

# State of Florida



Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of WINDJAMMER CONDOMINIUM OWNER'S ASSOCIATION INC., a corporation organized under the Laws of the State of Florida, filed on October 24, 1986, as shown by the records of this office.

The document number of this corporation is N17481.

Given under my hand and the  
Great Seal of the State of Florida,  
at Tallahassee, the Capital, this the  
27th day of October, 1986.



A handwritten signature in cursive script, appearing to read "George Firestone".

George Firestone  
Secretary of State

CR2E022 (10-85)

ARTICLES OF INCORPORATION  
OF  
WINDJAMMER CONDOMINIUM OWNER'S ASSOCIATION

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The undersigned, by these Articles (hereinafter sometimes referred to as the "Articles"), associate themselves for the purpose of forming a Florida corporation under Chapter 710, Florida Statutes (1985), and certify as follows:

ARTICLE 1 - NAME

The name of the corporation shall be WINDJAMMER CONDOMINIUM OWNER'S ASSOCIATION, INC. (hereinafter sometimes referred to as the "Association").

ARTICLE 2 - PURPOSE

The purpose for which the Association is organized is to provide an entity as required by and pursuant to Chapter 710, Florida Statutes (1985) (hereinafter sometimes referred to as the "Act"), for the operation of a Condominium known as WINDJAMMER, a condominium, (hereinafter sometimes referred to as the "Condominium"), located on the property described in the Declaration of Condominium which has established or will establish the Condominium (hereinafter sometimes referred to as the "Property").

ARTICLE 3 - POWERS

The powers of the Association shall include and be governed by the following provisions:

3.1 General. The Association shall have all of the common law and statutory powers of a Florida corporation under the laws of Florida that are not in conflict with the terms of these Articles or the Act.

3.2 Enumeration. The Association shall have all of the powers and duties set forth in the Act, and all of the powers and duties reasonably necessary to operate the Condominium pursuant

to the Declaration, as it may be amended from time to time, including, but not limited to, the following:

(a) To make and collect assessments against members as Unit Owners to defray the cost and expenses of the Condominium.

(b) To use the proceeds of assessments and charges in the exercise of its powers and duties.

(c) To buy or lease both real and personal property for Condominium use and to sell or otherwise dispose of property so acquired.

(d) To maintain, repair, replace, and operate the Property and property acquired or leased by the Association for use by Unit Owners, and to establish reserves for such maintenance, repair, and replacement.

(e) To purchase insurance upon the Property and insurance for the protection of the Association and its members as Unit Owners.

(f) To reconstruct and repair improvements after casualty and to construct additional improvements of the Property.

(g) To make and amend reasonable regulations respecting the use and appearance of the Property in the Condominium (hereinafter sometimes referred to as the "Regulations"); provided, however, that regulations concerning exterior appearance of the property and buildings thereupon and their amendments shall be approved by not less than 75% of the votes of the entire membership of the Association before they shall become effective.

(h) To approve or disapprove the leasing, transfer, mortgaging, ownership, and possession of Units as may be provided by the Declaration and the By-Laws of the Association (hereinafter sometimes referred to as the "By-Laws").

(i) To enforce by legal means the provisions of the Act, the Declaration, these Articles, the By-Laws, and the Regulations for the use of the Property in the Condominium.

(j) To contract for the management or operation of portions of the Common Elements susceptible to separate management or operation and to grant leases of those portions for this purpose.

(k) To employ personnel to perform the services required for proper operation of the Condominium.

(l) To contract for the services of an Insurance Trustee.

(m) To exercise any and all rights granted to the Association in the Declaration.

(n) To acquire, own, operate, and promulgate rules and regulations pertaining to the operation of recreational facilities for the use and benefit of the Condominium.

3.3 Ownership of Units. The Association shall have the power to purchase, hold, lease, mortgage, and convey Units as set forth in the Declaration and any Unit so purchased, held, leased, mortgaged, or conveyed shall be held, leased, mortgaged, or conveyed in the name of the Association.

3.4 Condominium Property: All funds and the titles of all property acquired by the Association and their proceeds shall be held in trust for the members in accordance with the provisions of the Declaration, these Articles, and the By-Laws.

