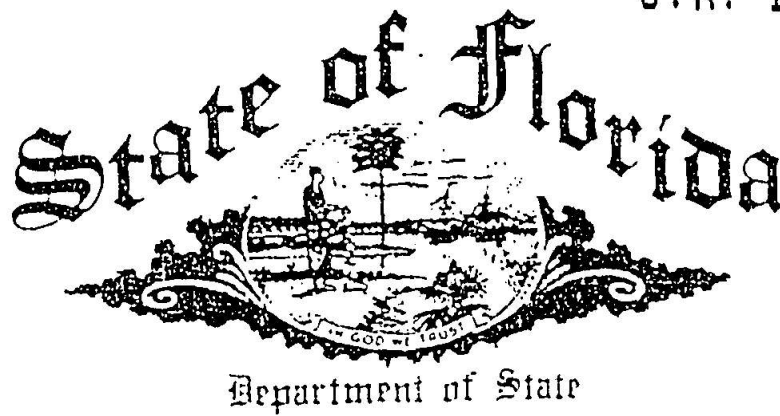




I certify the attached is a true and correct copy of the Articles of Incorporation of COLONY AT PONTE VEDRA MASTER ASSOCIATION, INC., a Florida corporation, filed on May 5, 1994, as shown by the records of this office.

The document number of this corporation is N94000002307.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Ninth day of May, 1994



CR2EO22 (2-91)

Jim Smith
Secretary of State

FILED

ARTICLES OF INCORPORATION
OF
COLONY AT PONTE VEDRA
MASTER ASSOCIATION, INC.

94 MAY -5 PM 2:27

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 COLONY AT PONTE VEDRA MASTER ASSOCIATION, INC. The corporation is sometimes referred to herein as the "Corporation."

ARTICLE II
DEFINITIONS

Section 2.1 Declaration: Declaration of Covenants, Conditions and Restrictions for The Colony at Ponte Vedra, recorded in Volume 1044, pages 1625 to 1642 inclusive, of the Official Public Records of St. Johns County, Florida.

Section 2.2 Master Association: Colony at Ponte Vedra Master Association, Inc., a Florida not for profit corporation, its successors and assigns.

Section 2.3 Member: A person who is a record owner of a Residential Parcel.

Section 2.4 Common Area: Those portions of the Property which are conveyed to the Master Association from time to time by the Developer.

Section 2.5 Parcel(s): The Residential Parcels.

Section 2.6 Resident: Any person or persons occupying a residence or living unit on a Parcel.

Section 2.7 Residential Parcel: Each portion of the Property subjected to the Declaration and designated by Developer, as provided in Section 9.5 thereof, for occupancy by a single family and each living unit on a Parcel which has been subject to the Declaration and submitted to condominium ownership as a residential condominium.

ARTICLE III
PRINCIPAL OFFICE AND AGENT

The principal place of business and initial registered office of the Corporation is 1600 Sun Bank Building, 200 West Forsyth Street, Jacksonville, Florida 32202. The registered agent of the Corporation is John S. Duss, IV.

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 own, operate and manage properties conveyed to it in accordance with the Declaration.

4.2.5 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, the Bylaws of the Corporation, and the Declaration.

ARTICLE V MEMBERS

Section 5.1 The Members of this Corporation shall consist of all owners of record title to Residential Parcels, but shall not include mortgagees or other holders of security interests 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 membership: Class A and Class B.

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

Class B Members shall be the Developer.

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, (2) when seventy-five percent (75%) of the Residential Parcels are owned by persons other than Developer, or (3) on December 31, 199____, whichever shall first occur.

Each Residential Parcel shall be entitled to one 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 interests 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 by 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 nine (9) 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:

John K. Sisk Director
1650 Prudential Drive, Suite 100
Jacksonville, Florida 32207

John S. Duss, IV Director
1600 Sun Bank Building
200 W. Forsyth Street
Jacksonville, Florida 32202

Ernestine Clark Director
1650 Prudential Drive, Suite 100
Jacksonville, Florida 32207

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 a majority vote of the Board of Directors of the Corporation and shall hold office during the pleasure of the Board. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary. The initial officers are:

John K. Sisk President
1650 Prudential Drive, Suite 100
Jacksonville, Florida 32207

John S. Duss, IV Secretary
1600 Sun Bank Building
200 W. Forsyth Street
Jacksonville, Florida 32202

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 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, of 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 non-profit corporations, associations, trusts or other organizations 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 at any time by an affirmative vote of three-fourths (3/4) or more of the Members of the Corporation entitled to vote in accordance with the limitations set forth in Article V of these Articles.

ARTICLE XII BYLAWS

The Corporation shall adopt Bylaws governing the conduct of the affairs of the Corporation. Until the time at which the Class B membership terminates and the Class A membership is entitled to vote as provided for in Article V of these Articles, the Bylaws may be amended upon a majority vote of the Board of Directors. After such time as the Class A Members shall be entitled to vote, these Bylaws may be amended by three-fourths (3/4) of the members of the Association entitled to vote.

ARTICLE XIII
SUBSCRIBERS

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

John S. Duss, IV 1600 Sun Bank Building
200 W. Forsyth Street
Jacksonville, FL 32202

IN WITNESS WHEREOF, the subscribing incorporator has hereunto set his hand and seal and caused these Articles of Incorporation to be executed this 20th day of April 1994.

Signed, sealed and delivered
in the presence of:

Suzanne McCall
[SUZANNE McCALL]

John S. Duss, IV
[JOHN S. DUSS, IV]

Theresa M. Kenney
[Theresa M. Kenney]

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 20th day of April, 1994 by John S. Duss, IV.

Suzanne McCall
[SUZANNE McCALL] (print name)

Notary Public, State and County
aforesaid

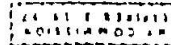
My Commission expires:

Commission No.:

He: (please check appropriate statement)

☒ is personally known to me

☐ produced identification (specify type)



FILED
94 MAY -5 PM 2:27
CLERK OF STATE
TALLAHASSEE, FLORIDA

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 said Act relative to keeping open said place.

John S. Duss, IV
[JOHN S. DUSS, IV]