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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**4th & 9th Townhomes Association, Inc.**

Certificate of Status	0
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**ARTICLES OF INCORPORATION**

OF

**4th & 9th TOWNHOMES ASSOCIATION, INC.**

We, the undersigned natural persons competent to contract, acting as incorporators of a corporation not for profit under Chapters 720 and 617 of the Florida Statutes, as amended from time to time, adopt the following articles of Incorporation.

**ARTICLE I****Name**

The name of this corporation is **4th & 9th Townhomes Association, Inc.** (the "Association").

**ARTICLE II****Purposes**

The purposes and objects of the corporation are such as are authorized under Chapter 720 of the Florida Statutes and include providing for the maintenance, preservation, administration, and management of the property as described in that Declaration of Covenants, Restrictions and Easements (the "Declaration") executed by 4<sup>th</sup> & 9<sup>th</sup> Townhomes, Inc. ("Declarant") on June 2, 2005, and recorded on June 9, 2005 [date], in the office of the Clerk of the Circuit Court of the County of Duval, State of Florida, in 12539 [volume and book], beginning at page 382, said property (the "Property") consisting of individual Property units and common areas (both as defined in the Declaration).

The Association is organized and operated solely for administrative and managerial purposes. It is not intended that the Association show any net earnings, but no part of any net earnings that do occur shall inure to the benefit of any Member (as defined in the herein below). If, in any taxable year, the net income of the Association from all sources other than casualty insurance proceeds and other non-recurring items exceeds the sum of (1) total common expenses for which payment has been made or liability incurred within the taxable year, and (2) reasonable reserves for common expenses and other liabilities in the next succeeding taxable year, such excess shall be held by the Association and used to reduce the amount of Base Assessments (as defined in the Declaration) that would otherwise be required in the following year. For such

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purposes, each unit owner will be credited with the portion of any excess that is proportionate to his or her interest in the common areas of the Property.

### **ARTICLE III** **Members**

Each Unit shall have appurtenant to it a membership in the Association, which membership shall be held by the person or entity, or in common by the persons or entities owning such Unit ("Members"), except that no person or entity holding title to a Unit as security for performance on an obligation shall acquire the membership appurtenant to the Unit by virtue of the title ownership. In no event may any membership be severed from the Unit to which it is appurtenant.

Each membership in the Association shall entitle the holder or holders of it to exercise that proportion of the total voting power of the Association corresponding to the proportionate undivided interest in the common areas appurtenant to the Unit to which the membership corresponds, as established in the Declaration.

### **ARTICLE IV** **Initial Registered Office And Agent**

The street address of the initial registered office of the Association is 2275 Atlantic Blvd., Jacksonville, Florida 32266.

The name of the initial registered agent at the office is Mary C. Sorrell, Esquire.

### **ARTICLE V** **Incorporators**

The names and addresses of the incorporators of the Association are as follows:

Mary C. Sorrell  
2275 Atlantic Blvd., Ste. 200  
Neptune Beach, FL 32266

Chris Hionides  
2275 Atlantic Blvd., Suite 100  
Neptune Beach, FL 32266

### **ARTICLE VI** **Board of Directors**

The number of persons constituting the first board of directors is three (3). The name and address of the director who is to serve until three (3) months after eighty-three percent (83%) of the Units are conveyed by the Declarant (the "transition date") is:

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Chris Hionides  
2275 Atlantic Boulevard, Ste. 100  
Neptune Beach, FL 32266

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Following the transition date, the Members shall convene in special meeting to elect a new Board consisting of Members only. Election of Directors thereafter shall be made in accordance with the corporate bylaws.

**ARTICLE VII**  
**Officers**

The affairs of the Association are to be managed by a president, a secretary and a treasurer, who will be accountable to board of directors.

The names of the officers who are to serve until the transition date are as follows:

Chris Hionides President, Secretary and Treasurer

Following the transition date and the election by the Members of a Board consisting of Members, the Board shall convene in special meeting to elect new Officers. Election of Officers thereafter shall be made in accordance with the corporate bylaws.

