

STATE OF FLORIDA

DEPARTMENT OF STATE

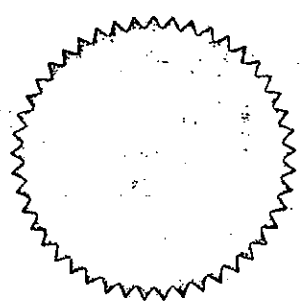


I, RICHARD (DICK) STONE, Secretary of State of the State of Florida, do hereby certify that the following is a true and correct copy of

CERTIFICATE OF INCORPORATION OF

BEACH WOOD VILLAS ASSOCIATION, INC.

a corporation not for profit organized and existing under the Laws of the State of Florida, filed on the 18th day of July, A.D., 1973, as shown by the records of this office.



GIVEN under my hand and the Great Seal of the State of Florida, at Tallahassee, the Capital, this the 18th day of July, A.D., 1973.

Richard (Dick) Stone
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
BEACH WOOD VILLAS ASSOCIATION, INC.

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation not for profit under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is : "Beach Wood Villas Association, Inc."

ARTICLE II

PURPOSES

The corporation is a corporation not for profit, the purpose of which is to operate, maintain, supervise, and administer a condominium known as "Beach Wood Villas, a Condominium," located upon real property in Amelia Island Plantation, Nassau County, Florida, which is more particularly described in the Declaration of Condominium thereof. In order to carry out these purposes, the corporation shall be authorized to set and collect assessments and to perform all of the functions set forth in the Declaration of Condominium and the By-Laws, and to have all of the powers permitted by the laws of the State of Florida.

ARTICLE III

MEMBERSHIP

Every owner of a condominium parcel in Beach Wood Villas, a Condominium, shall be a member of the corporation, and shall automatically be admitted upon obtaining an interest in such condominium parcel. A member will be entitled to the number of votes allotted to the condominium parcel which he owns as set forth in said Declaration of Condominium. Voting may be in person or by proxy.

ARTICLE IV

TERM OF EXISTENCE

This corporation is to exist perpetually, unless the condominium is terminated pursuant to the terms of the Declaration of Condominium or the laws of Florida.

ARTICLE V

SUBSCRIBERS

The names and residences of the subscribers to these Articles of Incorporation are:

Douglas D. Batchelor, Jr. 636 Cambridge Dr.
Augusta, Georgia

FILED
JUL 18 2 21 PM 1973
DEPARTMENT OF REVENUE
TALLAHASSEE, FLORIDA

Marshall E. Wood

187-D Nottingham Road
Fernandina Beach, Florida

Peter S. Rummell

Phillips Manor Road
Fernandina Beach, Florida

ARTICLE VI

OFFICERS

The affairs of the corporation are to be managed by the president, vice-president, secretary-treasurer and such other officers as the by-laws of the corporation may provide for from time to time.

ARTICLE VII

INITIAL OFFICERS

The names and addresses of the initial officers of the corporation are as follows:

President: Frank Brumley
Walker's Point
Amelia Island Plantation
Amelia Island, FL 32034

Vice-President: Peter S. Rummell
Phillips Manor Road
Fernandina Beach, FL 32034

Secretary-Treasurer: Marshall E. Wood
187-D Nottingham Road
Fernandina Beach, FL 32034

These officers shall hold office until the first election of the board of directors which will be held as soon as practicable after completion of construction of Beach Wood Villas, a Condominium, and closing of sales of all condominium parcels under contracts of sale at the time of completion of construction. Commencing with the first meeting of an elected board of directors such officers will be elected by the board of directors to hold office until a successor is elected and qualified. In the event of a vacancy in any office prior to the first election of a board of directors, such vacancy shall be filled by a majority vote, even though less than a quorum of the board of directors.

ARTICLE VIII

INITIAL DIRECTORS

The Initial Board of Directors of the Corporation shall consist of three persons who shall serve until the first election of directors by the members of the corporation. The names and addresses of the persons so serving as directors of the corporation are:

Frank Brumley
Walker's Point
Amelia Island Plantation
Amelia Island, FL 32032

Peter S. Rummell
Phillips Manor Road
Fernandina Beach, FL 32034

Marshall E. Wood
187-D Nottingham Road
Fernandina Beach, FL 32034

A board of directors consisting of not less than three nor more than five members will be elected at a meeting of members to be held as soon as practicable after completion of construction of Beach Wood Villas, a Condominium, and closing of sales of all condominium parcels under contracts of sale at the time of completion of construction. The directors of the corporation will be elected to hold office in each instance until the next annual meeting of the members or until their successors are elected and qualified. In the event of a vacancy in the initial board of directors prior to such meeting, such vacancy shall be filled by a majority vote of the remaining members of the board of directors.

ARTICLE IX.

BY-LAWS

The initial by-laws of the corporation will be annexed to said Declaration of Condominium, and only the members shall have the power to alter or rescind the by-laws of the corporation as provided for therein.

ARTICLE X.

AMENDMENT TO ARTICLES OF INCORPORATION

Amendments to these Articles of Incorporation may be proposed by the board of directors or the members of the corporation. To be adopted, an amendment must be approved as set forth in the by-laws of the corporation or said Declaration of Condominium. All rights granted to members of the corporation herein are subject to this reservation and its lawful exercise.

IN WITNESS WHEREOF, we have hereunto set our hands
this 17 day of July, 1973.

Douglas D. Batchelor, Jr.
Douglas D. Batchelor, Jr.

Peter S. Russell
Peter S. Russell

Marshall E. Wood
Marshall E. Wood

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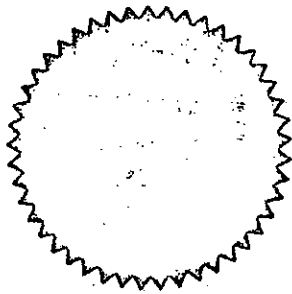
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Douglas D. Batchelor, Jr.
Douglas D. Batchelor, Jr.


Peter S. Russell
Peter S. Russell

Marshall E. Wood
Marshall E. Wood

STATE OF FLORIDA)
)
NASSAU COUNTY)

I hereby certify that on this day, before me, a Notary Public authorized in the State and County named above to take acknowledgements, personally appeared Douglas D. Batchelor, Jr., Peter S. Rummell, and Marshall E. Wood, to me known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation, and each of them acknowledged before me that they each subscribed to these Articles of Incorporation freely and voluntarily, and for the purposes therein expressed.

Witness my hand and official seal in the County and State aforesaid this 17 day of July, 1973.



Notary Public,

My Commission Expires:

NOTARY PUBLIC, STATE OF FLORIDA at LARGE
MY COMMISSION EXPIRES ON JULY 12, 1978
BONDED FROM GENERAL PUBLIC SERVICE IN FLORIDA