

No10000006036

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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-08/22/01--01042--009

SUBJECT: Old Mill Branch Homeowners Association, Inc *****70.00 *****70.00

Enclosed please find an original and 1 copy of the articles of incorporation for the above corporation and our filing fee of \$70.00. The person to call with questions and to address the acknowledgement to is;

Gregory E. Matovina
2955 Hartley Road, Suite 108
Jacksonville, Florida 32257
904-292-0778

Thank you in advance for your assistance.

Very truly yours,



Gregory E. Matovina

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
OLD MILL BRANCH HOMEOWNERS ASSOCIATION, INC.

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TALLAHASSEE, FLORIDA

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 Old Mill Branch Homeowners Association, Inc., hereinafter called the "Association".

ARTICLE II

PRINCIPAL OFFICE

The principal office of the Association is located at 2955 Hartley Road, Suite 108, Jacksonville, Florida 32257 or at such other place as the Board of Directors may from time to time designate.

ARTICLE III

REGISTERED AGENT

Gregory E. Matovina, whose address is 2955 Hartley Road, Suite 108, Jacksonville, Florida 32257 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 Property 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 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 Stormwater Management System(s) in a manner consistent with the St. Johns River Water Management District permit no. 4-031-66861-2 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 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. Members. Every Owner shall be a mandatory Member of the Association. Membership shall be appurtenant to and may not be separated from title to each Lot. Membership shall be transferred automatically by conveyance of the title to any Lot, whereupon the membership of the previous Owner shall automatically terminate. Persons or entities which have an interest in any Lot merely as security for the performance of an obligation shall not be Members of the Association, and in such case the beneficial Owner shall retain the membership in the Association. Provided that for so long as Developer owns any portion of the Additional Property, the Developer shall also be a Member of the Association.

2. Voting Rights. The Association shall have two classes of voting Members:

(a) Class A. Class A Members shall be all Owners with the exception of Developer while the Class B Membership exists. Class A Members 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; however, the vote for such Lot shall be exercised as they shall determine among themselves, but in no event shall more than one vote be cast with respect to any Lot. If title to a Lot is held by a husband and wife, either spouse may cast the vote for such Lot unless and until a written voting authorization is filed with the Association designating a voting co-owner. When title to a Lot is held by a corporation, partnership, association, trust or other entity (with the exception of Developer), a certificate designating the authorized voting

representative of the entity shall be filed with the Association, which shall be effective until rescinded by such entity. Provided, however, if an Owner owns a Reconfigured Lot, the Owner thereof shall have only one vote in Association matters.

(b) Class B. The Class B members shall be the Developer who shall be entitled to the sole right to vote in Association Matters until the occurrence of the earlier of the following events ("Turnover"):

(1) Three (3) months after ninety percent (90%) of the Lots in the Property and proposed for the Additional Property have been conveyed to Class A Members.

(2) Ten (10) years after the recording of this Declaration: or

(3) Such earlier date as Developer, in its sole discretion, may determine in writing.

ARTICLE VI

BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors 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
Gregory E. Matovina	2955 Hartley Road, Suite 108 Jacksonville, Florida 32257
Donald K. Borstein	2955 Hartley Road, Suite 108 Jacksonville, Florida 32257
William R. Howell, II	2955 Hartley Road, Suite 108 Jacksonville, Florida 32257

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 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 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 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 Lot 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	Gregory E. Matovina
Vice President and Treasurer	William R. Howell, II
Secretary	Donald K. Borstein

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

ARTICLE XI

BYLAWS

The Board of Directors shall adopt Bylaws consistent with these Articles. Such Bylaws may be amended by the Developer 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:

Name	Address
Gregory E. Matovina	2955 Hartley Road, Suite 108 Jacksonville, Florida 32257
Donald K. Borstein	2955 Hartley Road, Suite 108 Jacksonville, Florida 32257
William R. Howell, II	2955 Hartley Road, Suite 108 Jacksonville, Florida 32257

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, we, the undersigned, constituting the subscribers of this Association, have executed these Articles this 3rd day of August, 2001.

Gregory E. Matovina
Gregory E. Matovina

William R. Howell, II
William R. Howell, II

Donald K. Borstein
Donald K. Borstein

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 3rd day of August, 2001, by Gregory E. Matovina, being personally known to me.

Sandra K. Douglas
Notary Public Sandra K. Douglas



Sandra K. Douglas
MY COMMISSION # CC987301 EXPIRES
December 10, 2004
BONDED THRU TROY FAIN INSURANCE, INC.

My commission expires _____

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 3rd day of August, 2001, by William R. Howell, II, being personally known to me.

Sandra K. Douglas
Notary Public Sandra K. Douglas



Sandra K. Douglas
MY COMMISSION # CC987301 EXPIRES
December 10, 2004
BONDED THRU TROY FAIN INSURANCE, INC.

My commission expires _____

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 3rd day
of August, 2001, by Donald K. Borstein, being personally known
to me.

Sondra K. Douglas
Notary Public Sondra K. Douglas



Sondra K. Douglas
MY COMMISSION # CC987301 EXPIRES
December 10, 2004
BONDED THRU TROY FAIR INSURANCE, INC.

My commission expires _____

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is Old Mill Branch Homeowners Association, Inc.
2. The name and address of the registered agent is; Gregory E. Matovina, 2955 Hartley Road, Jacksonville, Florida 32257

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Signature

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