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**RESTATED ARTICLES OF INCORPORATION
OF
NASSAU-RIVER GLEN HOMEOWNERS' ASSOCIATION, INC.
A FLORIDA CORPORATION NOT-FOR-PROFIT**

Pursuant to Chapter 617, Florida Statutes, the undersigned president and director of Nassau-River Glen Homeowners' Association, Inc. submits for filing these Restated Articles adopted by the Board of Directors on November 30, 2006. No member approval was required.

ARTICLE I. NAME AND PRINCIPAL OFFICE

The name of this corporation shall be Nassau-River Glen Homeowners' Association, Inc., a corporation not-for-profit organized under Chapter 617, Fla. Stat. (hereinafter "Association"). The principal office of the Association shall be located at 2407 Mayport Road Atlantic Beach, Florida 32233.

ARTICLE II. PURPOSES

The purposes of the corporation are and shall be to maintain common properties within River Glen Phase One, being areas developed by River Glen, LLC ("Declarant") in Nassau County, Florida, which common properties or areas may include, without limitation, storm drainage facilities, streets, parks, trails, gates, lift stations, walks and culverts, paths, conservation areas, wetlands and street lighting; to promote and protect the peace, quiet, happiness and standards of living of person residing in River Glen Phase One; to promote and protect values of real estate situated in the aforesaid area; to foster and advance civic interest among its members; to enforce restrictive covenants; to represent the residents of River Glen Phase One in matters of common interest which require organizational representation; to sponsor improvement projects in the River Glen subdivision or subdivisions; to cope with community problems, such as school transportation, drainage problems and beautification; to provide and maintain such services, facilities and improvements as are deemed necessary by the members through their directors; to provide and promote recreational facilities for the enjoyment of members; to prescribe rules and regulations and to provide for the enforcement thereof for the use and enjoyment of all of the Association members; to preserve and enhance the natural beauty of the area; and to take such other or further actions as are authorized by law and necessary for purposes of advancing the interests of the Association and its membership.

ARTICLE III. MEMBERSHIP IN ASSOCIATION

3.1 Membership. Every person or entity who is the record owner of a fee or undivided fee interest in any lot subject to the Declaration of Covenants, Conditions, and Restrictions for River Glen Phase One (the "Declaration") shall be a member of the Association.

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3.2 Voting Classes. There shall be two (2) classes of membership ("Members").

(a) "Class A Members" shall be all persons owning, in fee simple, a lot or lots in River Glen, or an undivided interest in the fee of a lot or lots. In cases of divided fee ownership, Members shall be entitled to only one vote for each lot owned. The votes of corporate owners may be cast by their duly authorized representatives. Admission to the corporation shall be by acquisition of lot owned.

(b) "Class B Member" shall be the Declarant. The Class B Member shall be entitled to three (3) times the total number of votes of the Class A Members plus one (1) unless and until ninety (90%) percent of the Lots, as defined in the Declaration are sold and/or control of the Association is turned over to the lot owners in the manner prescribed therein. The initial Board of Directors shall be elected by the subscribers hereof and thereafter until such time as control of the Association is turned over in the manner prescribed in the Declaration, the Board of Directors shall be elected by Declarant.

3.3 Termination of Class B Membership. The Class B Membership shall cease and terminate on the happening of any of the following events, whichever occurs first:

(i) Ninety (90) days after the conveyance by Declarant of ninety percent (90%) of all of the Lots intended to be governed by this Declaration and a part of River Glen Phase One; or

(ii) The date exactly nine (9) years after the conveyance of the first Lot; or

(iii) At the election of Declarant to convert to Class A Membership (whereupon the Class A Members shall be obligated to elect the Board and assume control of the Association).

3.4 Transfer of Voting Rights. In the event of transfer of fee ownership of lot or lots in River Glen Phase One, whether voluntary, involuntary, or by operation of law, the membership appurtenant to such lot or lots shall likewise be transferred; provided however, the transfer of membership shall not be effective until such transfer is recorded in the membership record to be maintained by the Association for such purpose; and the Association may, without liability, honor the vote or other act of the previous Member until notice in writing, upon satisfactory proof, is made to it of such transfer.

ARTICLE IV. TERM OF EXISTENCE

4.1 Perpetual Existence. The corporation shall be of perpetual existence.

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4.2 Dissolution. The Association may be dissolved upon the affirmative vote of not less than two-thirds (2/3) of the total outstanding member votes of the Association. 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 or to any non-profit corporation, association, trust or other organization to be used for purposes similar to those for which this Association was created.

