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LAW OFFICE

FRANK E. MALONEY, JR., P.A.
445 E. MACCLENNY AVENUE
MACCLENNY, FLORIDA 32063

TELEPHONE: 904-259-3155

FAX: 904-259-9729

January 3, 2003

Secretary of State
P. O. Box 6327
Tallahassee, FL 32314

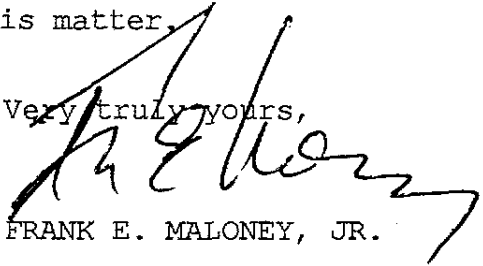
Re: BROKEN BRANCH HOMEOWNERS ASSOCIATION, Inc.

Gentlemen:

Please find enclosed the original and two copies of Articles of Incorporation on Broken Branch Homeowners Association, Inc. along with our check for \$122.50.

Thank you for your cooperation in this matter.

Very truly yours,


FRANK E. MALONEY, JR.

FEMJr.
Encls.



FLORIDA DEPARTMENT OF STATE
Ken Detzner
Secretary of State

RECEIVED
03 FEB -3 AM 11:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 8, 2003

FRANK E. MALONEY, JR., P.A.
445 E. MACCLENNY AVE
MACCLENNY, FL 32063

SUBJECT: BROKEN BRANCH HOMEOWNERS ASSOCIATION, INC.
Ref. Number: W03000000658

We have received your document for BROKEN BRANCH HOMEOWNERS ASSOCIATION, INC. and your check(s) totaling \$122.50. 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.

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) 245-6928.

Tim Burch
Document Specialist
New Filing Section

Letter Number: 603A00001069

RECEIVED
JAN 10 2003
FRANK E. MALONEY, JR

Copy to Client
1-10-03 gff

BROKEN BRANCH HOMEOWNERS ASSOCIATION, INC.

ARTICLES OF INCORPORATION

THE UNDERSIGNED, for the purpose of forming a corporation not for profit under and pursuant to *Chapter 720, Florida Statutes, (2000)*, state:

**ARTICLE I
NAME**

The name of this corporation is **BROKEN BRANCH HOMEOWNERS ASSOCIATION, INC.**

**ARTICLE II
DEFINITIONS**

All terms defined in the Declaration of Conditions, Covenants and Restrictions for **BROKEN BRANCH HOMEOWNERS ASSOCIATION, INC.**, recorded in Official Records Book 2002 pages 5446, of the Public records of Baker County, Florida, the "Covenants", shall have the same meaning when used herein.

**ARTICLE III
PRINCIPAL OFFICE AND AGENT**

The principal place of business and initial registered of the Association is 9608 River Bend Road, Glen St. Mary, Florida 32040. The registered agent of the Association is **Frank E. Maloney, Jr., P.A.**

**ARTICLE IV
OBJECT, PURPOSES AND POWERS**

Section 4.1

This Association is a Florida corporation under *Chapters 720, Florida Statutes (2000)*. No part of its net earnings shall inure to the benefit of any private shareholder or member.

Section 4.2

The objects and purposes for which this Association is organized are as follows:

Section 4.2.1

To establish, maintain, operate and provide all community services of every kind and nature required or desired by the members, including without limitation those services and functions described in the Declaration. To engage in such other activities as may be to the mutual benefit of the members and the owners.

Section 4.2.2

To provide for enforcement of the Covenants.

Section 4.2.3

To own, operate and manage properties conveyed to it in accordance with the Covenants. To contract for the management of its property and to delegate to such contractors all powers and duties of the Corporation. To reconstruct improvements constructed on its property after casualty or other loss. To make additional improvements to its property.

Section 4.2.4

Levy and collect Assessments and charges from its members and to expend the proceeds for the benefit of its members, pursuant to *Chapter 720.308, Florida Statutes*, "Assessments and charges".

Section 4.2.5

To make and enforce reasonable rules and regulations governing the use of the property owned by the Corporation, and enforce such rules as provided by *Chapter 720.305, Florida Statutes*.

Section 4.2.6

To employ personnel to perform the services authorized by these Articles and by the Bylaws of the Association.

Section 4.2.7

To purchase insurance upon its property for the protection of the Association and its members.

Section 4.2.8

And any and all other power of a Homeowners Association in organized under *Chapter 720, Florida Statutes (2000)*.

**ARTICLE V
MEMBERS**

Section 5.1

The members of this Association will consist of all owners of record title lots in the Subdivision. Membership in this Association cannot be transferred in any manner, except as may be provided in the Bylaws. The Association shall have two (2) classes of membership:

Class A. Class A members shall be all record owners, with the exception of Declarant, of lots upon which constructed a single family detached home, 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 among themselves determine, but in no event shall more than one (1) vote be cast with respect to any lot.

Class B. Class B members shall be the Declarant/Developer 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 90% of lots have been conveyed to Class A members, pursuant to *Chapter 720.307(1)(a), Florida Statutes*.
- b. On January 2, 2021.

**ARTICLE VI
TERM**

This corporation shall exist perpetually.

