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ARTICLES OF INCORPORATION

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of

SECRETARY OF STATE
TALLAHASSEE FLORIDA

CAMELLIA GARDENS CONDOMINIUMS ASSOCIATION,
INC.,
a Florida Not-For-Profit Corporation

[Exhibit "B" to the Declaration of Condominium of CAMELLIA GARDENS Condominiums]

THE UNDERSIGNED hereby associate themselves together for the Purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

ARTICLE I
NAMES AND ADDRESSES

§ 1.1. Corporation. The name of the corporation shall be CAMELLIA GARDENS CONDOMINIUMS ASSOCIATION, INC. For convenience this corporation shall be referred to herein as the "Association".

§ 1.2. Incorporator. The name and address of the incorporator of these Articles of Incorporation is as follows: Brackenchase Builders, Inc., a Florida Corporation, 3031 Eliza Road, Suite 1, Tallahassee, FL 32308.

§ 1.3. Principal Office. The address of the principal office of the Association is as follows: 3400 OLD BAINBRIDGE ROAD, TALLAHASSEE, FL 32303.

§ 1.4. Registered Agent. The association hereby appoints DAVID W. HANSELMAN as its Registered Agent to accept service of process within this state, with the Registered Office located at 3031 Eliza Road, Suite 1, Tallahassee, FL 32308.

ARTICLE II
DEFINITIONS & PURPOSES

§ 2.1. Terms. Unless otherwise defined herein, terms shall have the same meaning given such terms in the Declaration (as defined below).

§ 2.2. Purpose. The purposes for which the Association is organized is to manage, operate and maintain the condominium to be known as CAMELLIA GARDENS Condominiums, hereinafter referred to as the "condominium", in accordance with the Declaration of Condominium of CAMELLIA GARDENS Condominiums (hereinafter the "Declaration"). All terms used in these Articles of Incorporation shall have the same meaning as the identical terms utilized in the Declaration, unless the context otherwise requires.

§ 2.3. Stock and Profits. The Association shall have no capital stock and shall make no distribution of income or profit to its members, directors or officers.

ARTICLE III
POWERS

§ 3.1. Common Law & Statutory Powers. The Association shall have all of the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles.

§ 3.2. Other Powers. The Association shall have all of the powers reasonably necessary to implement the purpose of the Association, including but not limited to the following:

- (a) To adopt a budget and make and collect assessments against members to defray the costs of the Condominium.
- (b) To use the Proceeds of assessments in the exercise of its powers and duties.
- (c) To maintain, manage, repair, replace and operate the Condominium property.

- (d) To reconstruct improvements after casualty and construct further improvements to the Condominium Property.
- (e) To promulgate and amend the Condominium Rules and Regulations respecting the use of Condominium Property.
- (f) To enforce by legal means the provisions of the various Condominium Documents, these Articles, the Bylaws of the Association and the Condominium Rules and Regulations.
- (g) Pursuant to the terms of the Declaration, to contract for the management of the Condominium and the delegate to such contractor all powers and duties of the Association except such as are specifically required by the various Condominium Documents and applicable law to have approval of the board of directors or the members of the Association.

§ 3.3. Funds & Titles to Property. All funds and the titles to all Property acquired by the Association and the proceeds thereof shall be held only for the benefit of the members in accordance with the provisions of the Condominium Documents.

§ 3.4. Exercise of Powers. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration.

ARTICLE IV
MEMBERS

The qualifications of members, the manner of their admission, and voting by members shall be as follows:

§ 4.1. Owners. All Owners shall be members of this Association, and no other persons or entities shall be entitled to membership. The Owner(s) shall be entitled to vote in accordance with the Bylaws.

§ 4.2. Changes. Changes in membership in the Association shall be established by the recording in the Public Records of the county in which the Condominium is situated, a Deed or other instrument establishing a change of record title to a Unit in the Condominium, and the

delivery to the Association of a copy of such recorded instrument. The new Owner designated by such instrument shall thereby become a member of the Association. The membership of the prior Owner shall thereby terminate.

§ 4.3. Assignment & Transfer. The share of a member in the funds and assets of the Association can **not** be assigned, hypothecated or transferred in any manner except as an appurtenance to his Unit.

ARTICLE V
DIRECTORS

§ 5.1. Number of Board Members. The affairs of the Association will be managed by a board of directors as set by the Bylaws, and in the absence of such determination shall consist of a minimum of three (3) directors.

§ 5.2. Appointment or Election. Directors of the Association shall be appointed or elected at the annual meeting of the members in the manner determined by the Bylaws.

§ 5.3. Initial Board. The following persons shall serve as directors until their successors are elected or appointed as provided in the Bylaws:

<u>NAME:</u>	<u>ADDRESS:</u>
David W. Hanselman	3031 Eliza Road, Suite 1 Tallahassee, Florida 32308
Jason Naumann	3031 Eliza Road, Suite 1 Tallahassee, Florida 32308
Durene Gilbert	3031 Eliza Road, Suite 1 Tallahassee, Florida 32308

ARTICLE VI
OFFICERS

§ 6.1. Offices. The affairs of the Association shall be administered by a president, a vice-president, a secretary, a treasurer, and as many assistant vice-presidents, assistant secretaries and assistant treasurers as the board of directors shall from time to time determine. Such officers

shall be elected as set forth in the Bylaws. Officers shall serve with or without compensation (as determined in the Bylaws) at the pleasure of the board of directors. The same person may hold multiple offices if so elected.

The names and addresses of the officers who shall serve until their successors are designated by the board of directors are as follows:

President: David W. Hanselman
3031 Eliza Road, Suite 1
Tallahassee, Florida 32308

Vice President: Jason Naumann
3031 Eliza Road, Suite 1
Tallahassee, Florida 32308

Secretary & Treasurer: Durene Gilbert
3031 Eliza Road, Suite 1
Tallahassee, Florida 32308

**ARTICLE VII
INDEMNIFICATION**

§ 7.1. Director & Officer Indemnification. Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorney and paralegal 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 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; provided that in the event of a settlement, the indemnification herein shall apply only when the board of directors has approved such settlement and when the board of directors has approved such settlement and reimbursement as being in the best interests of the Association. The foregoing indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE VIII
BYLAWS

§ 8.1. Adoption. The Bylaws shall be adopted by the board of directors and may be altered, amended or rescinded as provided in the Bylaws.

ARTICLE IX
AMENDMENTS

Amendments to these Articles of Incorporation shall be proposed and adopted in the following manner:

§ 9.1. Notice. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

§ 9.2. Proposal and Adoption. An amendment may be proposed by either the board of directors or by the membership of the Association. Except as otherwise provided herein, a resolution adopting a proposed amendment must receive approval of not less than two-thirds (2/3) of all the directors until the first election of a majority of directors by Owners other than the Developer. Thereafter, the Articles may be amended by not less than two-thirds (2/3) of all the directors and by not less than a two-thirds (2/3) vote of the members of the Association at a duly called meeting of the Association. Directors and members not present at the meeting considering the amendment may express their approval in writing within ten (10) days after such meeting; provided however, this agreement or disagreement may not be used as a vote for or against the action taken and may not be used for the purposes of creating a quorum.

§ 9.3. Effective Date of Amendments. An amendment shall be effective when filed with the Secretary of State of the State of Florida and recorded in the Public Records of the county in which the Condominium is situated.

§ 9.4. Developer Amendments. Developer amendments to these Articles may be made in the same manner as stated in the Declaration.

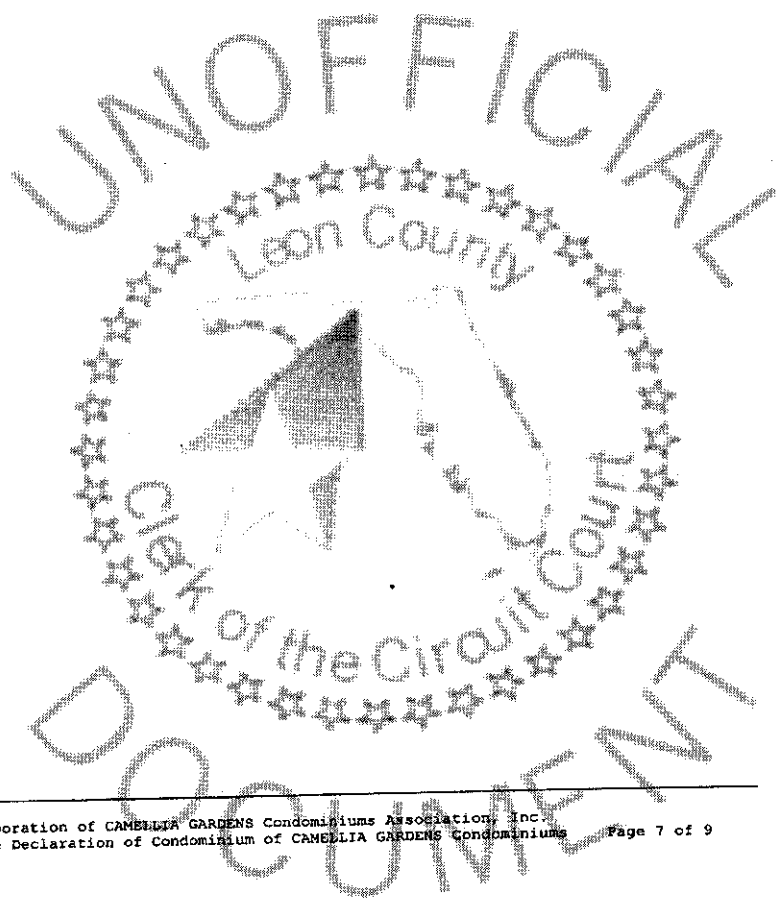
§ 9.5. Accord. Any amendments to these Articles shall be in accord with the terms and provisions of the Declaration.

