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**ARTICLES OF INCORPORATION
OF
WINDSOR POINTE II, CONDOMINIUM 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 WINDSOR POINTE II CONDOMINIUM ASSOCIATION, INC. The corporation is sometimes referred to herein as the "Association".

**ARTICLE II.
PURPOSES**

This corporation is organized to operate and manage WINDSOR POINTE II, a Condominium, to be established in accordance with Chapter 718, Florida Statutes, upon real property situate, lying and being in Duval County, Florida; to perform and carry out the acts and duties incident to the administration, operation and management of said condominium in accordance with the terms, provisions, and conditions, contained in these Articles of Incorporation, in the Declaration of Condominium Ownership and any amendments thereto, which will be recorded among the Public Records of Duval, 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.

**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 the same may be hereafter amended and all powers reasonably necessary to implement the powers of the Association, which powers shall include, but are not limited to, the power:

PREPARED BY: THERESA MARIE KENNEY, ESQ. FORD, JETER, BOWLUS & DUSS, P.A. 10110 SAN JOSE BOULEVARD JACKSONVILLE, FLORIDA 32257 FLORIDA BAR NO. 0970468 TELEPHONE (904) 268-7227 FACSIMILE (904) 262-3337
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Revised May 10, 1999 (5:10PM)

EXHIBIT E

A. To make, establish and enforce reasonable rules and regulations governing the use of the Condominium Property;

B. To make, levy and collect assessments against Unit Owners of the said Condominium to provide the funds to pay for Common Expenses of the Condominium 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 the Condominium Documents;

D. To contract for the management and maintenance of the Condominium and to authorize the management agent to assist the Association in carrying out its powers and duties by performing such functions as the collection of assessments, preparation of records, enforcement of rules, and maintenance of the common elements. The Association shall, however, retain at all times the power and duties granted them by 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 the proper operation of the Condominium.

F. To purchase insurance upon the Condominium Property for the protection of the Association and its members;

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 approve or disapprove the transfer, mortgage and ownership of Condominium Parcels to the extent such power is granted to it under the Condominium Documents;

J. 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 country clubs, golf courses, marinas, and other recreational facilities, whether or not contiguous to the lands of the Condominium, intended to provide for the enjoyment, recreation or other use or benefit of the members of the Association;

K. To enforce by legal action the provisions of the Condominium Documents;

L. To acquire by purchase or otherwise Condominium Parcels in the Condominium.

ARTICLE IV. MEMBERS

1. **Members.** The members of the Association shall consist of all owners of the Condominium Parcels in the Condominium, and after the termination of the Condominium shall consist of those persons who are members at the time of such termination.

2. **Voting Members.** Each Condominium Parcel shall be entitled to one 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 said Parcel. The designation of voting members shall be perfected in the manner provided in the Condominium Declaration.

3. **Assignment.** 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.

4. 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.

ARTICLE VI. SUBSCRIBERS

The name and address of the subscriber to these Articles of Incorporation are as follows:

John S. Duss, IV
10110 San Jose Blvd.
Jacksonville, Florida 32257

ARTICLE VII. BOARD OF DIRECTORS

The business of the corporation shall be conducted by a Board of Directors, which, shall consist of not less than two (2) nor more than five (5) directors. The Board of Directors shall be elected annually by the members of the Association entitled to vote.

**ARTICLE VIII.
OFFICERS**

The affairs of the Association shall be managed by a President, Vice 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 provision of the By-Laws of the Association.

**ARTICLE IX.
INDEMNIFICATION**

Every director and every officer of the Association shall be indemnified by the Association 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 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 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 (3/4ths) of the Voting Members of the Association.

**ARTICLE XI.
BY-LAWS**

The Association shall adopt By-Laws governing the conduct of the affairs of the Association. These Articles may be amended by an affirmative vote of three-fourths (3/4ths) of the Voting Members of the Association.

**ARTICLE XII.
PRINCIPAL OFFICE, REGISTERED OFFICE AND REGISTERED AGENT**

The initial principle office of this corporation shall be located at 10161 Centurion Parkway North, Suite 150, or at such other place or places as may be designated from time to time by the Board of Directors. The initial registered agent of this corporation shall be

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John S. Duss, IV, whose address is 10110 San Jose Blvd., Jacksonville, Florida, 32257, or such other person as may be designated from time to time by the Board of Directors.

ACKNOWLEDGEMENT: 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 said Act relatlle to keeping open said place.

John S. Duss, IV

IN WITNESS WHEREOF, the subscribing incorporator has hereunto set his hand and seal and caused these Articles of Incorporation to be executed this ____ day of _____, 1999.

JOHN S. DUSS, IV

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this ____ day of _____, 1999, by John S. Duss, IV.

Notary Public, State and County aforesaid
My Commission expires:

Commission No.: _____

He: (please check appropriate statement)

X is personally known to me

_____ produced identification (specify type)