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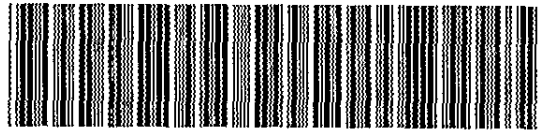
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June 29, 2004

Division of Corporations  
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PO Box 6327  
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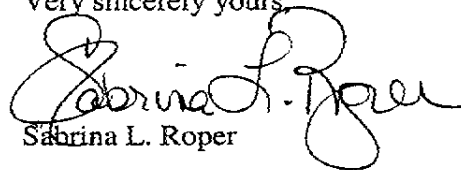
Re: ***OAKBROOK OWNERS ASSOCIATION, INC., a not-for-profit  
corporation***

Dear Sir/Madam:

Please find enclosed the Articles of Incorporation for Oakbrook Owners Association, Inc., a Florida not-for-profit corporation, along with a check made payable in the amount of \$70.00 for the filing fee.

Thank you for your assistance.

Very sincerely yours,

  
Sabrina L. Roper

/slr  
Enclosures

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**ARTICLES OF INCORPORATION  
OF  
OAKBROOK OWNERS ASSOCIATION, INC.**

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned, all of whom are residents of Florida and all of whom are of age, have this day voluntarily associated themselves together for the purpose of forming a corporation not-for-profit and do hereby certify:

**ARTICLE I**

**NAME OF CORPORATION**

The name of the corporation is Oakbrook Owners Association, Inc., hereinafter called the "Association".

**ARTICLE II**

**PRINCIPAL OFFICE**

The principal office of the Association is located at 4209 Baymeadows Road, Suite 4, Jacksonville, Florida 32217 or at such other place as the Board of Directors may from time to time designate.

**ARTICLE III**

**REGISTERED AGENT**

J. Howard Sheffield, whose address is 4209 Baymeadows Road, Suite 4, Jacksonville, Florida 32217 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 obligations 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

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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 Surface Water or Stormwater Management System(s) in a manner consistent with St. Johns River Water Management District permit no. **16-031-92123-1** 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 Surface Water and Stormwater Management Systems. Such assessments shall be levied for and such maintenance, repair and operation shall include but not be limited to work within retention areas, drainage structures and drainage easements.

## ARTICLE V

### MEMBERSHIP AND VOTING RIGHTS

1. **Membership.** Every Owner of a Residential Lot which 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 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 Residential Lot.
2. **Classes of Membership.** The Association shall have two classes of voting membership:
  - (a) **Class A.** 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, which ever first occurs:
    - (1) The number of votes assigned to Class A members equals the number of votes assigned to Class B members;
    - (2) 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
    - (3) Ten (10) 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

The affairs of the Association shall be managed by a Board of not less than three (3) directors who need not be members of the Association. The number of directors shall be elected or appointed and may be changed in accordance with the provisions of the Bylaws. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors in accordance with the Bylaws are:

Name	Address
J. Howard Sheffield	4209 Baymeadows Road, Suite 4 Jacksonville, FL 32217
David A. Shacter	4209 Baymeadows Road, Suite 4 Jacksonville, FL 32217
Sabrina Roper	4209 Baymeadows Road, Suite 4 Jacksonville, FL 32217

## ARTICLE VII

### DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3rds) of each class 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 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 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, the VA or FHA guarantees or insures a mortgage on a Residential Dwelling Unit and there is a Class B membership, amendment of this Declaration shall require the approval of the VA and FHA.

## ARTICLE X

### OFFICERS

The officers of the Association who shall serve until the first election of their successors are as follows:

President	J. Howard Sheffield
Vice President and Treasurer	David A. Shacter
Secretary	Sabrina Roper

The officers of the Association shall be elected and shall serve for the term as prescribed 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

SUBSCRIBER

The name and address of the subscriber to these Articles is as follows:

Name	Address
J. Howard Sheffield	4209 Baymeadows Road, Suite 4 Jacksonville, Florida 32217

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 laws of the State of Florida, I, the undersigned, constituting the subscriber of this Association, have executed these Articles this 29<sup>th</sup> day of June, 2004.

  
 \_\_\_\_\_  
 J. Howard Sheffield

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STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 29th day of June, 2004, by J. Howard Sheffield, being personally known to me.

  
 Notary Public **SABRINA L. ROPER**

Print Name: \_\_\_\_\_  
My commission expires: \_\_\_\_\_