

06 FRI 10:45 AM
of Corporations

FAX NO.

N06000004465

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H06000107624 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850)205-0381

From: Account Name : HOLLAND & KNIGHT OF JACKSONVILLE
Account Number : 074323003114
Phone : (904)353-2000
Fax Number : (904)358-1872

FILED
06 APR 21 AM 11:38
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

FLORIDA PROFIT/NON PROFIT CORPORATION

Gate Parkway West Road Maintenance Association, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

Electronic Filing Menu

Corporate Filing Menu

Help

ARTICLES OF INCORPORATION
OF
GATE PARKWAY WEST ROAD MAINTENANCE ASSOCIATION, INC.

FILED
06 APR 21 AM 11:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned (hereinafter referred to as the "Incorporator") hereby files these Articles of Incorporation to form a corporation not-for-profit.

ARTICLE I

NAME OF ASSOCIATION

The name of the corporation is GATE PARKWAY WEST ROAD MAINTENANCE ASSOCIATION, INC., hereinafter referred to as the "Association." Its principal office shall be located 5210 Belfort Road, Suite 400, Jacksonville, Florida 32256, or at such other place as the Board of Directors may designate from time to time.

ARTICLE II

PURPOSE AND POWERS

A. The Association is established to serve the purposes herein described with respect to the properties more fully described in the Cost Share Declaration, dated December 19, 2003, recorded on January 13, 2004 in Official Records Book 11578, Page 519 of the public records of Duval County, as amended from time to time (hereinafter referred to as the "Declaration"). Capitalized terms which are not defined in these articles shall have the meanings ascribed to them by the Declaration. The specific purposes for which the Association is formed are:

- (1) To maintain and repair the Roadway Related Improvements;
- (2) To prepare Shared Expense Statements and collect Shared Expenses;
- (3) To operate, maintain and manage the stormwater management system in a manner which is consistent with the St. Johns River Water Management District Permit Numbers 40-031-8131-1, 40-031-8131-2 and 40-031-8131-3 requirements and applicable St. Johns River Water Management District rules, and to assist in the enforcement of the terms and conditions of the Declaration which relate to the stormwater management system;
- (4) To exercise such other powers and rights of the declarant pursuant to the provisions of the Declaration; and
- (5) To engage in such other activities as are permitted by law.

B. The Association shall:

- (1) Exercise all of the powers and privileges and perform all of the duties set forth in the Declaration.
- (2) Levy and collect Shared Expenses from the members of the Association to fulfill the obligations of the Association.

(3) Operate without profit for the sole and exclusive benefit of its Members.
Prepared by Melissa S. Turra
Florida Bar No. 0022063
Holland & Knight LLP
50 N. Laura St., Suite 3900
Jacksonville, FL 32202
904-353-2000

(4) Have and exercise any and all powers, rights and privileges of a not-for-profit corporation organized under the laws of the State of Florida.

ARTICLE III

MEMBERSHIP

Every person who is an owner (the "Owners") of any portion of the "Property" (as such term is defined in the Declaration) shall be a Member of the Association. Membership shall be appurtenant to and may not be separated from ownership of a portion of the Property. The provisions of this Article III and the Declaration to the contrary notwithstanding, if any office, retail or other development on the Property is converted or subjected to condominium form of ownership, the association for the condominium shall be deemed the Member of the Association and the owner of that Property for purposes of these Articles and the Bylaws of the Association. Additionally, with respect to any residential development on the Property, including but not limited to single family homes, condominium or townhomes, the association for the residential development shall be deemed the Member of the Association and the owner of that Property for purposes of these Articles and the Bylaws of the Association. As of the inception of this Association, the four (4) members are Ironwood Village Homeowners' Association, Inc. ("Ironwood Association") as to Parcel A, Ironwood Association as to Parcel B, Ironwood Association as to Parcel C and Gardens of Bridgehampton Condominium Association, Inc. as to Parcel D.

ARTICLE IV

VOTING RIGHTS

A. Voting rights shall be allocated among the Members of the Association in the following manner: Parcel A = one (1) vote; Parcel B = one (1) vote; Parcel C = one (1) vote and Parcel D = one (1) vote.

B. When more than one (1) person holds undivided partial interests in any portion of the Property other than as security for the performance of an obligation, all such persons shall be Members except as provided in Article III above as to condominium, townhome and single family homeowners associations. The vote for each such portion of the Property shall be exercised as all owners thereof determine, but in no event shall more than one (1) ballot be cast for any such portion of the Property. If owners of a portion of the Property attempt to cast more than one (1) ballot, all of such ballots shall be disregarded.

ARTICLE V

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of three (3) appointed Directors until the first annual meeting of the Members and thereafter by a Board of three (3) Directors, such Board to be selected as provided in the Bylaws. The names and addresses of the persons who shall act as Directors until the election or appointment of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
Bill Genovese	5210 Belfort Road, Suite 400 Jacksonville, Florida 32256
Shawn Budd	5210 Belfort Road, Suite 400

Jeri Dee Goodkin

Jacksonville, Florida 32256

4700 Biscayne Blvd.
Miami, Florida 33137

ARTICLE VI
DISSOLUTION

The Association may only be dissolved, other than incident to a merger or consolidation with an organization having similar purposes, upon the termination of the provisions of the Declaration and the assent given in writing and signed by not less than sixty-six and two-thirds percent (66 2/3%) of the voting interests. In the event of termination, dissolution or final liquidation of the Association, the responsibility for the maintenance of the Medians must be transferred to and accepted by an approved entity prior to such termination, dissolution or liquidation. Upon dissolution of the Association, other than incident to a merger or consolidation, the remaining 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 not accepted by any appropriate public agency, such assets shall be granted, conveyed and assigned to any not-for-profit corporation, association, trust, or other organization to be devoted to such similar purposes. In addition, the conveyance of any portion of the stormwater management system, or the transfer of any maintenance obligations pertaining to the stormwater management system must be to an entity which would comply with Section 40C-42.027, Florida Administrative Code, and the approval of the St. John's River Water Management District must be obtained, prior to such termination, dissolution or liquidation.

ARTICLE VII
DURATION

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Association shall exist in perpetuity.

ARTICLE VIII
AMENDMENTS

Amendment of these Articles shall be permitted. Provided, however, no such amendment may be inconsistent or in conflict with the terms of the Declaration as the same may be amended from time to time as provided therein. Such amendments shall require the assent of seventy-five percent (75%) of the voting interests of the Members. Notwithstanding the foregoing, any amendments to these Articles that affect the rights of the St. Johns River Water Management District, shall be subject to the approval of the St. Johns River Water Management District.

ARTICLE IX
OFFICERS

A. The officers of the Association shall be a President, Vice President, Secretary, and Treasurer and such other officers as the Board may from time to time by resolution create. Officers shall be elected for a two (2) year term, and maybe removed with or without cause, in accordance with the procedures set forth in the Bylaws:

B. The officers of this Association who shall serve until the election of their successors are as follows:

President	Bill Genovese
Vice President	Jeri Dee Goodkin
Secretary, Treasurer	Shawn Budd

ARTICLE X

BYLAWS

The Board of Directors shall adopt Bylaws consistent with these Articles and the Declaration.

ARTICLE XI

SUBSCRIBER

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

Bill Genovese
5210 Belfort Road, Suite 400
Jacksonville, Florida 32256

ARTICLE XII

REGISTERED AGENT


The street address of the initial registered office of this Association is 5210 Belfort Road, Suite 400, Jacksonville, Florida 32256, and the name of the initial registered agent of this Association at that address is Bill Genovese.

ARTICLE XIII

MISCELLANEOUS

Capitalized terms used herein which are not defined herein shall have the meaning ascribed to them by the Declaration.

For the purpose of forming this not-for-profit corporation under the laws of the State of Florida, I, the undersigned, constituting the subscriber of this corporation, have executed these Articles of Incorporation this 20th day of April, 2006.


Bill Genovese

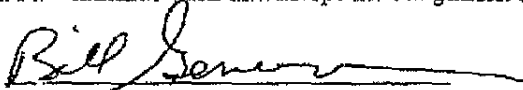
CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501, Florida Statutes, the below-named corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is: Gate Parkway West Road Maintenance Association, Inc.
2. The name and address of the registered agent and office are:

Bill Genovese
5210 Bellfort Road, Suite 400
Jacksonville, Florida 32256

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I 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.


Bill Genovese

3071257_v4

FILED
06 APR 21 AM 11:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA