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LEAGUE & JESPERSON, P.A.

3955 Riverside Avenue, Suite 100
Jacksonville, FL 32205
(904) 981-2709
(904) 425-4989 fax
www.ljlaw.net

Barbara Jane League
(904) 425-4703
bjl@ljlaw.net

October 5, 2005

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

RE: The Enclave at Hoyt Terrace Homeowners Association, Inc.
Articles of Incorporation

Dear Sir or Madam:

Enclosed please find the following:

1. One original and one copy of the Articles of Incorporation for The Enclave at Hoyt Terrace Homeowners Association, Inc.
2. A check in the amount of \$78.75.

Please return a certified copy of the Articles of Incorporation to the address above. If you have any questions please call me at (904) 981-2709 x2.

Sincerely yours,



Barbara Jane League

Enclosures



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

October 12, 2005

LEAGUE & JESPERSON, P.A.
3955 RIVERSIDE AVE.
SUITE 100
JACKSONVILLE, FL 32205

SUBJECT: THE ENCLAVE AT HOYT TERRACE HOMEOWNERS
ASSOCIATION, INC.
Ref. Number: W05000046838

We have received your document for THE ENCLAVE AT HOYT TERRACE HOMEOWNERS ASSOCIATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

An effective date may be added to the Articles of Incorporation if a 2006 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

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) 245-6840.

Bruce W Kitchens
Document Specialist
New Filings Section

Letter Number: 805A00062136

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF
THE ENCLAVE AT HOYT TERRACE HOMEOWNERS ASSOCIATION, INC.**

The undersigned, acting as incorporator of a corporation under the Florida Non-Profit Corporation Act, does hereby adopt the following Articles of Incorporation for such corporation:

**ARTICLE 1.
NAME**

The name of the corporation is The Enclave at Hoyt Terrace Homeowners Association, Inc., hereinafter called the "Association."

**ARTICLE 2.
PRINCIPAL OFFICE AND ADDRESS**

The principal office and address and the mailing address for this Corporation is 8730 Georgia Avenue, Room 500, Silver Spring, MD 20910-3604.

**ARTICLE 3.
TYPE OF CORPORATION**

The Association is a non-profit corporation and has no capital stock.

**ARTICLE 4.
DURATION**

This term of existence of the Corporation is perpetual; and the corporate existence will commence on the filing of these articles by the Department of State.

**ARTICLE 5.
PURPOSE AND POWERS**

The Association does not contemplate pecuniary gain or profit to its members, and the purposes for which it is formed are to provide for maintenance and preservation of the residence lots, business lots and common areas within that certain real property described in that certain Declaration of Protective Covenants, Conditions, Restrictions and Easements for The Enclave at Hoyt Terrace, a subdivision in Jacksonville, Duval County, Florida (hereinafter called "said Declaration"), and such additional properties as may be added thereto from time to time by annexation or otherwise; and to promote the health, safety and welfare of the residents and property owners within such properties and for these purposes the Association shall have the following powers:

(a) To 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 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;

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TALLAHASSEE, FLORIDA

(b) To fix, levy and collect (enforcing payment by any lawful means) all charges and assessments pursuant to the terms of said 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 for example, but not by way of limitation, all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) To purchase, receive, lease or otherwise own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property or to dedicate, sell or transfer all or any part of such real or personal property to a public agency for utilities or other purposes in accordance with applicable laws, rules and regulations in connection with the affairs of the Association.

(d) To borrow money, and with the assent of two-thirds (2/3) of Class A and Class B (if any) members to mortgage or pledge any or all of its real or personal property as security for money borrowed or debts incurred.

(e) To engage the services of agents, independent contractors or employees to manage, operate or perform all or any part of this affairs and business of the Association; and

(f) To have and exercise any and all powers, rights and privileges which a corporation organized under the Texas Non-Profit Corporation Act may now or hereafter have or exercise, and to do and perform any and all lawful things and acts which in its discretion are necessary or desirable in carrying out any or all of the purposes for which the Association is formed, and pay the costs and/or expenses in connection therewith.

Further, the Association shall have and exercise any and all powers, rights and privileges which may now and hereafter have or exercise.

ARTICLE 6. MEMBERSHIP

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 assessment by the Association, including contract sellers, shall be a member of the Association, the foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. No owner shall have more than one membership. Membership shall be appurtenant to and may not be separate from ownership of any lot which is subject to assessment by the Association. Ownership of such lot shall be the sole qualification of membership.

The Bylaws of the Association may provide for suspension of membership for failure to pay assessments and for violation of the Rules and Regulations established by the Board of Directors.

