

**ARTICLES OF INCORPORATION
OF
SURF CREST VILLAGE**

SEP 6 9 55 AM 1977

ARTICLES OF INCORPORATION

OF

STATE
DIVISION
TALLAHASSEE, FLORIDA

SURF CREST VILLAGE SERVICE INCORPORATED

(A corporation organized not for profit under the laws of the State of Florida)

1. Name. The name of the corporation is SURF CREST VILLAGE SERVICE INCORPORATED a corporation not for profit.

2. Purpose. The purpose for which the corporation is organized is to provide an entity responsible for the operation of the common grounds of SURF CREST VILLAGE, A Planned Single Family Development, according to map or plat thereof recorded at Map Book 13, pages 11 through 13, public records of St. Johns County, Florida, as well as to provide an Architectural Design Committee for approvals required by the restrictions of such development.

3. Qualification of Members and Manner of Admission. The members of this corporation shall constitute all of the record owners of lots of SURF CREST VILLAGE and the undersigned developers of the property in their respective classes as evidenced below:

Class A--Every owner of each and every of the lots of SURF CREST VILLAGE, A Planned Single Family Development, according to map or plat thereof at Map Book 13, page 11 through 13, public records of St. Johns County, Florida is a Class A member, whether such person or corporation has acquired the ownership by purchase, gift, conveyance or transfer by operation of law, or otherwise. Class A members are bound by the certificate of incorporation, the By-Laws of this corporation, and the deed restrictions. Each lot owner, upon acquiring title, automatically becomes a Class A member of this corporation and his Class A membership shall cease and terminate upon the sale, transfer, or disposition of the member's lot. Upon becoming qualified to vote, as established by the next paragraph, each member shall have one vote and where lots are owned by more than one member, the total number of votes to be cast shall not exceed, among all the owners, one vote per lot.

Class B--Class B members are the signers to these Articles of Incorporation. The Class B members shall be the only voting members of the corporation until eighty (80%) per cent of the lots in SURF CREST VILLAGE, A Planned Single Family Development, according to map or plat thereof recorded at Map Book 13, pages 11 through 13, public records of St. Johns County, Florida, are sold and conveyed as evidenced by the public records of St. Johns County, Florida, or such prior time as the Class B members shall determine, in their sole judgment, as evidenced by an amendment to the By-Laws of this corporation, at which time the Class A members shall become voting members of the corporation. At that time, Class B membership shall terminate.

4. Term. The existence of the corporation shall be perpetual unless the SURF CREST VILLAGE SERVICE CORPORATION is

terminated, and in the event of such termination, the corporation shall be dissolved in accordance with law.

5. Name and Residence of the Incorporators. The names and residence addresses of the incorporators to these Articles of Incorporation are as follows:

William R. Mendenhall 12 Grandview Street St. Augustine, St. Johns County, Florida 32084	Joseph A. Palermo 17 Rafeal St. Augustine, St. Johns County, Florida 32084
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Mario Fusto
5 Lakeshore Drive
St. Augustine, St. Johns
County, Florida, 32084

6. Directors and Officers. The affairs of the corporation shall be managed by its Board of Directors. The officers of the corporation shall be a President, a Vice-President, and a Secretary-Treasurer, which officers and directors shall be elected annually by the Board of Directors. The directors and officers may lawfully and properly exercise the powers set forth in these Articles of Incorporation, notwithstanding the fact that some or all of them who may be directly or indirectly involved in the exercise of such powers and in the negotiation and/or consumation of agreements executed pursuant to such power are some or all of the persons with which the corporation enters into such agreements or who owns some or all of the proprietary interest in the entity or entities with whom the corporation entered into such agreements; and all such agreements shall be presumed conclusively to have been made and entered into by the directors and officers of this corporation in the valid exercise of their lawful powers.

7. Names of Officers. The names of the officers who are to serve until the first election or appointment are as follows: President, William R. Mendenhall; Vice-President, Mario Fusto; Secretary-Treasurer, Joseph A. Palermo.

