

State of Florida



Department of State

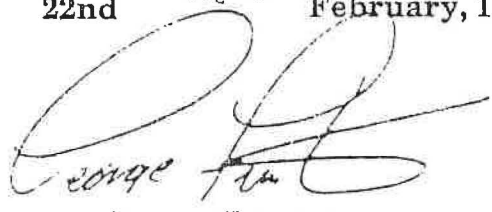
I certify that the attached is a true and correct copy of the Articles of Incorporation of SANDY OAKS ASSOCIATION, INC., a corporation organized under the Laws of the State of Florida, filed on February 21, 1985, as shown by the records of this office.

The charter number of this corporation is N07759.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
22nd day of February, 1985.



CER-101


George Firestone
Secretary of State

107759

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ARTICLES OF INCORPORATION
OF
SANDY OAKS ASSOCIATION, INC.

1985 FEB 21 AM 8 25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 Sandy Oaks Association, Inc. The corporation is sometimes referred to herein as the "Association".

ARTICLE II
DEFINITIONS

All terms defined in the Covenants and Restrictions for Sandy Oaks Unit 1 and Sandy Oaks Replat shall have the same meanings when used herein.

ARTICLE III
REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation is: 1600 Atlantic Bank Building, 200 West Forsyth Street, Jacksonville, Florida 32202. The registered agent of the Corporation is James S. Taylor.

ARTICLE IV
OBJECTS, PURPOSES AND POWERS

Section 4.1 This corporation is a corporation not for profit. No part of its net earnings shall inure to the benefit of any private shareholder or Member.

Section 4.2 The objects and purposes for which this Corporation is organized are as follows:

4.2.1 To establish, maintain, operate and provide all community services of every kind and nature required or desired by the Members including without limitation those services and functions described in the Declaration.

4.2.2 To provide for the enforcement of the Declaration.

4.2.3 To engage in such other activities as may be to the mutual benefit of the Members and the owners of portions of the Subdivision.

4.2.4 To do such other things as may be necessary and proper to carry out and accomplish the above objects and purposes.

Section 4.3 In furtherance of the aforesaid objects, purposes and powers, the Corporation shall have all of the powers of a Corporation Not for Profit, organized and existing under the laws of the State of Florida, which powers shall include, but are not limited to, the power:

4.3.1 To make, levy and collect assessments from its Members and to expend the proceeds of such assessments and charges for the benefit of its Members.

4.3.2 To contract with others to provide the services, benefits and advantages desired.

4.3.3 To enforce by legal action suits on behalf of the Corporation.

4.3.4 To make, establish and enforce reasonable rules and regulations governing the use of the property owned by the Corporation.

4.3.5 To maintain, repair, replace and operate those portions of the property that the Corporation has the duty or right to maintain, repair, replace and operate under these Articles and the Bylaws of the Corporation.

4.3.6 To contract for the management of its property and to delegate to such contractors all powers and duties of the Corporation.

4.3.7 To employ personnel to perform the services required or authorized by these Articles and by the Bylaws of the Corporation.

4.3.8 To purchase insurance upon its property for the protection of the Corporation and its Members.

4.3.9 To reconstruct improvements constructed on its property after casualty or other loss.

4.3.10 To make additional improvements to its property.

4.3.11 To acquire and enter into agreements whereby it acquires leaseholds, memberships or other possessory or use interests in lands or facilities including but not limited to marinas, lakes and other recreational facilities, whether or not contiguous.

4.3.12 To enforce by legal action the provisions of these Articles, by Bylaws of the Corporation, and the Declaration.

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ARTICLE V
MEMBERS

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Section 5.1 Members. The Members of this Corporation shall consist of all owners of record title to Residential Parcels, but shall not include mortgages or other holders of security interest only. The first Board of Directors named in these Articles of Incorporation and other Directors selected by the Class B Member, regardless of such ownership of real property in the Subdivision shall also be Members of the Corporation until termination of the Class B membership as provided in Section 5.3 hereof.

Section 5.2 Membership in this Corporation cannot be assigned, hypothecated or transferred in any manner except as may be provided in the Bylaws.

Section 5.3 The Corporation shall have two classes of memberships: Class A and Class B.

Class A Members shall be all persons owning one or more Residential Parcels.

Class B Member shall be Summerhomes Incorporated.

The Class B membership shall terminate at such time as (1) the then Class B Member so designates in a writing delivered to the Corporation, or (2) when seventy-five percent (75%) of the Residential Parcels are owned by persons other than the Developer, shall first occur.

Each Residential Parcel shall be entitled to one (1) vote. When more than one (1) person holds an ownership interest in any Parcel, the vote for such Residential Parcel shall be exercised as the owners of all such interest determine among themselves, but in no event shall more than one vote be cast with respect to each Residential Parcel. In the event of a disagreement among such persons and an attempt by two (2) or more of them to cast the vote of such Residential Parcel, such vote shall not be recognized and the Residential Parcel shall not be counted for any purpose until such dispute is resolved.

Until the time at which the Class B membership terminates, as provided herein, the Class B Member shall be vested with the sole voting rights in the Corporation, except on such matters as to which the Declaration, these Articles of Incorporation, or the Bylaws of the Corporation specifically require a vote of the Class A Members.

