

NO 2000004004

Holland & Knight LLP
Requester's Name

315 So. Calhoun Street
Address

425-5675
City/State/Zip Phone #

Office Use Only

FILED
02 MAY 24 PM 12:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Plantation Estates @ Gulington Creek Plantation
(Corporation Name) (Document #) Owners Assoc. Inc

2. _____
(Corporation Name) (Document #)

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-05/24/02--01033--001
*****78.75 *****78.75

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☐ Walk in

☐ Pick up time _____

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS

☐ Profit

☒ Not for Profit

☐ Limited Liability

☐ Domestication

☐ Other

AMENDMENTS

☐ Amendment

☐ Resignation of R.A., Officer/Director

☐ Change of Registered Agent

☐ Dissolution/Withdrawal

☐ Merger

OTHER FILINGS

☐ Annual Report

☐ Fictitious Name

REGISTRATION/QUALIFICATION

☐ Foreign

☐ Limited Partnership

☐ Reinstatement

☐ Trademark

☐ Other

5/24
Examiner's Initials gy

**ARTICLES OF INCORPORATION
OF
PLANTATION ESTATES AT JULINGTON CREEK PLANTATION
OWNERS' ASSOCIATION, INC.**

In compliance with the laws of the State of Florida, the undersigned do hereby voluntarily associate for the purpose of forming a corporation not-for-profit for the purposes and with powers set forth herein. All capitalized terms set forth herein, to the extent not defined herein, shall have the meanings set forth in the Neighborhood Declaration of Covenants, Conditions, Restrictions and Easements for Plantation Estates at Julington Creek Plantation recorded in Official Records Book 1728, page 1102, in the public records of St. Johns County, Florida, as it may be modified and supplemented from time to time ("Neighborhood Declaration").

ARTICLE I - NAME

The name of the corporation is PLANTATION ESTATES AT JULINGTON CREEK PLANTATION OWNERS' ASSOCIATION, INC., hereinafter referred to as the "Neighborhood Association."

ARTICLE II - REGISTERED AGENT

The name and address of the Registered Agent of the Neighborhood Association is:

Mr. Terrell J. Powell, President
Property Management Systems, Inc.
2215 East State Road 200
P. O. Box 1987
Yulee, FL 32041-1987

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ARTICLE III - PRINCIPAL OFFICE

The principal office of the Neighborhood Association shall be located at 2955 Hartley Road, Suite 108, Jacksonville, Florida 32257; but the Neighborhood Association may maintain offices and transact business in such places, within or without the State of Florida, as may from time to time be designated by the Board of Directors.

ARTICLE IV - PURPOSE AND POWERS

The Neighborhood Association does not contemplate pecuniary gain or profit to its Members. The specific purposes for which it is formed are to operate as a corporation-not-for-profit pursuant to Chapter 617, Florida Statutes and to provide for the maintenance and preservation of all Improvements on the Plantation

Estates Property and the Neighborhood Common Property, all within that certain tract of land described in the Neighborhood Declaration ("Property"), as such is supplemented from time to time, all for the mutual advantage and benefit of the Members of this Neighborhood Association, who shall be the Owners of the Lots. For such purposes, the Neighborhood Association shall have and exercise the following authority and powers:

(1) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Neighborhood Association as set forth in the Neighborhood Declaration, as the same may be amended from time to time as therein provided, as well as in the provisions of these Articles and the Bylaws. The Neighborhood Declaration is incorporated herein by this reference as if set forth in detail.

(2) To fix, levy, collect and by any lawful means enforce payment of all Neighborhood Assessments pursuant to the terms of the Neighborhood Declaration, and to pay all expenses in connection therewith, and all office and other expenses incident to the conduct of the business of the Neighborhood Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Neighborhood Association.

(3) To 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 or any improvements thereon in connection with the affairs of the Neighborhood Association.

(4) To borrow money and, with the assent of seventy-five percent (75%) of the holders of votes at a duly noticed meeting of members at which a quorum is present in person or by proxy, to mortgage, pledge or hypothecate any and all of the Neighborhood Association's real or personal property as security for money borrowed or debts incurred.

(5) To dedicate, sell or transfer all or any part of the Neighborhood Common Property to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the Board of Directors.

(6) To participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, as more fully provided in the Neighborhood Declaration.

(7) To make, establish and amend reasonable rules and regulations governing the use of the Lots and Neighborhood Common Property.

(8) To maintain, repair, replace, operate and manage the Neighborhood Common Property.

(9) To employ personnel, agents or independent contractors to perform the services required for the proper operation of the Neighborhood Common Property.

(10) To have and to exercise any and all powers, rights and privileges which a corporation organized under the law of the State of Florida may now or hereafter have or exercise.

All of the Neighborhood Association's assets and earnings shall be used exclusively for the purposes set forth herein and in accordance with Section 528 of the Internal Revenue Code of 1986, as amended ("Code"), and no part of the assets of this Neighborhood Association shall inure to the benefit of any individual Member or any other person. The Neighborhood Association may, however, reimburse its Members for actual expenses incurred for or on behalf of the Neighborhood Association, and may pay compensation in a reasonable amount to its Members for actual services rendered to the Neighborhood Association, as permitted by Section 528 of the Code, other applicable provisions of the Code, federal and state law. In addition, the Board of Directors shall also have the right to exercise the powers and duties set forth in the Bylaws.

ARTICLE V - MEMBERSHIP

(1) Every person or entity who is record owner of a fee or undivided fee interest in any Lot, including Julington Creek Ventures, LLP ("Neighborhood Developer"), and contract sellers, shall be a Member of the Neighborhood 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 Neighborhood Association.

(2) The transfer of the membership of any Owner shall be established by the recording in the public records of St. Johns County of a deed or other instrument establishing a transfer of record title to any Lots for which membership has already been established. Upon such recordation the membership interest of the transferor shall immediately terminate. Notwithstanding the foregoing, the Neighborhood Association shall not be obligated to recognize such a transfer of membership until such time as the Neighborhood Association receives a copy of the deed or other instrument establishing the transfer of ownership of the Lot. It shall be the responsibility and obligation of the former and new Owner of the Lot to provide such copy to the Neighborhood Association.

(3) The interest of a Member in the funds and assets of the Neighborhood Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to the Lot owned by such Member.

ARTICLE VI - VOTING RIGHTS

The Neighborhood Association shall have two (2) classes of voting Members, as follows:

(1) Class A. Class A Members shall be all Owners, with the exception of Neighborhood Developer while the Class B Membership exists. Class A Members shall be entitled to one vote for each Lot owned, which may be cast by such member after Turnover (as hereinafter defined). 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. Notwithstanding the foregoing, if title to any 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 Neighborhood Association. When title to a Lot is in a corporation, partnership, association, trust, or other entity (with the exception of Neighborhood Developer), such entity shall be subject to the applicable rules and regulations contained in the Articles and Bylaws. Provided, however, if an Owner owns a Reconfigured Lot, for so long as such Reconfigured Lot contains only one Living Unit, the Owner thereof shall have only one vote in Neighborhood Association matters.

(2) Class B. The Class B Member shall be Neighborhood Developer and shall be entitled to the sole right to vote in Neighborhood Association matters until the occurrence of the earlier of the following events ("Turnover"):

- (a) Three (3) months after ninety percent (90%) of the Lots in the Property that will ultimately be operated by the Neighborhood Association have been conveyed to Class A Members.
- (b) On or before ten (10) years from the recording of the Neighborhood Declaration.
- (b) Such earlier date as Neighborhood Developer, in its sole discretion, may determine in writing.

After Turnover, the Class A Members may vote for all matters properly brought before the Neighborhood Association and to elect the majority of the members of the Board. After Turnover, the Neighborhood Developer shall have one vote for each Lot owned.

ARTICLE VII - BOARD OF DIRECTORS

The affairs of this Neighborhood Association shall be managed by a Board of Directors, who shall be Members of the Neighborhood Association, provided, however, that until Turnover, the Directors need not be Members of the Neighborhood Association. The number of Directors of the Neighborhood Association shall be not less than three (3) nor more than seven (7). The names and addresses of the persons who are to act in the initial capacity of Directors until the selection and qualification of their successors are:

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

Until Turnover, the Board shall consist of Directors appointed by the Class B Member who shall serve until the Class B Member no longer has the right to appoint any Directors.

At the first annual meeting after Turnover, the Class A Members shall elect one-third (1/3) of the Directors to be elected by the Class A Members for a term of one (1) year, one-third (1/3) of the Directors to be elected by the Class A Members for a term of two (2) years and one-third (1/3) of the Directors to be elected by the Class A Members for a term of three (3) years (should the membership of the Board not be divisible by three, then the classes of directors should be made as nearly equal as possible); at each annual meeting thereafter, the Members shall elect the Directors to be elected by the Class A Members for terms of three (3) years. Provided however, for so long as the Class B Member has the right to appoint the minority of the Directors or at least one Director, the Class B member shall appoint and replace such persons at its sole discretion. Any vacancy on the Board of Directors which is not subject to appointment by the Class B Member shall be filled for the unexpired term of the vacated office by the remaining Directors.

ARTICLE VIII - TERM OF EXISTENCE

This corporation shall have perpetual existence unless sooner dissolved in accordance with the provisions herein contained or in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE IX - DISSOLUTION

The Neighborhood Association may be dissolved with the assent given in writing and signed by not less than seventy-five percent (75%) of each class of Members in accordance with the provisions of the Neighborhood Declaration. Provided however, no such termination shall be effective unless consented to by the Julington Creek Plantation Property Owners' Association, Inc. Upon dissolution of the Neighborhood Association, other than incident to a merger or consolidation, the assets of the Neighborhood Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Neighborhood Association as created, or for the general welfare of the residents of the county in which the Property is located. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to similar purposes.