8. Board of Directors. The Board of Directors shall consist of three persons initially and the names and addresses of the persons who are to serve as such until the first election thereof are as follows:

William R. Mendenhall 12 Grandview Street St. Augustine, St. Johns County, Florida 32084	Mario Fusto 5 Lakeshore Drive St. Augustine, St. Johns County, Florida 32084
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Joseph A. Palermo
17 San Rafael
St. Augustine, St. Johns
County, Florida
32084

9. Limitations. Only members of the corporation may be officers of directors. Not more than one owner per unit may be a director or officer; notwithstanding, a director may also be an officer. The provisions of this paragraph shall not take effect until eighty (80%) per cent of the lots in SURF CREST VILLAGE, A Planned Single Family Development, according to map or plat thereof recorded at Map Book 13, pages 11 through 13, public records of St. Johns County, Florida, are sold and conveyed as established by the public records of St. Johns County, Florida:

11. Amendment of Articles. These Articles of Incorporation may be amended, altered, or rescinded only with the approval of not less than seventy-five (75%) percent of the members of the corporation qualified to vote.

12. By-Laws. By-Laws of this corporation may be made, altered, or rescinded by a vote of sixty (60%) percent of the members of the corporation qualified to vote in a regular or specially-called meeting for that purpose, provided that such By-Laws, alterations or rescissions shall not be in conflict with these Articles of Incorporation.

13. Powers. The corporation shall have all of the following powers:

(a) All the powers now or hereafter conferred upon corporations not for profit under the laws of the State of Florida.

(b) To acquire and enter into agreements whereby it acquires land, leaseholds, memberships or other possessory or use interests in lands or facilities.

(c) To contract with one or more third parties for the management of SURF CREST VILLAGE, A Planned Single Family Development, and to delegate to the contractor all powers and duties of the corporation such as are specifically required by these Articles of Incorporation or the By-Laws to have the approval of the Board of Directors on the membership of this corporation.

(d) To acquire, by purchase or otherwise, lots in SURF CREST VILLAGE, A Planned Single Family Development, according to map or plat thereof recorded at Map Book 13, pages 11 through 13, public records of St. Johns County, Florida, subject nevertheless to the provisions of the By-Laws of this corporation and the restrictions upon the property.

(e) To operate and manage the SURF CREST VILLAGE SERVICE CORPORATION, the common grounds of SURF CREST VILLAGE, A Planned Single Family Development, the Architectural Design Committee, and all other matters in accordance with the sense, meaning, direction, purpose and intent of these Articles of Incorporation, the By-Laws, and deed restrictions upon lots and common grounds in SURF CREST VILLAGE, A Planned Single Family Development, as the same may, from time to time, be amended and to otherwise perform, fulfill, and exercise the powers, privileges, options, legal rights, obligations and responsibilities entrusted to or delegated to it by the Declaration and/or By-Laws.

14. Resident Agent. The incorporators have appointed PAUL L. MARTZ, Three Palm Row, St. Augustine, Florida, 32084 as their resident agent. The resident agent is a resident of St. Johns County, Florida, and his acceptance as such resident agent is attached hereto.

IN WITNESS WHEREOF, we, the undersigned, being each of the subscribers hereto, do hereby subscribe these Articles of

Incorporation and in witness whereof we have hereunto set our hands and seals this 25 day of August, 1977.

15/ William R. Mendenhall
WILLIAM R. MENDENHALL

15/ Joseph A. Palermo
JOSEPH A. PALERMO

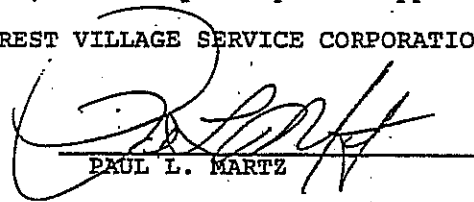
15/ Mario M. Fusto
MARIO FUSTO

SWORN TO AND SUBSCRIBED before me, this 25th day of Aug, 1977.

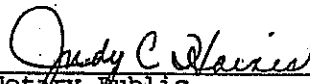
15/ M. Elaine Dilbeck
Notary Public
State of Florida at Large
My commission expires: 3/21/81

ACCEPTANCE

I, PAUL L. MARTZ, a resident of St. Johns County, Florida, my residence address being 120 Nautilus Road, St. Augustine, Florida, 32084, and my business address being Three Palm Row, St. Augustine, Florida, 32084, do hereby accept the appointment of Resident Agent of SURF CREST VILLAGE SERVICE CORPORATION.


PAUL L. MARTZ

SWORN TO AND SUBSCRIBED before me, this 20th day of July, 1977.


Notary Public
State of Florida at Large

My commission expires: 8/20/79