

SCHEDULE OF EXHIBITS

Exhibit A.....Legal Description of Property  
Exhibit B .....Articles of Incorporation  
Exhibit C.....Bylaws

**EXHIBIT A**

**Legal Description of the Property**

**Lots 1 through 16, inclusive, of Block 3 of NORTH BEACH SUBDIVISION, according to the map or plat thereof as recorded in Map Book 3, page 28, Public Records of St. Johns County, Florida.**

**Lots 1,3,5,7,9, 11, 13, and 15 of Block 4 of NORTH BEACH SUBDIVISION, according to the map or plat thereof as recorded in Map Book 3, page 28, Public Records of St. Johns County, Florida.**

**Lots 1,3,5,7 ,9, 11, 13, and 15 of Block 5 of NORTH BEACH SUBDIVISION, according to the map or plat thereof as recorded in Map Book 3, page 28, Public Records of St. Johns County, Florida.**

**Lots 1, 2, 4, 5, and 7 through 27, inclusive, of VILANO OAKS, according to the map or plat thereof as recorded in Map Book 40, pages 102 through 105, Public Records of St. Johns County, Florida.**



I certify the attached is a true and correct copy of the Articles of Incorporation of VILANO OAKS HOMEOWNERS ASSOCIATION, INC., a Florida corporation, filed on February 20, 2002, as shown by the records of this office.

The document number of this corporation is N02000001336.

Given under my hand and the  
Great Seal of the State of Florida  
at Tallahassee, the Capitol, this the  
Twenty-fifth day of February, 2002



CR2EO22 (1-99)

*Katherine Harris*  
Katherine Harris  
Secretary of State

ARTICLES OF INCORPORATION  
OF  
VILANO OAKS HOMEOWNERS ASSOCIATION, INC.

In compliance with the requirements of Florida Statute, Chapter 617, the undersigned, a resident of Florida and of full age, for the purpose of forming a corporation not for profit does hereby certify:

ARTICLE I  
NAME OF CORPORATION

The name of the corporation shall be Vilano Oaks Homeowners Association, Inc. (hereinafter referred to as the "Association").

ARTICLE II  
PRINCIPAL OFFICE

The principal office of the Association is located at 4315 Pablo Oaks Court, Ste. 1, Jacksonville, Florida 32224-9667.

ARTICLE III  
PURPOSE OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is organized and for which it is to be operated are to provide for maintenance, preservation, and care of the property of the Association, and to provide architectural control of the residence lots and common area within that certain tract of property (the "Property") described in the Declaration of Covenants, Conditions and Restrictions of Vilano Oaks, recorded or to be recorded in the Office of the Clerk of the Circuit Court, St. Johns County, Florida (the "Declaration") and as the same may be amended from time to time as therein provided, and to promote the health and welfare of the residents within the Property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for these purposes.

ARTICLE IV  
BOARD OF DIRECTORS

The affairs of the Association shall be managed by a board of not less than three (3) directors nor more than seven (7), who need not be members of the Association (the "Board"). The manner in which the directors are elected or appointed is as stated in the

bylaws of the Association ("Bylaws"). The initial number of directors shall be three (3) and may be changed by amendment of the Bylaws. The names and addresses of the persons who are to act in the capacity of directors until the election of their successors are:

Michael E. Braren - 4315 Pablo Oaks Court, Ste. 1, Jacksonville, FL 32224-9667

Sherry Hice - 4315 Pablo Oaks Court, Ste. 1, Jacksonville, FL 32224-9667

Sharon W. Fredenhagen - 4315 Pablo Oaks Court, Ste. 1, Jacksonville, FL 32224-9667

#### ARTICLE V INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of the Association shall be located at 4315 Pablo Oaks Court, Ste. 1, Jacksonville, Florida 32224-9667, and the initial registered agent of the Association shall be Michael E. Braren.

#### ARTICLE VI POWERS OF THE ASSOCIATION

The general powers that the Association shall have include all proper acts, necessary or incidental, for the benefit and protection of the Association, to transact any lawful business, and to exercise all powers granted to Associations by the laws of Florida.

#### ARTICLE VII MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subject to the Declaration, including contract sellers, shall be a member of the Association with the voting rights described herein. The foregoing shall not include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to assessment by the Association.

#### ARTICLE VIII VOTING RIGHTS

The Association shall have two classes of voting membership with the relative rights and preferences as follows:

Class A: "Class A Members" shall be all owners of any lot shown upon any recorded plat of the Property (the "Lot" or "Lots"), excluding Declarant. Each Class A Member shall be entitled to one (1) vote for each Lot owned. When more than one person holds an interest in any Lot, each such person shall be members, however, the vote for such Lot shall be exercised as they collectively determine, and in no event shall more than one vote be cast with respect to such a Lot.

Class B: The "Class B Member" shall be the Declarant (as defined in the Declaration), who shall be entitled to the total number of votes of all Class A Members from time to time plus one (1) vote, provided, however, that Class B membership shall cease and be converted to Class A membership upon the first to occur of any of the following events:

- A. Three (3) months after Declarant is no longer the record owner of at least ten percent (10%) of all Lots which are ultimately platted and developed in the Property.
- B. The date exactly ten (10) years after the initial recording of the Declaration in the public records of St. Johns County, Florida.
- C. At the election of the Declarant (whereupon the Class A Members shall be obligated to elect the Board and assume control of the Association).

#### ARTICLE IX DISSOLUTION

The Association may be dissolved upon the affirmative vote (in person or by proxy) or written consent or any combination thereof, of members holding not less than two-thirds (2/3) of the total votes of the Association. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency or to any non-profit corporation, association, or other organization to be used for purposes similar to those for which this Association was created.

In the event of termination, dissolution, or final liquidation of the Association, the responsibility of the Association, if any, for the operation and maintenance of the surface water or stormwater management system must be transferred to and accepted by an entity which would comply with Section 40, Florida Administrative Code, and be approved by the St. Johns River Water Management District Water Management District prior to such termination, dissolution, or liquidation.

ARTICLE X  
DURATION

The existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Association shall exist perpetually.

ARTICLE XI  
AMENDMENTS

The Association shall have the right to amend these Articles of Incorporation at any time upon the affirmative vote (in person or by proxy) or written consent or any combination thereof, of members holding not less than two-thirds (2/3) of the total votes of the Association. No amendment shall make any changes in the qualifications for membership nor the voting rights of the members, without approval in writing by all members and the joinder of all record owners of mortgages upon the Lots. No amendment shall be made that is in conflict with Florida law or the Declaration unless the latter is amended to conform to the same.

ARTICLE XII  
BYLAWS

The Bylaws shall be adopted by the Board at the first meeting of directors, and may be altered, amended or rescinded thereafter in the manner provided therein.

ARTICLE XIII  
INDEMNIFICATION

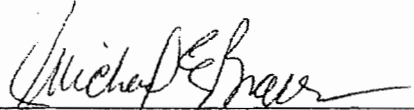
In addition to any rights and duties under applicable law, this Association shall indemnify and hold harmless all its directors, officers, employees, and agents, and former directors, officers, employees, and agents from and against all liabilities and obligations, including attorneys fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees, and agents in their capacity as such except for willful misconduct or gross negligence.

ARTICLE XIV  
INCORPORATOR

The name and address of the incorporator for these Articles of Incorporation is:

Michael E. Braren - 4315 Pablo Oaks Court, Ste. 1, Jacksonville, Florida 32224-9667

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of Florida, the undersigned, constituting the sole incorporator of this Association, has executed these Articles of Incorporation this 30<sup>th</sup> day of January 2002.

