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*Providence Island at Queens
Harbour Owners Association, Inc*

☒ Art of Inc. File

☐ LTD Partnership File

☐ Foreign Corp. File

☐ L.C. File

☐ Fictitious Name File

☐ Trade/Service Mark

☐ Merger File

☐ Art. of Amend. File

☐ RA Resignation

☐ Dissolution / Withdrawal

☐ Annual Report / Reinstatement

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☐ Certificate of Good Standing

☐ Certificate of Status

☐ Certificate of Fictitious Name

☐ Corp Record Search

☐ Officer Search

☐ Fictitious Search

☐ Fictitious Owner Search

☐ Vehicle Search

☐ Driving Record

☐ UCC 1 or 3 File

☐ UCC 11 Search

☐ UCC 11 Retrieval

☐ Courier

Signature

Requested by:

Name

Date

Time

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WLC 7/6 11:00

ARTICLES OF INCORPORATION

OF

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PROVIDENCE ISLAND AT QUEENS HARBOUR OWNERS ASSOCIATION, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the laws of the State of Florida, the undersigned do hereby voluntarily associate for the purpose of forming a corporation not-for-profit for the purposes and with powers set forth herein. All capitalized terms set forth herein, to the extent not defined herein, shall have the meanings set forth in the Declaration of Covenants, Restrictions, and Easements for Providence Island at Queens Harbour to be recorded in the public records of Duval County, Florida, as it may be modified and supplemented from time to time ("Declaration").

ARTICLE I - NAME

The name of the corporation is PROVIDENCE ISLAND AT QUEENS HARBOUR OWNERS ASSOCIATION, INC., hereinafter referred to as the "Association."

ARTICLE II - REGISTERED AGENT

The name and address of the Registered Agent of the Association is:

Gregory D. Kaufman
238 Queens Harbor Boulevard
Jacksonville, Florida 32225

ARTICLE III - PRINCIPAL OFFICE

The principal office of the Association shall be located at 238 Queens Harbor Boulevard, Jacksonville, Florida 32225; but the Association may maintain offices and transact business in such places, within or without the State of Florida, as may from time to time be designated by the Board of Directors.

ARTICLE IV - PURPOSE AND POWERS

The Association does not contemplate pecuniary gain or profit to its Members. The specific purposes for which it is formed are to operate as a corporation-not-for-profit pursuant to Chapter 617, Florida Statutes, and to provide for the maintenance, preservation, and architectural control of all Improvements on the Property and the Common Area, all within that certain tract of land described in the Declaration ("Property"), as such is supplemented from time to time, all for the mutual advantage and benefit of the Members of this Association, who shall be the Owners of the Lots. For such purposes, the Association shall have and exercise the following authority and powers:

1. 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, as the same may be amended from time to time as therein provided, as well as in the provisions of these Articles and the Bylaws. The Declaration is incorporated herein by this reference as if set forth in detail.

2. To fix, levy, collect, and by any lawful means enforce payment of all Assessments pursuant to the terms of the Declaration, and 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.

3. To buy, accept, own, operate, lease, sell, trade, and mortgage both real and personal property in accordance with the provisions of the Declaration; provided however, the Common Area may not be mortgaged without the prior approval of Members holding two thirds (2/3) of the votes present in person or by proxy at a duly called meeting at which a quorum is present.

4. To borrow money and, with the assent of two-thirds (2/3) of the holders of votes at a duly noticed meeting of members at which a quorum is present in person or by proxy, to mortgage, pledge or hypothecate any and all of the Association's real or personal property as security for money borrowed or debts incurred.

5. To 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 Board of Directors.

6. To participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, as more fully provided in the Declaration.

7. To make, establish and amend reasonable rules and regulations governing the use of the Lots and Common Area.

8. To maintain, repair, replace, operate and manage the Common Area.

9. To employ personnel, agents or independent contractors to perform the services required for the proper operation of the Common Area.

10. To exercise architectural control over Improvements within the Property pursuant to the rights granted to the Association in the Declaration.

11. To have and to exercise any and all powers, rights and privileges which a corporation organized under the law of the State of Florida may now or hereafter have or exercise.

12. To timely file all required corporate filings with the Florida Secretary of State's office.

All of the Association's assets and earnings shall be used exclusively for the purposes set forth herein and in accordance with Section 528 of the Internal Revenue Code of 1986, as amended ("Code"), and no part of the assets of this Association shall inure to the benefit of any individual Member or any other person. The Association may, however, reimburse its Members for actual expenses incurred for or on behalf of the Association, and may pay compensation in a reasonable amount to its Members for actual services rendered to the Association, as permitted by Section 528 of the Code, other applicable provisions of the Code, federal and state law. In

addition, the Board of Directors shall also have the right to exercise the powers and duties set forth in the Bylaws.

ARTICLE V – MEMBERSHIP

Every person or entity who is record owner of a fee or undivided fee interest in any Lot, including MLT INVESTMENTS, L.L.C., a Florida limited liability company (“Developer”), and contract sellers, shall be a Member of the Association. The foregoing is not intended to include persons or entities that 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.

The transfer of the membership of any Owner shall be established by the recording in the public records of Duval County of a deed or other instrument establishing a transfer of record title to any Lots for which membership has already been established. Upon such recordation the membership interest of the transferor shall immediately terminate. Notwithstanding the foregoing, the Association shall not be obligated to recognize such a transfer of membership until such time as the Association receives a copy of the deed or other instrument establishing the transfer of ownership of the Lot. It shall be the responsibility and obligation of the former and new Owner of the Lot to provide such copy to the Association.

The interest of a Member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to the Lot owned by such Member.

ARTICLE VI - VOTING RIGHTS

The Association shall have two (2) classes of voting Members, as follows:

1. **Class A.** Class A Members shall be all Owners, with the exception of Developer while the Class B Membership exists. Class A Members shall be entitled to one vote for each Lot owned, which may be cast by such member after Turnover (as hereinafter defined). When more than one person holds an interest in any Lot, all such persons shall be Members; however, the vote for such Lot shall be exercised as they shall determine among themselves, but in no event shall more than one vote be cast with respect to any Lot. Notwithstanding the foregoing, if title to any Lot is held by a husband and wife, either spouse may cast the vote for such Lot unless and until a written voting authorization is filed with the Association. When title to a Lot is in a corporation, partnership, association, trust, or other entity (with the exception of Developer), such entity shall be subject to the applicable rules and regulations contained in the Articles and Bylaws.

2. **Class B.** The Class B Member shall be Developer and shall be entitled to the sole right to vote in Association matters until the occurrence of the earlier of the following events (“Turnover”):

a. Three (3) months after ninety percent (90%) of the Lots in the Property that will ultimately be operated by the Association have been conveyed to Class A Members.

- b. On or before Seven (7) years from the date of recording this Declaration.
- c. Such earlier date as Developer, in its sole discretion, may determine in writing.

After Turnover, the Class A Members may vote for all matters properly brought before the Association and to elect the majority of the members of the Board of Directors. After Turnover, the Developer shall have one vote for each Lot owned by Developer. For the purposes of this Article, builders, contractors or others who purchase a Lot for the purpose of constructing improvements thereon for resale shall not be deemed to be Class A Members.

ARTICLE VII - BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of Directors, who shall be Members of the Association, provided, however, that until Turnover, the Directors need not be Members of the Association. There shall be three (3) Directors of the Association prior to Turnover. The first Board of Directors after Turnover shall include five (5) Directors, unless there are fewer than five (5) Members willing to serve on the Board of Directors, in which case the Board of Directors shall include three (3) Directors. After the first post-Turnover Board of Directors is elected, the Members may vote to increase the number of Directors on the Board of Directors to a maximum of seven (7) Directors, by amending these Articles of Incorporation in accordance with the Amendment requirements set forth in Article XII of these Articles.

The names and addresses of the persons who are to act in the initial capacity of Directors until the selection and qualification of their successors are:

| <u>Name</u> | <u>Address</u> |
|--------------------|--|
| Bryan J. Lendry | 4745 Sutton Park Court, Suite 501 Jacksonville, Florida 32224 |
| Jeffrey Tabb | 4745 Sutton Park Court, Suite 501 Jacksonville, Florida 32224 |
| Beth Antzaklis | 4745 Sutton Park Court, Suite 501 Jacksonville, Florida 32224 |

Until Turnover, the Board of Directors shall consist of Directors appointed by the Class B Member who shall serve until the Class B Member no longer has the right to appoint any Directors.

At the first annual meeting after Turnover, the Class A Members shall elect one-third (1/3) of the Directors to be elected by the Class A Members for a term of one (1) year, one-third (1/3) of the Directors to be elected by the Class A Members for a term of two (2) years and one-third (1/3) of the Directors to be elected by the Class A Members for a term of three (3) years (should the membership of the Board of Directors not be divisible by three, then the classes of directors should be made as nearly equal as possible). Notwithstanding the foregoing, each Director elected at the turnover meeting to serve a one (1) year term shall serve until the first annual meeting following the turnover meeting; provided, however, that if such period shall be less than six (6) months, such directors shall serve until the second annual meeting following the turnover meeting. At each annual meeting thereafter, the Members shall elect the Directors to be elected by the Class A Members for terms of three (3) years; provided however, for so long as the Class B Member has the right to appoint the minority of the Directors or at least one Director, the Class B member shall appoint and replace such persons at its sole discretion. (After Turnover and for so long as the Class B Member owns at least five percent (5%) of the Lots

within the Property, the Class B Member may appoint the minority of the Board of Directors or not less than one (1) Director). Any vacancy on the Board of Directors which is not subject to appointment by the Class B Member shall be filled for the unexpired term of the vacated office by the remaining Directors. Notwithstanding the foregoing, any Director designated by the Developer shall serve at the pleasure of the Developer and may be removed and replaced by the Developer at any time.

