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August 14, 2001

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Whisper Creek of Clay County Homeowners Association, Inc.

NO1000005746

Filing Evidence

- Plain/Confirmation Copy
- Certified Copy

Type of Document

- Certificate of Status
- Certificate of Good Standing
- Articles Only
- All Charter Documents to Include Articles & Amendments
- Fictitious Name Certificate
- Other

Retrieval Request

- Photocopy
- Certified Copy

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NEW FILINGS	
	Profit
X	Non Profit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of RA Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Reports
	Fictitious Name
	Name Reservation
	Reinstatement

REGISTRATION/QUALIFICATION	
	Foreign
	Limited Liability
	Reinstatement
	Trademark
	Other

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ARTICLES OF INCORPORATION
OF
WHISPER CREEK OF CLAY COUNTY HOMEOWNERS ASSOCIATION, INC.

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned hereby files these Articles of Incorporation for the purpose of forming a corporation not-for-profit and do hereby certify:

ARTICLE I

NAME

The name of the corporation is Whisper Creek of Clay County Homeowners Association, Inc. ("Association").

ARTICLE II

PRINCIPAL OFFICE

The principal office of the Association is located at 200 West Forsyth Street, Suite 1400, Jacksonville, Florida 32201.

ARTICLE III

REGISTERED AGENT AND ADDRESS

Frank E. Miller, whose address is 200 West Forsyth Street, Suite 1400, Jacksonville, Florida 32202, is hereby appointed the initial registered agent of this Association.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residence Lots and Common Areas within that certain tract of property described in that certain Declaration of Covenants, Conditions, Easements and Restrictions ("Declaration"), recorded or to be recorded in the public records of Clay County, Florida, and to promote the health 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 this purpose to:

(a) exercise all of the powers and privileges and perform all of the duties and obligations of the Association as set forth in the Declaration 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) operate, maintain, repair and manage the Stormwater Management System in a manner consistent with the requirements and applicable rules of the St. Johns River Water Management District Permit No. 4-019-74326-1, as may be modified or revised;

(c) 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;

(d) 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;

(e) 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;

(f) dedicate, sell or transfer all or any part of the Common Area to any public agency, authority or utility for such purposes and subject to such 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;

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

(h) enforce the provisions of the Declaration, including without limitation, the provisions relating to the Stormwater Management System.

(i) 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.

ARTICLE V

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest to any Lot which is subject to covenants of record to assessment by the Association 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 Lot which is subject to assessment by the Association.

ARTICLE VI

VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A members shall be all owners, with the exception of Declarant (as defined in the Declaration) and 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 one vote be cast with respect to any Lot.

Class B. The Class B member(s) shall be Declarant (as defined in the Declaration) and shall be entitled to three (3) 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 earlier:

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

(b) on December 31, 2004.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of three (3) directors who need not be members of the Association. 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>
John Daniels	10780 Alta Road Jacksonville, FL 32223
Diane Bennett	10351 Deerwood Club Road Jacksonville, FL 32256
Susan Wood	408 River Birch Lane Green Cove Springs, FL 32043

At the first annual meeting following such time as Declarant voluntarily relinquishes its right to vote as Declarant in Association matters, the members shall elect one (1) director for a term of one (1) year, one (1) director for a term of two (2) years and one (1) director for a term of three (3) years and at each annual meeting thereafter the members shall elect one (1) director for a term of three (3) years.

ARTICLE 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 create. 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.

ARTICLE IX

RULES OF THE ST. JOHNS RIVER WATER
MANAGEMENT DISTRICT

In the event of termination, dissolution or final liquidation of this Association, the responsibility for the operation and maintenance of the Stormwater Management System must be transferred to and accepted by an entity which would comply with Section 40C42.027 F.A.C., and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

ARTICLE X

DURATION

The corporation shall exist perpetually.

ARTICLE XI

AMENDMENTS

Amendment of these Articles shall require the assent to seventy-five percent (75%) of the entire membership.

ARTICLE XII

FHA/VA APPROVAL

As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration (i) annexation of additional properties, (ii) mergers and consolidations, (iii) mortgaging of Common Area, (iv) dedication of Common Area, and (v) dissolution and amendment of these Articles.

IN WITNESS WHEREOF, for the purposes of forming this corporation under the laws of the State of Florida, the undersigned, constituting the incorporator of this Association has executed these Articles of Incorporation as of the 16th day of July, 2001.

John Daniels
John Daniels

STATE OF FLORIDA
COUNTY OF Clay

The foregoing Articles of Incorporation were acknowledged before me this 16th day of July, 2001 by JOHN DANIELS, as Incorporator.


Sandra Spencer
(Print Name Sandra Spencer)
NOTARY PUBLIC
State of Florida at Large
Commission # _____
My Commission Expires: _____
Personally known _____
or Produced I.D. _____
[check one of the above]
Type of Identification Produced _____



CERTIFICATE NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED


In compliance with Section 48.091, Florida Statutes, the following is submitted:

WHISPER CREEK OF CLAY COUNTY HOMEOWNERS ASSOCIATION, INC., a corporation duly organized and existing under the laws of the State of Florida, with principal office, as indicated in the Articles of Incorporation at City of Jacksonville, County of Duval, State of Florida, hereby names Frank E. Miller, located at 200 West Forsyth Street, Suite 1400, Jacksonville, Florida 32202, as its agent to accept service of process within this state.



John Daniels
Date: July 16, 2001

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with provisions relative to said office.



Frank E. Miller, Registered Agent
Date: July 18, 2001

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