ARTICLE X
TERM

§ 10.1. Term. The term of the Association shall be the life of the Condominium.

§ 10.2. Termination. The Association shall be terminated by the termination of the Condominium in accordance with the Declaration.

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EXECUTION

IN WITNESS WHEREOF, the incorporator has hereto affixed its signature this 21st day of August, 2003.

WITNESSES:

[Signature]
Signature

Durene Gilbert
Printed Name

[Signature]
Signature

Maclene M. Smith
Printed Name

INCORPORATOR SIGNATURE:

BRACKENCHASE BUILDERS, INC.,
a Florida Corporation

By: [Signature]
DAVID W. HANSELMAN, President

NOTARY

STATE OF FLORIDA
COUNTY OF LEON

BEFORE ME, the undersigned authority authorized to take acknowledgments in the state and county aforesaid, appeared DAVID W. HANSELMAN, PRESIDENT of Bracken Chase Builders, Inc., a Florida Corporation, and he acknowledged that he executed the foregoing instrument on behalf of the company pursuant to due authority therefrom. He is personally known to me or has produced sufficient identification.

WITNESS my hand and seal this 20 day of August, 2003.

[Signature]
Notary Signature

Stamp or Seal:

Durene E. Gilbert
MY COMMISSION # 00203940 EXPIRES:
July 18, 2007
BONDED THRU TROY RAIN INSURANCE INC

Durene Gilbert
Notary Printed Name

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT WITH WHOM PROCESS MAY BE SERVED.

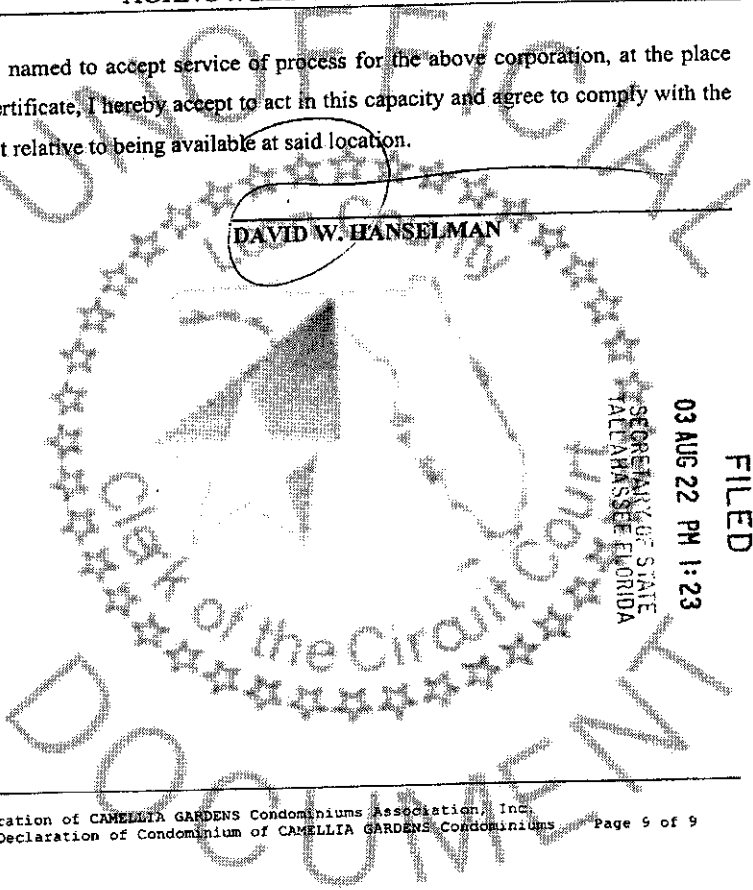
Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That CAMELLIA GARDENS CONDOMINIUMS ASSOCIATION, INC., desiring to organize under the laws of the State of Florida with its principal office indicated in the articles of incorporation in the City of Tallahassee, County of Leon, State of Florida, has appointed David W. Hanselman, 3031 Eliza Road, Suite 1, Tallahassee, FL 32308, as its agent to accept service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process for the above corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to being available at said location.

DAVID W. HANSELMAN



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SECRETARY OF STATE
TALLAHASSEE FLORIDA

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of CAMELLIA GARDENS CONDOMINIUMS ASSOCIATION, INC., a Florida corporation, filed on August 22, 2003, as shown by the records of this office.

The document number of this corporation is N03000007223.

UNOFFICIAL
Leon County
Department of the Clerk of the Court
DOCUMENT

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Twenty-second day of August, 2003



Glenda E. Hood
Glenda E. Hood
Secretary of State