3.5 Distribution of Income. The Association shall make no unearned distribution of income to its members, directors, or officers, in a manner not consistent with distribution pursuant to the Declaration.

3.6 Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration and the By-Laws.

#### ARTICLE 4 - MEMBERS

4.1 Membership. The members of the Association shall consist of all of the record owners of Units in the Condominium.

4.2 Evidence. After approval of the transfer or of the ownership of a Unit in the manner required by the Declaration, change of membership in the Association shall be established by (a) recording in the public records of St. Johns County, Florida, a certificate of the Association stating the approval required by the Declaration, (b) recording in the public records of St. Johns County, Florida, a deed or other instrument establishing a public record of the transfer of the title substantiating the membership, and (c) delivery to the Association of a certified

copy of the recorded instruments. The owner receiving title of the Unit by those instruments will be a member of the Association and the membership of the prior owner will be automatically terminated.

4.3 Assignment. The share of a member in the funds and assets of the Association cannot be assigned, encumbered, hypothecated, subjected to a security interest, or transferred in any manner, except as an appurtenance to the Unit for which that share is held.

4.4 Voting. A member of the Association shall be entitled to cast one vote for each Unit owned by him. The manner of exercising voting rights shall be determined by the By-Laws.

#### ARTICLE 5 - DIRECTORS

5.1 Number and Qualification. The affairs of the Association shall be managed by a board consisting of the number determined by the By-Laws but not less than 3 nor more than 7.

5.2 Duties and Powers. All of the duties and powers of the Association existing under the Act, the Declaration, these Articles, and the By-Laws shall be exercised exclusively by the Board of Directors, its agents, contractors, or employees, subject only to approval by Unit Owners when that is specifically required.

5.3 Election; Removal. The Directors of this Corporation shall be elected by majority vote of the subscribers to these Articles and their assigns, if any as Developers of the Condominium. When purchasers of individual units that will be operated ultimately by the Association own 15% or more of the units that will be ultimately operated by the Association, such unit owners shall elect one third of the Board of Directors.

The Board of Directors shall be elected in the following manner after the first occurring of the following four events:

(a) Three years after 50% of the units that will be operated ultimately by the Association have been conveyed to purchasers;

(b) Three months after 90% of the units that will be operated ultimately by the Association have been conveyed to purchasers;

(c) When all the units that will be operated ultimately by the Association have been completed, some of them have been

conveyed to purchasers, and none of the others are being offered for sale by the developer in the ordinary course of business; or

(d) When some of the units have been conveyed to purchasers and none of the others are being constructed or offered for sale by the developer in the ordinary course of business.

Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

5.4 Term of First Directors. Except as may be provided by the Act, the directors named in these Articles shall serve until their successors are elected by the members, and any vacancies in their number occurring before the time for the election of their successors by the members shall be filled by the remaining first directors.

5.5 First Directors. The names and residence addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows: JOSEPH C. PARKS, 60 Lockwood Drive, Charleston, South Carolina 29401, GEORGE M. McCLURE, c/o 81 King Street, Suite A, St. Augustine, Florida 32084 and MICHAEL JOHNSON, c/o 81 King Street, Suite A, St. Augustine, Florida 32084.

#### ARTICLE 6 - OFFICERS

The affairs of the Association shall be administered by the officers designated by the By-Laws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The names and residence addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

President: Joseph C. Parks  
184 East Bay Street, Suite 302  
Charleston, South Carolina 29401

Secretary: George M. McClure  
c/o 81 King Street, Suite A  
St. Augustine, Florida 32084

Treasurer: Michael Johnson  
c/o 81 King Street, Suite A  
St. Augustine, Florida 32084

ARTICLE 7 - INDEMNIFICATION

Every director and officer of the Association and every member of the Association serving the Association at its request shall be indemnified by the Association against all expenses and liabilities, including attorneys' fees and appellate attorneys' fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of 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 or by reason of his serving or having served the Association at its request, whether or not he is a director or officer or is serving at the time the expenses or liabilities are incurred; provided that in the event of a settlement before entry of judgment, and also when the person concerned is adjudged guilty of gross negligence or willful misconduct in the performance of his duties, the indemnification shall apply only when the Board of Directors approves the settlement and reimbursement as being for the best interests of the Association. The foregoing right of indemnification shall be in addition to and not in lieu of any and all other rights to which that person may be entitled.

ARTICLE 8 - BY-LAWS

The first By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended, or rescinded by the Directors and members in the manner provided by the By-Laws and the Act.

ARTICLE 9 - 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 the proposed amendment is to be considered.

9.2 Adoption. A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing the approval is delivered to the secretary at or prior to the meeting. The approvals must be either

(a) by not less than two-thirds of the entire membership of the Board of Directors and by not less than two-thirds of the votes of the entire membership of the Association; or

(b) by not less than 75% of the votes of the entire membership of the Association.

9.3 Limitation. Provided, however, that no amendment shall make any changes in the qualifications for membership nor in the voting rights or property rights of members, nor any change in 3.3 to 3.6 of Article 3, supra, without approval in writing by all members and the joinder of all record owners of mortgages upon Units. Additionally, no amendment shall be made that is in conflict with the Act or the Declaration.

9.4 Recording. A copy of each amendment shall be accepted and certified by the Secretary of State and shall be attached to a certificate certifying that the amendment was duly adopted as an amendment of the Declaration and the Articles, which certificate shall be executed by the officers of the Association with the formalities required of a deed. The amendment shall be effective when the certificate and copy of the amendment are recorded in the public records of St. Johns County, Florida.

#### ARTICLE 10 - CONTRACTUAL POWERS

In the absence of fraud, no contract or other transaction between the Association and any other person, firm, corporation, or partnership shall be affected or invalidated by the fact that any director or officer is pecuniarily or otherwise interested therein. Any director may be counted in determining existence of a quorum at any meeting of the Board of Directors of the Association for the purpose of authorizing such contract or transaction with like force and effect as if he were not so interested or were not a director, member, or officer of such firm, association, corporation, or partnership. It is possible that officers of this Association may also be officers in or have interest in the corporation with which a long term management contract is to be entered into with respect to the Condominium.

#### ARTICLE 11 - TERM

The term of the Association shall be perpetual.



ARTICLE 12 - SUBSCRIBERS

The names and residence addresses of the subscribers to these Articles are as follows:

GEORGE M. McCLURE  
c/o 81 King Street, Suite A  
St. Augustine, Florida 32084

MICHAEL JOHNSON  
c/o 81 King Street, Suite A  
St. Augustine, Florida 32084

JOHN L. WHITEMAN  
c/o 81 King Street, Suite A  
St. Augustine, Florida 32084

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REGISTRY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE 13 - RESIDENT AGENT

The street address of the registered office is 81 King Street, Suite A, St. Augustine, Florida, 32084, and the name of its initial Registered Agent at such address is GEORGE M. McCLURE, until changed as provided by law without amendment to these Articles.

IN WITNESS WHEREOF, the subscribers have affixed their signatures this 17 day of October, 1986.

George M. McClure  
WITNESS

[Signature]

William L. [Signature]  
WITNESS

[Signature]

[Signature]  
WITNESS

George M. McClure  
WITNESS

John L. Whiteman

George M. McClure  
WITNESS

William L. [Signature]  
WITNESS

FILED  
1985 OCT 24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF ST. JOHNS

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared GEORGE M. McCLURE, MICHAEL JOHNSON, JOHNS L. WHITEMAN, known to me and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 17 day of October, 1986.

*Donna B. Williams*  
NOTARY PUBLIC  
STATE OF FLORIDA AT LARGE

My commission expires: 5-21-87

I, GEORGE M. McCLURE, hereby accept the designation of Resident Agent of WINDJAMMER CONDOMINIUM OWNERS ASSOCIATION, Inc. for service of process.

*George M. McClure*  
GEORGE M. McCLURE  
81 King Street, Suite A  
P.O. Box 3504  
St. Augustine, Florida 32085-3504

STATE OF FLORIDA  
COUNTY OF ST. JOHNS

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared GEORGE M. McCLURE, known to me and known by me to be the person who executed the foregoing instrument for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 17 day of Oct., 1986.

*Donna B. Williams*  
NOTARY PUBLIC  
STATE OF FLORIDA AT LARGE  
My commission expires: 5-21-87