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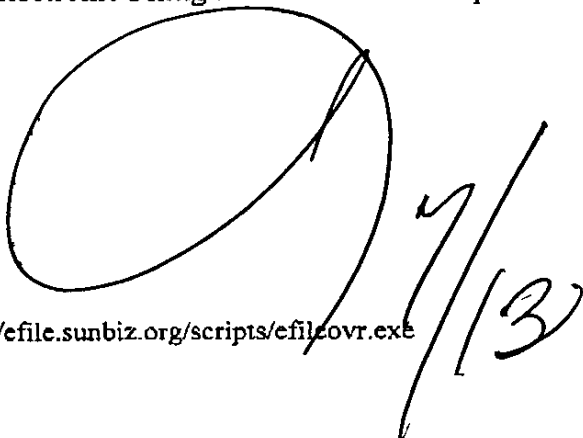
Bentwood Avenue Homeowners Association, Inc.

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**ARTICLES OF INCORPORATION
OF
BENTWOOD AVENUE HOMEOWNERS ASSOCIATION, INC.**

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The undersigned, acting as incorporator of a corporation not for profit pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation is Bentwood Avenue Homeowners Association, Inc., hereafter called the "Association".

ARTICLE II - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal office of the Association is located at 1724 1st Street South, Jacksonville Beach, Florida 32250.

ARTICLE III - EXISTENCE AND 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 IV - PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit, direct or indirect, to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the Lots and Common Area within that certain tract of property described as:

See Exhibit "A" Attached

and to promote the health, safety and welfare of the owners within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

- (a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the Office of Clerk, Circuit Court, in and for Duval County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

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(b) 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. Assessments shall also be used to the maintenance and repair of the surface water or stormwater management systems including but not limited to work within retention areas, drainage structures and drainage easements.

(c) 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;

(d) borrow money, and with the assent of two-thirds (2/3) 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;

(e) 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. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;

(f) 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;

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

(h) the Association shall operate, maintain and manage the surface water or stormwater management system(s) in a manner consistent with the St. Johns River Water Management District Permit No. _____ requirements and applicable District rules, and shall assist in the enforcement of the Declaration of Covenants and Restrictions which relate to the surface water or stormwater management system.

(i) the Association shall levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the surface water or stormwater management system. Assessments shall also be used for the maintenance and repair of the surface water or stormwater management systems including, but not limited to, work within the retention areas, drainage structures and drainage easements.

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ARTICLE V - MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessment by the Association, including contract sellers, 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:

(i) **Class A.** Class A Members shall be all Owners with the exception of the Developer while the Developer is a Class B Member. Class A Members shall be entitled to one vote for each Unit such Class A Member owns. When more than one person holds an interest in any Building Unit, other than as security for the performance of an obligation, all such persons shall be Members. The vote for such parcel shall be exercised as they determine by written designation to the Association, but in no event shall more than one vote be cast with respect to any Building Unit.

(ii) **Class B.** The Class B Member shall be the Developer, who shall be entitled to the number of votes equal to the number of votes held by all Class A Members, plus one. The Class B membership shall cease and be converted to Class A membership when the Developer no longer owns any property within the Property or when the Developer, in his sole discretion, elects to convert his Class B Membership to Class A Membership. When the Class B Membership ceases, the Class B Member shall be deemed a Class A Member entitled to the same number of votes on the same basis per acre as all other Class A Members.

ARTICLE VII - MANNER OF ELECTION OF OFFICERS AND DIRECTORS

The officers and directors are to be elected in accordance with the Corporate Bylaws. The names and addresses of the initial officers and directors are as follows:

| | | |
|------------------------|---|--|
| Karen K. Mason | 1724 1st Street South Jacksonville Beach, FL 32250 | Vice President/Secretary/ Treasurer/Officer |
| Jonathan W. Mason, III | 1724 1st Street South Jacksonville Beach, FL 32250 | President/ Chief Executive/Officer |

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At the first annual meeting the members shall elect two directors for a term of one year and two directors for a term of two years; and at each annual meeting thereafter the members shall elect two to four directors for a period of two years.

ARTICLE VIII - AMENDMENTS

These Articles may be amended upon a resolution duly adopted by the Board of Directors and the affirmative vote of Owners holding at least two-thirds (2/3) of the total Class AA@ votes in the Association and the consent of the Declarant so long as the Declarant owns any property subject to the Declaration or which may be unilaterally subjected to the Declaration by the Declarant.

ARTICLE IX - DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) 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 the 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. This procedure shall be subject to court approval or dissolution pursuant to Section 617.05, Florida Statutes.

In the event of termination, dissolution or final liquidation and the 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 40C-42.027, F.A.C., and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

ARTICLE X - INITIAL REGISTERED AGENT AND STREET ADDRESS

Karen K. Mason, whose address is 1724 1st Street South, Jacksonville Beach, Florida 32250, is hereby appointed the initial registered agent of this Association.


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ARTICLE XI - INCORPORATOR

The name and address of the incorporator is:

| <u>Name</u> | <u>Address</u> |
|----------------|---|
| Karen K. Mason | 1724 1 ST Avenue South Jacksonville Beach, FL 32250 |

The undersigned, constituting the subscriber of this Association, has executed these Articles of Incorporation this 12th day of July, 2006.



 Karen K. Mason, Incorporator

STATE OF FLORIDA
COUNTY OF ST. JOHNS

Before me, the undersigned Notary Public, in and for said County and State, personally appeared Karen K. Mason, who is personally known to me and who, after first duly sworn, deposes under oath and said that the foregoing Articles were prepared under his direction and that he had knowledge of the facts stated therein, that said facts are true, and that he executed the same freely and voluntarily and for the purposes stated therein.

Given under my hand and official seal this 12th day of July, 2006.





 Notary Public, State of Florida
 My commission expires:

Carlton Vose

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

**IN COMPLIANCE WITH SECTION 607.0501, FLORIDA STATUTES, THE FOLLOWING
IS SUBMITTED:**

**FIRST THAT BENTWOOD AVENUE HOMEOWNERS ASSOCIATION, INC., WITH ITS
PLACE OF BUSINESS AT 1724 1ST STREET SOUTH, JACKSONVILLE BEACH, FL
32250, HAS NAMED KAREN K. MASON, LOCATED AT 1724 1ST STREET SOUTH,
JACKSONVILLE BEACH, FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF
PROCESS WITHIN FLORIDA.**


KAREN K. MASON, INCORPORATOR

**HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION AT THE PLACE DESIGNATED ABOVE, I HEREBY AGREE TO
ACT IN THIS CAPACITY AND AGREE TO COMPLY WITH THE PROVISIONS OF ALL
STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY
DUTIES.**

DATED: July 12, 2006.


KAREN K. MASON, REGISTERED AGENT

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