ARTICLE VIII - TERM OF EXISTENCE

This 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. The date on which corporate existence shall begin is the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE IX - DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than seventy-five percent (75%) of each class of Members in accordance with the provisions of the Declaration. 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 is created, or for the general welfare of the residents of the county in which the Property is located. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to similar purposes.

ARTICLE X - OFFICERS

Subject to the direction of the Board of Directors, the affairs of this Association shall be administered by its officers, as designated in the Bylaws of this Association. Said officers shall be elected annually by the Board of Directors. The names and addresses of the officers who shall serve until the first annual meeting of the Board of Directors are:

| <u>Name and Title</u> | <u>Address</u> |
|---|--|
| Bryan J. Lendry, Director and President | 4745 Sutton Park Court, Suite 501 Jacksonville, Florida 32224 |
| Jeffrey Tabb, Director, Vice President, and Treasurer | 4745 Sutton Park Court, Suite 501 Jacksonville, Florida 32224 |
| Beth Antzaklis, Director and Secretary | 4745 Sutton Park Court, Suite 501 Jacksonville, Florida 32224 |

ARTICLE XI- BYLAWS

The Bylaws of this Association shall be adopted by the first Board of Directors, which Bylaws may be altered, amended, modified, or appealed in the manner set forth in the Bylaws.

ARTICLE XII - AMENDMENTS

The members of the Association shall have the right to amend or repeal any of the provisions contained in these Articles or any amendments hereto; provided, however, that any such amendment shall require the written consent of two-thirds (2/3) of the voting interests within the Property or the approval of persons holding seventy-five percent (75%) of the votes at a duly noticed meeting at which a quorum is present, in person or by proxy; provided, further,

that no amendment shall conflict with any provisions of the Declaration. After Turnover, the consent of any Institutional Mortgagees shall be required for any amendment to these Articles which impairs the rights, priorities, remedies, or interest of such Institutional Mortgagees, and such consent shall be obtained in accordance with the terms and conditions, and subject to the time limitations, set forth in the Declaration.

ARTICLE XIII - INDEMNIFICATION

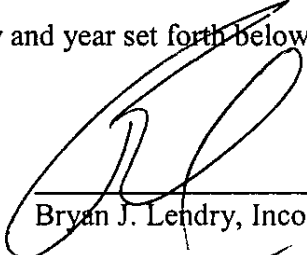
This Association shall indemnify any and all of its directors, officers, employees, or agents, or former directors permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements, and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and any appeals thereof, to which any such person 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 be inclusive of any other rights to which any such person may be entitled as a matter of law or which he may be lawfully granted. It shall be the obligation of the Association to obtain and keep in force a policy of officers' and directors' liability insurance.

ARTICLE XIV - SUBSCRIBER

The name and address of the Incorporator of the corporation is:

Bryan J. Lendry
4745 Sutton Park Court, Suite 501
Jacksonville, Florida 32224

The Incorporator has affixed his signature the day and year set forth below.



Bryan J. Lendry, Incorporator

Date: July 5, 2006

**CERTIFICATE OF DESIGNATION OF PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA
FLORIDA NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

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

Providence Island at Queen's Harbour Owners Association, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the City of Jacksonville, County of Duval, State of Florida, has named Gregory D. Kaufman, 238 Queens Harbor Boulevard Jacksonville, Florida 32225, as its agent to accept service of process within Florida.

**PROVIDENCE ISLAND AT QUEENS
HARBOUR OWNERS ASSOCIATION, INC., a**
Florida not-for-profit corporation

By: _____

Bryan J. Lendry, its President

(CORPORATE

SEAL)

Date: _____

July 5, 2006

Having been named to accept service of process for the above-stated corporation, at the place designated in the certificate, I 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.

Gregory D. Kaufman

Date: _____

**CERTIFICATE OF DESIGNATION OF PLACE OF BUSINESS OR
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**PROVIDENCE ISLAND AT QUEENS
HARBOUR OWNERS ASSOCIATION, INC., a
Florida not-for-profit corporation**

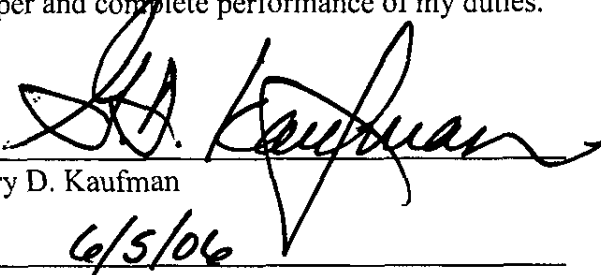
By: _____
Bryan J. Lendry, its President

(CORPORATE

SEAL)

Date: _____

Having been named to accept service of process for the above-stated corporation, at the place designated in the certificate, I 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.



Gregory D. Kaufman

Date: 6/5/06

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TALLAHASSEE, FLORIDA