State of Florida



Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of LIGHTHOUSE POINTE COMMUNITY ASSOCIATION, INC., a corporation organized under the Laws of the State of Florida, filed on February 8, 1989, as shown by the records of this office.

The document number of this corporation is N30559.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
8th day of February, 1989.



Jim Smith
Secretary of State

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
LIGHTHOUSE POINTE COMMUNITY ASSOCIATION, INC.
A Corporation Not For Profit

The undersigned residents of the State of Florida hereby associate themselves for the purpose of forming a corporation not for profit under Chapter 617 of the laws of the State of Florida and certify:

ARTICLE I

Name

The name of this corporation is LIGHTHOUSE POINTE COMMUNITY ASSOCIATION, INC., called the "Association" in these Articles.

ARTICLE II

Office and Registered Agent

The Association's principal office is located at 2215 South Third Street, Suite 201, Jacksonville Beach, Duval County, Florida. FRED L. AHERN, JR., who maintains a business office at 2215 South Third Street, Suite 101, Jacksonville Beach, Florida 32250, is hereby appointed the initial registered agent of the Association. Both the Association's registered office and registered agent may be changed from time to time as provided by law.

ARTICLE III

Purpose and Powers of the Association

The Association does not contemplate pecuniary gain or profit to its members. It is formed to promote the health, safety, and general welfare of the residents within all or any portion of that tract of land located in Duval County, Florida, which is described as Lighthouse Pointe, recorded in Official Records Volume 44, page 68, of the current public records of Duval County, Florida, the "Property", and subject to the provisions of that Declaration of Easements, Covenants, Conditions and Restrictions for Lighthouse Pointe to be recorded in the public records of Duval County, Florida, as amended from time to time (the "Declaration") and any additions to such lands as hereafter may be brought within the Association's jurisdiction in the manner provided in the Declaration.

The Association's purposes include, without limitation, provision for the maintenance, preservation, and architectural

control of the residence lots now or hereafter created within the Property. Without limitation, this Association is empowered to:

(a) Declaration Powers: Exercise all rights, powers, and privileges, and perform all duties of the Association from time to time set forth in the Declaration, including the right to enforce all of the provisions of the Declaration pertaining to the Association in its own name.

(b) Property: Own, hold, improve, operate, maintain, sell, lease, transfer, and otherwise dispose of property of any nature whatsoever, real, personal, or mixed, tangible or intangible, in connection with this Association's affairs.

(c) Assessments: To adopt budgets and levy, collect, and enforce by any lawful procedure all charges or assessments established by, or pursuant to, the Declaration.

(d) Costs: Use the proceeds collected from assessment to pay all costs, expenses, and obligations lawfully incurred in connection with the Association's affairs, including, without limitation, all licenses, taxes, or other governmental charges levied or imposed against the Association's property.

(e) Maintenance: To maintain, manage, repair, replace and operate all the Common Areas, including, but not limited to, the stormwater management system and all associated facilities and improvements.

(f) Reconstruction: To reconstruct improvements after casualty and construct further improvements to the Common Areas.

(g) Borrowings: Borrow money and, with the approval of two-thirds (2/3) of each class of members, mortgage, pledge, hypothecate, assign, grant security interests in, or otherwise transfer any or all of its property as security for money borrowed, debts incurred, or any of its other obligations.

(h) Reorganization: With the approval of two-thirds (2/3) of each class of members, participate in mergers and consolidations with other nonprofit corporations organized for similar purposes.

(i) Regulations: From time to time adopt,

amend, rescind, and enforce reasonable rules and regulations governing the use of the lots and the Common Areas consistent with the rights and duties established by the Declaration.

(j) Contract: Contract with others for the performance of the Association's management and maintenance responsibilities under the Declaration and for the furnishing of services or materials for the benefit of the Property in the manner provided in the Declaration.

(k) General: Have and exercise all rights, powers, and privileges that a corporation not for profit may now or hereafter have or exercise under the laws of the State of Florida, together with all other rights, powers, and privileges reasonably to be implied from the existence of any right, power, or privilege so granted, or granted by the Declaration, or these articles, or reasonably necessary, convenient, or desirable to exercise of any right, power, or privilege so granted.

ARTICLE IV

Membership

Every person who from time to time holds the record fee simple title, or any undivided fee simple interest of record, to any lot, is a member of tis Association, including contract sellers, but excluding all persons who hold any interest in any lot merely as security for the performance of an obligation. An Owner of more than one lot is entitled to one membership for each lot owned. Membership is appurtenant to, and may not be separated from, ownership of at least one lot. Membership may not be transferred except by transfer of record title to such lot.

ARTICLE V

Voting Rights

Section 1. Classification: This Association has two classes of voting membership:

CLASS A: So long as there is Class B membership, Class A members are all owners, except Declarant. Class A members are entitled to one vote for each lot owned. Upon termination of Class B membership, Class A members will be all Owners, including Declarant, so long as Declarant is an Owner.

CLASS B: The Class B member is Declarant, who is entitled to three (3) votes for each lot owned. The Class B mem-

bership will cease and convert to Class A membership within 90 datys from the first to occur of the following events: (i) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or (ii) three (3) years from the recording date of this the Declaration. Upon the conversion of Class B membership, all provisions of the Declaration, these Articles, and the By-Laws referring to classes of membership will be of no further force and effect.

Section 2. Co-Ownership: If more than one person owns a record fee simple interest in any lot, all such persons are members, although there is only one vote for such lot and no fractional votes are permitted. the vote may be exercised as the Owners determine among themselves, but no split vote is permitted. Before any meeting at which a vote is to be taken, each co-owner must file the name of the authorized voting co-owner with the Secretary of the Association to be entitled to vote at such meeting, unless such co-owners have filed a general voting authority with the Secretary applicable to all votes until rescinded. Notwithstanding the foregoing, if title to any lot is held by husband and wife, either co-owner is entitled to cast the vote for such lot unless the Association is notified otherwise in writing.

ARTICLE VI

Board of Directors

Section 1. Number and Term: This Association's affairs are managed by a Board of Directors initially composed of three Directors, who need not be Association members. The number of Directors may be changed from time to time from a minimum of three to a maximum of nine, but at all times it must be an odd number. The term of office for all Directors is one year, and any Director may succeed himself in office.

Section 2. Election: All directors are elected by secret written ballot at the annual meeting. Each member entitled to vote may cast as many votes for each vacancy as such member has under the provisions of Article V of these Articles, and the person receiving the largest number of votes cast by the Class A and Class B members for each vacancy is elected. Cumulative voting is not permitted.

Section 3. Initial Directors: The names and addresses of the persons who will serve as Directors until their successors have been duly elected and qualify, unless they sooner die, resign, are removed, or are incapacitated or otherwise unable to

serve, are:

Name	Address
FRED L. AHERN	2215 S. Third St., Suite 201 Jacksonville Beach, FL 32250
CHARLES E. DIXON, JR.	2215 S. Third St., Suite 201 Jacksonville Beach, FL 32250
BILL NELSON, JR.	2215 S. Third St., Suite 103 Jacksonville Beach, FL 32250

ARTICLE VII

Officers

The affairs of the Association shall be administered by the officers designated by the By-Laws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the association, and they shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

Name and Addresses	Office
BILL NELSON, JR. 2215 S. Third St., Ste. 103 Jacksonville Beach, FL 32250	President
FRED L. AHERN 2215 S. Third St., Ste. 201 Jacksonville Beach, FL 32250	Vice President
CHARLES E. DIXON, JR. 2215 S. Third St., Ste. 201 Jacksonville Beach, FL 32250	Secretary/Treasurer

ARTICLE VIII

Duration

This Association exists perpetually.

ARTICLE IX

By-Laws

The Association's By-Laws initially will be adopted by

the Board of Directors. Thereafter, the By-Laws may be amended or rescinded by a majority vote of a quorum of both classes of members present at any regular or special meeting duly called and convened, provided that, for so long as Declarant owns and holds any lot for sale in the ordinary course of business, all amendments must be approved by Declarant in writing.

ARTICLE X

Amendments

Amendments to these Articles may be proposed and adopted from time to time in the manner provided by the laws of the State of Florida, except that each such amendment must have the approval of two-thirds (2/3) of each class of members, and the written approval of Declarant for so long as Declarant owns and holds any lot for sale in the ordinary course of business.

ARTICLE XI

Voting Requirements

Section 1. Percentage Requirements: Unless any provision of these Articles, the Declaration or the By-Laws expressly requires the approval of both classes of the membership or of the Declarant or any other person, the majority vote of those members present and voting at a duly called and convened meeting shall constitute the act of the membership. If any provision of these articles, the Declaration, or the By-Laws expressly requires the approval of both classes of membership, and in the absence of an express provisions requiring a specified percentage of the total votes eligible to be case by either or both classes of membership, the majority vote of those members of each class present and voting at a meeting duly called and convened is sufficient to constitute the act of that class.

Section 2. Two-Thirds of Class: Any of the following constitute extraordinary actions that must be approved by two-thirds (2/3) of each class of members and by Declarant for so long as Declarant is a member of the Association: (i) any mortgaging of this Association's property; (ii) any merger or consolidation of this Association (iii) any dissolution of this Association; (iv) amendment of these articles of Incorporation.

Section 3. Two-Thirds of Those Present: Any of the following constitute extraordinary actions that require the approval of two-thirds (2/3) of the Class A members present in person or by proxy and of Declarant for so long as Declarant is a member of the Association: (i) any special assessment as provided in Article V, Section 2(a) of the Declaration; and (ii) any extension

of the Declaration to any other lands; and (iii) the purchase of additional lands to be owned by the Association for the benefit of Owners.

Section 4. Notice, Proxies, and Quorum Requirements: Written notice of all meetings of the membership must be given to all Owners not less than 15 days nor more than 45 days in advance of such meeting. The presence of members or proxies entitled to cast at least one-third (1/3) of the votes of each class, if such action must be approved by both classes, or of the Class A members, if such action must be approved only by Class A members, shall constitute a quorum. If the required quorum is not forthcoming, the members present shall have the power to adjourn the meeting from time to time without notice other than announcement at the meeting, until the required quorum shall be present or represented. Proxies must be registered with the Secretary of the Association prior to members meetings. No Owner may hold more than five (5) proxies.

Section 5. Written Action: Any action that may be taken at any membership meeting, including any Extraordinary Action enumerated in this Article, may be taken without a meeting, without prior notice, and without a vote if: (i) written consent, setting forth the action so taken, is signed by those Owners entitled to exercise not less than the minimum number of votes necessary to authorize or take such action at a meeting; and (ii) within 10 days after obtaining such written consent, notice thereof is given to those members who have not so consented in writing.

Section 6. Certification: An instrument signed by any executive officer of this Association, and attested by the Association's Secretary under the Association's seal, is conclusive that any required approval has been obtained in the manner provided in these Articles as to persons without actual knowledge to the contrary.

ARTICLE XII

Interpretation

Reference is made to the terms and provisions of the Declaration where necessary to interpret, construe, and clarify the provisions of these Articles. All terms defined in the Declaration have the same meaning where used in these Articles, and the rules of interpretation set forth in the Declaration apply to the interpretation, construction, application, and enforcement of these Articles. By subscribing and filing these Articles, the incorporators intend their provisions to be consistent with the provisions of the Declaration and to be interpreted, construed,

applied, and enforced with those of the Declaration to avoid inconsistencies or conflicting results.

ARTICLE XIII

Subscribers

The names and addresses of the subscribers to these Articles of Incorporation are as follows:

Name	Address
FRED L. AHERN	2215 S. Third St., Suite 201 Jacksonville Beach, FL 32250
CHARLES E. DIXON, JR.	2215 S. Third St., Suite 201 Jacksonville Beach, FL 32250
BILL NELSON, JR.	2215 S. Third St., Suite 103 Jacksonville Beach, FL 32250

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State the Florida, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 7th day of February, 1989.

BILL NELSON, JR.

FRED L. AHERN

CHARLES E. DIXON, JR.

STATE OF FLORIDA
COUNTY OF DUVAL

I certify that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, BILL NELSON, JR., to me well known and known to be the person described in and who executed the foregoing Articles of Incorporation, and acknowledged to and before me that he signed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal in the County and

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State aforesaid, this 7th day of February, 1989.

Notary Public
State of Florida at Large
My commission expires: 1/17/91

STATE OF FLORIDA
COUNTY OF DUVAL

I certify that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, FRED L. AHERN, to me well known and known to be the person described in and who executed the foregoing Articles of Incorporation, and acknowledged to and before me that he signed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal in the County and State aforesaid, this 7th day of February, 1989.

Notary Public
State of Florida at Large
My commission expires: 1/17/91

STATE OF FLORIDA
COUNTY OF DUVAL

I certify that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, CHARLES E. DIXON, JR., to me well known and known to be the person described in and who executed the foregoing Articles of Incorporation, and acknowledged to and before me that he signed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal in the County and State aforesaid, this 7th day of February, 1989.

Notary Public
State of Florida at Large
My commission expires: 1/17/91

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

LIGHTHOUSE POINTE COMMUNITY ASSOCIATION, INC., desiring to organize under the laws of the State of Florida as a corporation not for profit, with its principal place of business in Duval County, Florida, has named FRED L. AHERN, Jr., whose business office is 2215 South Third Street, Suite 101, Jacksonville Beach, Florida, 32250, as its registered agent to accept service of process within this state, all in accordance with Section 607.034, Florida Statutes.

DATED this 7th day of February, 1989.

By Bill Nelson
BILL NELSON, JR., President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE

Having been named to accept service of process for the foregoing corporation at the place designated in this certificate, I hereby agree to act in such capacity and agree to comply with the provisions of the laws of the State of Florida relative to maintaining such registered office.

DATED this 7th day of February, 1989.

Fred L Ahern Jr
FRED L. AHERN, JR.

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ALL AL... RECORDS OF ... RDED IN PUBLIC ... AL COUNTY, FLA.
HENRY W COOK
CLERK OF CIRCUIT COURT