N01000002413

Mary Rose / Rogers, Towers
Requestor's Name
P.O. Box 1872
Address
Tally 32301 222-7200
City/State/Zip Phone #

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Berkman Plaza Townhomes Homeowners (Corporation Name) (Document #)
2. Association, Inc. (Corporation Name) (Document #)
3. (Corporation Name) (Document #)
4. (Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 4.4.01 ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

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DIVISION OF CORPORATIONS
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NOT INTENDED TO ACKNOWLEDGE SUFFICIENCY OF FILING

	NEW FILINGS
	Profit
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	Limited Liability
	Domestication
	Other

	AMENDMENTS
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

	OTHER FILINGS
	Annual Report
	Fictitious Name
	Name Reservation

	REGISTRATION/ QUALIFICATION
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
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Please provide a filed, stamped copy
Thanks

Mary Rose GAVE
AUTHORIZATION BY PHONE TO
CORRECT Manner Affect
DATE 4/4/01 @ 11:52am
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CR2E031(1/95)

W01-7546

Examiner's Initials

FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 4, 2001

ROGERS, TOWERS
PO BOX 1872
TALLAHASSEE, FL 32301

SUBJECT: BERKMAN PLAZA TOWNHOMES HOMEOWNERS ASSOCIATION, INC.
Ref. Number: W01000007546

We have received your document for BERKMAN PLAZA TOWNHOMES HOMEOWNERS ASSOCIATION, INC. and your check(s) totaling $70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6929.

Joey Bryan
Document Specialist
New Filing Section

Letter Number: 601A00020024

RECEIVED
01 APR -5 AM 11: 28
DIVISION OF CORPORATION

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

ARTICLES OF INCORPORATION
OF
BERKMAN PLAZA TOWNHOMES HOMEOWNERS ASSOCIATION, INC.

(A Florida corporation not for profit)

The undersigned, by these Articles, associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

EXPLANATION OF TERMINOLOGY

A. The terms contained in these Articles of Incorporation shall have the meaning of such terms set forth in the Declaration of Covenants, Conditions and Restrictions for Berkman Plaza Townhomes Homeowners Association (the "Declaration").

B. "Association" as used herein shall mean and refer to the Berkman Plaza Townhomes Homeowners Association, Inc., a Florida corporation not for profit, the corporation formed by these Articles, its successors or assigns.

ARTICLE I
NAME/DURATION/PRINCIPAL OFFICE

The name of the corporation is BERKMAN PLAZA TOWNHOMES HOMEOWNERS ASSOCIATION, INC. Its duration shall be perpetual. The address of the principal office and mailing address shall be 3190 Northeast Expressway, Suite 400, Atlanta, Georgia 30341.

ARTICLE II
PURPOSE AND POWERS

The purpose of this corporation is to provide for a unified effort in protecting the value of the property of the Members of the Association, in accordance with the Declaration recorded (or to be recorded) in the Public Records of Duval County, Florida, and any Supplemental Declaration filed in accordance therewith. The Association shall exercise all the powers and privileges and perform all of the duties and obligations of the corporation as defined and set forth in these Articles, the Bylaws, and the Declaration. The Association shall also have all powers granted by statutory and common law not in conflict with the terms of the Declaration and these Articles, and terms, conditions, covenants and restrictions wherever recorded that pertain to Berkman Plaza Townhomes, townhome developer located in Duval County. The powers of the Declaration include the establishment and enforcement of the payment of charges or assessments contained therein (including the assessment and collection of assessments adequate to defray the costs of maintenance and operation of the surface water and stormwater management system), the operation, maintenance and management of the surface water and stormwater management systems in Berkman Plaza Townhomes in a manner consistent with the St. Johns River Water Management District Permit #40-031-62406-1 requirements and applicable District rules, and to assist in the enforcement of the restrictions and covenants contained therein, and the power to contract for the management of the Association and engagement in such other lawful activities as may be to the mutual benefit of the Members and their property.

The Association is not organized for profit and no part of the net earnings, if any, shall inure to the personal benefit of any Member or individual person, firm or corporation.

ARTICLE III
MEMBERSHIP AND VOTING RIGHTS
IN THE ASSOCIATION

Section 1. Membership. Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is or is at any time made subject to the Declaration shall be a Member of the Association. Membership shall be appurtenant to and inseparable from ownership of a Lot. When any one Lot is owned by more than one person, firm, individual, corporation or other legal entity, the composite title holder shall be and constitute one Member of the Association. Any person, firm, individual, corporation or legal entity owning more than one Lot shall be as many Members as the number of Lots owned. Membership in the corporation and transfer thereof shall be upon such terms and conditions as provided in the Declaration and Bylaws.

Section 2. Voting Rights. The Association shall have two classes of voting membership:

Class A. Class A Members shall be all of those Owners as defined in Section 1, with the exception of Declarant. The Class A Members shall be entitled to one (1) membership interest and one (1) vote for each Lot in which they hold the interests required for membership by Section 1.

Class B. Class B Members shall be Declarant, including any of its subsidiaries to which Declarant may transfer title. The Class B Member shall be entitled to ten (10) membership interests and ten (10) votes for each Lot in which it holds the interest required for membership by Section 1 and shall be entitled to elect a majority of the Board of Directors until three (3) months after ninety percent (90%) of the Lots in all phases by Berkman Plaza Townhomes have been sold and conveyed by the Declarant (the "Transfer Date").

ARTICLE IV
BOARD OF DIRECTORS

The affairs of the corporation shall be managed by the Board of Directors consisting of not less than three (3) nor more than seven (7) persons. Directors need not be Members of the corporation. The number of persons who are to serve initially on the Board of Directors until the first annual meeting thereof shall be three (3) and their names and addresses are as follows:

Alan J. Travis	3190 Northeast Expressway, Suite 400, Atlanta, Georgia 30341
David Berkman	3190 Northeast Expressway, Suite 400, Atlanta, Georgia 30341
Steven Berkman	3190 Northeast Expressway, Suite 400, Atlanta, Georgia 30341

The Board of Directors shall be elected by the Members of the Association at the Annual Meetings as provided in the Bylaws, provided that Declarant shall be entitled to elect a majority of the Board of Directors until three (3) months after ninety percent (90%) of the Lots in all phases of Berkman Plaza Townhomes have been sold and conveyed by the Declarant. Declarant is entitled to elect at least one member of the Board of Directors as long as the Declarant holds for sale at least Five Percent (5%) of the Lots in all phases of Berkman Plaza Townhomes.

ARTICLE V
OFFICERS

Section 1. Indemnity. The Association shall indemnify any person who was or is a party to any pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she is or was a Director, employee, officer or agent of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Association, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. However no indemnification shall be made in respect to any claim, issue or matter in which such person shall have been adjudged to be liable for gross negligence or misfeasance or malfeasance in the performance of his or her duty to the Association. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Association, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Section 2. Approval. Any indemnification under Section 1 above (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the Director, officer, employee or agent is proper under the circumstances because he or she has met the applicable standard of conduct set forth in Section 1 above. Such determination shall be made (a) by the Board of Directors by a majority vote of the Directors who were not parties to such action, suit or proceeding, or (b) if a majority of disinterested Directors so directs, by independent legal counsel in a written opinion or by a majority vote of the members.

Section 3. Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of said action, if it is authorized by the Board of Directors in the specific case. Provided, the Board must first request an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Association as authorized in this Article.

Section 4. Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any Bylaw, agreement, vote of Members or otherwise.

Section 5. Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Association, insuring against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

ARTICLE VII
SUBSCRIBERS

The following person hereby subscribes to these Articles of Incorporation:

Douglas A. Ward

The office address of the subscriber is:

1301 Riverplace Boulevard, Suite 1500
Jacksonville, Florida 32207

ARTICLE VIII
BYLAWS

The Bylaws shall be adopted by the Board of Directors. Prior to the first annual meeting, the Bylaws may be amended, altered or rescinded by the unanimous vote of all Directors. As set forth in the Bylaws, the Bylaws may thereafter be adopted, amended, altered or rescinded only with the approval of not less than eighty (80%) percent of all the Directors or not less than fifty-five (55%) percent of the Members of the Association. Provided, that no amendment shall be effective which would affect the rights of the Class B Member without the approval of said Member.

The Bylaws shall include the time and place for annual meetings and for regular and special meetings, quorum requirements, the manner for electing directors and officers and voting requirements.

ARTICLE IX
AMENDMENT OF ARTICLES

Section 1. Before Recording Declaration. Prior to the recording of the Declaration amongst the Public Records of Duval County, Florida, these Articles may be amended only by an instrument in writing signed by all of the Directors and filed in the Office of the Secretary of State of the State of Florida. The instrument amending these Articles shall identify the particular Article or Articles being amended and a certified copy of each amendment shall be attached to any certified copy of these Articles and shall be an Exhibit to a Declaration upon recording of the Declaration.

Section 2. After Recording Declaration. When the Declaration has been recorded amongst the Public Records of Duval County, Florida, these Articles may be amended by the following methods:

A. At a duly called meeting of the Board of Directors, which may be either the Annual Meeting, or a special meeting, by the affirmative vote of not less than eighty (80%) percent of all Directors;

B. At a duly called meeting of Members, which may be either the Annual Members Meeting, or a special meeting, by the affirmative vote of not less than seventy-five (75%) percent of the Members of the Association.

C. An Amendment may be adopted by a written statement signed by not less than eighty (80%) percent of all Directors or seventy-five (75%) percent of all Members setting forth their intention that an amendment to these Articles be adopted.

Section 3. Class B Approval. No amendment to these Articles shall be effective which would affect the rights of the Class B Member without the approval of such Member.

Section 4. Conflict. In case of any conflict between these Articles of Incorporation and the Bylaws, these Articles shall control; and in case of any conflict between these Articles of Incorporation and Declaration, the Declaration shall control.

ARTICLE X
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 1300 Riverplace Boulevard, Suite 1500, Jacksonville, Florida 32207, and the name of the initial registered agent of this Corporation is Douglas A. Ward.

ARTICLE XI
DISSOLUTION

The Association may be dissolved, consistent with the applicable provisions of Florida Statutes, upon petition having the assent given in writing and signed by not less than three-fourths (3/4) of each class of Members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be disposed of in accordance with the Declaration.

In the event of termination, dissolution or final liquidation of the Association, the responsibility 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 40C-42.027, F.A.C., and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

ARTICLE XII
NO STOCK OR DIVIDENDS

There shall be no dividends to any of the Members. This corporation shall not issue shares of stock of any kind or nature whatsoever.

The undersigned, being the subscriber hereto, does hereby subscribe to these Articles of Incorporation and in witness whereof has caused its duly qualified officers to execute this document and affix its corporate seal this 2nd day of April, 2001.

Douglas A. Ward

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 2nd day of April, 2001 by Douglas A. Ward. He is personally known to me.

Marsha Isham

Notary Public

My Commission Expires:
My Commission Number is:

Marsha Isham
MY COMMISSION # CC875773 EXPIRES
November 30, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept the appointment in this capacity, and agree to comply with the provision of said Act relative to keeping open said office. I am familiar with, and accept, the obligations of a registered agent provided for in Chapter 617, Florida Statutes (1990).

Douglas A. Ward

STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 2nd day of April, 2001 by Douglas A. Ward. He is personally known to me or who presented ______________ as identification.

NOTARY PUBLIC
My Commission Expires:

My Commission Number is:

Marsha Isham
MY COMMISSION # CC875773 EXPIRES
November 30, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

R:\Berkman Plaza\Townhomes\Articles

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA