

# No 1000004751



ACCOUNT NO. : 072100000032  
 REFERENCE : 207287 7277335  
 AUTHORIZATION : *Patricia Pizito*  
 COST LIMIT : \$ 78.75

ORDER DATE : July 2, 2001

ORDER TIME : 12:44 PM

ORDER NO. : 207287-005

CUSTOMER NO: 7277335

200004456372--2

CUSTOMER: Ms. Karen Baez  
 Amelia Park Development

Suite 200  
 2021 Art Museum Drive  
 Jacksonville, FL 32207

RECEIVED  
 DEPARTMENT OF STATE  
 DIVISION OF CORPORATIONS

2001 JUL -2 PM 1:34

NOT REVIEWED  
 TO ACKNOWLEDGE  
 SUFFICIENCY OF FILING

DOMESTIC FILING

NAME: AMELIA PARK TOWN CENTER  
 CONDOMINIUM ASSOCIATION,  
 INC.

EFFECTIVE DATE:

- ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds - EXT. 1133

EXAMINER'S INITIALS:

*2557-6111*  
*1001-15234*

*JR*  
*7/6/01*

2001 JUL -2 PM 3:56  
 SECRETARY OF STATE  
 TALLAHASSEE FLORIDA

FILED



**FILED**

2001 JUL -2 PM 3:56

FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

July 2, 2001

**RESUBMIT**

Please give original  
submission date as file date.

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: AMELIA PARK TOWN CENTER CONDOMINIUM ASSOCIATION,  
INC.  
Ref. Number: W01000015234

We have received your document for AMELIA PARK TOWN CENTER CONDOMINIUM ASSOCIATION, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6973.

Claretha Golden  
Document Specialist  
New Filings Section

Letter Number: 201A00039524

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DEPARTMENT OF STATE  
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SUFFICIENCY OF FILING

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

ARTICLES OF INCORPORATION  
FOR  
AMELIA PARK TOWN CENTER CONDOMINIUM  
ASSOCIATION, INC  
A FLORIDA NOT-FOR-PROFIT CORPORATION

FILED

2001 JUN -2 PM 3:56  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation, a Florida general partnership, hereby forms a not-for-profit corporation under the laws of the State of Florida.

ARTICLE I  
NAME

The name of the corporation is the AMELIA PARK TOWN CENTER CONDOMINIUM ASSOCIATION, INC., hereinafter referred to as the "Association." The street address of the Association is c/o Mr. Michael Antonopoulos, 2021 Art Museum Drive, Suite 210, Jacksonville, FL 32207.

ARTICLE II  
REGISTERED AGENT

The initial Registered Agent of the Association is Mr. Michael Antonopoulos. The street address of the Registered Agent is 2021 Art Museum Drive, Suite 210, Jacksonville, FL 32207.

ARTICLE III  
PURPOSES

The Association does not contemplate pecuniary gain or profit to its members. The Association's specific purposes are to provide for the maintenance and preservation of 1405 Amelia Park Town Center, a Non-Residential Condominium and all other condominiums established in accordance with the Master Condominium Declaration for Amelia Park Town Center Nonresidential Condominiums recorded or to be recorded in the public records of Nassau County, Florida (together with the Individual Declaration for 1405 Amelia Park Town Center, a Non-Residential Condominium and any other Individual Declarations, the "Declaration") for the mutual advantage and benefit of the members of the Association, who shall be owners of Units within such condominiums. To promote the health, safety and welfare of the owners of Units, the Association shall have and exercise the following authority, powers and duties:

- (a) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration, which is hereby incorporated by reference, as it may be amended from time to time.
- (b) To 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.
- (c) To borrow money and to mortgage, pledge or hypothecate any and all of its real or personal property as security for money borrowed or debts incurred.
- (d) To participate in mergers and consolidations with other nonprofit corporations organized for similar purposes.

(e) To have all other powers and duties of a not-for-profit corporation organized as a nonresidential condominium association under Chapter 718, Florida Statutes.

#### ARTICLE IV MEMBERSHIP

Except as provided in Section 5.2 of the Master Condominium Declaration, every person or entity who is a record owner of a Unit within the condominiums made subject to the Declaration shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Unit.

#### ARTICLE V VOTING RIGHTS

Voting rights are assigned in accordance with the provisions of the Declaration. However, until the occurrence of certain events as described in Section 6.3 of the Master Condominium Declaration, the developer of the Condominium shall have the right to elect a majority of the members of the Board

#### ARTICLE VI BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors, the members of which do not need to be members of the Association. The Board of Directors shall be selected as provided in the Declaration and Bylaws.

#### ARTICLE VII TERM OF EXISTENCE

This corporation shall commence existence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The corporation shall have perpetual existence unless sooner dissolved in accordance with the provisions herein contained or in accordance with the laws of the State of Florida.

#### ARTICLE VIII DISSOLUTION

The Association may be dissolved as provided in the Declaration.

#### ARTICLE IX OFFICERS

Subject to the direction of the Board, the affairs of this Association shall be administered by its officers, as designated in the Bylaws of this Association. Said officers shall be elected annually by the Board in accordance with the Bylaws.

#### ARTICLE X BYLAWS

The Bylaws of this Association shall be adopted by the first Board and recorded among the public records of Nassau County, Florida. The Bylaws may be altered, amended, modified or repealed by (a) a majority of the Directors, or (b) assent in writing of members representing a majority of the voting interests. Any such modification shall be effective upon recording in the public records of Nassau County.

ARTICLE XI  
AMENDMENTS

This Association reserves the right to amend or repeal any of the provisions contained in these Articles by approval in writing of two-thirds (2/3) of the membership.

ARTICLE XII  
SUPREMACY

These Articles and the Bylaws are subject to the Declaration and in the event of a conflict, the Declaration shall govern. In the event of a conflict between the Articles and Bylaws, the Articles shall govern.

ARTICLE XIII  
INDEMNIFICATION

This Association shall indemnify and hold harmless any and all of its present or former directors, officers, employees or agents, to the full extent permitted by law. Said indemnification shall include but not be limited to the expenses, including the cost of any judgments, fines, settlements and counsel's fees actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative, and any appeal thereof, to which any such persons or his legal representative may be made a party or may be threatened to be made a party by reason of his being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not affect any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

ARTICLE XIV  
INCORPORATOR


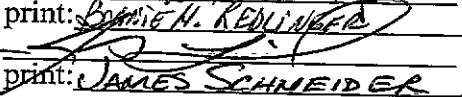
The incorporator of the corporation is Amelia Park Development, a Florida general partnership whose address is 2021 Art Museum Drive, Suite 210, Jacksonville, FL 32207.


IN WITNESS WHEREOF, the incorporator has caused these Articles of Incorporation to be executed this 29 day of June, 2001.

AMELIA PARK DEVELOPMENT, a Florida  
general partnership, by its partners:

WITNESSES:

MCS DEVELOPMENT CORPORATION,  
a Florida corporation

  
print: BONNIE H. REDINGER  
  
print: JAMES SCHNEIDER

By:   
Michael Antonopoulos, its president

Bonnie H. Redmond  
print: BONNIE H. REDMOND


James Schneider  
print: JAMES SCHNEIDER

THE AMELIA PARK COMPANY

By: Joel E. Embry  
Joel E. Embry, its president

STATE OF FLORIDA  
COUNTY OF Duval


The foregoing instrument was acknowledged before me this 29<sup>th</sup> day of June, 2001, by Michael Antonopoulos, president of MCS DEVELOPMENT CORPORATION, a Florida corporation, on behalf of the corporation as general partner of AMELIA PARK DEVELOPMENT, a Florida general partnership. He is personally known to me or has produced a Florida driver's license as identification and did take an oath.

 Karen Baez  
My Commission CC928626  
Expires June 26, 2004

Karen Baez  
Karen Baez  
Notary Public, State of Florida at Large  
Serial Number:

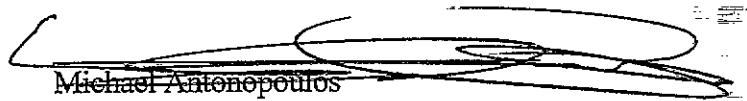
STATE OF FLORIDA  
COUNTY OF Duval

The foregoing instrument was acknowledged before me this 29<sup>th</sup> day of June, 2001, by Joel E. Embry, president of THE AMELIA PARK COMPANY, a Florida corporation, on behalf of the corporation as general partner of AMELIA PARK DEVELOPMENT, a Florida general partnership. He is personally known to me or has produced a Florida driver's license as identification and did take an oath.

 Karen Baez  
My Commission CC928626  
Expires June 26, 2004

Karen Baez  
Karen Baez  
Notary Public, State of Florida at Large  
Serial Number:

Having been named to accept service of process for the above named 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.



Michael Antonopoulos  
Registered Agent

Dated: June 29, 2001

**FILED**  
2001 JUL -2 PM 3:56  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA