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FLORIDA NON-PROFIT CORPORATION

Villages of Woodbridge Master Association, Inc.

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**ARTICLES OF INCORPORATION
OF
VILLAGES OF WOODBRIDGE MASTER ASSOCIATION, INC.**

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned, being a resident of the State of Florida and of full age, hereby forms a corporation not for profit in accordance with the laws of the State of Florida, and certifies as follows:

ARTICLE I - NAME

The name of this corporation is VILLAGES OF WOODBRIDGE MASTER ASSOCIATION, INC. (the "Association").

ARTICLE II - PRINCIPAL OFFICE

The initial principal office of this Association shall be located at 2575 County Road 200, Suite 107, Middleburg, FL 32068, which office may be changed from time to time by action of the Board of Directors.

ARTICLE III - REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent and office of the Association shall be Daniel I. McCranie at 86002 Christian Way, Yulee, FL 32087.

ARTICLE IV - PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to its members. The specific purposes for which it is formed are to promote the health, safety, and general welfare of the residents within that certain real property described in that certain MASTER DECLARATION FOR VILLAGES OF WOODBRIDGE (the "Declaration"), to be recorded among the Public Records of Nassau County, Florida, and any amendments or modifications thereof (the "Declaration") relating to the Properties (as defined in the Declaration) and any additions thereto as may hereafter be brought within the jurisdiction of the Association. The purposes of this Association shall include, without limitation of the maintenance of the Common Area within the Properties, and carrying out, enforcing and otherwise fulfilling its rights and responsibilities under and pursuant to the Declaration. For the foregoing purposes, this Association is empowered to:

(1) exercise all of the powers and privileges, and to perform all of the duties and obligations of the Association as set forth in the Declaration as the same may be amended from time to time as therein provided;

(2) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration, and to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of this Association, including all license fees, taxes, or governmental charges levied or imposed against the real or personal property of this Association,

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(3) acquire, either by gift, purchase or otherwise, and to own, hold, improve, build upon, operate, maintain, convey, sell, lease or transfer, or otherwise dispose of real or personal property, or interests therein, in connection with the affairs of this Association;

(4) borrow money, and upon the approval of (i) a majority of the Board of Directors; and (ii) sixty-six and two-thirds percent (66 2/3%) of the Voting Interests (in person or by proxy) at a duly noticed meeting of the members in which there is a quorum present, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred, including without limitation, the right to collateralize any such indebtedness with the Association's assessment collection rights;

(5) dedicate, sell, or transfer all or any part of this Association's property for such purposes and subject to 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 sixty-six and two-thirds percent (66 2/3%) of the Voting Interests, agreeing to such dedication, sale or transfer;

(6) grant easements as to the Common Area to public and private utility companies, and to public bodies or governmental agencies or other entities or persons, without cost or charge, where convenient, desirable or necessary in connection with the development of the Properties, and the providing of utility and other services thereto;

(7) participate in mergers and consolidations with other non-profit corporations organized for similar purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have been approved by (i) a majority of the Board of Directors; and (ii) sixty-six and two-thirds percent (66 2/3%) of the Voting Interests (in person or by proxy) at a duly noticed meeting of the members in which there is a quorum present;

(8) adopt, alter, amend, and rescind reasonable rules and regulations from time to time, which rules and regulations shall be consistent with the rights and duties established by the Declaration and with the provisions of these Articles of Incorporation;

(9) contract for the maintenance and management of the Common Area, including but not limited to, any Surface Water Management System ("SWMS"), and to authorize a management agent to assist the Association in carrying out its powers and duties under the Declaration;

(10) operate and maintain the SWMS, including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, floodplain compensation areas, wetlands and any associated buffer areas, and wetland mitigation areas;

(11) sue or be sued;

(12) to adopt such annual budgets as are necessary to carry out the provisions of the Declaration; and

(13) have and exercise any and all powers, rights, and privileges which a corporation organized under Chapter 817 or Chapter 720, Florida Statutes by law may now or hereafter have or exercise.

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ARTICLE V- MEMBERSHIP AND VOTING RIGHTS

A. This Association shall be a membership corporation, without certificates of shares of stock.

B. Qualification for, and admission to, membership in the Association shall be regulated by the Declaration and the Bylaws of the Association.

C. The share of an Owner or a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance of such Owner's or member's Residential Dwelling.

ARTICLE VI - BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of Directors, which prior to Turnover (as defined in the Declaration), shall consist of three (3) directors, and thereafter shall consist of five (5) directors. Directors shall be members of the Association; provided, however, that prior to Turnover, Directors need not be members of the Association. The names and addresses of the persons, who are to act in the capacity of directors until their successors are elected and qualified, unless they sooner shall die, resign or be removed, are:

- | | |
|----------------------|---|
| Daniel McCranie | 86002 Christian Way
Yulee, FL 32097 |
| Shepherd E. Colledge | 2575 County Road 200, Suite 107
Middleburg, FL 32068 |
| Regina Norris | 505 Plaza Circle, Suite 206
Orange Park, Florida 32073 |

The initial Board of Directors herein designated shall serve until Turnover and until the Turnover meeting thereafter. Directors elected at the Turnover meeting shall serve on the Board as set forth in the Bylaws.

ARTICLE VII - OFFICERS

The Association shall be administered by a president, vice president, secretary and treasurer, and such other officers as may be designated in the Bylaws, and shall be elected at the time and in the manner prescribed in the Bylaws. Officers need not be members of the Association. The names and addresses of the initial officers who shall serve until their successors are designated by the Board of Directors are as follows:

- | | | |
|-----------------|----------------------|--|
| President: | Daniel McCranie | 86002 Christian Way
Yulee, FL 32097 |
| Vice President: | Shepherd E. Colledge | 2575 County Road 200
Suite 107 |

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Middleburg, FL 32068

Secretary/
Treasurer:

Regina Norris

505 Plaza Circle, Suite 206
Orange Park, Florida 32073

ARTICLE VIII - SUBSCRIBER

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

<u>NAME</u>	<u>ADDRESS</u>
Christian F. O'Ryan	2701 North Rocky Point Drive Suite 900 Tampa, Florida 33607

ARTICLE IX - DISSOLUTION

The Association will exist in perpetuity. However, this Association may be dissolved with the assent given in writing and signed by members entitled to cast not less than sixty-six and two-thirds (66 2/3%) percent of the Voting Interests. Upon dissolution of this Association, other than incident to a merger or consolidation, the assets of this Association, including but not limited to any SWMS, 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, but in no event shall such assets inure to the benefit of any member or other private individual.

ARTICLE X - BYLAWS

The Bylaws of this Association shall be initially adopted by the Board of Directors. Thereafter, the Bylaws may be amended, altered or rescinded in the manner provided by the Bylaws.

ARTICLE XI - AMENDMENT OF ARTICLES

These Articles of Incorporation may be amended, from time to time, as follows:

(1) General Restrictions on Amendments. Notwithstanding anything herein to the contrary, so long as the Developer, Builders or its and their assigns, shall own any Parcel no amendment shall diminish, discontinue or in any way adversely affect the rights of the Developer, Builders or its and their assigns. Prior to Turnover, no amendment shall be valid unless approved by the Developer and Builders, as evidenced by their written joinder. Any amendment to this Declaration which would affect any SWMS located within the Properties shall have the prior approval of St. Johns River Water Management District, but such approval need not be recorded. To the extent that any provision of the Declaration, Articles of Incorporation or Bylaws is included in satisfaction of any condition of approval of the PUD Ordinance, such provision shall not be changed, amended, modified or otherwise deleted or

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eliminated without the prior written consent of the Nassau County. No amendment shall be effective unless it is recorded in the Nassau County Public Records.

(2) Amendments Prior to Turnover. Prior to Turnover, this Declaration may be amended by a majority vote (51%) of the total Voting Interests (in person or by proxy) at a duly noticed meeting of the members in which a quorum is present.

(3) Amendments From and After Turnover. From and after Turnover, but subject to the general restrictions on amendments set forth above, these Articles may be amended with the approval of (i) a majority of the Board; and (ii) seventy-five percent (75%) of the votes present (in person or by proxy) at a duly called meeting of the Members in which there is a quorum.


ARTICLE XII - INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association to the fullest extent of the law against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed on him in connection with any proceeding or 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, whether or not he is a director or officer at the time such expenses are incurred. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE XIII - INTERPRETATION

Express reference is hereby made to the terms, provisions, definitions, and rules of interpretation contained in the Declaration where necessary to interpret, construe, and clarify the provisions of these Articles. In subscribing and filing these Articles, it is the intent of the undersigned that the provisions hereof be consistent with the provisions of the Declaration and, to the extent not prohibited by law, that the provisions of these Articles and of the Declaration be interpreted, construed, and applied so as to avoid inconsistencies or conflicting results. Any capitalized term used herein but not defined shall have the meaning as defined in the Declaration.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the subscriber of this Association, has executed these Articles of Incorporation this 20th day of October, 2005.



Christian F. O'Ryan
Subscriber

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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for VILLAGES OF WOODBRIDGE MASTER ASSOCIATION, INC., at the place designated in these Articles of Incorporation, the undersigned hereby accepts to act in this capacity, and agrees to comply with the provisions of the laws of the State of Florida relative to keeping such open office.

Dated this 20 day of October, 2005.



Daniel I. McCranie
Registered Agent

Registered Office:

88002 Christian Way
Yulee, FL 32097

Principal Corporation Office:

2575 County Road 200, Suite 107
Middleburg, FL 32068

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