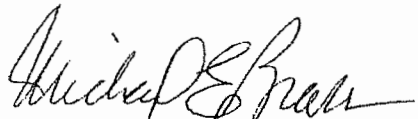
  
Incorporator

MICHAEL E. BRAREN

#### CONSENT OF REGISTERED AGENT

Having been named as Registered Agent for this corporation at the office designated in the foregoing Articles of Incorporation, I am familiar with the duties and obligations of Registered Agents and I hereby agree to act in this capacity and to comply with all statutes relative to the proper and complete performance of my duties.

Dated this 30 day of January 2002.

  
Registered Agent

MICHAEL E. BRAREN



BYLAWS  
OF  
VILANO OAKS HOMEOWNERS ASSOCIATION, INC.

ARTICLE I  
NAME AND LOCATION

The name of the corporation is Vilano Oaks Homeowners Association, Inc. The principal office of the Association shall be 4315 Pablo Oaks Court, Suite 1, Jacksonville, Florida, 32224,ut meetings of members or directors may be held at such places within Florida designated by the board of directors.

ARTICLE II  
DEFINITIONS

- 2.1 "Articles" shall mean the Articles of Incorporation of Vilano Oaks Homeowners Association, Inc.
- 2.2 "Association" shall mean the Vilano Oaks Homeowners Association, Inc. its successors and assigns.
- 2.3 "Board" shall mean the board of directors of the Association.
- 2.4 "Common Area" shall mean all real property owned by the Association.
- 2.5 "Declarant" shall mean Volano Oaks Development , Inc. a Florida corporation , and its successors and assigns. Declarant may assign all, or a portion ,of its rights hereunder. In the event of a partial assignment, the assignee shall be deemed Declarant and may exercise such rights as Declarant assigns to it. Any such assignment may be made on a non-exclusive basis.
- 2.6 "Declaration" shall mean the Declaration of Covenants, Conditions and Restrictions of Vilano Oaks recorded or to be recorded in the public records of St. Johns County, Florida.
- 2.7 "Governing Documents" shall mean these Bylaws, the Articles, and the Declaration.
- 2.8 "Lot" shall mean any plot of land shown as a lot upon any recorded subdivision map or plat of the Property (as hereinafter defined) with the exception of the Common Area.
- 2.9 "Member" shall mean those persons entitled to membership as provided in the Declaration.

2.10 "Owner" shall mean the record owner, whether one or more persons or entities, of the fee simple title to any Lot which is a part of the Property, including contract sellers, but excluding those having such interest merely as security for performance of an obligation.

2.11 "Property" shall mean that certain real property described in the Declaration and such additions thereto as may hereafter be brought within the jurisdiction of the Association.

### ARTICLE III MEMBERS

3.1 Qualifications. The qualification of Members, the manner of their admission to membership, changes in membership and the termination of such membership, shall be as set forth in the Declaration and the Articles.

3.2 Member Roster. The Secretary of the Association shall maintain a roster in the office of the Association showing the names and addresses of the Members. Each Member shall at all times advise the Secretary of any change of address of the Member or any change of ownership of the Member's Lot. The Association shall not be responsible for reflecting any changes until notified of such change in writing.

### ARTICLE IV MEETING OF MEMBERS

4.1 Annual Meetings. The first annual meeting of the Members shall be held within one (1) year from the date of incorporation of the Association, and each subsequent regular annual meeting of the Members shall be held within thirteen (13) months of the previous annual meeting, at 7:00 p.m., unless a different time is established by the Board. The Board shall not hold the annual meeting on a legal holiday.

4.2 Special Meetings. Special meetings of the Members may be called at any time by the President or by the Board, or upon written request of one-fourth (1/4) of the Class A Members who are entitled to vote.

4.3 Notice of Meetings. Written notice of each meeting of the Members shall be given by, or at the direction of, the Secretary or person authorized to call the meeting, by mailing a copy of such notice at least fifteen (15) days before such meeting to each Member entitled to vote thereat, addressed to the Member's address last appearing on the books of the Association, or supplied by such Member to the Association for the purpose of notice. Such notice shall specify the place, day and hour of the meeting, and, in the case of a special meeting, the purpose of the meeting.

4.4 Attendance at Meetings. Any person entitled to cast the vote of a Member, and in the event a Lot is owned by more than one (1) person, all co-Owners of such Lot, may attend any meeting of the Members. Any person not expressly authorized to attend a meeting of the Members as set forth above may be excluded from any meeting of the Members by the presiding officer of such meeting.

4.5 Organization. At each meeting of the Members, the President, or in his absence, the Vice President, or their designee, shall act as Chairman of the Meeting. The Secretary or, in his absence, any person appointed by the Chairman of the Meeting shall act as Secretary of the meeting.

4.6 Minutes. The minutes of all meetings of the Members shall be kept in a book available for inspection by the Members, their authorized representatives, and the Board, at any reasonable time.

4.7 Quorum. At meetings of Members, the presence of Members, in person or by proxy, entitled to cast one-tenth (1/10) of the votes of each class of Membership shall constitute a quorum for any action except as otherwise provided in the Articles, the Declaration, or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the Members entitled to vote shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting of the time, date, and place that the meeting will be reconvened, provided that a quorum is obtained.

4.8 Proxies. At all meetings of Members, each Member may vote in person or by proxy duly appointed in writing which bears a date not more than three (3) months prior to such meeting. All proxies shall be in writing and filed with the Secretary. Every proxy shall be revocable and shall automatically cease upon conveyance by the Member of his Lot.

4.9 Parliamentary Rules. Roberts' Rules of Order (latest edition) shall govern the conduct of the meetings of Members when not in conflict with the Governing Documents.

## ARTICLE V

### BOARD OF DIRECTORS: SELECTION AND TERM OF OFFICE

5.1 Number. The affairs of this Association shall be managed by a board of a minimum of three (3) and a maximum of seven (7) directors, who need not be Members of the Association. The number of directors shall always consist of an odd number.

5.2 Term of Office. At the annual meetings of the Members, the Members, when entitled, shall elect directors for a term of one (1) year or until the next annual meeting of the Members whichever is later. The term of each director's services shall extend until the next annual Members meeting and until his successor is duly elected and qualified, or until he is removed in the manner elsewhere provided.

5.3 Removal. Any director may be removed from the Board, with or without cause, by the vote or agreement in writing of a majority of the Members of the Association. In the event of death, resignation or removal of a director, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

5.4 Compensation. No director shall receive compensation for any service he may render to the Association. However, a director may be reimbursed for expenses incurred in the performance of his duties.

5.5 Nomination. Nomination for election to the Board shall be made from the floor at the annual meeting.

5.6 Election. Election to the Board shall be by written ballot (unless dispensed with by majority consent of the Lots represented at the meeting). At the election Members may cast, in respect to each position to be filled on the Board, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

## ARTICLE VI MEETINGS OF DIRECTORS

6.1 Regular Meetings. Regular meetings of the Board may be held at such time and place as shall be determined, from time to time, by a majority of the directors. Meetings of the directors shall be open to all Members and notices of such meetings shall be posted in a conspicuous place on the Association property at least forty-eight (48) hours in advance of a meeting, except in emergency. Notice of any meeting in which assessments against Lots are to be established shall specifically contain a statement that assessments shall be considered and a statement of the nature of such assessments.

6.2 Special Meetings. Special meetings of the Board shall be held when called by the President of the Association, or by any two directors, after not less than three (3) days notice to each director.

6.3 Quorum. A majority of the directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting, at which a quorum is present, shall be regarded as the act of the Board.

6.4 Minutes of Meetings. The minutes of all meetings of the Board shall be kept in a book available for inspection by the Members or the directors, at any reasonable time.

## ARTICLE VII POWERS AND DUTIES OF THE BOARD OF DIRECTORS

7.1 Powers. The Board shall have power to:

7.1.1 Adopt and publish rules and regulations governing the use of the Common Area and facilities, and the personal conduct of the Members and their guests thereon, and to establish penalties for any infraction thereof.

7.1.2 Suspend the voting rights and right to use of the recreational facilities of a Member during any period in which such Member shall be in default in the payment of any assessment levied by the Association. Such rights may also be suspended after notice and hearing for infraction of published rules and regulations.

8.8.1 President. The President shall preside at all meetings of the Board; shall see that orders and resolutions of the Board are carried out; shall sign all leases, mortgages, deeds and other written instruments and shall co-sign all checks and promissory notes.

8.8.2 Vice-President. The Vice-President shall act in the place and stead of the President in the event of his absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him by the Board.

8.8.3 Secretary. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the Members; keep the corporate seal of the Association and affix it on all papers requiring said seal; serve notice of meetings of the Board and of the Members; keep appropriate current records showing the Members of the Association together with their addresses, and shall perform such other duties as required by the Board.

8.8.4 Treasurer. The Treasurer shall receive and deposit in appropriate bank accounts all monies of the Association and shall disburse such funds as directed by resolution of the Board; shall sign all checks and promissory notes of the Association; keep proper books of account; and shall prepare an annual budget and a statement of income and expenditures and deliver a copy of each to each of the Members.

#### ARTICLE IX INDEMNIFICATION

The directors and officers of the Association shall be indemnified by the Association to the fullest extent now or hereinafter permitted by law and shall not be personally liable for any act, debt, liability or other obligation of the Association. Similarly, Members are not personally liable for any act, debt, liability or obligation of the Association. A Member may become liable to the Association for dues, assessments or fee as provided by law.

#### ARTICLE X COMMITTEES

The Board may appoint a committee or committees as deemed appropriate in carrying out its purpose.

#### ARTICLE XI BOOKS AND RECORDS

The books, records and papers of the Association shall at all times be subject to inspection by any Member. The Declaration, Articles and Bylaws of the Association shall be available for inspection by any Member at the principal office of the Association, where copies may be purchased at a reasonable cost.

ARTICLE XII  
CORPORATE SEAL

The Association shall have a seal in circular form having within its circumference the words Vilano Oaks Homeowners Association, Inc., the year "2002" and the words "Corporation" Not-For-Profit". The seal may be used by causing it, or a facsimile thereof, to be impressed, affixed, or otherwise reproduced upon any instrument or document in the name of the Association.

ARTICLE XIII  
AMENDMENTS

These Bylaws may be amended at a regular or special meeting of the Members by a vote of a majority of the Owners. Notwithstanding the foregoing, the Declarant specifically reserves the right to amend these Bylaws in order to comply with the requirements of the St. Johns River Water Management District Water Management District or any other governmental agency.

ARTICLE XIV  
MISCELLANEOUS

14.1 Fiscal Year. The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year shall begin on the date of incorporation.

14.2 Partial Invalidity. If any of the provisions of these Bylaws shall be or become unenforceable at law or in equity, the remaining provisions shall, nevertheless, be and remain in full force and effect.

14.3 Conflicts. In the event of any conflict, any applicable Florida statute, the Declaration, Articles, Bylaws and the rules and regulations of the Association shall govern, in that order.

14.4 Captions. Captions are utilized only as a matter of convenience and for reference, and in no way are intended to or shall define, limit or describe the scope of these Bylaws or the intent of any provision.

CERTIFICATION

I, the undersigned, do hereby certify:

**THAT I** am the duly elected and acting Secretary of Vilano Oaks Homeowners Association Inc. a Florida corporation not for profit; and

**THAT** the foregoing Bylaws constitute the original Bylaws of the Association, as duly adopted by consent of the Board.

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IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of the Association this 25th day of March 2002.

Sherry Hice  
Secretary