



I certify that the attached is a true and correct copy of the Articles of Incorporation of COURTYARDS AT ATLANTIC BEACH CONDOMINIUM ASSOCIATION, INC., a corporation organized under the Laws of the State of Florida, filed on April 4, 1989, as shown by the records of this office.

The document number of this corporation is N31503.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
4th day of April, 1989.



CR2EO22 (8-83)

Jim Smith
Secretary of State

Exhibit "D"

OFFICIAL RECORDS

ARTICLES OF INCORPORATIONOFCOURTYARDS AT ATLANTIC BEACH CONDOMINIUM ASSOCIATION, INC. FLORIDAFILED
1990 APR -4 11:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation not for profit under Chapter 617 of the Florida Statutes (1987).

ARTICLE INAME, ADDRESS AND RESIDENT AGENT

Section 1. Name: The name of this corporation shall be COURTYARDS AT ATLANTIC BEACH CONDOMINIUM ASSOCIATION, INC. For convenience, the corporation shall be referred to in these Articles as the "Association".

Section 2. Address: The street address of the principal office of the Association is 1703 Challenger Court West, Atlantic Beach, Florida 32233.

Section 3. Resident Agent: The initial registered agent of the Association shall be RESIDENT AGENT CORPORATION OF PINELLAS COUNTY, and the registered office shall be at 980 Tyrone Boulevard North, St. Petersburg, Florida 33710.

ARTICLE IIPURPOSES AND POWERS

Section 1. Purposes: The Association is formed for the purpose of maintaining, operating and managing the various condominiums established from time to time under Chapter 718 of the Florida Statutes, located in Duval County, Florida, within the following described property:

SEE EXHIBIT "A" ATTACHED HERETO AND
MADE A PART HEREOF BY REFERENCE

The Association is formed for the purpose of undertaking all of the functions contained herein, in the various Declarations of Condominium governing the condominiums (hereinafter collectively referred to as the "Declarations"), and all functions allocated to such Association by Chapter 718 of the Florida Statutes, and Chapter 617 of the Florida Statutes, in accordance with the provisions of the various Declarations, the By-laws of this Association and these Articles.

Section 2. Powers: In furtherance of the purposes of the Association, the Association may:

A. exercise all of the powers and privileges and perform all of the duties and obligations of the Association as set forth in the Declarations, recorded in the Office of the Clerk of the Circuit Court, Duval County, Florida, as the same may be amended from time to time as therein provided, said Declarations being incorporated herein as if set forth at length;

B. fix, levy, collect and enforce payment by any lawful means, all charges and assessments pursuant to the terms of the Declarations; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

C. acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of

OFFICIAL RECORDS

real or personal property in connection with the affairs of the Association;

D. borrow money, and with the assent of one-half (1/2) of the voting interests of all Members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

E. exercise all of the common law and statutory powers of a corporation not for profit established to govern a Florida condominium; provided, however, that no action shall be taken which conflicts with the Declarations or Chapter 718, Florida Statutes, as it exists on the date hereof;

F. make and enforce reasonable rules and regulations governing the use of Units, Common Elements, Limited Common Elements and all property owned by the Association;

G. maintain, repair, replace and operate property over which the Association has full ownership or the right and power to maintain, replace and operate in accordance with these Articles, the Declarations, the By-laws for this Association, and Chapter 718 of the Florida Statutes;

H. reconstruct improvements as required in the Declarations;

I. enforce by legal means the provisions of the Declaration and the By-laws of this Association; and

J. participate in mergers and consolidations with other not for profit corporations organized for the same or similar purposes.

ARTICLE III
NON-PROFIT NATURE

The Association shall not exist or be operated for pecuniary profit, and no part of the net earnings of the Association or the net assets upon liquidation shall inure to the benefit of any Member. The Association may, however, reimburse its Members for actual expenses incurred for or in behalf of the Association, and may pay compensation in a reasonable amount to its Members for actual services rendered to the Association, as permitted by law.

ARTICLE IV
MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Unit within the condominium property described in the Declarations submitting portions of the property described in Exhibit "A" to condominium ownership shall be a Member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Unit within a condominium subject hereto.

ARTICLE V
TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE VI
SUBSCRIBERS

The name and residence address of each subscriber to these Articles of Incorporation is:

OFFICIAL RECORDS

JOEL B. GILES

980 Tyrone Boulevard
St. Petersburg, FL 33710ARTICLE VII
OFFICERS

Section 1. Officers: The affairs of the Association shall be managed by the President of the Association, assisted by one or several Vice Presidents, the Secretary and the Treasurer, and, if any, by the Assistant-Secretary and Assistant Treasurer, subject to the directions of the Board.

Section 2. Election and Qualification: The Board shall elect the President, a Vice President, a Secretary and a Treasurer within thirty (30) days of the annual meeting at which directors are elected and as many other Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board shall, from time to time, determine. The President shall be a director, but no other officer need be a director. The same person may hold two offices, the duties of which are not incompatible; provided, however, the office of President and a Vice President shall not be held by the same person, nor shall the office of President and Secretary or Assistant Secretary be held by the same person.

ARTICLE VIII
FIRST OFFICERS

The names of the officers who are to serve until the first election of officers by the Board are as follows:

President: Stuart M. Heagy
Vice President: Max S. Long, Jr.
Secretary/Treasurer: George L. Patterson

ARTICLE IX
BOARD OF DIRECTORS

Section 1. Initial Board: The number of directors serving on the initial Board shall be three (3).

Section 2. Initial Directors: The names and addresses of the persons who are to serve on the first Board are as follows:

STUART M. HEAGY	2325 Ulmerton Road Clearwater, FL 33520
MAX S. LONG, JR.	2325 Ulmerton Road Clearwater, FL 33520
GEORGE L. PATTERSON	2325 Ulmerton Road Clearwater, FL 33520

Section 3. Selection of Initial Board: Except as provided below, the Developer, WESTWAY PROPERTIES, LTD., its successors and assigns shall have the right to appoint, designate and elect or remove or replace the directors of the initial Board subject to the provisions of Section 718.301 of the Florida Statutes. When Members other than the Developer own fifteen percent (15%) or more of the Units to ultimately be operated by the Association, the Members other than the Developer shall be entitled to elect no less than one-third (1/3) of the directors. Within sixty (60) days after the Members are entitled to elect said directors, the Association shall call, and give not less than thirty (30) days nor more than forty (40) days notice of, a meeting of the Members for this purpose.

Section 4. Transfer of Control: Members other than the Developer shall be entitled to elect not less than a majority of the members of the Board of Directors of the Association, upon the first of the following events:

OFFICIAL RECORDS

A. Three (3) years after fifty percent (50%) of the Units that will be operated ultimately by the Association have been conveyed to purchasers;

B. Three (3) months after ninety percent (90%) of the Units that will be operated ultimately by the Association have been conveyed to purchasers;

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.

The Developer is entitled to elect at least one (1) 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 (5%) of the Units.

Within sixty (60) days after the Members other than the Developer are entitled to elect a majority of the members of the Board of Directors of an Association, the Association shall call, and give not less than thirty (30) days' or more than forty (40) days' notice of, a meeting of the Members to elect the members of the Board of Directors. The meeting may be called and the notice given by any Member if the Association fails to do so. Election of directors shall be in accordance with the provisions set forth in the Association By-laws.

ARTICLE X FIDUCIARY RELATIONSHIP

The officers and directors of the Association shall have a fiduciary relationship to the Members.

ARTICLE XI BY-LAWS

The first By-laws of the corporation shall be adopted by the Board of Directors, and may be altered, amended or rescinded in the manner provided by the By-laws.

ARTICLE XII TERMINATION

This Association may be terminated in accordance with a plan to terminate all of the condominiums under its control.

ARTICLE XIII AMENDMENTS

Section 1. Prior to Declaration: Prior to the time of the recordation of the Declaration for the first condominium these Articles of Incorporation may be amended by an instrument, in writing, signed by all the subscribers to these Articles of Incorporation, stating the Article number and the contents of its Amendment and filed in the office of the Secretary of State of the State of Florida, with a certified copy of each such Amendment attached to these Articles of Incorporation upon its recordation with the Declaration.

Section 2. After Declaration: After the recordation of the Declaration for the first condominium these Articles of Incorporation may be amended in the following manner:

A. Notice of the subject matter of the proposed Amendment shall be included in the notice of any meeting at which such proposed Amendment is considered.

OFFICIAL RECORDS

B. A resolution approving a proposed Amendment may be proposed by either the Board or by the membership; and after being proposed and approved by one of said bodies, it must be submitted for approval and thereupon receive such approval of the other. Such approval must be by seventy-five percent (75%) of the voting interests of the Members of the Association and such approval must also be by two-thirds (2/3) of the members of the Board.

C. No Amendment may be made to the Articles of Incorporation which shall in any manner reduce, amend, affect or modify the provisions and obligations set forth in the Declaration.

D. A copy of each Amendment shall be certified by the Secretary of State and filed of record as an amendment to each of the Declarations.

E. Notwithstanding the foregoing provisions of this Article, no Amendment to these Articles of Incorporation which shall abridge, amend or alter the rights of the Developer, including the right to designate and select members of the initial Board as provided herein, may be adopted or become effective without the prior written consent of the Developer.

IN WITNESS WHEREOF, the subscribers have hereunto affixed their signatures, this 3rd day of April, 1989.

JOEL B. GILES, Subscriber

STATE OF FLORIDA)
COUNTY OF PINELLAS)

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared JOEL B. GILES, to me known to be the person described as Subscriber and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF I have hereunto set my hand and seal, this 3rd day of April, 1989.

Naomi E. O'Connor
Notary Public
My Commission Expires:

Notary Public, State of Florida
My Commission Expires March 16, 1990

OFFICIAL RECORDS

CONSENT OF REGISTERED AGENT

RESIDENT AGENT CORPORATION OF PINELLAS COUNTY, INC.,
having been designated as the registered agent in the Articles of
Incorporation of COURTYARDS AT ATLANTIC BEACH CONDOMINIUM
ASSOCIATION, INC., hereby consents to the designation and agrees
to perform the duties of registered agent for said corporation.

RESIDENT AGENT CORPORATION OF
PINELLAS COUNTY

By: Hildred Gelfond
Hildred Gelfond, Vice President

FILED
1993 APR -4 PM 11:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OFFICIAL RECORDS

EXHIBIT "A"

OVERALL:

A part of Lot 2, Division 3, and a part of Lots 1 and 2, Division 4 of the Andrew Dewees Grant, according to the map thereof recorded in Deed Book "AG", Pages 212 and 213 of the Former Public Records of Duval County, Florida: For a POINT OF BEGINNING, COMMENCE at the Southwest corner of that certain tract of land to the City of Jacksonville by Condemnation Resolution Number 70-801-236, said tract of land being described and recorded in Official Records Volume 3202, Pages 481 through 485 of the Current Public Records of said County; thence North 88°55'40" East, along the Southerly line of that said certain tract of land to the City of Jacksonville by Condemnation, 1109.23 feet; thence South 09°53'10" West, 727.32 feet; thence South 88°55'40" West, 598.78 feet; thence North 01°04'20" West, 125.00 feet; thence South 88°55'40" West, 247.52 feet; thence North 01°04'20" West, 200.00 feet; thence South 88°55'40" West, 200.00 feet to the Easterly right of way line of Mayport Road (State Road No. 101) as now established as a 100 foot right of way; thence North 09°53'10" East, along last said line, 396.29 feet to the POINT OF BEGINNING.

Containing 15.746 acres, more or less.

Less and except the following three (3) parcels:

FILED
1930 APR -4 PM 11:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OFFICIAL RECORDS

A part of Lot 2, Division 3, and a part of Lot 2, Division 4 of the Andrew Deweas Grant, according to the map thereof recorded in Deed Book "AG", Pages 212 and 213 of the Former Public Records of Duval County, Florida: For a POINT OF BEGINNING, COMMENCE at the Southwest corner of that certain tract of land to the City of Jacksonville by Condemnation Resolution Number 70-801-236, said tract of land being described and recorded in Official Records Volume 3202, Pages 481 through 485 of the Current Public Records of said County; thence North 88°55'40" East, along the Southerly line of that said certain tract of land to the City of Jacksonville by Condemnation, 609.23 feet; thence South 01°04'20" East, 254.06 feet; thence South 88°55'40" West, 59.06 feet; thence South 01°04'20" East, 40.00 feet; thence South 88°55'40" West, 70.00 feet; thence North 01°04'20" West, 115.00 feet; thence South 88°55'40" West, 60.00 feet; thence South 47°44'51" West, 106.30 feet; thence South 01°04'20" East, 40.00 feet; thence South 88°55'40" West, 60.00 feet; thence South 01°04'20" East, 75.00 feet; thence South 88°55'40" West, 130.00 feet; thence South 44°30'22" West, 35.72 feet; thence South 88°55'40" West, 200.00 feet to the Easterly right of way line of Mayport Road (State Road No. 101) as now established as a 100 foot right of way; thence North 09°53'10" East, along last said line, 396.29 feet to the POINT OF BEGINNING.

Containing 4.611 acres, more or less.

FILED
1993 APR -4 AM 11:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OFFICIAL RECORDS

A part of Lot 2, Division 3, of the Andrew Dewees Grant, according to the map thereof recorded in Deed Book "AG", Pages 212 and 213 of the Former Public Records of Duval County, Florida: COMMENCE at the Southwest corner of that certain tract of land to the City of Jacksonville by Condemnation Resolution Number 70-801-238, said tract of land being described and recorded in Official Records Volume 3202, Pages 481 through 485 of the Current Public Records of said County; thence North 88°55'40" East, along the Southerly line of that said certain tract of land to the City of Jacksonville by Condemnation, 609.23 feet to the POINT OF BEGINNING; thence continue North 88°55'40" East, along last said line, 338.80 feet; thence South 01°04'20" East, 84.42 feet to the point of curvature of a curve concave Northwest and having a radius of 187.50 feet, an arc distance of 127.63 feet, said arc being subtended by a chord bearing and distance of South 18°25'40" West, 125.18 feet to the point of tangency of said curve; hence South 37°55'40" West, 113.80 feet; thence North 54°08'58" West, 81.28 feet; thence South 88°55'40" West, 150.94 feet; thence North 01°04'20" West, 254.08 feet to the POINT OF BEGINNING.

Containing 1.897 acres, more or less.
and

FILED
1950 APR -4 AM 11:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OFFICIAL RECORDS

A part of Lot 2, Division 3, and Lots 1 and 2, Division 4 of the Andrew Dewees Grant, according to the map thereof recorded in Deed Book "AG", Pages 212 and 213 of the Former Public Records of Duval County, Florida: COMMENCE at the Southwest corner of that certain tract of land to the City of Jacksonville by Condemnation Resolution Number 70-801-238, said tract of land being described and recorded in Official Records Volume 3202, Pages 481 through 485 of the Current Public Records of said County; thence North 88°55'40" East, along the Southerly line of that said certain tract of land to the City of Jacksonville by Condemnation, 1109.23 feet; thence South 09°53'10" West, 600.00 feet; thence South 88°55'40" West, 583.01 feet for a POINT OF BEGINNING; thence continue South 88°55'40" West, 287.50 feet; thence North 01°04'20" West, 200.00 feet; thence North 44°30'22" East, 35.72 feet; thence North 88°55'40" East, 130.00 feet; thence North 01°04'20" West, 75.00 feet; thence North 88°55'40" East, 80.00 feet; thence South 46°04'20" East, 87.07 feet; thence North 88°55'40" East, 10.42 feet; thence South 01°04'20" East, 238.43 feet to the POINT OF BEGINNING.

Containing 1.647 acres, more or less.

FILED
1990 APR -4 PM 11:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA