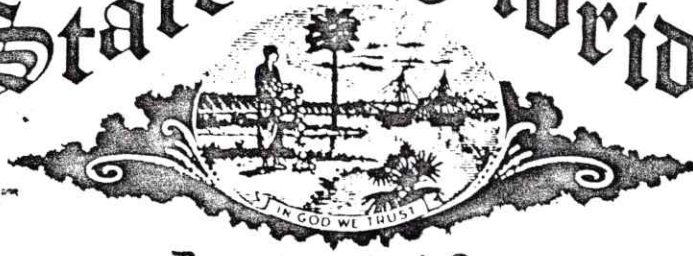


State of Florida



Department of State

I certify that the attached is a true and correct copy of Certificate of Amendment to the Articles of Incorporation of INDIAN SPRINGS COMMUNITY ASSOCIATION, INC., a Florida corporation not for profit, filed on August 26, 1981, as shown by the records of this office.

The charter number of this corporation is 749764.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
26th day of - August, 1981.



CER 101 Rev. 12-80

George Firestone
George Firestone
Secretary of State

FILED
Nov 13 2 28 PM '79
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

INDIAN SPRINGS COMMUNITY
ASSOCIATION, INC.

(A Florida Corporation Not For Profit)

In compliance with the requirements of Florida Statutes, Chapter 617, the undersigned have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I

The name of the corporation is INDIAN SPRINGS COMMUNITY ASSOCIATION, INC., hereafter called the "Association".

ARTICLE II

The principal office of the Association is located at 12770 Atlantic Boulevard, Jacksonville, Florida 32216.

ARTICLE III

Al L. Schneider, whose address is Suite 912, American Heritage Life Building, Jacksonville, Florida 32202, is hereby appointed the initial registered agent of this Association.

ARTICLE IV

PURPOSE AND POWERS 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 maintenance,

preservation and architectural control of the residence Lots and Common Area within that certain tract or property described as the INDIAN SPRINGS SUBDIVISION, UNIT 1, a description of which is attached hereto as Exhibit "A" and made a part hereof, and to promote the health, safety and welfare of the residents within the above-described property and any additions thereto (including, without limitation, the tracts described on Exhibit "B" attached hereto and made a part hereof) as may hereafter be brought within the jurisdiction of this Association for this purpose to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions, Easements and Restrictions, hereinafter called the "Declaration", applicable to the properties described therein and recorded or to be recorded in the Current Public Records of Duval County, Florida, and as the same may be amended from time to time as therein provided said Declaration being incorporated herein as if set forth at length;

(b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; 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 real or personal property in connection with the affairs of the Association;

(d) borrow money, and with the assent of two-thirds (2/3) of each class of 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) dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;

(f) have and to exercise any and all powers, rights and privileges which a corporation organized under Florida Statutes, Chapter 617, by law may now or hereafter have or exercise.

ARTICLE V

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Association 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 Lot which is subject to assessment by the Association.

ARTICLE VI

VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A members shall be all Owners, with the exception of the Declarant, and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. The Class B member(s) shall be the Declarant (as defined in the Declaration), and shall be entitled to three (3) votes for each Lot owner. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

- (a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or
- (b) On December 31, 1985.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of nine (9) Directors, who need not be members of the Association. The number of Directors may be changed by amendment of the By-Laws of the Association. The names and addresses of the persons who shall be directors until the selection of their successors are:

<u>Name</u>	<u>Address</u>
Carl E. Kraus	12770 Atlantic Blvd. Jacksonville, Fla. 32216
Al L. Schneider, Esquire	Suite 912, American Heritage Life Bldg. Jacksonville, Fla. 32202
Kathryn M. Carrigg	Suite 912, American Heritage Life Bldg. Jacksonville, Fla. 32202
John H. Lyons, III	12770 Atlantic Blvd. Jacksonville, Fla. 32216
Robert P. Warren	12770 Atlantic Blvd. Jacksonville, Fla. 32216
Patricia A. Warren	12770 Atlantic Blvd. Jacksonville, Fla. 32216
George J. Szilier	12770 Atlantic Blvd. Jacksonville, Fla. 32216
Cathy Wood	12770 Atlantic Blvd. Jacksonville, Fla. 32216
John R. Dykinga	12770 Atlantic Blvd. Jacksonville, Fla. 32202

At the first annual meeting the members shall elect three (3) Directors for a term of one year, three (3) Directors for a term of two years and three (3) Directors for a term of three years; and at each annual meeting thereafter the members shall elect three (3) Directors for a term of three years.

ARTICLE VIII

OFFICERS

The affairs of this Association shall be managed by the officers of this Association. The officers of this Association shall be a president, vice-president and secretary-treasurer, who shall at all times be members of the Board of Directors, and such other officers as the Board may from time to time by resolution create. The officers shall be elected annually by the Board of Directors as provided in the By-Laws.