**ARTICLE VII
BOARD OF DIRECTORS**

The business and affairs of the Association shall be managed by a Board of Directors consisting of not less than two (2) Directors, nor more than nine (9) Directors. The first Board of Directors shall consist of two (2) members. The first Board of Directors named in these Articles of Incorporation and the Directors selected by the Class B members, regardless of such ownership of real property in the Subdivision, will also be members of the Corporation until termination of the Class B membership as proved in Section 5.3 hereof. The Board of Directors shall be elected by the members of the Corporation entitled to vote. The names and addresses of the first Board of Directors, who shall hold office until their successors are elected and have qualified, are as follows:

The Board of Directors shall be elected at the time and in the manner provided for in the Bylaws. Board of Directors meetings shall be governed by the By laws and be in compliance with *Chapter 720.303(1 and 2), Florida Statutes.*

**ARTICLE VIII
OFFICERS**

The officers of the Association shall consist of a President, Secretary, and a Treasurer. The officers in the Association shall be elected by the Board of Directors in accordance with the provisions of the Bylaws. Any two (2) or more officers may be held by the same person, except the office of the President. The initial officers are:

JAMES THOMAS SLATTERY, President	
Dorcas Conway	, Vice President
Don Bailey	, Secretary/Treasure

**ARTICLE IX
OFFICERS INDEMNIFICATION**

Section 9.1

Third Party Actions: The corporation shall indemnify any person who was, or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceedings, or appeal there from, whether civil, criminal, administrative, investigative or otherwise, other than any action by, or in the right of the corporation by reason of the fact that he/she or his/her testator or intestate is or was director, officer or employee of the Association, or at the expense or implied request of the Association is or was serving as a director, trustee, officer, or employee of another association or a partnership, joint venture, trust or other enterprise, including without limitation any affiliated association, partnership, joint venture, trust or other enterprise, against expenses, including attorney's fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suite or proceeding if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interest of the corporation, and , with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful.

Section 9.2

Derivative Actions: The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Association, or appeal there form, to procure a judgment in its favor by reason of the fact that he/she or his/her testator or intestate is or was a director officer or employee of the Association, or at the expressed or implied request of the Association is or was serving as a director, trustee, officer or employee of another association or a partnership, joint venture, trust or other enterprise, including without limitation any affiliated association, partnership, joint venture, trust or other enterprise, against expenses, including attorney's fees and amounts paid in settlement, actually and reasonably incurred by him/her in connection with the defense or settlement of such action or suit if he/she acted in good faith an in a manner he/she reasonably believed to be in or not opposed to the best interests of the Association; provided, however, that no person shall be entitled to indemnification under this Section 9.2 in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or willful misconduct in the performance of his/her duty to the Association.

Section 9.3

Successful Defense: To the extent that a director, officer or employee has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 9.1 or section 9.2 of this Article IX, or in defense of any claim, issue or matter therein, such determination shall constitute conclusive evidence of such person's right to be indemnified against expenses, including attorney's fees, actually and reasonably incurred by his/her in connection therewith, and the President of the Association shall direct the reimbursement of all such expenses to such person.

Section 9.4

Determination of Propriety of Indemnification: No person seeking indemnification under Section 9.1 or Section 9.2 of this Article IX shall be indemnified unless pursuant to a determination by a Court or unless the Board of Directors or the shareholders in good faith by a majority vote of a quorum of directors, or shareholders, as the case may be, who were not parties to such action, suit, or proceeding, determine that the standards set forth in such actions have been met in the circumstances. The Association may provide for additional indemnification and rights to any person, including without limitation those persons referred to in Section 9.1 and Section 9.2 of this Article IX, in each case, except as otherwise ordered by a Court, or prohibited by law.

ARTICLE X DISPOSITIONS OF ASSETS UPON DISSOLUTION

No members, director or officer of the Corporation or other private individual shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. Unless agreed to the contrary by 75 percent (75%) of each and every class of membership and all entities holding mortgages on lots served by common property, upon the dissolution of the Corporation, the assets of the Association shall be granted, conveyed and assigned to an appropriate public body, agency, or agencies, utility, or utilities, or anyone or more of them, or to anyone, or more, corporation, trusts or other organizations, to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Corporation. No disposition of the corporation's assets shall divest, or diminish, any right of title of any member vested in him/her under recorded covenants and restrictions applicable to such assets, unless made in accordance with the provisions of such covenants, and be in compliance with *Chapter 617, Florida Statutes*.

**ARTICLE XI
AMENDMENT OF ARTICLES**

These Articles may be amended by an affirmative vote of two-thirds (2/3) of the members of the Association entitled to vote.

**ARTICLE XII
BYLAWS**

The Association shall adopt Bylaws governing the conduct of the affairs of the Association. The Bylaws shall be altered, amended, or rescinded as provided in the Bylaws.

**ARTICLE XIII
SUBSCRIBERS**

The names and residences of the Subscribers to these Articles of Incorporation are as follows:

**JAMES THOMAS SLATTERY
9608 River Bend Road
Glen St. Mary, Florida 32040**

IN WITNESS WHEREOF, the subscribing incorporators have hereunto set their hands and seals and caused these Articles of Incorporation to be executed this 31st day of ~~December, 2002~~ January, 2003.

Pres James S. Slattery
JAMES THOMAS SLATTERY

Sec. Doncas Conway Doncas Conway
10050 Camp Trade Rd
Glen St. Mary FL 32040

Vic Don Bailey
PO Box 104
Bryceville Fl.
32009

**STATE OF FLORIDA
COUNTY OF BAKER**

BEFORE ME, the undersigned Notary Public, in and for said County and State, personally appeared JAMES THOMAS SLATTERY, Dorcas Conway,
Don Bailey to me known to be the persons described as subscribers and acknowledged before me that they executed, subscribed to the foregoing Articles of Incorporation.

WITNESS, my hand and official seal this 31st day of January, 2003.



Georganna Griffith
NOTARY PUBLIC
State of Florida
My Commission Expires

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated nonprofit corporation, at the place designed in Article III of these Articles of Incorporation, the undersigned hereby agrees to act in this capacity and further agrees to comply with the provisions of all Statutes relative to the proper and complete discharge of his duties.

DATED this 31st day of January, 2003.

[Signature]
Registered Agent