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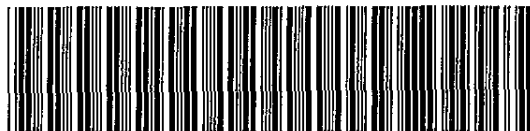
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

05 MAY 13 PM 2:23

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DEPT. OF REVENUE  
TALLAHASSEE, FLORIDA

05 MAY 13 AM 10:05

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5/16 ✓

CORPDIRECT AGENTS, INC. (formerly CCRS)  
103 N. MERIDIAN STREET, LOWER LEVEL  
TALLAHASSEE, FL 32301  
222-1173

**FILING COVER SHEET**  
**ACCT. #FCA-14**

**CONTACT:** TRICIA TADLOCK

**DATE:** 05-13-05

**REF. #:** 000672.38033

**CORP. NAME:** VILLARIVA MASTER ASSOCIATION, INC.

- |   |  |
|---|--|
| <input checked="" type="checkbox"/> (XX) ARTICLES OF INCORPORATION (NOT-FOR-PROFIT) | <input type="checkbox"/> ( ) ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ( ) ANNUAL REPORT  | <input type="checkbox"/> ( ) TRADEMARK/SERVICE MARK  |
| <input type="checkbox"/> ( ) FOREIGN QUALIFICATION                                  | <input type="checkbox"/> ( ) FICTITIOUS NAME         |
| <input type="checkbox"/> ( ) REINSTATEMENT  | <input type="checkbox"/> ( ) LIMITED PARTNERSHIP     |
| <input type="checkbox"/> ( ) CERTIFICATE OF CANCELLATION                            | <input type="checkbox"/> ( ) LIMITED LIABILITY       |
| <input type="checkbox"/> ( ) OTHER:   | <input type="checkbox"/> ( ) MERGER                  |
|   | <input type="checkbox"/> ( ) WITHDRAWAL              |

STATE FEES PREPAID WITH CHECK# 512635 FOR \$ 87.50.

**AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:**

\_\_\_\_\_ **COST LIMIT: \$** \_\_\_\_\_

**PLEASE RETURN:**

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| <input checked="" type="checkbox"/> (XX) CERTIFIED COPY        | <input type="checkbox"/> ( ) CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> ( ) PLAIN STAMPED COPY |
| <input checked="" type="checkbox"/> (XX) CERTIFICATE OF STATUS |   |   |

Examiner's Initials

**ARTICLES OF INCORPORATION  
OF  
VILLARIVA MASTER ASSOCIATION, INC.  
(A Corporation, Not-for-Profit)**

FILED  
05 MAY 13 PM 2:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In order to form a corporation under the provisions of Chapter 617 of laws of the State of Florida for a formation of a corporation, not-for-profit, I, the undersigned, hereby create a corporation for the purpose and with the powers herein mentioned.

**ARTICLE I  
NAME AND ADDRESS**

The name of the corporation, herein called the "Association," is VillaRiva Master Association, Inc., and its address is 5000 Sawgrass Village Circle, Suite One, Ponte Vedra Beach, Florida 32082.

**ARTICLE II**

All terms used herein which are defined in that certain Master Declaration of Covenants, Conditions and Restrictions for VillaRiva (the "Declaration"), as it may be amended from time to time, shall have the same meaning herein as therein.

**ARTICLE III  
PURPOSE AND POWERS**

3.1 Purpose. The purpose for which the Association is organized is to provide an entity to administer, manage and operate The Villas at VillaRiva, a residential neighborhood located in Duval County, Florida (the "Community").

3.2 Powers. The Association is organized and shall exist upon a non-stock basis as a non-profit corporation under the laws of the State of Florida, and no portion of any earnings of the Association shall be distributed or inure to the private benefit of any member, director or officer of the Association. For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of a corporation, not-for-profit under the laws of the State of Florida, except as limited or modified by these Articles, the Declaration, or the By-Laws of this Association, or any other restrictions of the Community, and it shall have all the powers and duties reasonably necessary to operate the Association pursuant to the Declaration as it may hereafter be amended, including, but not limited to, the following:

- A. To own and convey property;
- B. To levy and collect assessments against Members of the Association to defray the costs, expenses and losses of the Association, and to use the proceeds of assessments in the exercise of its powers and duties. Notwithstanding anything in these Articles of Incorporation, the Bylaws or the Declaration to the contrary, commencing the first calendar year after the Association has operated and maintained the Common Areas (as defined in the Declaration) for one (1) full calendar year, and for every calendar year thereafter, the Monthly

