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CT CORPORATION

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

June 18, 2003

Secretary of State, Florida
409 East Gaines Street
Tallahassee FL 32399

Re: Order #: 5870271 SO
Customer Reference 1:
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

Deerfield Trace Community, Inc. (FL)
Incorporation
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at (850) 222-1092. Thank you very much for your help.

Sincerely,

Brigham Weir
Fulfillment Specialist
Brigham_Weir@cch-lis.com

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
DEERFIELD TRACE COMMUNITY, INC.**

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

ARTICLE I

NAME OF CORPORATION

The name of the corporation is Deerfield Trace Community, Inc., hereinafter called the "Association."

ARTICLE II

PRINCIPAL OFFICE

The principal office of the Association is located at 12412 San Jose Blvd., Suite 104, Jacksonville, Florida 32223, or at such other place as the Board of Directors may from time to time designate.

ARTICLE III

REGISTERED AGENT

Michael Braniff whose address is 12412 San Jose Blvd., Suite 104, Jacksonville, Florida 32223, is hereby appointed the initial registered agent of the Association.

ARTICLE IV

PURPOSES AND POWERS OF THE ASSOCIATION

The Association does not contemplate pecuniary gain or profit to its members and is formed to provide for the maintenance of the Common Areas and such other purposes as are prescribed by the Declaration. All terms contained herein shall mean and refer to the terms as defined by the Declaration.

The Association shall exercise all of the powers and privileges and perform all the duties and obligation of the Association as set forth in the Declaration applicable to the Property and as amended from time to time, the Declaration being incorporated herein by reference. In addition, the Association shall exercise any and all powers, rights and privileges which a corporation organized under the not-for-profit corporation law of the State of Florida may now or hereafter have or exercise.

The Association shall operate, maintain and manage the Common Areas as defined in the Declarations and the Surface Water or Storm water Management System(s) in a manner consistent with the St. Johns River Water Management District Permit No. 4-089-61393-1 requirements and applicable District rules and shall assist in the enforcement of the Restrictions contained herein. The Association shall levy and collect adequate assessments against members of the Association for the cost of the maintenance, repair and operation of the Common Areas and Surface Water and Storm water Management Systems. Such assessments shall be levied for and such maintenance, repair and operation shall include but not be limited to work within Common Areas, Retention Areas, Drainage Structures and Drainage Easements.

ARTICLE V

MEMBERSHIP AND VOTING RIGHTS

1. **Membership.** Every Owner of a Residential Lot that is subject to the Declaration, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities that 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 Residential Lot.
2. **Classes of Membership.** The Association shall have two classes of voting membership:
 - a. **Class A.** The Class A members shall be all Owners, with the exception of the Declarant. Each Class A member shall be entitled to one (1) vote for each Residential Lot owned.
 - b. **Class B.** The Class B members shall be the Declarant who shall be entitled to three (3) votes for each Residential Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of any of the following events, whichever first occurs:
 - i. The number of votes assigned Class A members equals the number of votes assigned to Class B members;
 - ii. Within six (6) months from that time at which all the Residential Dwelling Units that are subject to this Declaration have been completed, some have been conveyed to purchasers and no Residential Dwelling Units are under construction or offered for sale by the Declarant in the ordinary course of business; or
 - iii. Ten (1) years from the date of recording this Declaration.
3. **Multiple Owners.** When any Residential Lot is owned of record in the name of two (2) or more persons or entities, whether fiduciaries or in any other manner of joint or common ownership, only one of such persons, who shall be designated by such joint owners, shall become the member entitled to vote. Such vote shall be exercised as they among themselves determine, but in no event shall more than one (1) vote be cast with respect to any such Residential Lot. Where a partnership, corporation or other entity is a Class A member, such Class A member shall designate one representative of such partnership or such corporation or other entity to be the member entitled to vote.

ARTICLE VI

BOARD OF DIRECTORS

A Board of not less than three (3) directors who need not be members of the Association shall manage the affairs of the Association. The number of directors shall be elected or appointed and may be changed in accordance with the provisions of the Bylaws.

ARTICLE VII

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) 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 dedicated to an appropriate public agency to be used for purposes similar to those for which the Association was created. In the event that such dedication is refused, such assets shall be granted, conveyed and

assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes. This procedure shall be subject to court approval of dissolution pursuant to Section 617.05, Florida Statutes.

In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the Surface Water or Storm water Management System much 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 VIII
EXISTENCE AND DURATION**

Existence of the Association shall commence with the filing of these Articles with the Secretary of State, Tallahassee, Florida. The Association shall exist in perpetuity.

**ARTICLE IX
AMENDMENTS**

Amendment of these Articles or the Declaration shall require the assent of a majority of each class of members and, in the event that the Property is approved by the VA or FHA, or the VA or FHA guarantees or insures a mortgage on Residential Dwelling Unit and there is a Class B membership, amendment of this Declaration shall require approval of the VA and FHA.

**ARTICLE X
OFFICERS**

The officers of the Association shall be elected and shall serve for the term as proscribed by the Bylaws. The Board, by resolution, may create such officers as determined necessary for the operation of the Association.

**ARTICLE XI
BYLAWS**

The Board shall adopt Bylaws consistent with these Articles. Such Bylaws may be amended by the Declarant on its own motion from the date hereof until the Class B membership terminates and thereafter, the Bylaws may be amended at a regular or special meeting of the members by the vote of a majority of a quorum (as defined by the Bylaws) of members present in person or by proxy subject to approval of any such change to the Bylaws by the VA and FHA.

**ARTICLE XII
SUBSCRIBERS**

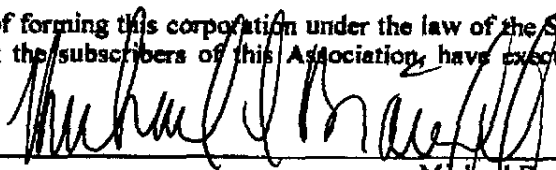
The names and addresses of the subscribers to these Articles are as follows:

<u>Name</u>	<u>Address</u>
Michael Braniff	12412 San Jose Blvd. Suite 104 Jacksonville, Florida 32223

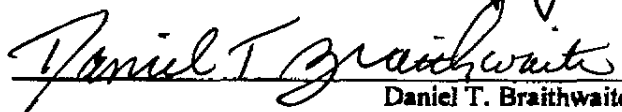
ARTICLE XIII
CONFLICT

In the event of any conflict between these Articles and the Bylaws, the Articles shall control and prevail and in the event of a conflict between these Articles and the Declaration, the Declaration shall control and prevail.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the law of the State of Florida, we, the undersigned, constituting the subscribers of this Association, have executed these Articles this _____ day of June, 2003.



Michael Braniff
President / Secretary / Treasurer



Daniel T. Braithwaite
Vice President

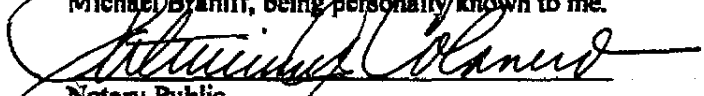


Robert Sherno
Vice President

STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 13 day of June, 2003, by Michael Braniff, being personally known to me.



Notary Public

My commission expires:

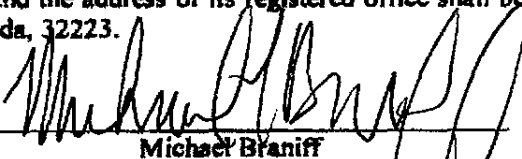


Patricia A. Colanero
MY COMMISSION # CC962957 EXPIRES
December 4, 2004
BONDED THRU TROY FAIN INSURANCE, INC.

CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA

In compliance with FLA. STAT. Sections 48.091 and 607.0501, the following is submitted:

Deerfield Trace Community, Inc. desiring to organize or qualify under the laws of the State of Florida, hereby designates Michael Braniff, its registered agent to accept service of process within the State of Florida, and the address of its registered office shall be 12412 San Jose Blvd., Suite 104, Jacksonville, Florida, 32223.


Michael Braniff

Dated: June 13, 2003

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: June 13, 2003

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

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