The first officers of this Association and their residences are:

President:

John H. Lyons, III 12770 Atlantic Blvd.
Jacksonville, Fla. 32216

Vice President:

Robert P. Warren 12770 Atlantic Blvd.
Jacksonville, Fla. 32216

Secretary-Treasurer:

Carl E. Kraus 12770 Atlantic Blvd.
Jacksonville, Fla. 32216

ARTICLE IX

BY-LAWS

The By-Laws of the Association shall be adopted by the Board, and thereafter may not be altered, amended or rescinded except by the affirmative vote of not less than a majority of the total votes of a quorum of members present in person or by proxy at a regular or special meeting of the Association except that the FHA or the VA shall have the right to veto amendments while there is a Class B membership. The right to modify, amend or rescind may be restricted in the manner provided for in the By-Laws.

ARTICLE X

AMENDMENTS

These Articles of Incorporation may be amended by the affirmative vote of not less than seventy-five percent (75%) of the total votes of all members of this Association.

No amendment shall be made to these Articles of Incorporation which would in any manner reduce, amend, affect or modify the terms, conditions, provisions, rights and obligations set forth in the Declaration.

ARTICLE XI
INDEMNIFICATION

Every Director and every officer of this Association (and the Directors and/or officers as a group) shall be indemnified by this Association against all expenses and liabilities, including counsel fees (at all trial and appellate levels) reasonably incurred by or imposed upon him or them in connection with any proceeding or litigation or settlement in which he may become involved by reason of his being or having been a Director or officer of this Association. The foregoing provisions for indemnification shall apply whether or not he is a Director or officer at the time such expenses are incurred. Notwithstanding the above, in the event of settlement, the indemnification provisions herein shall not be automatic and shall apply only when the Board of Directors approves such settlement and authorizes reimbursement for the costs and expenses of the settlement as in the best interest of this Association, and in instances where a Director or officer admits or is adjudged guilty of gross misfeasance or malfeasance in the performance of his duties, the indemnification provisions of these Articles of Incorporation shall not apply. Otherwise, the foregoing rights to indemnification shall be in addition to and not exclusive of any and all right of indemnification to which a Director or officer may be entitled whether by statute or common law.

ARTICLE XII
FHA AND VA APPROVAL

As long as there is a Class B membership the following actions will require the prior approval of the FHA or the VA:

- (a) annexation of additional properties;
- (b) mergers and consolidations;
- (c) mortgaging or dedication of Common Area; and
- (d) dissolution and amendment of these Articles.

ARTICLE XIII

DURATION

The corporation shall exist perpetually.

ARTICLE IX

INCORPORATORS

The names and addresses of the persons signing these Articles are:

Al L. Schneider	4325 Heaventree Road Jacksonville, Florida 32207
Patricia A. Mitchell	828 Colonial Court West Jacksonville, Florida 32211
Kathryn M. Carrigg	8529 Lenox Avenue Jacksonville, Florida 32205

IN WITNESS WHEREOF, the subscribers hereto have hereunto set their hands and seals this 9th day of November, 1979.

Signed, sealed and delivered in the presence of:

<u>[Signature]</u>	<u>[Signature]</u> (SE) AL L. SCHNEIDER
<u>Virginia L. Roe</u>	<u>[Signature]</u> (SE) KATHRYN M. CARRIGG
<u>[Signature]</u>	<u>[Signature]</u> (SE) PATRICIA A. MITCHELL

STATE OF FLORIDA :
 : SS
COUNTY OF DUVAL :

BEFORE ME, the undersigned authority, personally appeared AL L. SCHNEIDER after being by me first duly sworn, acknowledged that they executed the foregoing Articles of Incorporation of the INDIAN SPRINGS COMMUNITY ASSOCIATION, INC., a Florida corporation not for profit, for the purposes therein expressed.

WITNESS my hand and official seal at the State and County aforesaid, this 9th day of November , 1979.

My commission expires:

Virginia Lewis Rose (SEAL)
Notary Public

Notary Public, State of Florida at Large
My commission expires Dec. 8, 1981

STATE OF FLORIDA :
 :
COUNTY OF DUVAL :
 :

SS

BEFORE ME, the undersigned authority, personally appeared KATHRYN M. CARRIGG after being by me first duly sworn, acknowledged that they executed the foregoing Articles of Incorporation of the INDIAN SPRINGS COMMUNITY ASSOCIATION, INC., a Florida corporation not for profit, for the purposes therein expressed.

WITNESS my hand and official seal at the State and County aforesaid, this 9th day of November , 1979.

