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Patricia Pijets

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CUSTOMER: Terry A. Moore, Esq
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2001 MAY 24 11:17 AM
OFFICE OF THE
CLERK OF THE
SUPREMACY OF FLORIDA

DOMESTIC FILING

NAME: ARNOLD RIDGE HOMEOWNERS
ASSOCIATION, INC.

EFFECTIVE DATE:

- XX ARTICLES OF INCORPORATION
- CERTIFICATE OF LIMITED PARTNERSHIP
- ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

- XX CERTIFIED COPY
- PLAIN STAMPED COPY
- CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Betty Young - EXT. 1112
EXAMINER'S INITIALS:

BY
5/24/01

2001 MAY 24 10:11:22
SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
ARNOLD RIDGE HOMEOWNERS ASSOCIATION, INC.
A CORPORATION NOT-FOR-PROFIT**

MAY 24 PM 1:22

SECRET STATE
TALLAHASSEE FLORIDA

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: ARNOLD RIDGE HOMEOWNERS ASSOCIATION, INC. (hereinafter referred to as the "Association"). All defined terms used herein, unless otherwise defined herein, shall have the same meaning set forth in the Declaration, as hereinafter described.

ARTICLE II. PURPOSE

The purposes and object of the Association shall be to administer the operation and management of Arnold Ridge, a residential development (hereinafter "the Development") to be established upon that certain real property development known as ARNOLD RIDGE in Nassau County, Florida, as described in that certain Declaration of Covenants, Conditions and Restrictions for Arnold Ridge, which shall be recorded in the current public records, Nassau County, Florida (the "Declaration"), and to operate, maintain and manage the Stormwater Management System(s) in a manner consistent with the requirements and applicable rules of the St. Johns River Water Management District permit requirements and applicable District rules, and shall assist in the enforcement of the restrictions and covenants contained herein. Arnold Ridge Investment Corp., a Florida corporation is the developer (the "Developer") of the Development.

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:

1. 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.

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

(a) Make and establish reasonable rules and regulations governing the use of the Lots, Common Area and Maintenance Area, as such terms are defined in the Declaration. Such rights may be delegated from time to time to any architectural review committee established or authorized by the Declaration or the Association.

(b) 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.

(c) To own, manage, administer and operate such property as may be conveyed to it by the Developer, its successors or assigns for the mutual benefit and use of all Members.

(d) Tax, levy, collect and enforce payment by all lawful means all charges or assessments (including fines) against Members of the Association and their Lots to defray the Association Expenses of the Development, as will be provided in the Declaration and the By-Laws, including the right to levy and collect assessments for the purpose of acquiring, owning, holding, operating, leasing, encumbering, selling, conveying, exchanging, managing and otherwise dealing with the Common Area, the Maintenance Area and other property owned by the Association, which may be necessary or convenient in the operation and management of the Development and in accomplishing and enforcing the purposes set forth in the Declaration; and to pay all expenses, including office expenses, licenses, taxes, or governmental charges levied or imposed against the property of the Association, incident to the conduct of business of the Association, and to pay the cost of maintenance and operation of the Stormwater Management System (including work performed in the retention areas, drainage structures and drainage easements).

(e) Maintain, repair, replace, operate and manage the Common Area, Maintenance Area, including without limitation, the Stormwater Management System serving the Development (including but not limited to, retention areas, drainage structures and drainage easements) and any property owned by the Association, including the right to reconstruct improvements after casualty and to further improve and add to the Maintenance Area and other property owned by the Association, and to contract with third parties to effect any of the foregoing.

(f) Contract for the management of the Development, the Common Area, the Maintenance Area and other property owned by the Association and, in connection therewith, to delegate any and/or all of the

powers and duties of the Association to the extent and in the manner permitted by the Declaration, the By-Laws.

(g) Enforce the provisions of these Articles of Incorporation, the Declaration, the By-Laws, and all rules and regulations governing the use of the Development which may hereafter be established, including the levying of any fines or penalties as appropriate.

ARTICLE IV. QUALIFICATION OF MEMBERS

The qualifications of Members, manner of their admission to and termination of membership shall be as follows:

1. The Owners (as defined in the Declaration and the By-Laws) of all Lots in the Development shall be Members of the Association, and no other persons or entities shall be entitled to membership, except the subscribers hereof.

2. A person shall become a Member by the acquisition of a vested present interest in the fee title to a Lot in the Development. The membership of any person or entity shall be automatically terminated upon his being divested of his title or interest in such Lot.

3. Transfer of membership shall be recognized by the Association upon its being provided with a certified copy of the recorded deed conveying such fee simple title to a Lot to the new Member.

4. If a corporation, partnership, joint venture or other entity is the fee simple title holder to a Lot, or the Lot is owned by more than one person, the Lot Owner shall designate one person as the Member entitled to cast votes and/or to approve or disapprove matters as may be required or provided for in these Articles of Incorporation, the By-Laws or the Declaration.