ARTICLE X - OFFICERS

Subject to the direction of the Board of Directors, the affairs of this Neighborhood Association shall be administered by its officers, as designated in the Bylaws of this Neighborhood Association. Said officers shall be elected annually by the Board of Directors. The names and addresses of the officers who shall serve until the first annual meeting of the Board of Directors are:

<u>Name and Title</u>	<u>Address</u>
<u>Gregory E. Matovina</u> - President/Assistant Secretary	2955 Hartley Road, Suite 108 Jacksonville, Florida 32257
<u>William R. Howell, II</u> - Vice President	2955 Hartley Road, Suite 108 Jacksonville, Florida 32257
<u>Donald K. Borstein</u> - Secretary/Treasurer	2955 Hartley Road, Suite 108 Jacksonville, Florida 32257

ARTICLE XI- BYLAWS

The Bylaws of this Neighborhood Association shall be adopted by the first Board of Directors, which Bylaws may be altered, amended, modified or appealed in the manner set forth in the Bylaws.

ARTICLE XII - AMENDMENTS

Until Turnover, Neighborhood Developer reserves the exclusive right to amend or repeal any of the provisions of these Articles of Incorporation or any amendments hereto without the consent of any Class A Member or Institutional Mortgagee. Thereafter, the Neighborhood Association shall have the right to amend or repeal any of the provisions contained in these Articles or any amendments hereto, provided, however, that any such amendment shall require the written consent of Owners of seventy-five percent (75%) of the Lots, or the approval of persons holding seventy five percent of the votes at a duly noticed meeting at which a quorum is present in person or by proxy. Provided, further, that no amendment shall conflict with any provisions of the Neighborhood Declaration. After Turnover, the consent of any Institutional Mortgagees shall be required for any amendment to these Articles which impairs the rights, priorities, remedies or interest of such Institutional Mortgagees, and such consent shall be obtained in accordance with the terms and conditions, and subject to the time limitations, set forth in the Neighborhood Declaration. Amendments to these Articles need only be filed with the Secretary of State and do not need to be recorded in the public records of the County.

ARTICLE XIII - INDEMNIFICATION

This Neighborhood Association shall indemnify any and all of its directors, officers, employees or agents, or former directors permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party by reason of his being or having been a director, officer, employee or agent, as herein provided. The foregoing right of indemnification shall not be inclusive of any other rights to which any such person may be entitled as a matter of law or which he may be lawfully granted. It shall be the obligation of the Neighborhood Association to obtain and keep in force a policy of officers' and directors' liability insurance.

ARTICLE XIV - FHA/VA PROVISIONS

For so long as the Class B Membership exists, the annexation of additional properties, the mortgaging of any part of the Neighborhood Common Property, any

amendment to these Articles of Incorporation, the merger or consolidation of the Neighborhood Association with other property owners associations, and the dissolution of the Neighborhood Association shall require the prior written approval of the Federal Home Administration ("FHA") or the Veterans Administration ("VA") in accordance with the regulations of the U.S. Department of Housing and Urban Development, if the FHA or VA is the insurer of any Mortgage encumbering any Lot within the Property.

ARTICLE XV - SUBSCRIBER

The name and address of the Subscriber of the corporation is:

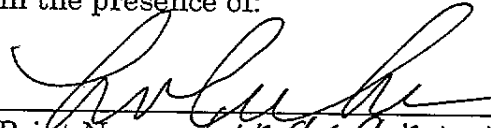
Gregory E. Matovina

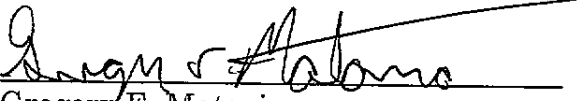
2955 Hartley Road, Suite 108


Jacksonville, Florida 32257

IN WITNESS WHEREOF, for the purpose of forming this Neighborhood Association under the laws of the State of Florida, the undersigned has executed these Articles of Incorporation this 18th day of April, 2002.

Signed, sealed and delivered
in the presence of:


Print Name: Linda Connors


Gregory E. Matovina


Print Name: Scott G. Mills

STATE OF FLORIDA

COUNTY OF Duval

The foregoing instrument was acknowledged before me this 19th day of April, 2002, by Gregory Matwina, who is personally known to me or who has produced _____ as identification.

Scott G. Mills
Notary Public, State of Florida
Print Name: Scott G. Mills
My Commission Expires: _____
Commission Number: _____

(SEAL)

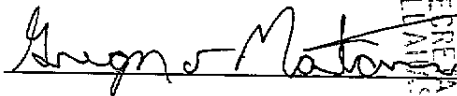


Scott Mills
MY COMMISSION # CC840294 EXPIRES
May 25, 2003
BONDED THRU TROY FAIR INSURANCE, INC.

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

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

Plantation Estates at Julington Creek Plantation Owners' Association, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the City of Jacksonville, County of Duval, State of Florida, has named Terrell J. Powell whose address is 2215 East State Road 200, P. O. Box 1987, Yulee, FL. 32041-1987, as its agent to accept service of process within Florida.

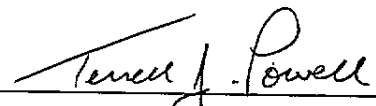


Gregory E. Matovina,
Assistant Secretary

Date: 4/19/02

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TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above stated corporation, at the place designated in the certificate, I agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Terrell J. Powell

Date: 4-19-02