**ARTICLE VIII**  
**Bylaws**

The corporate bylaws regulating the operation of the Association (the "Bylaws") are annexed to the Declaration. These Bylaws may be amended by Declarant until the first meeting of Members at such time the Bylaws may be amended by the Members in the manner set forth in the Bylaws.

**ARTICLE IX**  
**Powers of Corporation**

To promote the health, safety, and welfare of the residents of the Units, the Association may:

- (1) Exercise all of the powers and perform all of the duties of the Association as set forth in the Declaration and in the Bylaws, attached thereto, as those documents may from time to time

be amended, and as are otherwise required and allowed by Chapter 617 and Chapter 720 of the Florida Statutes, as such are amended from time to time.

- (2) Determine, levy, collect, and enforce payment by any lawful means of all assessments for common charges, and pay such common charges as same become due.
- (3) Engage the services of a professional management agent and delegate to the agent any of the powers or duties granted to the Association under the Declaration or the Bylaws other than the power to engage or discharge the agent; the power to adopt, amend and repeal the provisions of it, or of the Declaration, Bylaws, or Rules of the Association.
- (4) Take and hold by lease, gift, purchase, devise or bequest any property, real or personal, including any Unit, and to borrow money and mortgage any property to finance the acquisition of property (and to thereafter transfer, lease, and convey said property), upon the majority vote of the Members.
- (5) Dedicate or otherwise transfer all or any portion of the common areas to any municipality, public agency, authority or utility on the approval of the majority of the Members.
- (6) Have and exercise any and all rights, privileges and powers which may be held or exercised by corporations not for profit generally under Chapter 617 of the Florida Statutes, and by associations of unit owners under Chapter 720 of the Florida Statutes.

#### **ARTICLE X** **Dissolution**

This Association may be dissolved at any time with the written consent of all the Members to same. Assets of the Association shall be conveyed or assigned to any nonprofit corporation, association, or other organization devoted to purposes similar to those for which this corporation is organized.

#### **ARTICLE XI** **Amendment**

These Articles may be amended at any time by majority vote of the Board, at a duly called meeting at which a quorum is present and at which notice has been given to the Members that an Amendment to the Articles is being considered.

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In witness, we the undersigned, being the incorporators of this corporation, have, for the purpose of forming this nonprofit homeowner's association as a corporation pursuant to the laws of the State of Florida, executed these articles of incorporation on June 22, 2005.

Mary C. Sorrell  
Mary C. Sorrell, Esquire

**STATE OF FLORIDA  
COUNTY OF DUVAL**

**BEFORE ME** personally appeared Mary C. Sorrell, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation of 4<sup>th</sup> & 9<sup>th</sup> Townhomes Association, Inc. and acknowledged before me that she signed such Articles of Incorporation for the uses and purposes therein set forth.

**WITNESS** my hand and official seal at Neptune Beach, Duval County, Florida, this 22 day of June, 2005.

Suzanne A. McCormick  
Notary Public, State of Florida

Printed Name: SUZANNE A. McCORMICK  
NOTARY PUBLIC, STATE OF FLORIDA  
Commission No: My commission expires Oct. 30, 2005  
Commission No. DD-068261  
My Commission Expires: \_\_\_\_\_

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**APPOINTMENT OF REGISTERED AGENT FOR CORPORATION**

**ACCEPTANCE OF APPOINTMENT**

**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 607.0501 of the Florida General Corporation Act, the following is submitted:


1. 4<sup>th</sup> & 9<sup>th</sup> Townhomes Association, with its place of business at 2275 Atlantic Boulevard, Neptune Beach, Florida 32266, has named **MARY C. SORRELL, ESQUIRE**, located at 2275 Atlantic Boulevard, Ste. 200, Neptune Beach, Florida 32266, as its agent to accept service of process within the State.

**DATED** this 6th day of June, 2005.

  
Chris Hionides, President

Having been named to accept service of process for the above-stated Corporation, at the place designated in the Certificate, I hereby agree to act in this capacity, and further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505 of the Florida General Corporation Act.

Dated this 6<sup>th</sup> day of June, 2005.

  
Mary C. Sorrell, Esquire  
Registered Agent

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