Assessment (as defined in the Declaration) for the ensuing calendar year shall not be increased by more than fifteen percent (15%) over the prior year's Monthly Assessment unless an increase of more than fifteen percent (15%) is approved by a majority vote of the Members of the Association;

C. To own, lease, maintain, repair, replace, add to or operate the Common Areas, including without limitation, the pool, the pool deck, seawall, pedestrian dock and gazebo, entry medians, shared parking areas, gated front entrance and perimeter wall, and street lighting;

D. To purchase insurance upon the Common Areas for the protection of the Association and its members;

E. To reconstruct improvements after casualty and to make further capital improvements or additions to the Community;

F. To make, amend and enforce reasonable rules and regulations governing the use of the Common Areas and the operation of the Association;

G. To sue and be sued, and to enforce the provisions of the Declaration, these Articles and the By-Laws of the Association;

H. To contract for the operation and maintenance of the Common Areas or Surface Water Management System and Stormwater Management System to delegate any powers and duties of the Association in connection therewith, except such as specifically required by the Declaration to be exercised by the Board of Directors or the membership of the Association;

I. To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operations of the Association;

J. To employ security personnel for the Community;

K. To borrow or raise money for any purposes of the Association, without limit as to amount; to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or non-negotiable instruments and evidences of indebtedness; and to secure the payment of any thereof, and of the interest thereon, by mortgage, pledge, conveyance or assignment in trust, of the whole or any part of the rights or property of the Association;

L. To hold funds and the title to all property acquired by the Association for the benefit of the Members in accordance with the provisions of the Declaration, these Articles of Incorporation, and the By-Laws;

M. To operate and maintain the Surface Water Management System and Stormwater Management System, including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, flood plain compensation areas, wetlands and any associated buffer areas, and wetland mitigation areas. Moreover, the Association shall

operate, maintain, and manage the Surface Water Management System and Stormwater Management System in a manner consistent with the District permit requirements and applicable District rules and regulations, and the terms and conditions of the Declaration (including enforcement provisions) which relate to the Surface Water Management System and Stormwater Management System. Additionally, the Association shall levy and collect adequate assessments against Members for the cost of maintenance and operation of the Surface Water Management System and Stormwater Management System;

N. To require all Owners to be Members of the Association;

O. To take any other action necessary for the purposes for which the Association is organized; and

P. To collect any assessments and fees from Members of the Association.

#### ARTICLE IV

##### MEMBERSHIP

4.1 Qualification. The Members of the Association shall consist of all Owners of Villa Units and Condominium Units located in the Community.

4.2 Change of Membership. Change of membership shall be established by recording in the Public Records of Duval County, Florida, a deed or other instrument transferring title to a Villa Unit or a Condominium Unit, as applicable, and by the delivery to the Association of a copy of such instrument.

4.3 Assignment of Membership Rights. The share of a Member in the funds and assets of the Association cannot be assigned or transferred in any manner, except as an appurtenance to his fee simple interest in the real property subject to the Declaration.

4.4 Voting. The Members shall be entitled to the number of votes in Association matters as set forth in the Declaration and By-Laws. The manner of exercising voting rights shall be as set forth in the Declaration and By-Laws.

#### ARTICLE V

##### TERM

5.1 Term. The term of the Association shall be perpetual.

5.2 Dissolution. In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the Surface Water Management System and Stormwater Management System 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 District prior to such termination, dissolution or liquidation.

## ARTICLE VI

### BY-LAWS

6.1 Adoption by Board. The By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended, or rescinded in the manner provided therein.

## ARTICLE VII

### AMENDMENTS

7.1 Procedure. Amendments to these Articles shall be proposed and adopted in the following manner:

A. Amendments to these Articles may be proposed either by a majority of the whole Board or by a petition signed by Members representing at least fifty percent (50%) of the voting interests of the Association. Once so proposed, the amendments shall be submitted to a vote no later than the next annual meeting for which proper notice can be given.

B. These Articles of Incorporation may be amended by the consent of a majority of the Villa Unit Owners and the President of the Condominium Association (after the President obtains at least 2/3rds of the total votes of the Condominium Unit Owners) at a special or annual meeting at which a quorum has been established. Notice of any proposed amendment must be given to the Members, and the notice must contain the text of the proposed amendment.

