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FLORIDA NON-PROFIT CORPORATION

Ancient City Plaza Owners' Association, Inc.

Certificate of Status	1
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**ARTICLES OF INCORPORATION OF
ANCIENT CITY PLAZA OWNERS' ASSOCIATION, INC.,
A NON-PROFIT CORPORATION**

We, the undersigned natural persons competent to contract, associate ourselves for the purpose of forming a corporation not for profit under Chapter 617 of the Florida Statutes, and certify as follows:

I: NAME

The name of the corporation shall be ANCIENT CITY PLAZA OWNERS' ASSOCIATION, INC., a non-profit corporation.

II: PURPOSE

The purpose for which this corporation is organized is to provide for maintenance, preservation and architectural control of the Master Association Property within that certain parcel of real property described as:

**ALL THE LAND DESCRIBED ON EXHIBIT "A" ATTACHED
HERETO AND BY THIS REFERENCE MADE A PART
HEREOF ("THE LAND"),**

to promote the health, safety and welfare of the Owners within the Land and any additions thereto as may hereafter be brought within the jurisdiction of this Association for such purpose, and to provide for architectural control over improvements within the Land.

In furtherance of such purpose, the Association shall have power 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 and Easements for Ancient City Plaza, hereinafter called the "Declaration", applicable to the Land, which shall be recorded in the public records of St. Johns 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 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

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otherwise dispose of real or personal property in connection with the affairs of the Association;

D. borrow money, and with the assent of a majority 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, transfer or grant easements over all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to the terms of the Declaration and 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 a majority of each class of members, agreeing to such dedication, sale or transfer;

F. participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional Property and Master Association Property, provided that any such merger, consolidation or annexation, shall have the assent of a majority of each class of members;

G. have and 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;

H. operate, maintain and manage the Surface Water or Stormwater Management System(s) within the above described property in a manner consistent with the St. Johns River Water Management District Permit No. _____, requirements and applicable rules, and shall assist in enforcement of the restrictions and covenants contained therein; and

I. 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(s) within the Land. Such assessments shall be used for the maintenance and repair of the said Surface Water or Stormwater Management System(s) including, but not limited to, work within retention areas, drainage structures and drainage easements.

III: MEMBERSHIP

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

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IV: CLASSES OF MEMBERSHIP

Members shall be divided into up to four (4) classes as described below: as follows:

A. Class A Membership shall be created upon the conveyance of the first Unit created on the property designated on the Site Plan as the Ancient City Plaza East Condominium. The Class A Members shall be Owners of Units on such property with the exception of Declarant, and shall have one (1) vote per Unit.

B. Class B Membership shall be created upon the conveyance of the first Unit created on the property designated on the Site Plan as Ancient City Plaza Central Condominium. The Class B Members shall be Owners of Units on such property with the exception of Declarant, and shall have one (1) vote per Unit.

C. Class C Membership shall be created upon the conveyance of the first Unit created on the property designated on the Site Plan as Ancient City Plaza West Condominium. The Class C Members shall be Owners of Units on such property with the exception of Declarant, and shall have one (1) vote per Unit.

D. The Class D Member shall be the Declarant, who shall have the total number of votes held by all owners of Units existing on the Land from time to time, plus (1). The Class D membership shall cease and be converted to Class A, B and C membership, as applicable, on the happening of either of the following events, whichever occurs first:

1. Three (3) months after all Units in all three condominiums been conveyed to members other than Declarant (for purposes of this section, the term "members other than Declarant" shall not include builders, contractors, or others who purchase one or more Units for resale); or

2. At such time as the Declarant, in its sole discretion, elects to terminate the Class D membership.

Each Class A, B, and C Member other than Declarant shall be entitled to one vote for each Unit owned by such Member. The vote for such Unit shall be exercised as they determine, but in no event shall more than the assigned votes be cast with respect to any Unit.

V: EXISTENCE

The corporation shall have perpetual existence, commencing with the filing of these Articles of Incorporation with the Secretary of State, of the State of Florida.

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VI: SUBSCRIBERS NAMES AND RESIDENCES

The name and residence of the subscriber to these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Donna M. Kelley	116 Grand Oaks Drive Augustine, Florida 32080

VII: BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors, a President, Vice-President, who shall at all times be members of the Board, and a Secretary/Treasurer. The Board shall consist of no fewer than three (3) nor more than seven (7) members. The Directors shall be elected as provided in the By-Laws. The number of Directors may be changed by amendment of the Bylaws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

<u>Name</u>	<u>Address</u>
Donna M. Kelley	116 Grand Oaks Drive St. Augustine, Florida 32080
Michael A. Piesco	3433 U.S. Highway 1 South St. Augustine, Florida 32080
Judy Alligood	10 Ocean Trace Road St. Augustine, Florida 32080

VIII: 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 refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

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(s) within the Land afore-described 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 River Water Management District prior to such termination, dissolution or liquidation.

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IX: AMENDMENT TO THE ARTICLES OF INCORPORATION

For so long as Class D Membership exists, the Declarant may amend these Article of Incorporation without the consent of the other Members, provided such amendment does not have a material adverse effect on the rights of any other Member. Thereafter, amendments to the Articles of Incorporation may be proposed by any member of the Association, and these Articles may be amended at any annual meeting of the Association, or at any special meeting duly called and held for such purpose, on the affirmative vote of two-thirds (2/3) of each class of members existing at the time of and present at such meeting.

X: AMENDMENTS TO BYLAWS

For so long as Class D Membership exists, the Declarant may amend the Bylaws of the Association without the consent of the other Members, provided such amendment does not have a material adverse effect on the rights of any other Member. The Bylaws of the Association may be made, altered, or rescinded at any annual meeting of the Association, or at any special meeting duly called for such purpose, on the affirmative vote of two-thirds (2/3) of each class of members existing at the time of and present at such meeting, except that the initial Bylaws of the Association shall be made and adopted by the Board of Directors.

XI: INDEMNIFICATION

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 or her in connection with any proceeding or any settlement of any proceeding to which he or she may be a party, or in which he or she may become involved by reason of his or her being or having been a director or officer of the Association, or by reason of his or her serving or having served the Association at its request, whether or not he or she 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, and also when the person concerned is adjudged guilty of gross negligence or willful misconduct, indemnification shall apply only when the Board of Directors approves the settlement and/or reimbursement as being in the best interest 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.

XII: REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office and principal office of the corporation is 780 North Ponce de Leon Boulevard, St. Augustine, Florida 32084 and the registered agent at such address is Katherine G. Jones.

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XIII: DEFINED TERMS

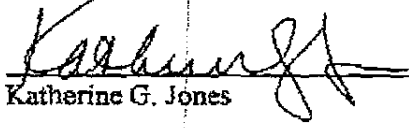
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All defined terms contained herein shall have the meanings ascribed to such terms in the Declaration.


Donna M. Kelley
Subscriber/Incorporator

ACCEPTANCE BY REGISTERED AGENT

I am familiar with and accept the duties and responsibilities as Registered Agent for the foregoing corporation.


Katherine G. Jones

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