5. Except as an appurtenance to his Lot, no Member can assign, hypothecate or transfer in any manner, his membership in the Association or his interest in the funds and assets of the Association. The funds and assets of the Association shall belong solely to the Association subject to the limitation that the same be expended, held or used for the benefit of the membership and for the purposes authorized herein, in the Declaration, and the By-Laws hereof.

ARTICLE V. VOTING

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

2. On all matters upon which the membership shall be entitled to vote, there shall be only one vote for each "Developed Lot" in the Development. Such vote may be

exercised or cast by the Owner or Owners in such manner as may be provided in the By-Laws of this Association. Should any Member own more than one Lot, each 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.

3. Until the recordation of Declaration in the public records of Nassau County, Florida, the membership of the Association shall be comprised of the subscribers to these Articles of Incorporation, 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

Existence of this Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Association shall have perpetual existence.

ARTICLE VII. OFFICE

The principal office of the Association shall be 2120 Corporate Square Boulevard, Suite 3, Jacksonville, Florida 32216, or such other place as the Board of Directors may designate. The address of the registered office and the name of the initial Registered Agent are: John A. Semanik, located at 2120 Corporate Square Boulevard, Suite 3, Jacksonville, Florida 32216.

ARTICLE VIII. BOARD OF DIRECTORS

1. 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.

2. 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:

(a) Lot owners other than the Developer shall be entitled to elect a majority of the Members of the board of Directors upon a Transfer Event, as described in the Declaration.

(b) The names and addresses of the persons who are to serve as the initial Board of Directors until their successors are chosen, are as follows:

Director	Address
JOHN A. SEMANIK	2120 Corporate Square Boulevard, Suite 3 Jacksonville, Florida 32216
ARNOLD J. SEMANIK	2120 Corporate Square Boulevard, Suite 3 Jacksonville, Florida 32216
KATHERINE S. CARPENTER	2120 Corporate Square Boulevard, Suite 3 Jacksonville, Florida 32216

ARTICLE IX. OFFICERS

1. 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 directors of the Board of Directors.

2. Officers of the Association may be compensated in the manner to be provided in the By-Laws. The Board of Directors, on 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.

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

Officer	Name
President	JOHN A. SEMANIK
Vice President	ARNOLD J. SEMANIK
Secretary/Treasurer	KATHERINE S. CARPENTER

4. 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.

5. 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 same person. Officers shall be elected annually.

ARTICLE X. BY-LAWS

1. The Board of Directors shall adopt by a majority vote the original By-Laws of the Association.
2. The By-Laws may be amended in accordance with the procedures set forth in the By-Laws.

ARTICLE XI. AMENDMENT OF ARTICLES OF INCORPORATION

1. These Articles of Incorporation may be amended as follows:
 - (a) Amendments shall be proposed by a majority of the Board of Directors.
 - (b) 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. As long as there is a Class B membership, any amendment shall require an affirmative vote of the Class B Members. At such time as there is no Class B Members, the amendment or amendments proposed must be approved by an affirmative vote of at least two-thirds (2/3) of the Class A 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 Nassau 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

shall be dedicated to a public body, or conveyed to a non-profit organization with similar purposes.

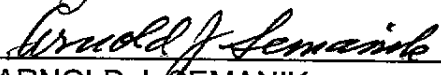
ARTICLE XVII. ANNEXATION

Annexation of additional properties, mergers and consolidations, mortgaging of Common Area, if any, dissolution and amendment of the Articles of Incorporation, requires prior approval of HUD/VA as long as there is a Class B membership.


IN WITNESS WHEREOF, we, the undersigned subscribing incorporators have hereunto set our hands and seal this 17th day of MAY, 2001, for the purpose of this corporation forming not-for-profit under the laws of the State of Florida.



JOHN A. SEMANIK



ARNOLD J. SEMANIK



KATHERINE S. CARPENTER

CERTIFICATE NAMING AGENT UPON WHOM DUE PROCESS MAY BE SERVED

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

That **ARNOLD RIDGE 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 Nassau, State of Florida, has named John A. Semanik, located at 2120 Corporate Square Boulevard, Suite 3, Jacksonville, Florida 32216, as its agent to accept service of process within this state.

Having been named to accept service of process for 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 relative to keeping open said office.


REGISTERED AGENT



JOHN A. SEMANIK

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 17 day of May, 2001, by John A. Semanik, as Registered Agent of Arnold Ridge Homeowners Association, Inc., a Florida corporation not-for-profit, who is personally known to me or has produced _____ as identification.

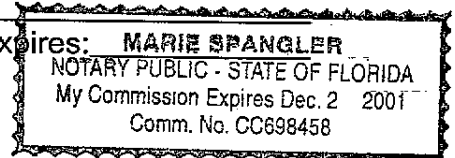


Print Name: _____

Notary Public, State of Florida at Large

Commission No.:

My Commission Expires:



2001 MAY 24 PM 1:22
FALLAHSSEE FLORIDA