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**FLORIDA NON-PROFIT CORPORATION**

**OakLeaf Village Center Commercial Association, Inc.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
FOR

**OakLeaf Village Center Commercial Association, Inc.**

**A FLORIDA NOT-FOR-PROFIT CORPORATION**

The undersigned subscriber to these Articles of Incorporation, a Florida Limited Liability company, hereby forms a not-for-profit corporation under the laws of the State of Florida.

**I. Name**

The name of the corporation is the OakLeaf Village Center Commercial Association, Inc., hereinafter referred to as the "Association." The street address of the Association is c/o Property Management Systems, Inc., 463499 State Road 200, Yulee, FL 32097, attention: Terrell Powell.

**II. Registered Agent**

The initial Registered Agent of the Association is Scott Stefan. The street address of the Registered Agent is Property Management Systems, Inc., 463499 State Road 200, Yulee, FL 32097.

**III. Purposes**

The Association is established to perform those duties and exercise the powers described in the Declaration of Charter, Easements, Covenants, and Restrictions for OakLeaf Village Center Commercial District, recorded or to be recorded in the public records of Clay County, Florida (together with all attachments and as it may be amended from time to time, the "Declaration").

The Association does not contemplate pecuniary gain or profit to its members.

To promote matters of common interest of the owners of separately conveyable parcels of real property ("Parcels") within the Property, as defined in the Declaration, the Association shall 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, which is hereby incorporated by reference. In addition, to the extent not in direct conflict with the Declaration, the Association shall have all other powers and privileges of a not-for-profit corporation of Chapter 617, Florida Statutes, for Not-for-Profit Corporations, as both may be amended from time to time.

Without limiting the generality of the foregoing, the Association shall have the right to own, mortgage and convey property; to operate and maintain the surface water management system facilities, 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; establish rules and regulations, assess members and enforce assessments; sue and be sued; contract for services to provide for operation and maintenance of the surface water management system facilities; and take any other action necessary for the purposes for which the Association is organized.

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#### IV. Membership

As further described in the Declaration, every person or entity who is a record owner of a Commercial Parcel within the Property shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Parcel. As further described in the Declaration, each Commercial Parcel shall be assigned an "Allocated Interest." The Association shall not manage any residential property.

#### V. Voting Rights

Voting rights are assigned in accordance with the provisions of the Declaration. However, until the occurrence of certain events as described in the Declaration, the developer of OakLeaf Village Center, defined in the Declaration as the "Founder," shall have the right to elect a majority of the members of the Board.

#### VI. Board of Directors

A Board of Directors shall manage the affairs of the Association. The Board of Directors shall be selected as provided in the Declaration and Bylaws. The members of the Board do not need to be members of the Association.

#### VII. Term of Existence

This corporation shall commence existence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The corporation shall have perpetual existence unless sooner dissolved in accordance with the provisions herein contained or in accordance with the laws of the State of Florida.

#### VIII. Dissolution

The Association may be dissolved by consent in writing by Members representing 90% of the Allocated Interests. The required percentage shall be reduced to 67 percent of the Allocated Interests, if the Association Property has been accepted for dedication or taken by eminent domain by the appropriate unit of local government (except that alleys or footpaths between two Parcels may be divided evenly between the adjacent Parcel Owners).

Upon dissolution, the control or right of access to the property containing the surface water management system facilities shall be conveyed or dedicated to an appropriate governmental unit or public utility and if not accepted, then the surface water management system facilities shall be conveyed to a non-profit corporation similar to the Association.

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### IX. Officers

Subject to the direction of the Board, the officers shall administer the affairs of this Association. Officers shall be designated and elected in accordance with the Declaration.

### X. Bylaws

The Bylaws of this Association, which are an exhibit to and part of the Declaration, shall be adopted by the first Board and recorded among the public records of Clay County, Florida. The Bylaws may be altered, amended, modified or repealed by (a) unanimous approval of the Directors, after notice to Members and opportunity for discussion, or (b) approval of a majority of the Members at a meeting at which a quorum was present, or (c) assent in writing of Members representing a majority of the voting interests. The President or Vice-President and secretary shall execute a certificate indicating compliance with the approval process. Any such modification shall be effective upon recording in the public records of Clay County.

### XI. Amendments

This Association reserves the right to amend or repeal any of the provisions contained in these Articles by an instrument executed by the president or vice-president of the Association, certifying approval in writing of members representing 67% of the Allocated Interests of the Association.

### XII. Supremacy

These Articles and the Bylaws are subject to the terms of the Declaration. In the event of a conflict between the Articles and Bylaws, the Articles shall govern.

### XIII. Indemnification

This Association shall indemnify and hold harmless any and all of its present or former directors, officers, employees or agents, to the full extent permitted by law. Said indemnification shall include but not be limited to the expenses, including the cost of any judgments, fines, settlements and counsel's fees actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative, and any appeal thereof, to which any such persons or his legal representative may be made a party or may be threatened to be made a party by reason of his being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not affect any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

### XIV. Incorporator

The incorporator of the corporation is OakLeaf Plantation, LLC, a Florida limited liability company whose address is 3020 Hartley Road, Suite 100, Jacksonville, FL 32257.

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IN WITNESS WHEREOF, the incorporator has caused these Articles of Incorporation to be executed this 18 day of November, 2005.

WITNESSES:

*Elmore C. Cox*  
print: ELMORE C. COX

*Jennifer Wilder*  
print: Jennifer Wilder

OAKLEAF PLANTATION, LLC,  
a Florida limited liability company

By: *Jennifer Wilder*  
print: J. Wilder  
its VP

STATE OF FLORIDA  
COUNTY OF Duval

The foregoing instrument was acknowledged before me this 18 day of November, 2005, by *Elmore C. Cox* V. Pres. of THE OAKLEAF PLANTATION, LLC, a Florida limited liability company, on behalf of the corporation. He is personally known to me or has produced a Florida driver's license as identification and did take an oath.

*Jennifer Wilder*  
Notary Public, State of Florida at Large  
Serial Number:

JENNIFER WILDER  
Notary Public, State of Florida  
My comm. exp. Apr. 10, 2009  
Comm. No. DD 416949

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Registered Agent Certificate**

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
\_\_\_\_\_  
Scott Stefan

Date: 11-17-05