



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 12, 1995

JOHN D. BAILEY
P.O. DRAWER 3007
ST. AUGUSTINE, FL 32085-3007

SUBJECT: EAGLE CREEK OF ST. AUGUSTINE HOMEOWNERS'
ASSOCIATION, INC.
Ref. Number: W95000010130

We have received your document for EAGLE CREEK OF ST. AUGUSTINE HOMEOWNERS' ASSOCIATION, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The incorporator listed is not the same person as the one signed on the document.

Please return 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 (904) 487-6927.

Kanut Khosla
Corporate Specialist

Letter Number: 895A00024443

FILED
65 MAY 23 PM 9:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF
EAGLE CREEK OF ST. AUGUSTINE HOMEOWNERS' ASSOCIATION,
A NON-PROFIT CORPORATION

We, the undersigned natural persons competent to contract, associate ourselves for the purpose of forming a corporation not for profit under Chapter 617 of the Florida Statutes, and certify as follows:

I
NAME

The name of the corporation shall be EAGLE CREEK OF ST. AUGUSTINE HOMEOWNERS' ASSOCIATION, INC., A NON-PROFIT CORPORATION.

II
PURPOSE

The purpose for which this corporation is organized is to provide for maintenance, preservation and architectural control of the lots and Common Property within that certain parcel of real property described as:

All of that land contained within the plat of Eagle Creek of St. Augustine, according to plat thereof recorded in Map Book 28, Pages 110 through 115, public records of St. Johns County, Florida, and any additions thereto (the "Property").

And to promote the health, safety and welfare of the residents within the above-described Property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for such

purpose.

In furtherance of such purpose, the Association shall have power to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants and Restrictions for Eagle Creek of St. Augustine, hereinafter called the "Declaration", applicable to the Property, which shall be recorded in the public records of St. Johns County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the Property of the Association. Without limiting the foregoing, the assessment shall be used for the maintenance and repair of the surface water or stormwater management system(s), including but not limited to, work within retention areas, drainage structures and drainage easements.

(c) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) borrow money, and with the assent of two-thirds (2/3) of each class of members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) dedicate, sell or transfer all or any part of the Common Property to any public agency, authority, or utility for such purposes and subject to such terms and conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;

(f) participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Property, provided that any such merger, consolidation or annexation, shall have the assent of two-thirds (2/3) of each class of members; and

(g) have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Florida by law may now or hereafter have or exercise.

(h) The Association shall operate and manage the surface water or stormwater management system(s) in a manner consistent with the St. Johns River Water Management District permit issued under application no.: 4-109-0071AM2, requirements and applicable District rules, and shall assist in the enforcement of the Declaration of Covenants and Restrictions which relate to the Surface Water or Stormwater Management System.

(i) The Association shall levy and collect adequate

assessments against members of the Association for the cost of maintenance and operation of the surface water or stormwater management system(s).

III

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subject by covenants of record to assessment by the Association, including contract sellers, but excluding persons or entities holding title merely as security for performance of an obligation, shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to assessment by the Association.

IV

CLASSES OF MEMBERSHIP

Class A. Class A members shall be all Owners, with the exception of the Developer (as defined in the Declaration). Each Owner shall be entitled to one vote for each lot owned. When more than one person holds an interest in any lot, all such persons shall be members. The vote for such lot shall be exercised as they determine, but in no event shall more than the assigned votes be cast with respect to any lot.

Class B. The Class B member(s) shall be the Developer (as defined in the Declaration), who shall be entitled to five (5) votes for each lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events,

whichever occurs first:

(a) When the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or

(b) Ten (10) years following the date of conveyance of the first lot; or

(c) At such time as the Developer, in its sole discretion, elects to terminate the Class B membership.

V

EXISTENCE

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

VI

SUBSCRIBERS NAMES AND RESIDENCES

The name and residence of the subscriber to these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
John D. Bailey, Jr.	780 North Ponce de Leon Boulevard St. Augustine, Florida 32084

VII

BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors, a President, Vice-President, who shall at all times be members of the Board, and a Secretary/Treasurer. The Board shall consist of no fewer than three (3) nor more than five (5) members. The Directors shall

be elected as provided in the By-Laws. After Class B membership ceases each member shall be the owner of a lot as provided in Article V of the Declaration. The number of Directors may be changed by amendment of the Bylaws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

<u>Name</u>	<u>Address</u>
Frank A. Darabi President/Director	730 North Waldo Avenue, Suite A Gainesville, Florida 32601
George D. Anderson Vice-President/Director	2500 North Atlantic Avenue Daytona Beach, Florida 32118
David Cornelius Secretary/Treasurer/Director	1036 U.S. Highway 1 South, Apt. 327 North Palm Beach, Florida 33408

VIII

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 this Association was created. In the event that such dedication is refused acceptance, 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.

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(s) must be

transferred to and accepted by an entity which would comply with Section 40C-42.027, F.L.A.C.L., and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

IX

AMENDMENT TO THE ARTICLES OF INCORPORATION

Amendments to the Articles of Incorporation may be proposed by any member of the Association. These Articles may be amended at any annual meeting of the Association, or at any special meeting duly called and held for such purpose, on the affirmative vote of two-thirds (2/3) of each class of members existing at the time of and present at such meeting.

X

AMENDMENTS TO BYLAWS

The Bylaws of the Association may be made, altered, or rescinded at any annual meeting of the Association, or at any special meeting duly called for such purpose, on the affirmative vote of two-thirds (2/3) of each class of members existing at the time of and present at such meeting, except that the initial Bylaws of the Association shall be made and adopted by the Board of Directors.

XI

INDEMNIFICATION

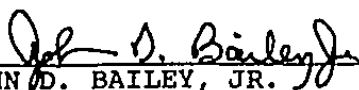
Every director and officer of the Association and every member of the Association serving the Association at its request shall be indemnified by the Association against all expenses and liabilities,

including attorneys' fees and appollate attorneys' fees, reasonably incurred by or imposed upon him or her in connoction with any proceeding or any settlement of any proceeding to which he or she may be a party, or in which he or she may become involved by reason of his or her being or having been a director or officer of the Association, or by reason of his or her serving or having served the Association at its request, whether or not he or she is a director or officer or is serving at the time the expenses or liabilities are incurred; provided, that in the event of a settlement before entry of judgment, and also when the person concerned is adjudged guilty of gross negligence or willful misconduct, indemnification shall apply only when the Board of Directors approves the settlement and/or reimbursement as being in the best interest of the Association. The foregoing right of indemnification shall be in addition to and not in lieu of any and all other rights to which that person may be entitled.

XII

PRINCIPAL OFFICE, INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address and mailing address of the principal office of the corporation and the initial registered office of the corporation is 780 North Ponce de Leon Boulevard, St. Augustine, Florida 32084, and the registered agent at such address is John D. Bailey, Jr.



JOHN D. BAILEY, JR.
Subscriber

STATE OF FLORIDA

COUNTY OF ST. JOHN

The foregoing instrument was acknowledged before me this 21st day of May, 1995, by John D. Bailey, Jr., who is personally known to me.

Sharon F. Palmer
Signature of Notary


Sharon F. Palmer
Name of Notary Typed, Printed or Stamped

Commission Number 0163679

My Commission Expires: 1/85

ACCEPTANCE BY REGISTERED AGENT

I am familiar with and accept the duties and responsibilities as Registered Agent for the foregoing corporation.



JOHN D. BAILEY, JR.

STATE OF FLORIDA

COUNTY OF ST. JOHNS

9th The foregoing instrument was acknowledged before me this day of May, 1995, by John D. Bailey, Jr., who is personally known to me.



Signature of Notary

SHARON L. PALMER
Notary Public, State of Florida
My comm. expires Nov. 25, 1995
Comm. No. CC 163631

Name of Notary Typed, Printed or Stamped
Commission Number _____
My Commission Expires: _____

FILED
95 MAY 23 AM 9:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA