

**ARTICLES OF INCORPORATION
VILLAGES OF PABLO HOMEOWNERS ASSOCIATION, INC.
A CORPORATION NOT-FOR-PROFIT**

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We, the undersigned, being desirous of forming a corporation not for profit, do hereby associate ourselves into a corporation for the purposes and with the powers herein specified and do hereby agree to the following Articles of Incorporation:

ARTICLE I. NAME

The name of this corporation shall be: VILLAGES OF PABLO HOMEOWNERS ASSOCIATION, INC., (hereinafter referred to as the “**Association**”).

ARTICLE II. PURPOSE

The purposes and object of the Association shall be to administer the operation and management of Villages of Pablo, a Planned Unit Development, (hereinafter “the Development”) to be established upon that certain real property in Duval County, Florida, as described on Exhibit “A” attached hereto and incorporated herein by reference, all or a part of that property described in Exhibit “B” attached hereto, and incorporated herein by reference and any additions to the property described in Exhibit “A” which may be brought into the jurisdiction of this Association by annexation under the terms and conditions as set forth in the Declaration of Covenants, Conditions and Restrictions of Villages of Pablo which will be recorded in the public records of Duval County, Florida (the “Declaration”) by Stokes and Company, a Florida corporation, its successors or assigns (the “Developer”).

The Association does not contemplate pecuniary gain or profit to the members thereof and shall undertake and perform all acts and duties incident to the operation and management preservation and architectural control of the residence lots and common areas of the Development in accordance with the terms, provisions, and conditions of these Articles of Incorporation, the By-Laws of the Association and the Declaration.

ARTICLE III. POWERS

The Association shall have the following powers:

A. All of the powers and privileges granted to corporations not for profit under the laws of the State of Florida and the Declaration as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth in length.

B. All of the powers reasonably necessary to implement and effectuate the purposes of the Association, including, without limitation, the power, authority and right to:

1. Make and establish reasonable rules and regulations governing the use of the Lots, Common Elements, and as such terms will be defined in the Declaration.

2. Own, hold, improve, build upon, maintain, operate, lease, sell, manage, transfer, dedicate for public use, and otherwise dispose of and deal with such real and personal property as may be necessary or convenient in connection with the affairs of the Association.

ARTICLE V. VOTING

A. There shall be two classes of voting membership which classes are more fully defined in the Declaration and By-Laws.

B. On all matters upon which the membership shall be entitled to vote, there shall be only one vote for each "Developed Lot" (as such term is defined in the Declaration and By-Laws) in the Development. Such vote may be exercised or cast by the owner or owners of each Developed Lot in such manner as may be provided in the By-Laws of this Association. Should any Member own more than one Lot, such Member shall be entitled to exercise or cast one vote for each such Lot, in the manner provided for in the By-Laws. Notwithstanding the foregoing, the Developer shall have the right to cast the number of votes allocated to it in the Declaration and By-Laws for so long as it owns any "Undeveloped Lots" as defined in the Declaration and By-Laws or until its right to such votes terminates as provided in the Declaration.

B. Until the recordation of Declaration in the public records of Duval County, Florida, the membership of the Association shall be comprised of the subscribers to these Articles, each of whom shall be entitled to cast a vote on all matters upon which the membership would be entitled to vote.

ARTICLE VI. TERM OF EXISTENCE

The Association shall have perpetual existence.

ARTICLE VII. OFFICE

The principal office of the Association shall be 4319 Salisbury Road, Jacksonville, Duval County, Florida, or such other place as the Board of Directors may designate.

ARTICLE VIII. BOARD OF DIRECTORS

A. The business affairs of this Association shall be managed by the Board of Directors. The number of members of the first Board of Directors shall be three.

B. Subject to the Declaration, the Board of Directors shall be elected by the Members of the Association from among the membership at the annual membership meeting as provided in the By-Laws; provided, however, that the Developer shall have the right to elect all of the Directors on the Board subject to the following:

1. When Lot owners other than the Developer own twenty-five percent (25%.) or more of the Lots in the Development that will be operated ultimately by the, Association, the Lot owners other than the Developer shall be entitled to elect one-third (1/3) of the members of the Board of Directors.

2. Lot owners other than the Developer shall be entitled to elect a majority of the Members of the Board of Directors upon the first to occur of the following:

(a) The Developer has conveyed one hundred percent (100%) of the Lots (including lots in the Future Development Property as provided in the Declaration); or

(b) December 1994.

3. The Developer is entitled to elect at least one member of the Board of Directors as long as the Developer holds for sale in the ordinary course of business at least five (5%) percent of all of the Lots in the Development to be operated ultimately by the Association.

4. The names and residence addresses of the persons who are to serve as the initial Board of Directors until their successors are chosen, are as follows:

<u>Director</u>	<u>Address</u>
Barbara G. Moore	9000 Cypress Green Drive, Jacksonville, Florida 32216
Denise L. Adams	9000 Cypress Green Drive, Jacksonville, Florida 32216
Alberta George	9000 Cypress Green Drive, Jacksonville, Florida 32216

ARTICLE IX OFFICERS

A. The officers of the Association shall be a President, one or more Vice Presidents, Secretary and Treasurer and, if any, the Assistant Secretaries and Assistant Treasurers, who shall perform the duties of such offices customarily performed by like officers of corporations in the State of Florida subject to the directions of the Board of Directors.

B. Officers of the Association may be compensated in the manner to be provided in the By-Laws. The Board of Directors, or the President with the approval of the Board of Directors, may employ a managing agent, agency, and/or other managerial and supervisory personnel or entity to administer or assist in the administration of the operation and management of the Development and the affairs of the Association, and any and all such persons and/or entity or entities may be so employed without regard to whether any such person or entity is a Member, Director or officer of the Association.

C. The persons who are to serve as officers of the Association until their successors are chosen are:

<u>Office</u>	<u>Name</u>	
President	Barbara	Moore
Vice President/Treasurer	Alberta	George
Secretary	Denise L. Adams	

D. The officers shall be elected by the Board of Directors at their annual meeting as provided in the By-Laws. Any vacancies in any office shall be filled by the Board of Directors at any meeting duly held.

E. The President shall, be elected from the membership of the Board of Directors, but no other officer need be a Director. The same person may hold two offices, provided, however, that the office of President and Vice President shall not be held by the same person, nor shall the office of President and Secretary or Assistant Secretary be held by the same person. Officers shall be elected annually.

ARTICLE X. BY-LAWS

A. The board of Directors shall adopt by a majority vote the original By-Laws of the Association.

B. The By-Laws may be amended, altered or rescinded upon the proposal of a majority of the Board of Directors and approval by an affirmative vote of two-thirds (2/3) of the votes entitled to be cast by Members of the Association at a regular or special meeting of the Members, the notice of which shall state that such proposal is to be voted upon at that meeting.

ARTICLE XI. AMENDMENT OF ARTICLES

A. These Articles of Incorporation may be amended as follows:

1. Amendments shall be proposed by a majority of the Board of Directors.

2. The President, or acting Chief Executive Officer of the Association in the absence of the President, shall thereupon call a special meeting of the Members of the Association for a date not sooner than twenty (20) days nor later than sixty (60) days from the date on which the Board of Directors approve the amendment proposal. Each Member shall be given written notice of such meeting stating the time and place of the meeting and reciting the proposed amendment or amendments in reasonably detailed form, which notice shall be mailed or presented personally to each Member not less than ten (10) days nor more than thirty (30) days before the date set for such meeting. Such notice shall be deemed properly given when deposited in the United States mail, addressed to the Member at his post office address as it appears on the records of the Association. At such meeting, the amendment or amendments proposed must be approved by an affirmative vote of at least a majority of the members of each class entitled to vote and a majority vote of all members in order for such amendment or amendments to become effective. If so approved, a certified copy of the said amendment or amendments shall be filed in the Office of the Secretary of State of the State of Florida and recorded in the public records of Duval County, Florida.

ARTICLE XII. INDEMNITY

Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorneys' 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 where the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided, that in the event any claim for reimbursement or indemnification hereunder is based upon a settlement by the Director or officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

ARTICLE XII. NON-PROFIT STATUS

No part of the income of this corporation shall be distributed to the Members except upon dissolution or final liquidation and as permitted by the court having jurisdiction thereof.

ARTICLE XIII. SUBSCRIBERS

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

Cecile B. Evans	5000 San Jose Blvd., #91,	Jacksonville, Florida	32207
Eva D. Swearingen	1929 Pelton Lane, #54,	Jacksonville, Florida	32211
Barbara W. Zalusky	1064 Marblehead Road Jacksonville, Florida 32218		

CERTIFICATE NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted:

That VILLAGES OF PABLO HOMEOWNERS ASSOCIATION, INC., a corporation duly organized and existing under the laws of the State of Florida, with its principal office, as indicated in the articles of incorporation at City of Jacksonville, County of Duval, State of Florida, has named CECILE B. EVANS, located at 1300 Gulf Life Drive, City of Jacksonville, County of Duval, State of Florida 32207, as its agent to accept service of process within this state.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Florida Statute is relative to keeping open said office.

PARCEL "A":

A portion of Section 25, Township 2 South, Range 28 East, Duval County, Florida, TOGETHER WITH a portion of San Pablo Estates as recorded in Flat Book 24, Page 61, of said Current Public Records and vacated by resolution of the Board of said County Commissioners, dated April 13, 1964, all being more particularly described as follows:

COMMENCE at the Southeast corner of said Section 25; thence South 88°22'00" West, along the Southerly line of said Section 25, 40.00 feet to the Westerly right of way line of San Pablo Road (an 80 foot right of way as now established); thence Northerly and Northwesterly along said Westerly right of way line run the following two courses and distances: Course No. 1: North 00°24'40" West, 503.20 feet to the point of curvature of a curve to the left. Course No. 2: Northwesterly along and around the arc of a curve concave Southwesterly and having a radius of 1105.92 feet, an arc distance of 786.79 feet, said arc being subtended by a chord bearing and distance of North 20°47'31" West, 770.39 feet to the POINT OF BEGINNING; thence continuing Northwesterly along said Westerly right of way line of San Pablo Road and along the arc of a curve concave Southwesterly and having a radius of 1105.92 feet, an arc distance of 402.21 feet, said arc being subtended by a chord bearing and distance of North 51°35'32" West, 400.00 feet to the point of tangency of said curve; thence North 62°00'40" West, along said Westerly right of way line, 445.00 feet to the point of curvature of a curve leading Southeasterly; thence Southeasterly along and around the arc of a curve concave Southwesterly and having a radius of 25.00 feet, an arc distance of 39.27 feet, said arc being subtended by a chord bearing and distance of South 17°00'40" East, 35.36 feet to the point of tangency of said curve; thence South 27°59'20" West, 160.00 feet to the point of curvature of a curve to the right; thence Southwesterly along and around the arc of a curve concave Northwesterly and having a radius of 742.69 feet, an arc distance of 259.66 feet, said arc being subtended by a chord bearing and distance of South 38°00'17" West, 258.34 feet to the point of compound curvature of a curve leading Southwesterly; thence continue Southwesterly along and around the arc of a curve concave Northwesterly and having a radius of 639.61 feet, an arc distance of 357.22 feet, said arc being subtended by a chord bearing and distance of South 64°01'15" West, 352.60 feet to the point of tangency of said curve; thence South 80°01'15" West, 0.25 feet to the point of curvature of a curve to the left; thence Southwesterly along and around the arc of a curve concave Northwesterly and having a radius of 514.73 feet, an arc distance of 39.19 feet, said arc being subtended by a chord bearing and distance of South 77° 50' 22" West, 39.18 feet; thence North 17° 26' 50" West, 573.90 feet; thence North 72°33'10" East, 155.00 feet to the point of curvature of a curve to the left; thence Northeasterly along and around the arc of a curve concave Northwesterly and having a radius of 377.78 feet, an arc distance of 243.84 feet, said arc being subtended by a chord bearing and distance of North 54°03'43" East, 239.63 feet to the point of reverse curvature of a curve to the right; thence Northeasterly along and around the arc of a curve concave Southeasterly and having a radius of 25.00 feet, an arc distance of 36.32 feet, said arc being subtended by a chord bearing and distance of North 77°11'40" East, 33.21 feet to the Westerly right of way line of said San Pablo Road; thence Northwesterly along said Westerly right of way of said San Pablo Road and along the arc of a curve concave Northeasterly and having a radius of 1185.92 feet, an arc distance of 611.50 feet, said arc being subtended by a chord bearing and distance of North 46°24'37" West, 604.75 feet; thence South 84°45'29" West, 708.22 feet; thence South 18°14'13" East, 115.72 feet; thence South 27°33'36 West, 104.10 feet; thence South 20°45'57" East, 205.06 feet; thence South 23°54'59" East, 80.00 feet; thence South 34°36'13" East, 100.00 feet; thence South 42°08'15" East, 95.62 feet; thence South 47°51'45" West, 44.31 feet; thence South 47°29'59" East, 97.48 feet; thence South 00°56'05" West, 91.23 feet; thence South 47°25'35" East, 493.23 feet; thence South 37°08'56" West, 92.24 feet; thence South 31°44'37" West, 107.98 feet; thence South 63°08'08" East, 290.00 feet; thence South 24°24'57" West, 85.00 feet; thence South 65°11'13" East, 140.00 feet; thence South 87°09'45" East, 130.00 feet; thence North 02°50'14" East, 195.00 feet; thence North 29°26'21" West, 94.81 feet; thence North 70°50'51" East, 296.93 feet; thence South 28°09'46" East, 186.68 feet; thence South 64°38'21" East, 366.05 feet; thence South 68°09'45" East, 161.45 feet; thence North 36°50'15" East, 720.00 feet to the POINT OF BEGINNING. Containing 37.54 acres, more or less.

PARCEL "C":

A portion of Section 25, Township 2 South, Range 28 East, Duval County, Florida also being a portion of San Pablo Estates as recorded in Flat Book 24, Page 61 (Vacated Resolution dated 4/13/64), all being more particularly described as follows:

COMMENCE at the Southeast corner of said Section 25; thence South 88°22'00" West along the Southerly line of said Section 25, 40.00 feet, to the Westerly right of way line of San Pablo Road (an 80 foot right of way as now established); thence Northerly and Westerly along said Westerly right of way line run the following four courses and distances: Course No. 1: North 00°24'40" West, 503.20 feet, to the point of curvature of a curve to the left; Course No. 2: Northwesterly along and around the arc of a curve concave Southwesterly and having a radius of 1105.92 feet, an arc distance of 786.79 feet, said arc being subtended by a chord bearing and distance of North 20°47'31" West, 770.39 feet, to a point on said curve; Course No. 3: thence continuing Northwesterly along and around the arc of said curve being concave Southwesterly and having a radius of 1105.92 feet, an arc distance of 402.21 feet, said arc being subtended by a chord bearing and distance of North 51°35'31" West, 400.00 feet, to the point of tangency of said curve; Course No. 4: North 62°00'40" West, 445.00 feet, to the POINT OF BEGINNING; thence North 62°00'40" West continuing along the Westerly right of way line of San Pablo Road, 410.00 feet, to the point of curvature of a curve to the right; thence continue Northwesterly along the Westerly right of way line of said San Pablo Road and along the arc of a curve concave Northeasterly and having a radius of 1185.92 feet, an arc distance of 17.16 feet, said arc being subtended by a chord bearing and distance of North 61°35'48" West, 17.16 feet, to the point of reverse curvature of a curve to the left; thence Southwesterly along and around the arc of a curve concave Southeasterly and having a

radius of 25.00 feet, an arc distance of 36.32 feet, said arc being subtended by a chord bearing and distance of South 77°11'40" West, 33.21 feet, to the point of reverse curvature of a curve to the right; thence Southwesterly along and around the arc of a curve concave Northwesterly and having a radius of 377.78 feet, an arc distance of 243.84 feet, said arc being subtended by a chord bearing and distance of South 54°03'43" West, 239.63 feet, to the Point of tangency of said curve; thence South 72°33'10" West, 155.00 feet; thence South 17°26'50" East, 573.91 feet, to an intersection with the arc of a curve leading Northeasterly; thence Northeasterly along and around the arc of a curve concave Northwesterly and having a radius of 514.73 feet, an arc distance of 39.19 feet, said arc being subtended by a chord bearing and distance of North 77°50'22" East, 39.18 feet, to the point of tangency of said curve; thence North 80°01'15" East, 0.25 feet, to the point of curvature of a curve to the left; thence Northeasterly along and around the arc of a curve concave Northwesterly and having a radius of 639.61 feet, an arc distance of 357.22 feet, said arc being subtended by a chord bearing and distance of North 64°01'15" East, 352.60 feet, to the point of compound curvature of a curve to the left; thence continue Northeasterly along and around the arc of a curve concave Northwesterly and having a radius of 742.69 feet, an arc distance of 259.66 feet, said arc being subtended by a chord bearing and distance of North 38°00'17" East, 258.34 feet, to the point of tangency of said curve; thence North 27°59'20" East, 160.00 feet, to the point of curvature of a curve to the left; thence Northerly along and around the arc of a curve concave Southwesterly and having a radius of 25.00 feet, an arc distance of 39.27 feet, said arc being subtended by a chord bearing and distance of North 17°00'40" West, 35.36 feet, to the POINT OF BEGINNING.

SUBJECT TO a 15 foot easement as described and recorded in Official Records Volume 4145, Page 777, of said Current Public Records. Containing 7.81 acres, more or less.