My commission expires:

Virginia Lewis Roe (SEAL)
Notary Public

Notary Public, State of Florida at Large
My commission expires Dec. 8, 1981

⋮ SS

WITNESS my hand and official seal at the State and
County aforesaid, this 9th day of November, 1979.

Viviana Lewis Rie (SEAL)
Notary Public

11

EXHIBIT "A"

A part of fractional Section 23, Township 2 South, Range 28 East, lying South of the Southerly Right-of-Way line of Atlantic Boulevard in Duval County, Florida and being more particularly described as follows:

Commence at the intersection of the Southerly Right-of-Way line of Atlantic Boulevard (a 185 foot right-of-way) with the line common to Sections 23 and 38, (Bartholemeo De Castro Y Ferro Grant) for the Point of Beginning, said point being the Northwest corner of The Woods Unit One, as recorded in Plat Book 35, Pages 15 through 15C of the current public records of said county; thence run South $06^{\circ} 48' 50''$ East along the East line of said Section 23 and along the West boundary of said subdivision of The Woods Unit One, a distance of 1749.12 feet; thence South $83^{\circ} 11' 10''$ West, a distance of 230.00 feet; thence North $06^{\circ} 48' 50''$ West, a distance of 65.00 feet to the point of curvature of a curve to the left, said curve being concave to the Southwest, having a radius of 25.00 feet, and being subtended by a chord which bears North $51^{\circ} 48' 50''$ West, 35.36 feet; thence run Northwesterly along the arc of said curve, through a central angle of $90^{\circ} 00' 00''$, an arc distance of 39.27 feet to the point of tangency of said curve; thence South $83^{\circ} 11' 10''$ West, a distance of 315.30 feet to the point of curvature of a curve to the left, said curve being concave to the Southeast, having a radius of 25.00 feet, and being subtended by a chord bearing South $31^{\circ} 22' 53''$ West, 39.29 feet; thence run Southwesterly along the arc of said curve, through a central angle of $103^{\circ} 36' 33''$, an arc distance of 45.21 feet to a point of compound curvature of a curve to the left, said curve being concave to the Northeast, having a radius of 165.00 feet and being subtended by a chord which bears South $28^{\circ} 46' 53''$ East, 47.97 feet; thence run Southeasterly along the arc of said curve, through a central angle of $16^{\circ} 43' 00''$, an arc distance of 48.14 feet; thence South $52^{\circ} 51' 37''$ West, a distance of 160.39 feet; thence South $39^{\circ} 57' 35''$ East, a distance of 1.98 feet; thence South $50^{\circ} 02' 25''$ West, a distance of 100.00 feet; thence South $39^{\circ} 57' 35''$ East, a distance of 20.00 feet; thence South $50^{\circ} 02' 25''$ West, a distance of 180.00 feet; thence North $39^{\circ} 57' 35''$ West, a distance of 86.53 feet; thence North $77^{\circ} 13' 38''$ West, a distance of 60.02 feet; thence North $78^{\circ} 20' 23''$ West, a distance of 106.48 feet to a point in the West line of said Section 23; thence run North $00^{\circ} 04' 41''$ East along said West line of Section 23, a distance of 1653.84 feet to a point in the aforementioned Southerly Right-of-Way line of Atlantic Boulevard; thence run North $65^{\circ} 53' 02''$ East along said Southerly Right-of-Way line, a distance of 408.41 feet to the point of curvature of a curve to the right, said curve being concave to the Southeast, having a radius of 2201.50 feet and being subtended by a chord which bears North $73^{\circ} 13' 24''$ East, 562.46 feet; thence run Northeasterly along the arc of said curve, through a central angle of $14^{\circ} 40' 43''$, an arc distance of 564.00 feet to the point of beginning.

The above described property being the same property as described on plat of Indian Springs, Unit One, as recorded in Official Records Volume 36 Pages 88, 88A and 88B of the Current Public Records of Duval County, Florida.

SUBJECT to easements, agreements and restrictions of record.

Exhibit "B"

Tracts "A", "B" and "C", Indian Springs, Unit One, according to Plat thereof recorded in Plat Book 36, pages 88, 88A and 88B, current public records of Duval County.

Subject to easements, agreements and restrictions of record.

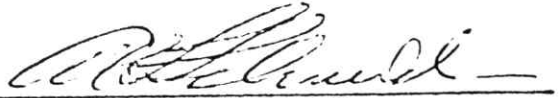
Nov 13 2 28 PM '79

CERTIFICATE DESIGNATING RESIDENT AGENT
AND LOCATION FOR SERVICE OR PROCESS.

Pursuant to Section 48.091, Chapter 48, Florida Statutes, the following is submitted: that the INDIAN SPRINGS COMMUNITY ASSOCIATION, INC., desiring to organize under the laws of the State of Florida, has named AL L. SCHNEIDER, as its agent to accept service of process within this State, and has designated 12770 Atlantic Boulevard, City of Jacksonville, County of Duval, State of Florida, 32216, as the location for service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of Section 48.091, Chapter 48, Florida Statutes.

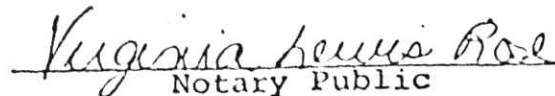

AL L. SCHNEIDER

STATE OF FLORIDA :
COUNTY OF DUVAL : SS

BEFORE ME, the undersigned authority, personally appeared AL L. SCHNEIDER, who after being by me first duly sworn, acknowledged that he executed the foregoing Certificate for the purposes therein expressed.

WITNESS my hand and official seal at the State and County aforesaid, this 9th day of November, 1979.

My commission expires:

 (SEAL)
Notary Public

Notary Public, State of Florida at Large
My commission expires Dec. 8, 1981

My Commission Expires:
Notary Public, State of Florida at Large
My Commission Expires Dec. 8, 1981

FILED

NOV 13 2 28 PM '79

CERTIFICATE DESIGNATING RESIDENT AGENT ^{STATE OF FLORIDA}
AND LOCATION FOR SERVICE OR PROCESS. ^{TALLAHASSEE, FLORIDA}

Pursuant to Section 48.091, Chapter 48, Florida Statutes, the following is submitted: that the INDIAN SPRINGS COMMUNITY ASSOCIATION, INC., desiring to organize under the laws of the State of Florida, has named AL L. SCHNEIDER, as its agent to accept service of process within this State, and has designated 12770 Atlantic Boulevard, City of Jacksonville, County of Duval, State of Florida, 32216, as the location for service of process within this State.

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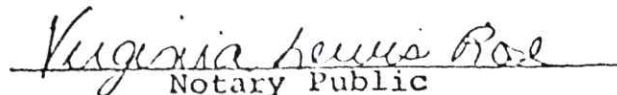

AL L. SCHNEIDER

STATE OF FLORIDA :
: SS
COUNTY OF DUVAL :

BEFORE ME, the undersigned authority, personally appeared AL L. SCHNEIDER, who after being by me first duly sworn, acknowledged that he executed the foregoing Certificate for the purposes therein expressed.

WITNESS my hand and official seal at the State and County aforesaid, this 9th day of November , 1979.

My commission expires:

 (SEAL)
Notary Public

Notary Public, State of Florida at Large
My commission expires Dec. 8, 1981

AMENDMENT TO
ARTICLES OF INCORPORATION
OF
INDIAN SPRINGS COMMUNITY ASSOCIATION, INC.

FILED
AUG 26 12 57 PM '81
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA,)
 :
COUNTY OF DUVAL.)

Pursuant to Section 617.02, Florida Statutes, at the annual meeting of the members of Indian Springs Community Association, Inc., a Florida corporation not for profit, Article VI "Voting Rights" was amended to read as follows:

"ARTICLE VI
VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A members shall be all Owners, with the exception of the Declarant, and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. The Class B member(s) shall be the Declarant (as defined in the Declaration), and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

- (a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or
- (b) On December 31, 1985."

We, the undersigned President and Assistant Secretary, respectively, of Indian Springs Community Association, Inc., a

Florida corporation not for profit do hereby certify that at the annual meeting of members of the Association held at Jacksonville, Florida, on the 13th day of November, 1980, by affirmative vote of more than 75% of the total votes of all members of the Association, the above and foregoing Amendment to the Articles of Incorporation were approved.

INDIAN SPRINGS COMMUNITY ASSOCIATION, INC.

By: Robert P. Warren

President

Attest: Kathryn M. Carrigg

Assistant Secretary-Treasurer

(CORPORATE SEAL)

STATE OF FLORIDA,)
:
COUNTY OF DUVAL.)

BEFORE ME, a Notary Public in and for the County and State aforesaid, personally appeared ROBERT P. WARREN and KATHRYN M. CARRIGG, the President and Assistant Secretary, respectively, of INDIAN SPRINGS COMMUNITY ASSOCIATION, INC., known to me to be the persons who executed the foregoing certificate and they acknowledged before me that the above and foregoing Amendment to Articles of Incorporation of Indian Springs Community Association, Inc. was approved by affirmative vote of more than 75% of the total votes of all members of the Association at a regular annual meeting held in Jacksonville, Florida on the 13th day of November, 1980.

IN WITNESS WHEREOF, I have hereunto set my Hand and Seal this 14th day of November, 1980.

Patricia Ann Mitchell
NOTARY PUBLIC, State of Florida at
Large.

My commission expires:
Notary Public, Florida, State at Large
My Commission Expires Nov. 5, 1983
Patricia Ann Mitchell