

State of Florida



Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of

SEA WINDS CONDOMINIUM ASSOCIATION OF ST. AUGUSTINE BEACH, INC.

a corporation organized under the Laws of the State of Florida, filed on July 15, 1983.

The charter number for this corporation is 769401.

Given under my hand and the Great Seal of the State of Florida, at Tallahassee, the Capital, this the 15th day of July, 1983.



George Firestone
Secretary of State

WP-104 CER-101

EXHIBIT B

ARTICLES OF INCORPORATION
OF
SEA WINDS CONDOMINIUM
ASSOCIATION OF ST. AUGUSTINE BEACH, INC.

JUL 15 11 27 AM '83

(A corporation not for profit)

We, the undersigned, being desirous of forming a corporation not for profit under the provisions of Chapter 617, Florida Statutes, do hereby agree to the following Articles of Incorporation:

ARTICLE I. Name

The name of this corporation is Sea Winds Condominium Association of St. Augustine Beach, Inc. (Herein after referred to as the "Association")

ARTICLE II. Purposes

The purposes and objects of the Association shall be to administer the operation and management of Sea Winds Condominiums (the "Condominium"), established pursuant to Chapter 718, Florida Statutes (the "Condominium Act"), on the real property in St. Johns County, Florida and described in the Declaration of Condominium of Sea Winds Condominiums (the "Declaration") and to undertake and perform all acts and duties incident to the administration, operation and management of the Condominium in accordance with the terms, provisions, conditions and authorizations contained herein and in the Declaration; and to own, operate, lease, sell, manage and otherwise deal with such real and personal property as may be necessary or convenient for the administration of the Condominium. The Association shall be conducted as a non-profit organization for the benefit of its members.

ARTICLE III. Powers

The Association shall have all of the powers and privileges granted to a corporation not for profit under the laws of Florida

EXHIBIT B

8. To employ personnel to perform the services required for the operation of the Condominium.

9. To enforce the provisions of the Declaration of Condominium, these Articles of Incorporation, the By-Laws of the Association which may be hereafter adopted, and the rules and regulations governing the use of the Condominium as may be hereafter established.

10. To exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the Association pursuant to the Declaration of Condominium.

ARTICLE IV. Qualification of Members

The qualification of the members, of their admission to membership, termination of membership, and voting by members shall be as follows:

1. Members of the Association shall consist of all of the owners of condominium dwelling units in the Condominium, and no other persons or entities shall be entitled to membership.

2. A person shall become a member by the acquisition of a fee ownership interest in a dwelling unit in the Condominium, whether by conveyance, devise, judicial decree or otherwise. The membership of any person shall be automatically terminated upon his being divested of his title to or interest in the dwelling unit. Transfer of membership shall be recognized by the Association upon its being provided with a certified copy of the recorded deed conveying title to a dwelling unit to the new member. If a corporation is the recorded owner of a dwelling unit, the corporation shall designate one officer or director as the member.

3. Except as an appurtenance to his dwelling unit, no member can assign, hypothecate or transfer in any manner, his membership in the Association or his interest in the funds and assets of the Association. The funds and assets of the Association shall belong solely to the Association subject to the limitation that the same be expended, held or used for the benefit of the membership and

for the purposes authorized herein, in the Declaration of Condominium, and in the By-Laws which may be hereafter adopted.

4. On all matters on which the membership shall be entitled to vote, there shall be only one vote for each condominium parcel in the Condominium. A vote may be exercised or cast by the owner or owners of each condominium parcel in such manner as may be provided in the By-Laws hereafter adopted by the Association.

ARTICLE V. Term of Existence

This Association is to exist perpetually.

ARTICLE VI. Officers

1. The officers of the Association shall be a President, a Vice President, a Secretary, a Treasurer, and such other officers, including a General manager, as may be deemed desirable or necessary by the Board of Directors.

2. The persons who are to serve as officers of the Association until their successors are chosen are:

<u>OFFICERS</u>	<u>NAME</u>
President	C. D. Bonnot
Vice President	Richard Walker
Secretary	T. Frank Douglas
Treasurer	Michael Akel

3. The officers shall be elected by the Board of Directors at their annual meeting as provided in the By-Laws. Any vacancies in any office shall be filled by the Board of Directors at any meeting duly held.

ARTICLE VII. Board of Directors

1. The business affairs of this Association shall be managed by the Board of Directors. This Association shall have five (5) directors initially. The number of directors may be increased or decreased from time to time as provided by the By-Laws but shall never be less than five (5) nor greater than nine (9).

2. Each director shall be a member of the Association; provided, however, that until the first meeting of the membership of the Association as provided in the By-Laws, directors need not be members of the Association.

3. Subject to the Declaration of Condominium, the Board of Directors shall be elected by the members of the Association from among the membership at the annual membership meeting as provided in the By-Laws. Vacancies on the Board may be filled by the remaining directors at any duly called meeting.

4. The names and addresses of the persons who are to serve as directors until their successors are chosen are:

Michael Akel	110 Riverside Avenue Jacksonville, FL 32202
C. D. Bonnot	Suite D1, 901 N.W. 8th Avenue Gainesville, FL 32601
T. Frank Douglas	912 Anastasia Blvd. St. Augustine, FL 32084
Richard Walker	Route 1, P. O. Drawer Hilliard, FL 32046
John R. Lamb	1 North Hogan Street Jacksonville, FL 32202

ARTICLE VIII. By-Laws

1. The Board of Directors of this Association may provide such By-Laws for the conduct of its business and the carrying out of its purposes as it may deem necessary from time to time.

2. The By-Laws may be amended, altered or rescinded upon the proposal of a majority of the Board of Directors and approval in person or in writing of the members of the Association holding a majority of votes present at a regular or special meeting of the members, the notice of which shall state that such proposal is to be voted upon at the meeting.

ARTICLE IX. Amendments

These Articles of Incorporation may be amended as follows:

1. Amendments shall be proposed by the Board of Directors of the Association acting upon a vote of a majority of the directors.

2. Such proposed amendments shall become effective when approved by an affirmative vote of members owning at least 75% of

votes. The membership shall vote on the proposed amendments at any regular or specially called meeting for such purpose, the notice of which shall describe the amendment or amendments being proposed. Votes may be in person or by written proxy.

ARTICLE X. Location

The location of this Association shall be at 912 Anastasia Boulevard, City of St. Augustine, St. Johns County, Florida, or at such other place or places as the Board of Directors may designate.

ARTICLE XI. Non-profit Status

1. No part of the net earnings of the Association shall inure to the benefit of any individual or member.
2. The Association shall not carry on propoganda, or otherwise act to influence legislation.

ARTICLE XII. Indemnity

Every director and every other officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorney's 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, 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 by a court of competent jurisdiction to be guilty of willful misfeasance or malfeasance in the performance of his duties. 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 XIII. Registered Agent and Office

The name of the initial registered agent and the address of the initial registered office of the Association are:

Robert A. Heekin	2000 Independent Square Jacksonville, FL 32202
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ARTICLE XIV. Subscribers

The name and addresses of the subscribers to these Articles are:

- Robert A. Heekin 2000 Independent Square
 Jacksonville, FL 32202
- Barbara B. Blake 2000 Independent Square
 Jacksonville, FL 32202
- Sharon H. Allen 2000 Independent Square
 Jacksonville, FL 32202

IN WITNESS WHEREOF, we the undersigned subscribing incorporators, have hereunto set our hands and seals this 13th day of July, 1983, for the purpose of forming this corporation not for profit under the laws of the State of Florida.

Robert A. Heekin (SEAL)
Robert A. Heekin

Barbara B. Blake (SEAL)
Barbara B. Blake

Sharon H. Allen (SEAL)
Sharon H. Allen

STATE OF FLORIDA)
)ss.
COUNTY OF DUVAL)

The foregoing instrument was acknowledged before me this 13th day of July, 1983 by Robert A. Heekin, Barbara B. Blake, and Sharon H. Allen.

[Signature]
Notary Public, State of Florida at
Large

My Commission Expires: 11



ACCEPTANCE OF REGISTERED AGENT

I hereby accept the foregoing appointment as registered agent for the Association.

Robert A. Heekin
Robert A. Heekin