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**ARTICLES OF INCORPORATION
WESTLAND OAKS COMMUNITY ASSOCIATION, INC.**

The undersigned, for the purpose of forming a corporation not-for-profit under the laws of Florida, hereby adopts the following Articles of Incorporation in compliance with Chapter 617 Florida Statutes.

ARTICLE I

NAME AND INITIAL PRINCIPAL OFFICE

The name of the corporation shall be WESTLAND OAKS COMMUNITY ASSOCIATION, INC., and the initial principal office and mailing address of the corporation is, 7502 Plantation Bay Drive, Jacksonville, Florida 32244.

ARTICLE II

DEFINITIONS

1. All terms which are defined in the Declaration of Covenants and Restrictions for Westland Oaks Community Association, Inc. (as amended from time to time, the "Declaration") shall be used herein with the same meaning as defined in the Declaration.

2. **Board** or **Board of Directors** shall mean and refer to the Board of Directors of the Association.

3. **Member** shall mean and refer to those persons entitled to membership as provided for in these Articles and the Declaration; **Membership** shall mean all of the Members.

4. **Total Lots** shall mean and refer to the total number of Lots: (i) shown upon the recorded plat of the Property in the Public Records of Duval County, Florida; and (ii) designated as such by the Developer within any supplement to the Declaration executed and recorded among the Public Records of Duval County, Florida.

ARTICLE III

PURPOSE

The general nature, objects and purposes of the Association are as follows:

1. To promote the health, safety and social welfare of the Owners.

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2. To operate without profit for the sole and exclusive benefit of the Association's Members. No portion of the Association's net earnings, if any, shall inure to the benefit of any Member of the Association or to any individual person, firm or corporation.

3. To administer and enforce all of the terms and conditions of the Declaration.

4. To perform all lawful functions permitted for corporations not-for-profit under Florida law, contemplated by the Declaration, or undertaken by the Board of Directors.

ARTICLE IV

POWERS

The Association shall have the powers reasonably necessary to implement the purposes of the Association, including but not limited to the following:

- A. To hold funds solely and exclusively for the benefit of its Members for the purposes set forth in these Articles of Incorporation.
- B. To promulgate, adopt and enforce rules, regulations, Bylaws, and agreements to effectuate the purposes for which the Association has been organized.
- C. To delegate power or powers where such is deemed in the interest of the Association.
- D. To purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of, real or personal property, except to the extent restricted hereby, to enter into, make perform or carry out contracts of every kind with any person, firm, corporation, association, or other entity; to do any and all acts necessary or expedient for carrying on any/all of the activities and pursuing any/all of the objects and purposes set forth in these Articles and not prohibited by the laws of the State of Florida now in existence or hereafter amended.
- E. To operate and maintain the Common Areas which may include, but is not limited to, surface water management systems.
- F. To fix, collect and enforce assessments to be levied against the Lots to defray expenses and the cost of effectuating the objects and purposes of the Association and to create reasonable reserves from time to time for such expenditures, and to authorize its Board of Directors, in its discretion, to enter into agreements with management companies and other organizations for the collection of such assessments.
- G. To sue and be sued.

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- H. To charge for services rendered by the Association for use of Association property when deemed appropriate by the Board of Directors.
- I. To pay taxes, utility, maintenance and other charges, if any, on or against the Common Areas and other properties which may be owned or accepted by the Association.
- J. To borrow money.
- K. To contract for the management of the Association and to delegate to the party with whom such contract has been entered the powers and duties of the Association, except those which require specific approval of the Board of Directors or Members.
- L. To make, establish and enforce Bylaws and reasonable rules and regulations governing the use of the Common Areas or any portions thereof, as well as the conduct of Members, their family, visitors, guests and lessees and to provide for the operation and formal administration of the Association.
- M. To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association and to enforce all the terms and conditions as set forth in the Declaration, as the same may be amended from time to time as therein provided.
- N. In general, to have all powers conferred upon a corporation by the laws of the State of Florida, not in conflict with the terms of these Articles and the Declaration, necessary to implement the purposes of the Association.

ARTICLE V

MEMBERS

- 1. The Developer and all owners of Lots shall be Members of the Association.
- 2. The share 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 a Lot.

ARTICLE VI

VOTING RIGHTS

The Association shall have two classes of voting Membership:

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Class A. The sole Class A member shall be the Developer and it shall be entitled to all the votes of the Association until the earlier of (i) such time as it voluntarily relinquishes its rights as the sole Class A member or (ii) such time as the Developer shall own less than three (3) acres of the real property located in Duval County, Florida, and now or hereafter make subject to the Declaration.

Class B. The Class B members shall be the Lot Owners until such time as the Class A member relinquishes its rights as the sole Class A Member. At that time, the Class B membership shall cease and be converted to Class A membership and the Lot owner shall be entitled to all the votes of the Association (one vote for each Lot).

1. The Bylaws of the Association shall provide for annual meetings of Members and may make provision for regular and special meetings of Members in addition to the annual meetings. The presence at any meeting, in person, by proxy, or by absentee written ballot, of at least one-third (1/3) of the Members of the Association shall constitute a *quorum* for the transaction of business.

ARTICLE VII

BOARD OF DIRECTORS

The business affairs of the Association shall be managed by a Board of Directors (the "Board"). The Board shall be elected in the manner provided in the Bylaws.

ARTICLE VIII

CORPORATE EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE IX

BYLAWS

The Board of Directors shall adopt Bylaws consistent with these Articles of Incorporation. The Bylaws may be altered, amended or repealed by the Members in the manner set forth in the Bylaws. In the event of a conflict between the provisions of these Articles and the provisions of the Bylaws, the provisions of these Articles shall control.

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ARTICLE X**AMENDMENT TO ARTICLES OF INCORPORATION**

1. Amendments to these Articles of Incorporation shall require the affirmative vote of a majority of the Board of Directors and the affirmative vote of the Members of the Association who have the right to vote a majority of all the votes of the entire Membership; provided, however, that: (i) no amendment shall make any change in the qualifications for Membership nor the voting rights of the Members without the written approval or affirmative vote of all Members; (ii) these Articles shall not be amended in any manner without the prior written consent of the Developer to the amendment so long as the Developer is the Owner of any Lot; and (iii) these Articles shall not be amended in any manner which shall reduce, amend, affect, modify, or conflict with the terms, covenants, provisions, rights and obligations set forth in the Declaration.

2. The Board of Directors shall adopt a Resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of Members, which may be either at an annual meeting or at a special meeting. Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each Member within the time and in the manner provided in the Bylaws for the giving of notice of meetings of Members.

3. A copy of each amendment adopted shall be filed within ten (10) days of adoption with the Secretary of State, pursuant to the provisions of applicable Florida Statutes, and shall be recorded among the Public Records of Duval County, Florida.

ARTICLE XI**INCORPORATOR**

The name and street address of the Incorporator is as follows:

Michael A. Walters
Fowler White Boggs Banker P.A.
50 North Laura Street, Suite 2200
Jacksonville, FL 32202

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ARTICLE XII**INDEMNIFICATION OF OFFICERS AND DIRECTORS**

1. The Board shall have the power to indemnify current or former Directors, Officers, employees or agents and any persons serving, or who have served, at the request of the Association as a Director, Officer, employee or agent of another association, partnership, joint venture, trust or other enterprise to the full extent permitted by the laws of the State of Florida. The Association shall also have the power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee, agent or representative of the Association against any liability asserted against him in any such capacity.

2. The Association hereby indemnifies any Director or Officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceedings:

A. Whether civil, criminal, administrative or investigative, other than one by or in the right of the Association to procure a judgment in its favor, brought to impose a liability of penalty on a person for an act alleged to have been committed by a person in his capacity as Director or Officer of the Association or in his capacity as Director, Officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against judgments, fines, amounts paid in settlement and reasonable expenses including, attorneys' fees actually and necessarily incurred as a result of the action, suit or proceeding or any appeal, if the person acted in good faith in the reasonable belief that the action taken was in the best interest of the Association, and in criminal actions or proceedings, without reasonable ground for belief that the action was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of *nolo contendere* or its equivalent, shall not in itself create a presumption that the person did not act in good faith in the reasonable belief that the action was taken in the best interests of the Association or that they had reasonable grounds for belief that the action was unlawful.

B. By or in the right of the Association to procure a judgment in its favor by reason of his being or having been a Director of the Association, or by reason of his being or having been a Director, Officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against the reasonable expenses including, attorneys' fees actually and necessarily incurred by him in connection with the defense or settlement of the action, or in connection with an appeal therein if the person acted in good faith in the reasonable belief that their action was in the best interest of the Association. The person shall be entitled to indemnification in relation to matters to which the person has been adjudged to have been guilty of negligence or misconduct in the performance of his duty to the Association unless, and only to the extent

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that, the court, administrative agency, or investigative body before which the action, suit or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, the person is fairly and reasonably entitled to indemnification for the expenses which the tribunal shall deem proper.

3. The Board of Directors shall determine whether amounts for which a Director or Officer seeks indemnification were properly incurred and whether the Director or Officer acted in good faith and in a manner he reasonably believed to be in the best interest of the Association, and whether, with respect to any criminal action or proceeding, he had no reasonable ground for belief that the action was unlawful. The determination shall be made by the Board of Directors by a majority vote of *quorum* consisting of Directors who were not parties to the action, suit or proceeding.

4. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Association to indemnify under applicable law.

ARTICLE XIII

TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

1. No contract or transaction between the Association and one or more of its Directors or Officers, or between the Association and any other corporation, partnership, association, or other organization in which one or more of its Directors or Officers are directors or officers, or have a financial interest, shall be invalid, void or voidable solely for this reason, or solely because the Director or Officer is present at or participates in the meeting of the Board or committee thereof which authorized the contract or transaction, or solely because his/their votes are counted for such purposes. No Director or Officer shall incur liability by reason of the fact that he is or may be interested in any contract or transaction.

2. Interested Directors may be counted in determining the presence of a *quorum* at a meeting of the Board of directors or of a committee which authorized the contract or transaction.

ARTICLE XIV

DISSOLUTION OF THE ASSOCIATION

1. The Association may be dissolved upon a Resolution to that effect being approved by not less than two thirds (2/3) of the members of the Board and being approved by not less than three quarters (3/4) of the Members.

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2. Upon dissolution of the Association, other than incident to a merger or consolidation, all of its assets remaining after provision for creditors and payment of all costs and expenses of the dissolution shall be distributed in the following manner:

A. Real property contributed to the Association by the Developer without the receipt by the Developer of other than nominal consideration shall be returned to the Developer or its successors or assigns, unless it refuses to accept the conveyance (in whole or in part).

B. By dedication to any applicable municipal or other governmental authority of any property determined by the Board of Directors of the Association to be appropriate for dedication and which the applicable authority is willing to accept and shall be used for purposes similar to those for which the Association was formed. If not accepted, then to a similar non-profit corporation.


C. The remaining assets, if any, shall be distributed among the Members, subject to the limitations set forth above or in these Articles, as tenants-in-common, each Member's share of the assets to be determined in accordance with the Member's voting rights.

ARTICLE XV

REGISTERED AGENT

Michael A. Walters, whose address is 50 North Laura Street, Suite 2200, Jacksonville, Florida 32202 is hereby named Registered Agent for the Association to be its agent and to accept service of process within the State of Florida.

IN WITNESS WHEREOF, the undersigned Incorporators have caused these Articles to be executed this 29th day of January, 2007.



Michael A. Walters

ACCEPTANCE OF REGISTERED AGENT

I hereby accept the designation of Registered Agent as set forth in these Articles of Incorporation



Michael A. Walters