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LAW OFFICES OF
WILLIAM A. HAMILTON, III
PROFESSIONAL ASSOCIATION
4729 HIGHWAY 17, SUITE 203
ORANGE PARK, FLORIDA 32003

William A. Hamilton, III
Frederic A. Buttner, III

Telephone (904) 278-3888
Telefax (904) 278-3880

FILED STATE
SECRETARY OF FLORIDA
TALLAHASSEE, FLORIDA
01 NOV 26 AM 9:24

November 19, 2001

DIVISION OF CORPORATIONS
FLORIDA DEPARTMENT OF STATE
P. O. BOX 6327
TALLAHASSEE, FL 32314

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-11/26/01--01047--001
*****78.75 *****78.75

Re: SHINDLER CROSSING HOMEOWNERS ASSOCIATION, INC.

Dear Sir:

Enclosed herewith, please find the original and one copy for returning of the Articles of Incorporation on the above captioned along with our filing fee of \$78.75.

Very truly yours,

WA Hamilton

William A. Hamilton, III

WAH:sa
enclosure

*Tried to
call -*

W 127252

F. CHESSER DEC 17 2001



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 30, 2001

WILLIAM A HAMILTON III ESQUIRE
4729 HWY 17 STE 203
ORANGE PARK, FL 32003

SUBJECT: SHINDLER CROSSING HOMEOWNERS ASSOCIATION, INC.
Ref. Number: W01000027252

We have received your document for SHINDLER CROSSING HOMEOWNERS ASSOCIATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please return the original and one copy of 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 (850) 245-6904.

Freida Chesser
Corporate Specialist
New Filings Section

Letter Number: 801A00063517

**ARTICLES OF INCORPORATION
OF
SHINDLER CROSSING HOMEOWNERS ASSOCIATION, INC.**

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
01 NOV 26 AM 10:24

The undersigned, for the purpose of forming a corporation not for profit under the laws of Florida, adopts the following Articles of Incorporation:

Article I

Name

Section 1.1. Name. The name of this corporation shall be Shindler Crossing Homeowners Association, Inc.

Article II

Principal Office and Mailing Address

Section 2.1 Principal Office and Mailing Address. The principal office and mailing address of this corporation shall be 3108 U. S. Highway 17 South, Orange Park, Florida 32003.

Article III

Members

Section 3.1 Members. This corporation shall have members. The qualifications for, manner of admission of, and voting and other rights of member shall be set forth in the bylaws of the corporation and the Declaration (as hereinafter defined).

Article IV

Initial Registered Agent and Office

Article 4.1 Initial Registered Agent and Office. The address of the initial registered office of this corporation is 3108 U. S. Highway 17 South, Orange Park, Florida 32003, and the initial registered agent at that office is Phillip D. Yonge.

Article V
Incorporator

Section 5.1. Incorporator. The name and street address of the incorporator of this corporation is:

Phillip D. Yonge
3108 U. S. Highway 17 South
Orange Park, Florida 32003

Article VI
Duration

Section 6.1. Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed, corporate existence shall commence upon filing by the Department of State.

Article VII
Purpose and Powers of the Association

Section 7.1. 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 the maintenance, preservation and architectural control of the Lots and Living Units constructed thereon as described on the Plat of Shindler Crossing, according to the plat thereof recorded in Plat Book 54, Pages 41, 41A, 41B and 41C of the current public records of Duval County, Florida, and any additions thereto as hereafter may be subjected to the terms of the Declaration of Covenants, Restrictions, Conditions and Easements for Shindler Crossing and brought within the jurisdiction of this Association, and Common Areas, if applicable (hereinafter referred to as the "Property") for this purpose 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, Restrictions, Conditions and Easements (hereinafter called the "Declaration"), applicable to the Property and recorded or to be recorded in the public

records of Duval 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 Association or property of the Association;

(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 Area, if applicable, 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;

(f) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property other than those Properties described in the Declaration, and Common Area, as applicable, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members;

(g) Operate, maintain and manage the surface water or stormwater management system(s) in a manner consistent with the St. Johns River Water Management District, Permit No. 42-031-64407-1 requirements and applicable District rules, and shall assist in the enforcement of the restrictions and covenants contained herein.

(h) Levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the surface water or stormwater management system. The assessments shall be used for the maintenance

and repair of the surface water or stormwater management systems including structures and drainage easements.

(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 VIII

Directors

Section 8.1 Number. This corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time as provided in the bylaws, but shall never be less than three (3). Directors shall be elected in the manner provided in the corporation's bylaws or the Declaration.

Section 8.2. Initial Directors. The names and addresses of the initial directors of the corporation are:

Phillip D. Yonge
3108 U. S. Highway 17 South
Orange Park, Florida 32003

Monty Murphy
3108 U. S. Highway 17 South
Orange Park, Florida 32003

Emil Aramoonie
7203 San Pedro Road
Jacksonville, Florida 32217

Section 8.3. Compensation. No director shall receive compensation for any service he may render to the Association. However, any director may be reimbursed for his actual expenses incurred in the performance of his duties.

Article IX

Bylaws

Section 9.1. Bylaws. The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by

the board of directors.

Article X

Dissolution

Section 10.1. 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 not accepted, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes. This procedure of dissolution shall be subject to Section 617.1406 of the Florida Statutes as presently enacted or hereinafter amended, and such other applicable statutes.

Section 10.2. Stormwater Management. 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 Water Management District prior to such termination, dissolution or liquidation.

Article XI

Indemnification

Section 11.1. Indemnification. Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or officer of the Association, whether or not he is a Director or officer at the time such expenses are incurred, except in such cases where the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided, that in the event any claim for reimbursement or indemnification hereunder is based upon a settlement by the Director or officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interests of the Association. The foregoing right of indemnification

shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

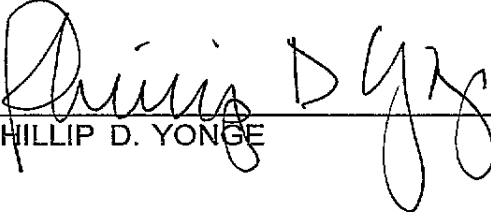
Article XII **Amendments**

Section 12.1. Amendments. Amendment of these Articles may be proposed by the Board of Directors or by not less than thirty percent (30%) of the entire membership and adoption of any such amendment shall require the asset of seventy-five percent (75%) of the entire membership.

Article XIII **FHA/VA Approval**

Section 13.1. 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: annexation of additional properties, mergers and consolidations, dedication of Common Area, mortgaging of Common Area, if applicable, dissolution, amendment of the Declaration and amendment of these Articles.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation the 13th day of November, 2001.



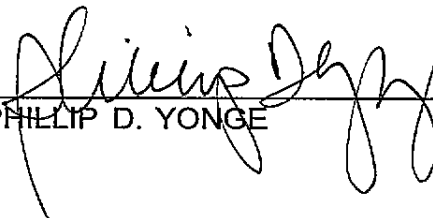
PHILLIP D. YONGE

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091, 607.0501 and 607.0505, Florida Statutes, the following is submitted:

SHINDLER CROSSING HOMEOWNERS ASSOCIATION, INC., desiring to organize or qualify under the laws of the State of Florida hereby designates Phillip D. Yonge as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 3108 U. S. Highway 17 South, Orange Park, Florida 32003.

DATED this 13th day of November, 2001.

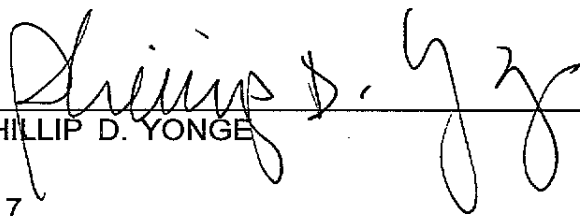


PHILLIP D. YONGE

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
01 NOV 26 AM 10:24

Having been named as registered agent to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to 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.

DATED this 13th day of November, 2001.



PHILLIP D. YONGE