

AUG-22-2003 FRI 02:30 PM SMITH HULSEY & BUSEY

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Division of Corporations

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FLORIDA NON-PROFIT CORPORATION

Greenland Chase Homeowners' Association, Inc.

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**ARTICLES OF INCORPORATION
OF
GREENLAND CHASE HOMEOWNERS' ASSOCIATION, INC.**

The undersigned, acting as the sole incorporator under the laws of the State of Florida, Chapter 617, Florida Statutes, applicable to corporations not for profit, does hereby adopt the following Articles of Incorporation:

ARTICLE ONE

The name of the corporation shall be Greenland Chase Homeowners' Association, Inc. (the "Association").

ARTICLE TWO

The initial principal office and the mailing address of this Corporation shall be One San Jose Place, Suite 26, Jacksonville, Florida 32257.

ARTICLE THREE

The specific purposes for which this Corporation is organized are:

- (a) To exist and operate solely as a residential real estate management association exempt from income taxes to the extent provided under Section 528 of the Internal Revenue Code of 1986, as amended (the "Code");
- (b) To fulfill the obligations set forth in the Declaration of Covenants, Conditions and Restrictions for Greenland Chase (the "Declaration"), including, but not limited to, the construction, management, maintenance, and preservation of the common area and care of Association property;
- (c) To levy and collect adequate assessments against members of the Association ("Members") and to use and expend the proceeds of assessments and borrowings in a manner consistent with the purposes for which this Association is formed;
- (d) To make, amend, impose and enforce by any lawful means reasonable rules and regulations for use of the common areas and Association property;

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- (e) To contract for services with others;
- (f) To obtain or accept an assignment of all permits relating to the development and maintenance of common areas, mitigation areas and other Association property;
- (g) To take title to all common areas in accordance with all applicable law and to maintain and preserve the same;
- (h) To do and perform anything required by these Articles of Incorporation, the Bylaws for Greenland Chase Homeowners' Association, Inc. (the "Bylaws"), or the Declaration to be done by a Member, but not if done by the Member in a timely manner, at the expense of the Member; and
- (i) To do and perform any obligations imposed upon the Association by the Declaration or by any permit or authorization from any unit of local, regional state or the federal government and to enforce by any legal means the provisions of these Articles of Incorporation, the Bylaws or the Declaration.

ARTICLE FOUR

This Corporation shall have and exercise all powers of any corporation not for profit as the same now exist, or may hereafter exist under the laws of the State of Florida. No part of the net earnings of this corporation (other than by acquiring, constructing or providing management, maintenance and care of Association property and other than by a rebate of excess membership dues, fees or assessments) shall be distributable to, or inure to the benefit of, its members, directors or officers or any private individual, except that this Corporation shall be authorized and empowered to pay reasonable compensation to its employees for services rendered and to make payments and distributions in the furtherance of the purposes set forth herein.

ARTICLE FIVE

Initially, the sole member of the Association shall be the Class B Member as defined in the Declaration and the Bylaws. Class A Membership shall commence as set forth in the Declaration and Bylaws. Every person who is, from time to time, the record owner of a lot subject to the Declaration shall be a Member of the Association. The classes of membership and the voting rights of the Members shall be governed by the Declaration and the Bylaws.

ARTICLE SIX

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The street address of the initial registered office of the Corporation is 225 Water Street, Suite 1800, Jacksonville, Florida 32202, and the name of the initial Registered Agent at such address is Smith Hulsey & Busey.

ARTICLE SEVEN

The Board of Directors shall consist of at least three (3) members or such other number as hereafter is required by Section 617.0803, Florida Statutes, or any subsequent statute regarding the number of directors of a not for profit corporation. The initial members of the Board of Directors shall be elected by the Incorporator to serve until the first annual meeting of the Members. Subsequently, the method of election shall be as stated in the Bylaws of the Corporation.

ARTICLE EIGHT

The name and address of the sole Incorporator to the Articles of Incorporation are Harry M. Wilson, III, 225 Water Street, Suite 1800, Jacksonville, Florida 32202.

ARTICLE NINE

Every Director and officer of the Association and every Member of the Association serving the Association at its request shall be indemnified by the Association against all expenses and liabilities, including attorneys' fees and appellate attorneys' fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of 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 or by reason of his serving or having served the Association at its request, whether or not he is a Director or officer or is serving at the time the expenses or liabilities are incurred; provided that in the event of a settlement before entry of judgment, the indemnification shall apply only when the Board approves the settlement and reimbursement as being for the best interests of the Association. The foregoing right of indemnification shall be in addition to and not in lieu of any and all other rights to which that person may be entitled but shall be limited by the applicable law and specifically shall not include acts of gross negligence or willful misconduct.

ARTICLE TEN

In the event of termination, dissolution or final liquidation of the Association, its assets shall be dedicated to a public body, or conveyed to a nonprofit organization with similar purposes.

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ARTICLE ELEVEN

The power to alter, amend or repeal the Bylaws or Articles of Incorporation or to adopt new Bylaws shall be vested in the Board of Directors for so long as there is a Class B Membership. Thereafter, any alteration, amendment or repeal of the Bylaws or Articles of Incorporation shall require a vote of a majority of the Members. The Bylaws may contain any provisions for the regulation and management of the affairs of the corporation not inconsistent with the law or with the Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 22nd day of August, 2003.



Harry M. Wilson, III
Incorporator

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 617.0501, Florida Statutes, Greenland Chase Homeowners' Association, Inc., 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 Greenland Chase Homeowners' Association, Inc.
2. The name and address of the registered agent and office are Smith Hulsey & Busey, 225 Water Street, Suite 1800, Jacksonville, Florida 32202.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, SMITH HULSEY & BUSEY HEREBY ACCEPTS THE APPOINTMENT AS REGISTERED AGENT AND AGREES TO ACT IN THIS CAPACITY. SMITH HULSEY & BUSEY FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES, AND IS FAMILIAR WITH AND ACCEPTS THE OBLIGATIONS OF ITS POSITION AS REGISTERED AGENT.

SMITH HULSEY & BUSEY

By: Harry M. Wilson, III
Harry M. Wilson, III
Vice-President

Date: August 22, 2003

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