

ARTICLES OF INCORPORATIONOFJGCC PROPERTY OWNERS ASSOCIATION, INC.I. NAME.

The name of this corporation shall be JGCC Property Owners Association, Inc. (the "Association").

II. PURPOSES.

The general nature, objects and purposes of the Association are as follows:

A. To promote the health, safety and social welfare of the owners of the property within the residential area referred to as Jacksonville Golf & Country Club and described in the Declaration of Assessment Covenants for Jacksonville Golf and Country Club (the "Declaration") to be executed by Arvida/JMB Partners and to be recorded in the current public records of Duval County, Florida. The terms "Developer", "Owner", "Member", "Residential Dwelling Unit", "Residential Lot", "Property" and "Common Areas" and any other defined terms used herein, and elsewhere in these Articles, are used with the definitions given those terms in the Declaration.

B. To own and maintain, insure, repair and replace the roadways, lakes, drainage areas and structures, parks, sidewalks and/or access paths, streets and other Common Areas, structures, landscaping and other improvements in and/or benefiting the Property, for which the obligation to maintain and repair has been delegated to and accepted by the Association.

C. To provide for private security and such other services, and to obtain, repair, replace and maintain the capital improvements and equipment related thereto, within the Property for which the Association has accepted or may accept the responsibility therefor.

E. To operate without profit for the benefit of its Members.

F. To perform all of the functions contemplated for the Association, and undertaken by the Board of Directors of the Association (the "Board"), as provided in the Declaration hereinabove described.

III. GENERAL POWERS:

The general powers that the Association shall have are as follows:

A. To hold funds solely and exclusively for the benefit of the Association Members for the purposes set forth in these Articles of Incorporation.

B. To promulgate and enforce rules, regulations, bylaws, covenants, restrictions and agreements to effectuate the purposes for which the Association is organized.

C. To delegate power or powers or appoint agents where such is deemed in the interest of the Association.

D. To purchase, lease, hold, sell, mortgage or otherwise

**OFFICIAL RECORDS.**

acquire or dispose of interests in, real or personal property, except to the extent restricted hereby; to enter into, make, perform or carry out contracts of every kind with any person, firm, corporation, association or other entity; to do any and all acts necessary or expedient for carrying on any and all of the activities and pursuing any and all of the objects and purposes set forth in these Articles of Incorporation and not forbidden by the laws of the State of Florida.

E. To fix assessments to be levied against the Property and the costs of effectuating the objects and purposes of the Association, to create reasonable reserves for such expenditures, and to authorize the Board, in its discretion, to enter into agreements for the collection of such assessments.

F. To charge recipients for services rendered by the Association and the users of Association property when such is deemed appropriate by the Board.

G. To pay taxes and other charges, if any, on or against property owned, accepted, or maintained by the Association.

H. In general, to have all powers conferred upon a non-profit corporation by the laws of the State of Florida, except as prohibited herein.

**IV. MEMBERS.**

A. The Members shall consist of the Owners of parcels within the Property and all such Owners shall be Members of the Association. There shall be four (4) classes of Members, as follows:

1. Class A Member. Class A Members shall be all owners of Restated Dwelling Units or Residential Lots within the Property.
2. Class B Member. The Class B Member shall be Arvida/JMB Partners, a Florida general partnership, or its designee, successor or assignee, as Developer of the Property.
3. Class C Member. Class C Members shall be all Owners, including the Developer, of Commercial Units within the Property. Owners of Commercial Units shall automatically become Class C Members upon the purchase of Commercial Units.
4. Class D Member. The Class D Member shall be the Owners, including the Developer, of the Club Facilities.

**V. VOTING AND ASSESSMENTS.**

A. Subject to the restrictions and limitations hereinafter set forth, each Class A Member shall be entitled to one (1) vote for each Residential Dwelling Unit or Residential Lot in which he holds the interest required for membership.

B. The Class B Member shall be entitled to the number of votes equal to the total votes of the Class A, Class C and Class D Members plus one. The Class B membership shall cease and terminate and be converted to Class A, Class C, and/or Class D membership as applicable, upon the first to occur of (i) the date upon which the Class B Member owns less than one (1) acre of improved or unimproved land within the Property (exclusive of Commercial Units which are not held for sale or lease in the ordinary course of business), or (ii) the date upon which such Class B voting rights are waived in writing by the Class B Member. The Class B Member still have the right to appoint a

majority of the Board of Directors of the Association until the annual meeting of the Association next following the termination of the Class B Membership. Thereafter, for so long as it owns any portion of the Property, the Developer shall be entitled to appoint one (1) member of the Board of Directors, in addition to such members of the Board of Directors as it may be entitled to elect as a Class A, Class C, or Class D Member.

C. Class C Members shall be entitled to one (1) vote for each 5,000 square feet of heated and air conditioned space constituting the Commercial Units owned by each such Member. For purposes of this subsection, all Commercial Units shall be rounded to the nearest 5,000 square feet for each fraction of such square footage amount; provided that any Commercial Unit of less than 5,000 square feet of heated and air conditioned space shall be entitled to one (1) vote.

D. Class D Members shall be entitled to twenty-five (25) votes which shall be the total votes attributable to the Club Property.

E. When any portion of the Property is owned by two (2) or more persons or entities, whether as fiduciaries or in any other manner of joint or common ownership, such persons or entities shall designate a representative among them who shall be authorized to exercise the vote or votes attributable to such portion of the Property, which shall be evidenced by a written Voting Certificate signed by each of the Owners and filed with the Secretary of the Association.

F. Except as otherwise provided by these Articles, the Declaration, or the Bylaws of the Association (the "Bylaws"), the affirmative vote of a majority of the votes which are entitled to be cast by the Owners represented at any meeting of the Members duly called and at which a quorum is present, shall be binding upon all of the Members of the Association.

G. The Association shall obtain funds with which to operate by assessment of its Members in accordance with the provisions of the Declaration, as supplemented by the provisions of these Articles and the Bylaws of the Association relating thereto.

#### VI. BOARD OF DIRECTORS.

A. The affairs of the Association shall be managed by a Board consisting of five (5) Directors. So long as the Developer shall have the right to appoint a majority of the Board, Directors need not be Members of the Association and need not be residents of the State of Florida; thereafter, all Directors shall be Members of the Association. Beginning with the first annual election of the Board of Directors, there shall be two (2) Directors elected by the Class A, C, and D Members so long as the Class B Member has the right to elect a majority of the Board of Directors. Elections shall be by plurality vote. At the first annual election of the Board of Directors the term of office of the elected Director receiving the highest plurality of votes shall be established at two (2) years. In addition, the Class B Member shall appoint two (2) Directors to serve for a term of one (1) year and one Director to serve for a term of two (2) years. Thereafter, as many Directors shall be elected and appointed, as the case may be, as there are regular terms of office of Directors expiring at such time; and the term of the Director so elected or appointed at each annual election shall be for two (2) years expiring at the second election following their election, and thereafter until their successors are duly elected and qualified, or until removed from office with or without cause by the affirmative vote of a majority of the votes of the Members. Any Director appointed by the Class B

OFFICIAL RECORDS

Member shall serve at the pleasure of the Class B Member, and may be removed from office, and a successor Director may be appointed, at any time by a Class B Member.

B. The names and addresses of the members of the first Board of Directors who shall hold office until the first annual meeting of the Members and until their successors are elected or appointed and have qualified, are as follows:

W. Thomas Hale	10033 Sawgrass Drive Operations Bldg. Ponte Vedra Beach, Florida 32082
John R. Grab	10033 Sawgrass Drive Operations Bldg. Ponte Vedra Beach, Florida 32082
Nita Rankin	10033 Sawgrass Drive Operations Bldg. Ponte Vedra Beach, Florida 32082
Don Wright	10033 Sawgrass Drive Operations Bldg. Ponte Vedra Beach, Florida 32082
Michael H. Hannon	10033 Sawgrass Drive Operations Bldg. Ponte Vedra Beach, Florida 32082

VII. OFFICERS.

A. The Officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board may from time to time by resolution create. Any two (2) or more offices, except the offices of President and Secretary, may be held by the same person. Officers shall be elected for one (1) year terms in accordance with the procedures set forth in the Bylaws. The names of the officers who are to manage the affairs of the Association until the first annual meeting of the Board of Directors and until their successors are duly elected and qualified are:

President	W. Thomas Hale
Vice President	John R. Grab
Treasurer and Secretary	Nita Rankin

VIII. CORPORATE EXISTENCE.

The Association shall have perpetual existence.

IX. BYLAWS.

The Board of Directors shall adopt Bylaws consistent with these Articles.

X. AMENDMENTS TO ARTICLES OF INCORPORATION AND BYLAWS.

These Articles may be altered, amended or repealed by vote of a majority of the Board of Directors and Members as provided in Chapter 617, Florida Statutes. No amendment affecting Arvida/JMB Partners, a Florida general partnership, or its successors and assigns as Developer of the Jacksonville Golf and Country Club shall be effective without the prior written consent of Arvida/JMB Partners, or its successors or assigns, as Developer. Any amendments shall be effective upon passage by the Board and approval by the Developer. No amendments to the Articles or Bylaws need be recorded in the public records.

XI. INCORPORATOR.

The Incorporator under these Articles of Incorporation and his address are set forth as follows:

John R. Grab  
10033 Sawgrass Drive  
Operations Bldg.  
Ponte Vedra Beach, Florida 32082

XII. INDEMNIFICATION OF OFFICERS AND DIRECTORS.

A. The Association hereby indemnifies any Director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

1. Whether civil, criminal, administrative, or investigative, other than one by or in the right of the Association to procure a judgment in its favor, brought to impose a liability or penalty on such person for any act alleged to have been committed by such person in his capacity as Director or officer of the Association, or in his capacity as director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association, and in criminal actions or proceedings, without reasonable grounds for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in the best interest of the Association or that he had reasonable grounds for belief that such action was unlawful.

2. By or in the right of the Association to procure a judgment in its favor by reason of his being or having been a Director or officer of the Association, or by reason of his being or having been a director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein if such person acted in good faith in the reasonable belief that such action was in the best interest of the Association. Such person shall not be entitled to indemnification in relation to matters to which such person has been adjudged to have been guilty of gross negligence or misconduct in the performance of his duty to the Association unless, and only to the extent that, the court, administrative agency, or investigative body before which such action, suit or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

B. The Board of Directors shall determine whether amounts for which a Director or officer seek indemnification were properly incurred and whether such Director or officer acted in good faith in a manner he reasonably believed to be in the best interests of the Association, and whether, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall

be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding.

C. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Association to indemnify under applicable law.

XIII. TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED.

A. No contract or transaction between the Association and one or more of its Directors or officers, or between the Association and any other corporation, partnership, association, or other organization in which one or more of its Directors or officers are Directors or officers, or in which they have a financial interest, shall be invalid, void or voidable solely for this reason, or solely because, the Director or officer is present at or participates in the meeting of the Board or committee thereof which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose. No Director or officer of the Association shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.

B. Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

XIV. DISSOLUTION OF THE ASSOCIATION.

A. The Association may be dissolved upon a resolution to that effect being recommended by three-fourths (3/4) of the members of the Board of Directors, and, if such decree be necessary at the time of dissolution, after receipt of an appropriate decree as set forth in Florida Statutes Section 617.05 or statute of similar import, and approved by two-thirds (2/3) of the votes of each Class of the Association's membership.

B. Upon dissolution of the Association, all of its assets remaining after provisions for creditors and payment of all costs and expenses of such dissolution shall be distributed in the following manner:

1. Real property contributed to the Association without the receipt of other than nominal consideration by the Class B Member (or its predecessor in interest) shall be returned to the Class B Member (whether or not a Class B Member at the time of such dissolution), unless it refuses to accept the conveyance (in whole or in part).
2. The Common Areas, as defined in the Declaration, shall be dedicated to the City of Jacksonville, or its successor, unless the City refuses to accept such dedication.
3. Remaining assets shall be distributed among the members as tenants in common, with each member's share of the assets to be determined in accordance with its voting rights.

C. In no event shall the Association be dissolved, and any attempt to do so shall be ineffective, unless and until maintenance responsibility for the stormwater management system and discharge facilities located within the Property is assumed by an entity acceptable to the St. Johns River Water Management District, Florida Department of Environmental Regulation, or other governmental authority having jurisdiction, pursuant to the requirements of Rule 17-25.027, Florida Administrative Code, or administrative regulation of similar import.



IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

JGCC PROPERTY OWNERS ASSOCIATION, INC., DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF PONTE VEDRA BEACH, STATE OF FLORIDA, HAS NAMED JOHN R. GRAB, LOCATED AT THE ADMINISTRATION BUILDING, 10033 SAWGRASS DRIVE, PONTE VEDRA BEACH, FLORIDA 32082, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

JGCC PROPERTY OWNERS ASSOCIATION, INC.

By: John R. Grab  
John R. Grab  
Incorporator

Dated: 10-12-88

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED 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.

John R. Grab  
John R. Grab, Resident Agent

Dated: 10-12-88





FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

August 8, 2003

JGCC PROPERTY OWNERS ASSOCIATION, INC.  
4200 MARSH LANDING BLVD.  
STE. 200  
JACKSONVILLE BEACH, FL 32250

Re: Document Number N28878

The Articles of Amendment to the Articles of Incorporation of JGCC PROPERTY OWNERS ASSOCIATION, INC., a Florida corporation, were filed on August 8, 2003.

This document was electronically received and filed under FAX audit number 73000249958.

Should you have any questions regarding this matter, please telephone (850) 245-6050, the Amendment Filing Section.

Karen Gibson

Document Specialist

Division of Corporations

Letter Number: 203A00045555

**ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION  
OF JGCC PROPERTY OWNERS ASSOCIATION, INC.**

1. The name of the corporation whose Articles of Incorporation are amended hereby is JGCC Property Owners Association, Inc., a Florida corporation not for profit.

2. The text of the amendment adopted is to restate the portion of Article VI, Section A of the Articles of Incorporation to read:

A. The affairs of the Association shall be managed by a Board of Directors consisting of between seven (7) and nine (9) members, the exact number to be determined by a majority vote of the Board of Directors from time to time. Commencing with the election of directors in 1997, the members of the Board of Directors shall be elected as follows:

1. Except as provided below, each director shall have a two (2) year term.

2. The director having the two year term which continues through 1997 shall continue to hold office until the expiration of that term.

3. Until changed as provided above, there shall be nine (9) directors. Accordingly, eight (8) of such directors shall be elected in 1997.

4. In order to provide for the staggering of the terms of directors, the four (4) directors elected in 1997 who receive the highest number of votes shall have two (2) year terms and the other four (4) directors shall have one (1) year terms. Thereafter, each director shall have a two (2) year term as provided above.

5. Accordingly, in 1998 there shall be an odd number of directors elected (five (5) or three (3), depending upon the size of the Board of Directors) and thereafter in each even numbered year an odd number of directors shall be elected and in each odd numbered year an even number of directors shall be elected.

6. In the event of a vacancy on the Board of Directors, a person elected to fill such vacancy shall serve until the end of the term of the person replaced so that the staggering of terms of directors shall continue as provided herein.

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3. Per Article X of the Articles of Incorporation, the Articles of Incorporation may be amended by a vote of a majority of the Board of Directors of the corporation and the vote of a majority of the members of the corporation. In the case of the foregoing amendment, same was adopted by the vote of a majority of the Board of Directors at a meeting held on

April 19, 1997 and by a majority of the votes of the membership at a meeting held on April 19, 1997. Thus, the number of votes cast for the amendment was sufficient for approval. Additionally, the Developer has consented to the amendment, as also required by said Article X, as evidenced by the attached written consent.

IN WITNESS WHEREOF, these Articles of Amendment have been executed by the Association and shall be effective upon the proper filing of same with the Secretary of State of Florida.

JGCC PROPERTY OWNERS  
ASSOCIATION, INC., a Florida  
corporation not for profit

By: [Signature]  
Name: Lawrence STEWART  
Title: PRESIDENT

ATTEST:

By: [Signature]  
Name: BARBARA L. HOUSEMAN  
Title: CORP. SECRETARY

[CORPORATE SEAL]

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