C. Any proposed amendment to these Articles, which would affect the Surface Water Management System and Stormwater Management System (including environmental conservation areas and the water management portions of the Common Areas), must be submitted to the District or its successors for a determination of whether the amendment necessitates a modification of the surface water management permit.

D. An amendment shall become effective upon filing with the Secretary of State and recording a certified copy in the Public Records of Duval County, Florida.

## ARTICLE VIII

### DIRECTORS AND OFFICERS

8.1 Initial Board. The names and addresses of the initial Board of Directors are:

Bryan L. Weber	5000 Sawgrass Village Circle, Suite One Ponte Vedra Beach, Florida 32082
David Lester	5000 Sawgrass Village Circle, Suite One Ponte Vedra Beach, Florida 32082
Heather Wilson	5000 Sawgrass Village Circle, Suite One Ponte Vedra Beach, Florida 32082

8.2 Election by Members. All Directors shall be elected by the Members in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

8.3 Number of Directors. The affairs of the Association will be administered by a Board of Directors consisting of the number of Directors determined by the By-Laws, but not less than three (3) Directors, and in the absence of such determination, shall consist of three (3) Directors.

8.4 Election of Officers. The business of the Association shall be conducted by the Officers of the Association. The Officers shall be elected by the Board of Directors at its first meeting following the initial organizational meeting and then the annual meeting of the Members of the Association thereafter and shall serve at the pleasure of the Board.

## ARTICLE IX INDEMNIFICATION

9.1 Indemnification of Director or Officer. To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every director and officer of the Association against all expenses and liabilities, including attorneys' fees, actually and reasonably incurred by or imposed on him or her in connection with any legal proceeding (or settlement or appeal of such proceedings) to which he or she may be a party because of his or her being or having been a Director or Officer of the Association. The foregoing right of indemnification shall not be available if a judgment or other final adjudication establishes that his or her actions or omissions to act were material to the cause adjudicated and involved:

A. Willful misconduct or a conscious disregard for the best interest of the Association to procure a judgment in its favor.

B. A violation of criminal law, unless the director or officer had no reasonable cause to believe his or her action was unlawful or had reasonable cause to believe his action was lawful.

C. A transaction from which the Director or Officer derived an improper personal benefit.

9.2 Approval of Settlement. In the event of a settlement or any dispute with respect to any indemnification, the right to indemnification shall not apply unless the Board of Directors approves such settlement or disposes of any such dispute as being in the best interest of the Association. The foregoing rights of indemnification shall be in addition to and not exclusive of all rights to which a Director or Officer may otherwise be entitled at law and/or in equity.

## ARTICLE X PRINCIPAL OFFICE

10.1 Address. The principal office of the Association shall be located at 5000 Sawgrass Village Circle, Suite One, Ponte Vedra Beach, Florida 32082. The Association may

maintain offices and transact business in other such places within or without the State of Florida as may from time to time be designated by the Board of Directors. The Board of Directors may from time to time relocate the aforesaid principal office.

ARTICLE XI  
SUBSCRIBER

11.1 Name. The name and address of the subscriber to these Articles of Incorporation is as follows:

Thomas M. Little, Esq.

11.2 Address. The address of the subscriber to these Articles of Incorporation is as follows:

100 North Tampa Street, Suite 2700  
Tampa, Florida 33602

ARTICLE XII  
REGISTERED AGENT

The initial registered agent of the Association is THOMAS M. LITTLE, and the street address of the initial registered office of the Association is 100 North Tampa Street, Suite 2700, Tampa, Florida 33602. This corporation shall have the right to change such registered agent and office from time to time as provided by law.

ARTICLE XIII  
DISSOLUTION

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 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.

IN WITNESS WHEREOF, the subscriber has hereunto set his hand and seal this 12th day of May, 2005.

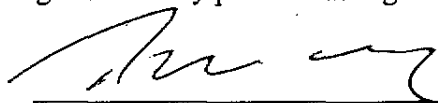
**SUBSCRIBER:**

  
\_\_\_\_\_  
THOMAS M. LITTLE



**ACCEPTANCE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

I, the undersigned person, having been named as Registered Agent and to accept service of process for the above-stated corporation at the place designated in this statement, hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
\_\_\_\_\_  
Thomas M. Little, Registered Agent

**FILED**  
05 MAY 13 PM 2:23  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA