members other than the Developer own fifteen percent (15%) or more of the Condominium Parcels that will be operated ultimately by the Association. Unit owners other than the Developer shall be entitled to elect not less than a majority of the members of the Board of Directors upon the first to occur of the following:

- A. Three years after 50% of the units that will be operated ultimately by the Association have been conveyed to purchasers; or
- B. Three (3) months after 90 percent of the units that will be operated ultimately by the Association have been conveyed to purchasers; or
- C. When all the units 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; or
- 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.

ARTICLE VIII

Officers

The affairs of the Association shall be managed by a President, Secretary and Treasurer. The officers of the Association shall be elected annually by the Board of Directors of the Association, in accordance with the provisions of the By-Laws of the Association. The names and addresses of the officers who are to serve until the first election of officers are:

President: Alva C. Atkins
 13080 Mandarin Road, Jacksonville, FL 32223
 Secretary/Treasurer: Steven C. Cupolo
 701 A1A Beach Blvd., Suite A, St. Augustine Beach, FL. 32084

ARTICLE IX**Indemnification**

Every director and every officer of the Association will 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, or any settlement thereof, 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, however, that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest 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 X**Amendment of Articles**

These Articles may be amended by an affirmative vote of three-fourths (3/4) of the Voting Members of the Association, unless otherwise provided herein.

ARTICLE XI**By-Laws**

The Association shall adopt By-Laws governing the conduct of the affairs of the Association. The Association shall have the right to alter, amend or rescind the By-Laws in accordance with the By-Laws and Chapters 607, 617 and 718, Florida Statutes, as amended.

ARTICLE XII**Principal Place of Business**

The principal place of business of this corporation shall be located at 13080 Mandarin Road, Jacksonville, Florida 32223 or at such other place or places as may be designated from time to time by the Board of Directors.

ARTICLE XIII**Resident Agent**

Alva C. Atkins , 13080 Mandarin Road, Jacksonville, Florida 32223 is appointed Resident Agent for service of process of this corporation, subject to the right of this corporation to change the Resident Agent in the manner provided by the laws of the State of Florida.

ACCEPTANCE BY REGISTERED AGENT

Alva C. Atkins, having been named as the registered agent in the foregoing Articles of Incorporation of Seaside at Anastasia Condominium Association, Inc. to accept service of process for the corporation at 13080 Mandarin Road, Jacksonville, Florida 32223, hereby agrees to act as the registered agent and comply with the law of the State of Florida relative to such position.

Alva C. Atkins

6-16-03

Alva C. Atkins

Date

IN WITNESS WHEREOF, the incorporator has hereunto set his hand and seal and caused these Articles of Incorporation to be executed this 16 day of June, 2003.

Alva C. Atkins

Alva C. Atkins

STATE OF FLORIDA,
COUNTY OF ST. JOHNS

I HEREBY CERTIFY that on this 16 day of June, 2003 before me, a Notary public duly authorized in the State and County named above to take acknowledgments, personally appeared Alva C. Atkins, to me known to be the person described in and who executed the foregoing ARTICLES OF INCORPORATION, and acknowledged before me that he executed the same for the uses and purposes therein expressed.

Roberta J. Halyburton
Notary Public, State of Florida

Name of Notary:
Commission Number:
My Commission Expires:



Roberta J. Halyburton
MY COMMISSION # DD083994 EXPIRES
January 25, 2006
BONDED THRU TROY FAIN INSURANCE INC.

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COPY