ARTICLE VI
TERM

This corporation shall exist perpetually.

ARTICLE VII
BOARD OF DIRECTORS

The business and affairs of the Corporation shall be managed by a Board of Directors consisting of not less than three (3) Directors nor more than six (6) Directors. The first Board of Directors shall consist of three (3) Members. The Board of Directors shall be elected by the Members of the Corporation entitled to vote. 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:

C. A. Brown, Jr.	8845 San Jose Boulevard Jacksonville, Florida 32217
Ann B. Ballard	8845 San Jose Boulevard Jacksonville, Florida 32217
Robert W. Brown	8845 San Jose Boulevard Jacksonville, Florida 32217

The Directors of the Corporation shall be elected at the time and in the manner provided for in the Bylaws.

ARTICLE VIII
OFFICERS

The officers of the Corporation shall consist of a President, one or more Vice Presidents, a Secretary and a Treasurer. The officers in the Corporation shall be elected by the Board of Directors of the Corporation in accordance with the provision of the Bylaws of the Corporation. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary. The initial officers are:

C. A. Brown, Jr.	President
Ann B. Ballard	Vice President
Robert W. Brown	Secretary
Gloria E. Bagdonas	Treasurer

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ARTICLE IX
INDEMNIFICATION

Every Director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel 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 Corporation, 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 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 Corporation. 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
DISPOSITION OF ASSETS UPON DISSOLUTION

No Member, Director or officer of the Corporation or other private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the Corporation. Unless agreed to the contrary by seventy-five percent (75%) of each and every class of membership, upon dissolution of the Corporation, the assets of the Corporation shall be granted, conveyed and assigned to an appropriate public body, agency or agencies, utility or utilities or any one or more of them or to any one or more nonprofit corporations, associations, trusts or other organization to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Corporation. No disposition of the Corporation's assets shall be effective to divest or diminish any right or title of any Member vested in him under recorded covenants and restrictions applicable to such assets unless made in accordance with the provisions of such covenants and restrictions.

ARTICLE XI
AMENDMENT OF ARTICLES

These Articles may be amended by an affirmative vote of two-thirds (2/3) of the Members of the Corporation entitled to vote.

ARTICLE XII
BY-LAWS

The Corporation shall adopt Bylaws governing the conduct of the affairs of the Corporation. The Bylaws shall be altered, amended, or rescinded as provided in the Bylaws.

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ARTICLE XIII
SUBSCRIBERS

SECRETARY OF STATE

The name and residence of the subscriber ~~to these~~ Articles of Incorporation is:

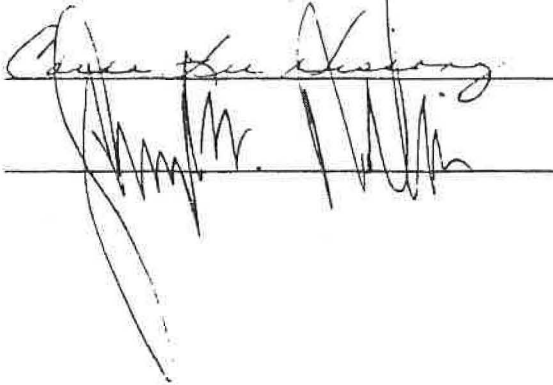
James S. Taylor

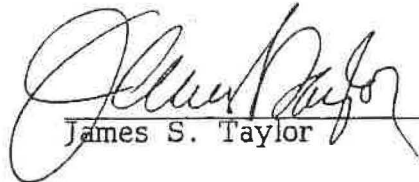
1600 Atlantic Bank Building
Jacksonville, Florida 32201

IN WITNESS WHEREOF, the subscribing incorporator has hereunto set his hand and seal and caused these Articles of Incorporation to be executed this 19th day of ~~July~~, 1984.

February, 1985.

Signed, sealed and delivered
in the presence of:





James S. Taylor

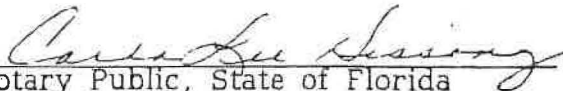
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STATE OF FLORIDA
COUNTY OF DUVAL

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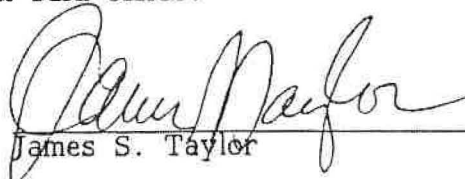
Before me, the undersigned Notary Public, in and for said County and State, personally appeared JAMES S. TAYLOR, who is known to me and who, after first duly sworn, deposes under oath and said that the foregoing Articles of Incorporation were prepared under their direction and that he had knowledge of the facts stated herein, that said facts are true, and that he executed the same freely and voluntarily and for the purposes stated therein.

Given under my hand and official seal, this 19th day of February, 1985 ~~July, 1984~~.


Notary Public, State of Florida
My commission expires:

NOTARY PUBLIC, STATE OF FLORIDA
My commission expires Aug. 22, 1985

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 provisions of the Florida Statutes relative to keeping open said office.


James S. Taylor
(Registered Agent)