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**GATE PARKWAY WEST ROAD MAINTENANCE ASSOCIATION, INC.**

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Prepared by and return to:

Melissa S. Turra, Esq.  
Holland & Knight LLP  
50 North Laura Street, Suite 3900  
Jacksonville, Florida 32202

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TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION OF  
GATE PARKWAY WEST ROAD MAINTENANCE ASSOCIATION, INC.**

1. The name of this corporation is GATE PARKWAY WEST ROAD MAINTENANCE ASSOCIATION, INC., hereinafter called the "Association," a corporation not for profit under the laws of the State of Florida.
2. These Amended and Restated Articles of Incorporation of Gate Parkway West Road Maintenance Association, Inc. (these "Articles") amend and restate the Articles of Association filed with the Secretary of State of the State of Florida on April 24, 2006 (the "Original Articles").
3. Article VIII of the Original Articles provided that amendments be approved by seventy-five percent (75%) of the voting interests of the Members.
4. On August 11, 2006 seventy-five percent (75%) of the voting interests of the Members voted to amend and restate the Original Articles, as set forth herein.
5. Pursuant to the laws of the State of Florida, the undersigned certifies as follows:

**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 at 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 "Parcels A, B, C, D and E Cost Share Declaration"), and the Cost Share Declaration, dated December 17, 2004, recorded on December 30, 2004 in Official Records Book 12205, Page 1664 of the public records of Duval County, as amended from time to time (hereinafter referred to as the "Parcels F and G Cost Share Declaration") (collectively referred to as the "Cost Share Declarations"). Capitalized terms which are not defined in these articles shall have the meanings ascribed to them by the Cost Share Declarations. The specific purposes for which the Association is formed are:

Prepared by Melissa S. Turra  
Florida Bar No. 0022063  
Holland & Knight LLP  
50 N. Laura St., Suite 3900  
Jacksonville, FL 32202 904-353-2000

- (1) To maintain and repair the Roadway Related Improvements as defined in the Parcels A, B, C, D, and E Cost Share Declaration;
- (2) To maintain and repair the Stormwater Improvements and the Roadway Related Improvements as defined in the Parcels F and G Cost Share Declaration;
- (3) To prepare the shared expense statements required under the Parcels A, B, C, D, and E Cost Share Declaration as to Parcels A, B, C, D and E and to prepare the shared expense statements required under the Parcels F and G Cost Share Declaration as to Parcels F and G (collectively, the "Shared Expense Statements") and collect Shared Expenses (as defined under the Cost Share Declarations);
- (4) 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, 40-031-8131-3, 4-031-0570C and 40-031-0699ERP requirements and applicable St. Johns River Water Management District rules, U.S. Army Corps of Engineers Permit Number 1995503279(PD-PG) and to assist in the enforcement of the terms and conditions of the Cost Share Declarations which relate to the stormwater management system;
- (5) To exercise such other powers and rights of the declarant pursuant to the provisions of the Cost Share Declarations; and
- (6) 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 Cost Share Declarations;
- (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; and
- (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 Cost Share Declarations) 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 Cost Share Declarations 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, there are seven (7) members of the Association, which members are the Owner(s) of Parcels A, B, C, D, E, F and G, as depicted in Exhibit A. Further, as of the inception of this Association, the seven (7) 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, Gardens of Bridgchampton Condominium Association, Inc. as to Parcel D, Ironwood Association as to Parcel E, Midtowne Homeowners Association, Inc. as to Parcel F, and Gate Parkway Professional Association, LLC. as to Parcel G, as further described in Exhibit "A".

**ARTICLE IV**  
**VOTING RIGHTS**

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; Parcel D = one (1) vote; Parcel E = one (1) vote; Parcel F = one (1) vote; and, Parcel G = one (1) vote.

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 seven (7) appointed Directors until the first annual meeting of the Members and thereafter by a Board of seven (7) 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 Jacksonville, Florida 32256
Carissa Hammel ✓	5210 Belfort Road, Suite 400 Jacksonville, Florida 32256
Fontaine LeMaistre	5210 Belfort Road, Suite 400 Jacksonville, Florida 32256
Bill Watson	5210 Belfort Road, Suite 400 Jacksonville, Florida 32256
Jeri Dee Daysey ✓	998 Washington Avenue Miami Beach, Florida 32204
John Starling	9000 Cypress Green Drive, Suite #107-B Jacksonville, Florida 32204

#### 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**

The officers of the Association shall be a President, four Vice Presidents, a Secretary, and a 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 may be removed with or without cause, in accordance with the procedures set forth in the Bylaws:

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

President	Bill Genovese
Vice President	Shawn Budd
Vice President	Bill Watson
Vice President	Jeri Dee Daysey
Vice President	John Starling
Treasurer	Fontaine LeMaistre
Secretary	Carissa Hammel

**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.

An officer of the Association has affixed his/her signature hereto this 11<sup>th</sup> day of August, 2006.

GATE PARKWAY WEST ROAD  
MAINTENANCE ASSOCIATION, INC.  
a Florida not-for-profit corporation

By: Bill Genovese  
Name: Bill GENOVESE  
Its: PRESIDENT

STATE OF FLORIDA  
COUNTY OF Duval

The foregoing instrument was acknowledged before me this 11<sup>th</sup> day of August, 2006, by Bill Genovese as the President of Gate Parkway West Road Maintenance Association, Inc., a Florida not-for-profit corporation, for and on behalf of said corporation, and who  is personally known to me or        has provided        as identification.

(Notary Seal must be affixed)

Linda A. Schaedel  
(Signature of Notary)  
LINDA A. SCHAEDEL  
(Print Name of Notary Public)  
Notary Public, State of Florida  
My Commission Expires: June 25, 2009  
Commission No.: DD 437799



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**EXHIBIT "A"**  
**MEMBERS OF THE GATE PARKWAY WEST**  
**ROAD MAINTENANCE ASSOCIATION, INC.**