ARTICLE 7. VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A members shall be Owners (as defined in the Declaration) with the exception of Declarant. Class A members shall be entitled to one (1) vote for each lot in which they hold the interest required for membership in Article 5 above. When more than one person holds such interest in any lot, all such persons shall be members. The vote for such lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any lot.

Class B. Class B member(s) shall be the Declarant (as defined in the Declaration), and shall be entitled to three (3) votes for each lot owned by Declarant in The Enclave at Hoyt Terrace. The Class B membership shall cease and be converted to Class A membership on the happening of any of the following events:

- i) When all of the Lots in the final phase of development of The Enclave at Hoyt Terrace have been sold or conveyed to Owners other than a successor Declarant; or
- ii) At such earlier time as Declarant may elect in writing to terminate Class B membership.

ARTICLE 8. REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation shall be located at League & Jesperson, P.A., 3955 Riverside Avenue, Suite 100, Jacksonville, Florida 32205. The initial registered agent of the Corporation at that address shall be Barbara Jane League.

ARTICLE 9. BOARD OF DIRECTORS

The affairs of the Association shall be managed by a board of three (3) directors, who does not need to be a member of the Association. The number of directors may be changed by amendment of the Bylaws of the Association.

ARTICLE 10. MERGERS AND CONSOLIDATIONS

To the extent permitted by law, the Association may participate in mergers and consolidations with other non-profit corporations organized for the same purpose, provided that any such merger or consolidation shall have the assent of two-thirds (2/3) of each class of voting membership; all subject, however, to the relevant provisions of said Declaration.

ARTICLE 11. AUTHORITY TO MORTGAGE

After same has been conveyed to the Association, any mortgage by the Association of the common areas defined in said Declaration shall have the assent of two-thirds (2/3) the members of each class of membership.

ARTICLE 12.
AUTHORITY TO DEDICATE

The Association shall have power to dedicate, sell or transfer all or any part of the common area (after same has been conveyed to it) to any public agency, authority, or utility for such purpose and subject to such conditions as may be agreed to by the members. No such dedication or transfer may be effective unless an instrument has been signed by two-thirds (2/3) of the members of each class of membership entitled to vote.

ARTICLE 13.
DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the members of each class of membership entitled to vote. Upon dissolution of the Association, the assets both real and personal of the Association shall be dedicated to an appropriate public agency to be devoted to purposes as nearly as practicable to those which such property was required to be devoted by the Association. In the event 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 those purposes and uses that would most nearly reflect the purposes and uses for which such property was required to be devoted by the Association.

ARTICLE 14.
MEETINGS FOR ACTIONS GOVERNED BY
ARTICLES 9 THROUGH 13

In order to take action under Articles 9 through 13, there must be a duly held meeting. Written notice, setting forth the purpose of the meeting shall be given to all members of each class not less than thirty (30) days or more than fifty (50) days in advance of the meeting. The presence of members or of proxies entitled to cast two-thirds (2/3) of the votes of members of each class of membership shall constitute a quorum. If the required quorum is not forthcoming at any meeting, another meeting may be called, subject to the notice requirement set forth above, and the required quorum at such subsequent meeting shall be two-thirds (2/3) of the required quorum of the preceding meeting. The Association may call as many subsequent meetings as may be required to achieve a quorum (the quorum requirement being reduced for each such subsequent meeting in accordance with the terms and provisions of the immediately preceding sentence). No such meeting shall be held more than sixty (60) days following the preceding meeting. In the event that votes constituting the required quorum are not present in person or by proxy, members not present may give their written consent to the action taken thereat. No such meeting shall be held more than sixty (60) days following the preceding meeting. In the event that votes constituting the required quorum are not present in person or by proxy, members not present may give their written consent to the action taken thereat. The members in good standing present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members in good standing to leave less than a quorum.

**ARTICLE 15.
AMENDMENTS**

Amendments of these Articles shall require the assent of not less than three-quarters (3/4) of the votes of the entire membership, in the aggregate, of the Association.

**ARTICLE 16.
INCORPORATOR**

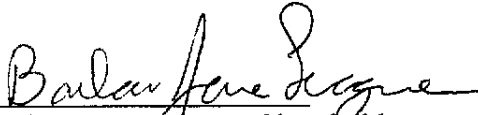
The name and address of the incorporator: Barbara Jane League, League & Jesperson, P.A. 3955 Riverside Avenue, Jacksonville, FL 32205.

IN WITNESS WHEREOF, I have hereunto set my hand this 5th day of October, 2005.


Barbara Jane League

Having been named as registered agent to accept service of process for The Enclave at Hoyt Terrace Homeowners Association, Inc., at the place designated in this document, I am hereby familiar with and accept the duties and responsibilities as registered agent.

League & Jesperson, P.A.


Barbara Jane League, Shareholder