

Vol. 3459 p. 932
OFFICIAL RECORDS.

ARTICLES OF INCORPORATION
OF
OCEAN 21-22 ASSOCIATION, INC.
(A corporation not for Profit)

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

ARTICLE I. Name

The name of this corporation is Ocean 21-22 Association, Inc. (herein referred to as the Association).

ARTICLE II. Purpose

The purposes and objects of the Association shall be to administer the operation and management of Ocean 21-22, a condominium (herein referred to as the Condominium), to be established pursuant to Chapter 711, Florida Statutes Condominium Act, on the real property in Duval County, Florida, described as:

Exhibit B

Vol. 3459 pg. 933
OFFICIAL RECORDS.

Lots 1 through 6, inclusive, Block LL, and Lots 1 through 6, inclusive, Block N. FERMENTERS REPLAT OF ATLANTIC CAMPGROUNDS, according to plat thereof recorded in Plat Book 9, page 44, of the current public records of Duval County, Florida, together with that portion of the 15 ft. public avenue lying between Blocks N and LL as vacated and abandoned by City of Jacksonville Beach Ordinance No. 5521; and

That part of the former right-of-way of Twenty-Second Avenue South lying east of the east right-of-way line of Ocean Drive, as vacated and abandoned by City of Jacksonville Beach Ordinance No. 6721; and

Lots 1 and 2, Block MM, and Lots 1 and 2, Block Y, and part of Robinson Avenue as closed by City of Jacksonville Beach Ordinance No. 5521, lying between Lots 1 and 2, Block Y, and Lots 1 and 2, Block MM, according to plat thereof recorded in Plat Book 9, page 44, of the current public records of Duval County, Florida; and

Lots 3, 4, 9, and 10, Block O of FERMENTERS REPLAT OF ATLANTIC CAMPGROUNDS, according to plat thereof recorded in Plat Book 9, page 44, of the current public records of Duval County, Florida.

Vol. 3459 pg 934

OFFICIAL RECORDS.

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 to be contained in the Declaration of Condominium to be recorded in the public records of Duval County submitting the above-described property to condominium ownership; and to own, operate, lease, sell, manage, and otherwise deal with such real and personal property as may be necessary or convenient in and 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 pursuant to which this Association is chartered, all of the powers and duties set forth in the Florida Condominium Act and all other powers reasonably necessary to effectuate the purposes of the Association set out herein and which may be contained in the proposed Declaration of Condominium, together with, but not limited by, the following:

- (1) To make and establish rules and regulations govern-

OFFICIAL RECORDS.

ing the use and activities of the Condominium.

(2) To levy and collect assessments against members of the Association in accordance with the terms of the Declaration of Condominium and such bylaws of this Association as may be adopted, including the right to use the proceeds of assessments to operate and manage the Condominium and for other purposes set forth in the Declaration of Condominium.

(3) To borrow or lend money, mortgage its property, make contracts and incur liabilities, borrow money at such rates of interest as the Association may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises or income.

(4) To purchase, lease, take by gift, devise or bequest, or otherwise acquire, own, hold, improve, use, or otherwise deal in and with real or personal property, or any interest therein.

(5) To maintain, repair, replace, operate and manage the Condominium, and the real and personal property comprising it including the right to reconstruct improvements and replace personal property after damage by casualty and to make further improvement of the Condominium property and to purchase replacements and additional property and improvements.

OFFICIAL RECORDS.

(6) To enter into contracts for management, operation, insurance coverage, and maintenance of the Condominium Property.

(7) To lease the Condominium Property or any part thereof and to delegate all of the powers and duties of the Association except those the delegation of which may be prohibited by the Declaration of Condominium.

(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 aforementioned.

ARTICLE IV. Qualification of Members

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

FILED IN 937
OFFICIAL RECORDS

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. No member can assign, hypothecate or transfer in any manner, except as an appurtenance to his dwelling unit 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.

OFFICIAL RECORDS.

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:

OFFICER NAME
President and Treasurer
Vice President
Secretary

3. The officers shall be elected by the Board of Directors at their annual meeting as provided in the Bylaws. 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 Bylaws but shall never be less than three.

2. Each directors shall be a member of the Association; provided, however, that until the first meeting of the membership of the Association as provided in the Bylaws, 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 unless a vacancy or vacancies occur prior to that time, in which event the remaining directors may elect a member or members to fill the vacancy or vacancies for any unexpired term.

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

011 1211

Vol. 3459 PC 941

OFFICIAL RECORDS.

ARTICLE VIII. Bylaws

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

2. The Bylaws 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 a majority of the members of the Association 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 the 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.

OFFICIAL RECORDS.

ARTICLE X. Location

The location of this Association shall be at Ocean 21-22,
a condominium,

or at such other place or
places as the Board of Directors may designate.

ARTICLE XI. Nonprofit 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 propaganda, 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 guilty of willful
misfeasance or malfeasance in the performance of his duties.
The foregoing right of indemnification shall be in addition

Vol. 3459 p. 943

OFFICIAL RECORDS.

to and not exclusive of all other rights to which such director
or officer may be entitled.

ARTICLE XIII. Subscribers

The names and addresses of the subscribers to these
articles are:

Vol 3459 PG 944

OFFICIAL RECORDS.

IN WITNESS WHEREOF, we, the undersigned subscribing
incorporators, have hereunto set our hands and seal this ____
day of _____, 1972, for the purpose of forming this
corporation not for profit under the laws of the State of
Florida.

110 110

act

STATE OF FLORIDA)
COUNTY OF DUVAL)

Before me, a Notary Public duly authorized in the state and county named above to take acknowledgments, personally appeared

to me known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed and subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the county and state named above this _____ day of _____, 1972.

Notary Public, State of Florida
at Large.

My Commission expires: