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PICK-UP WAIT MAIL

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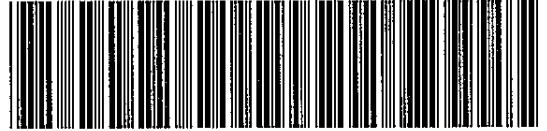
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2004 APR 29 PM 1:59

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STATE DEPARTMENT OF REVENUE
TALLAHASSEE, FLORIDA

04 APR 29 AM 11:53

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[Handwritten scribbles and numbers]

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Mason Creek Homeowners'
Association

- Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

Signature _____

Requested by _____

AW 4/29

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

April 30, 2004

CAPITAL CONNECTION INC.

SUBJECT: MASON CREEK HOMEOWNERS' ASSOCIATION, INC.
Ref. Number: W04000016731

We have received your document for MASON CREEK HOMEOWNERS' ASSOCIATION, INC.. However, the document has not been filed and is being returned for the following:

You must list the corporation's principal office and/or a mailing address in the document.

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) 245-6934.

Loria Poole
Document Specialist
New Filings Section

Letter Number: 604A00029506

RE-SUBMIT
PLEASE OBTAIN THE ORIGINAL
FILE DATE

ARTICLES OF INCORPORATION
OF
MASON CREEK HOMEOWNERS' ASSOCIATION, INC.
A NONPROFIT CORPORATION

2004 APR 29 P 1:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation not for profit, under the laws of State of Florida.

ARTICLE I. NAME

The name of this Corporation is MASON CREEK HOMEOWNERS' ASSOCIATION, INC.

ARTICLE II.

The association is a nonprofit corporation.

ARTICLE III.

The period of its duration is perpetual.

ARTICLE IV.

The association is formed for the primary purpose of providing for the maintenance and preservation of the common areas within a certain subdivided tract of real property described as follows:

An unrecorded subdivision in Putnam County, Florida, consisting of seven (7) parcels of residential real property fronting on the St. Johns River and known as Mason Creek Subdivision lots 2-8, including a road right of way and conservation area.

and to promote the health, safety, and welfare of the residents within the above-described subdivision and such additions thereto as may hereafter be brought within the jurisdiction of the association for such purpose.

In furtherance of such purposes, the association will have the power to:

(a) Perform all of the duties and obligations of the association as set forth in a certain Declaration of Covenants, Conditions, and Restrictions (the "Declaration") applicable to the subdivision recorded in the public records of Putnam County, Florida, at OR Book 917, Page 914 (Copy attached);

(b) Affix, levy, and collect all charges and assessments pursuant to the terms of the Declaration and this corporation and its By-Laws, and enforce payment thereof by any lawful means; and 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 on the property of the association;

(c) Acquire (by gift, purchase, or otherwise), own, hold, improve, build on, operate, maintain, convey, sell, lease, transfer, dedicate to public use, or otherwise dispose of real and personal property in connection with the affairs of the association;

(d) Borrow money and, subject to the consent by vote or written instrument of all members, mortgage, pledge, convey by deed of 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 areas to any municipality, public agency, authority, or utility for such purposes and subject to such conditions as may be agreed on by the members. No such dedication or transfer will be effective unless an instrument has signed by all 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 and common areas, provided that any merger, consolidation, or annexation must have consent by vote or written instrument of all members;

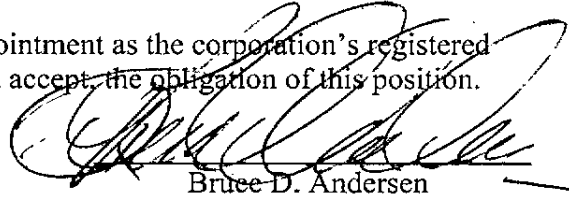
(g) Have and exercise all powers, rights and privileges that a corporation organized under Chapter 617 of the Florida Statutes by law may now or hereafter have or exercise, including those contained in Florida Statute 720.

The association is organized and will be operated exclusively for the above purposes. The activities of the association will be financed by assessments on members as provided in the Declaration, these Articles and the By-Laws, and no part of any net earnings will inure to the benefit of any member.

ARTICLE V.

The association street address of the initial principal office of the association is 635 West River Road, Palatka, Florida 32177, and the name of its initial registered agent at that address is Bruce D. Andersen. Pursuant to Florida Statute 617.0501,

I, Bruce D. Andersen, do hereby accept appointment as the corporation's registered agent, and I state that I am familiar with, and accept, the obligation of this position.



Bruce D. Andersen

ARTICLE VI.

Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subject by covenants of record to assessments by the association, but excluding persons holding title merely as security for performance of an obligation, will be a member of the association. Membership will be appurtenant to and may not be separated from ownership of a lot which is subject to assessment by the association.

ARTICLE VII.

The association will have two class of voting members, which are defined as follows:

Class A. Class A members will include all owners. Class A members will be entitled to one vote for each lot owned. When more than one person holds an interest in any lot, all of those persons will be members. The vote for such lot will be exercised as such members determine among themselves, but in no event will more than one vote be cast with respect to any lot owned by Class A members.

ARTICLE VIII.

The number of directors constituting the initial board of directors of the association is three (3), and the names and addresses of the persons who are to serve as the initial directors are:

NAME	ADDRESS
<u>Bruce Andersen</u>	<u>635 West River Road</u> <u>Palatka, Florida 32177</u>
<u>Sally Andersen</u>	<u>635 West River Road</u> <u>Palatka, Florida 32177</u>
<u>Ed Andrews</u>	<u>635 West River Road</u> <u>Palatka, Florida 32177</u>

ARTICLE IX.

On dissolution, the assets of the association will be distributed to an appropriate public agency to be used for purposes similar to those for which the association was created. In the event such distribution is refused acceptance, such assets will be granted, conveyed, and assigned to any nonprofit corporation, association, trust, or other organization organized and operated for such similar purposes. Notwithstanding the foregoing to the contrary, the member shall always have the right of ingress and egress to their property.

ARTICLE X.

The Directors will be elected and serve in accordance with the By-Laws.

ARTICLE XI.

This corporation shall be conducted consistent with the provisions of Florida Statute 720 as amended from time to time.

ARTICLE XII.

The name and street address of each incorporator is:

NAME	ADDRESS
<u>Bruce D. Andersen</u>	<u>635 West River Road</u> <u>Palatka, Florida 32177</u>

Executed at Green Cove Springs, on 27th day of April, 2004.

BY: 

Bruce D. Andersen

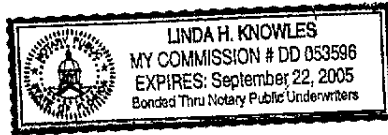
STATE OF FLORIDA
COUNTY OF CLAY

I, LINDA H. KNOWLES, a notary public, certify that on April 27, 2004, Bruce D. Andersen, being first duly sworn, personally appeared before me and declared that they are the persons who signed the foregoing documents as incorporators, and that the statements contained therein are true.

In witness, I have set my hand and on the date first above-written.

Notary Public in and for
Clay County, Florida

My commission expires:



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TALLAHASSEE, FLORIDA