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**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
KINGSLEY COVE HOMEOWNERS ASSOCIATION, INC.**

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**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
KINGSLEY COVE HOMEOWNERS ASSOCIATION, INC.**

Pursuant to Sections 617.1002(b) and 617.1007, Florida Statutes, this not-for-profit corporation adopts the following Amended and Restated Articles of Incorporation, which have been duly adopted by the Board of Directors and do not contain any amendments requiring member approval:

**ARTICLE I**

**NAME**

The name of the corporation is Kingsley Cove Homeowners Association, Inc., a Florida not-for-profit corporation ("Association").

**ARTICLE II**

**PRINCIPAL OFFICE**

The principal office of the Association is located at 1050 SE 6<sup>th</sup> Street, Lake Butler, Florida 32054. The principal mailing address of the Association is P.O. Box 311, Lake Butler, Florida 32054.

**ARTICLE III**

**REGISTERED AGENT AND ADDRESS**

Jon W. Pritchett, whose address is 1050 SE 6<sup>th</sup> Street, Lake Butler, FL 32054, is hereby appointed the initial registered agent of this Association.

**ARTICLE IV**

**PURPOSE AND POWERS OF THE ASSOCIATION**

This Association does not contemplate pecuniary gain or profit to the members thereof and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residence Lots and Common Areas within that certain tract of property described in that certain Declaration of Covenants, Conditions, Easements and Restrictions ("Declaration"), recorded or to be recorded in the public records of Clay County, Florida, and to promote the health and welfare of the residents within the above described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

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(a) exercise all of the powers and privileges and 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, said Declaration being incorporated herein as if set forth at length;

(b) operate, maintain, repair and manage the Surface Water or Stormwater Management System in a manner consistent with the requirements and applicable rules of the St. Johns River Water Management District Permit No. 42-019-117972-3 and as Modified by Permit No. 42-019-117972-4;

(c) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the 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 all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(d) acquire (by gift, purchase 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 in connection with the affairs of the Association;

(e) maintain Common Areas, Roadways, and Easement Areas and design, permit, construct, own, maintain and repair any facilities within or adjacent to the Common Areas;

(f) borrow money and, with the assent of ninety percent (90%) of each class of members, mortgage, pledge, deed in trust or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(g) dedicate, sell or transfer all or any part of the Common Area to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the members, provided that no such dedication or transfer shall be effective unless an instrument has been signed by ninety percent (90%) of each class of members agreeing to such dedication, sale or transfer;

(h) participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members;

(i) enforce the provisions of the Declaration, including without limitation, the provisions relating to the Surface Water or Stormwater Management System; and

(j) have and exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Florida by law may now or hereafter have or exercise.

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## ARTICLE V

### MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest to any Lot which is subject to the Declaration and to assessment by the Association 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. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

## ARTICLE VI

### VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A members shall be all owners, with the exception of Developer (as defined in the Declaration) and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. The Class B member shall be Developer (as defined in the Declaration) and shall be entitled to the total number of votes of all Class A members plus one. The Class B membership shall cease and be converted to Class A membership on the happening of any of the following events, whichever occurs earlier:

- (a) December 31, 2022;
- (b) Three (3) months after ninety percent (90%) of the Lots have been conveyed to members of the Association other than the Developer (and other than builders, contractors or other persons or entities who purchase a Lot for purposes of constructing improvements thereon to be offered for resale); or
- (c) Such earlier date as the Developer may choose to terminate the Class B membership upon notice to the Association.

## ARTICLE VII

### BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of three (3) directors who need not be members of the Association. The number of directors may be changed by amendment of the Bylaws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

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<u>Name</u>	<u>Address</u>
Jon W. Pritchett	P.O. Box 311 Lake Butler, FL 32054
Avery C. Roberts	P.O. Box 233 Lake Butler, FL 32054
John L. Shadd	P.O. Box 626 Lake Butler, FL 32054

At the first annual meeting following such time as Developer voluntarily relinquishes its right to vote as Developer in Association matters, the members shall elect one (1) director for a term of one (1) year, one (1) director for a term of two (2) years and one (1) director for a term of three (3) years and at each annual meeting thereafter the members shall elect one (1) director for a term of three (3) years.

#### **ARTICLE VIII**

##### **DISSOLUTION**

The Association may be dissolved with the assent given in writing and signed by not less than ninety percent (90%) of each class of members. 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 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.

#### **ARTICLE IX**

##### **RULES OF THE ST. JOHNS RIVER WATER MANAGEMENT DISTRICT**

In the event of termination, dissolution or final liquidation of this 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 40C42.027 F.A.C., and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

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ARTICLE X

DURATION

The corporation shall exist perpetually.

ARTICLE XI

AMENDMENTS

Amendment of these Articles shall require the assent to ninety percent (90%) of the entire membership.

IN WITNESS WHEREOF, the undersigned, constituting the incorporators of this Association have executed these Articles of Incorporation as of the 10<sup>th</sup> day of July, 2012.


KINGSLEY VENTURES DEVELOPMENT CO, LLC  
a Florida limited liability company, and successor by  
merger to Kingsley Beach, LLC, a Florida limited liability  
company

  
By: Jon W. Pritchett, Managing Member

STATE OF FLORIDA  
COUNTY OF UNION

The foregoing Articles of Incorporation were acknowledged before me this 10<sup>th</sup> day of July, 2012, by Jon W. Pritchett, Managing Member of Kingsley Ventures Development Co., LLC, and successor by merger to Kingsley Beach, LLC, a Florida limited liability company, as Incorporator.

DERRICK B. RUDD  
Notary Public, State of Florida  
My Comm. Expires June 20, 2016  
Commission No. EE 209821

  
(Print Name Derrick B Rudd)

NOTARY PUBLIC

State of Florida at Large

Commission # EE 209821

My Commission Expires: June 20, 2016

Personally known X

or Produced I.D. \_\_\_\_\_

[check one of the above]

Type of Identification Produced \_\_\_\_\_

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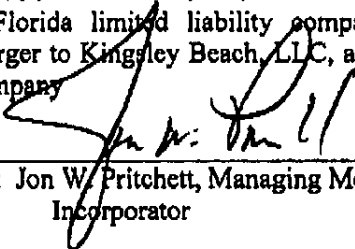
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**CERTIFICATE NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

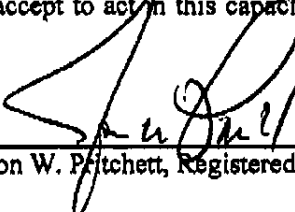
**KINGSLEY COVE HOMEOWNERS ASSOCIATION, INC.**, a not-for-profit corporation duly organized and existing under the laws of the State of Florida, with principal office, as indicated in the Articles of Incorporation at City of Lake Butler, County of Union, State of Florida, hereby names Jon W. Pritchett, located at, 1050 SE 6<sup>th</sup> Street, Lake Butler, Florida 32054, as its agent to accept service of process within this state.

**KINGSLEY VENTURES DEVELOPMENT CO, LLC**  
a Florida limited liability company, and successor by  
merger to Kingsley Beach, LLC, a Florida limited liability  
company

  
By: Jon W. Pritchett, Managing Member  
Incorporator

Date: July 10, 2012

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with provisions relative to said office.

  
Jon W. Pritchett, Registered Agent

Date: July 10, 2012

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