ARTICLE V. OFFICERS AND DIRECTORS

5.1 Election of Officers. The affairs of this corporation shall be managed and conducted by a President, one or more Vice Presidents, a Secretary and a Treasurer, and such other officers as may be prescribed and fixed by the Board of Directors.

5.2 Board of Directors. The Board shall consist of not less than three (3) nor more than nine (9) directors, the exact number to be fixed from time to time by the Bylaws of the corporation. The Board of Directors of this corporation shall be elected as may be provided in the Bylaws by the voting members of the corporation at the annual meeting of the members of the corporation to be held at River Glen Phase One, Nassau County, Florida, on the first Tuesday of each year at an hour fixed by the Bylaws, and said Board, at its annual meeting to be held immediately following the adjournment of the annual meeting of the corporation, shall thereupon elect the officers of the corporation. The date, time and place for holding the annual meetings of both the members and directors may be changed by the Bylaws from time to time. Special meetings may be called in accordance with the provisions of the Bylaws. The affairs of this corporation shall be managed initially by the following officers:

<u>Name</u>	<u>Address</u>
Tim G. Shea President	2251 St Johns Bluff Road South Jacksonville FL 3224
John W. Shea Vice President	2407 Mayport Road Atlantic Beach, FL 32233
Stephanie A. Stubbs Secretary	2407 Mayport Road Atlantic Beach, FL 32233

and a Board of Directors consisting of the above named officers, until the first annual meeting of membership and directors and until their successors are elected and qualified.

ARTICLE VII. REGISTERED AGENT

The Registered Agent for service of process for the corporation shall be John W. Shea whose address is 2251 St Johns Bluff Road South Jacksonville, FL 32246.

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ARTICLE VIII. ASSESSMENTS

The Board of Directors shall have the power to levy an assessment upon the several lots within River Glen Phase One to secure funds to conduct the business of the Association and to accomplish its purposes. The word "lot" or "lots" when used throughout these Articles of Incorporation means lot or lots according to plats as may be filed in the Official Records of Nassau County, Florida, platting lands of River Glen, LLC within River Glen Phase One. All unpaid assessments levied by the Board of Directors shall be and remain, until paid a lien upon and against the lot or lots, provided such lien shall not be effective against any person, firm or corporation contracting, purchasing, extending credit upon or otherwise dealing with the lot, unless and until notice of such lien is recorded by the Association in the public records of Nassau County, Florida, and the cost of recording shall be added to the lien. No membership may be transferred on the records of the Association until unpaid assessments on the lot or lots for which liens shall have been so recorded have been paid.

ARTICLE IX. AMENDMENTS

9.1 Amendment to Articles. The Association shall have the right to amend these Articles at any time upon the affirmative vote (in person or by proxy) or written consent or any combination thereof, of Owners holding not less than two-thirds (2/3) of the total votes of those present at a duly called meeting of the Membership. Amendments may be proposed by resolution approved by a majority of the Board of Directors; provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of the members, without approval in writing by all members and the joinder of all record owners of mortgages upon the Lots. No amendment shall be made that is in conflict with Florida law or the Declaration unless the latter is amended to conform to the same.

9.2 Amendment to Bylaws. The Bylaws of the corporation are to be made, altered or rescinded by the Board of Directors of the corporation. The Bylaws of the corporation may be adopted by the Board of Directors at a meeting to be called for that purpose by the President or Vice-President or at the first annual meeting of the Board of Directors. Such Bylaws may be altered or rescinded at an annual meeting of the Board of Directors without notice, or at any regular or special meeting called for that purpose after one week's notice, such notice to state the time, place and object of such meeting. Any alteration or rescission of the Bylaws shall be made in the manner set forth in the Bylaws or the Declaration.

IN TESTIMONY of the intention and good faith to carry out the objects and purposes of the foregoing Articles of Incorporation, the undersigned, being the incorporator does subscribe his name, this 1 day of September, 2007.

INCORPORATOR:



Timothy G. Shea

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CONSENT OF REGISTERED AGENT

Having been named as Registered Agent for the Association at the office designated in the foregoing Articles, I am familiar with the duties and obligations of Registered Agent and I hereby agree to act in this capacity and to comply with all statutes relative to the proper and complete performance of my duties.

REGISTERED AGENT:



John W. Shea

Address:
2407 Mayport Road
Atlantic Beach, Florida 32233