

ARTICLES OF INCORPORATION
OF
ANDOVER PLACE OWNERS ASSOCIATION, INC.

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

ARTICLE I
Name of Corporation

The name of the corporation is ANDOVER PLACE OWNERS ASSOCIATION, INC., hereafter called the "Association."

ARTICLE II
Principal Office

The principal office of the Association is located at 10405 St. Augustine Road, Jacksonville, Florida, 32257-7670, or at such other place as the Board of Directors may from time to time appoint or the business of the Association may require.

ARTICLE III
Registered Agent

James S. Taylor, whose address is 1600 First Union Building, Jacksonville, Florida, 32202, is hereby appointed the initial registered agent of this Association.

ARTICLE IV
Purposes 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 services and activities for members as provided in and to enforce the provisions of the Declaration of Covenants, Conditions and Restrictions of Andover Place Unit One and Andover Place Unit Two to be recorded in the public records of Duval County, Florida (the "Declaration"), to provide for the maintenance of portions of the property described in the Declaration (the "Property"), and to promote the convenience, health, safety and welfare of the residents within the Property. All terms contained herein shall mean and refer to the terms as defined in the Declaration.

The Association shall:

1. exercise all of the powers and privileges and perform all of the duties and obligations of the Association as set forth in the Declaration applicable to the Property and as the same may be amended from time to time as therein provided, the Declaration being incorporated herein as if set forth at length;
2. 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;
3. 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;
4. borrow money and, with the assent of two-thirds (2/3rds) of each of class of members, to mortgage, pledge, deed in trust or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;
5. participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Areas, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3rds) of each class of members (notwithstanding the foregoing, Declarant shall have the right to annex additional property as provided in the Declaration);
6. have the right to grant permits, licenses and easements over the Common Areas for utilities, roads and other purposes reasonably necessary or useful for the proper maintenance or operation of the Common Areas; and
7. have and to exercise any and all powers, rights and privileges which a corporation organized under the non-profit corporation law of the State of Florida 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 the Decla-

ration to assessment by the Association, including contract sellers, 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 Membership and Voting Rights

1. Classes of Membership. The Association shall have two classes of voting membership:

(a) Class A. Class A members shall be all Owners, with the exception of the Developer. Each Class A member shall be entitled to one (1) vote for each Lot owned.

(b) Class B. The Class B member shall be the Developer who 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 any of the following events, whichever first occurs:

(1) the number of votes assigned to Class A members equals the number of votes assigned to Class B members; or

(2) January 1, 1995.

2. Multiple Owners. When any property entitling an Owner to membership as a Class A member is owned of record in the name of two (2) or more persons or entities, whether fiduciaries or in any other manner of joint or common ownership and only one of such persons, who shall be designed by such joint owners, shall become the member entitled to vote. Such vote shall be exercised as they among themselves determine or as the covenants and restrictions applicable to such property shall determine but in no event shall more than one (1) vote be cast with respect to any such Lot. Where a partnership, corporation or other entity is a Class A member, such Class A member shall designate one representative of such partnership or such corporation or other entity to be the member entitled to vote.

ARTICLE VII Board of Directors

The affairs of this Association shall be managed by a Board of not less than three (3) directors who need not be members of the Association. The number of directors may be changed in accordance with the provisions of the Bylaws of the Associa-

tion. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

<u>Name</u>	<u>Address</u>
Charles A. Brown, Jr.	10405 St. Augustine Road Jacksonville, Florida 32257-7670
Gregory E. Matovina	10405 St. Augustine Road Jacksonville, Florida 32257-7670
Jeffrey M. Jacobs	10405 St. Augustine Road Jacksonville, Florida 32257-7670

At the first annual meeting at which the members are entitled to elect directors, the members shall elect such directors in accordance with the provisions of the Bylaws.

ARTICLE VIII Dissolution

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3rds) of each class of members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes. This procedure shall be subject to court approval of dissolution pursuant to Section 617.05, Florida Statutes.

ARTICLE IX Duration

This corporation shall exist perpetually.

ARTICLE X Amendments

Amendments of these Articles shall require the assent of two-thirds (2/3rds) of each class of members. When Class B membership ceases and is converted to Class A membership, amendment of these Articles shall require the assent of the majority of the entire membership.

ARTICLE XI
Officers

1. The officers of this corporation who shall serve until the first election of their successors are as follows:

President Charles A. Brown, Jr.

Vice President
and Treasurer Gregory E. Matovina

Secretary Jeffrey M. Jacobs

2. The officers of the Association shall be a president, vice president/treasurer and a secretary and such other officers as the Board may from time by resolution create. Officers shall be elected for a one year term in accordance with the procedures set forth in the Bylaws.

ARTICLE XII
Bylaws

The Board of Directors shall adopt Bylaws consistent with these Articles. Such Bylaws may be amended by the Declarant on its own motion from the date hereof until control is transferred to the members. Bylaws may be amended at a regular or special meeting of the members by a vote of two-thirds (2/3rds) of a quorum of members present in person or by proxy.

ARTICLE XIII
FHA/VA Approval

In the event that Andover Place Unit One and/or Andover Place Unit Two is approved by the VA and the FHA or either of them and the VA or the FHA guarantees or insures a mortgage on a Living Unit and so long as there is a Class B membership, the following actions will require the prior approval of the FHA or the VA: annexation of additional properties, dissolution, merger or consolidation of the Association, mortgaging, dedicating or conveying of Common Areas, and amendment of these Articles or Bylaws.

ARTICLE XIV
Incorporator

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

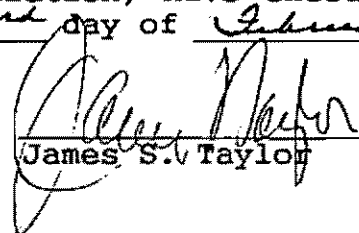
Name

Address

James S. Taylor

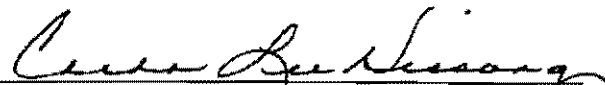
1600 First Union Building
Jacksonville, Florida 32202

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, I, the undersigned, the incorporator of this Association, have executed these Articles of Incorporation this 3rd day of February, 1989.


James S. Taylor

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 3rd day of February, 1989, by James S. Taylor.


Notary Public, State of Florida

My Commission expires:

(Notarial Seal)

NOTARY PUBLIC, STATE OF FLORIDA
My commission expires Aug. 22, 1989

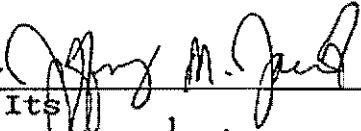
RECEIVED
FEB 10 1989
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

CERTIFICATE OF DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA;
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

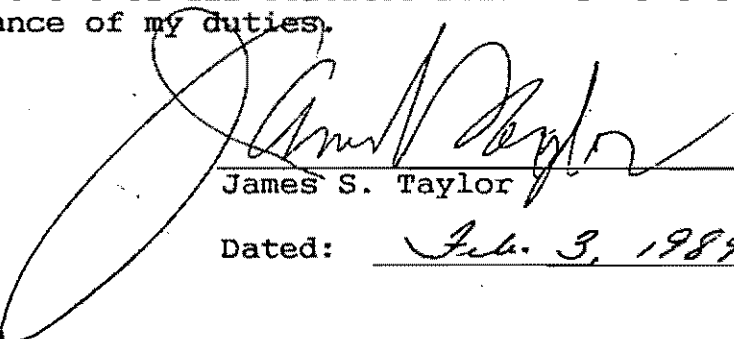
In compliance with Section 48.092, Florida Statutes, the following is submitted:

ANDOVER PLACE OWNERS ASSOCIATION, INC., desiring to organize or qualify under the laws of the State of Florida with its principal place of business at City of Jacksonville, County of Duval, Florida, has named JAMES S. TAYLOR located at 1600 First Union Building, Jacksonville, Florida, 32202, as its agent to accept service of process within Florida.

ANDOVER PLACE OWNERS
ASSOCIATION, INC.

By  Secretary
Its _____
Dated: 1/30/89

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


James S. Taylor

Dated: Feb. 3, 1989