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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Big Oaks Community Association, Inc.**

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SECRETARY OF STATE  
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## ARTICLES OF INCORPORATION

OF

### BIG OAKS COMMUNITY ASSOCIATION, INC.

All capitalized terms herein are defined in the Community Charter for Big Oaks, to be recorded contemporaneously herewith in the public records of St. Johns County, Florida (the "Charter").

The undersigned, for purposes of forming a non profit corporation under the laws of the State of Florida, adopts the following Articles of Incorporation:

#### ARTICLE I

##### NAME

The name of the corporation is BIG OAKS COMMUNITY ASSOCIATION, INC., a Florida non profit corporation (the "Association").

#### ARTICLE II

##### ADDRESS

The principal office and mailing address of the Association is 158 Barberry Lane, Ponte Vedra Beach, Florida 32082.

#### ARTICLE III

##### PURPOSE AND POWERS OF THE ASSOCIATION

3.1 The Association does not contemplate pecuniary gain or profit to the Members (as defined In Article V herein) thereof, and the specific purposes for which it is formed are (i) to provide for the acquisition, construction, management, maintenance and care of the Common Property, (ii) to provide for architectural control over the property commonly known as Big Oaks subdivision and such additional property as is subjected to the Charter (jointly referred to as "Property"), and (iii) to promote the orderly development, use and occupation of the Property. In furtherance of the foregoing, the Association may engage in all activities set forth in the Charter which are not contrary to those activities permitted to a non profit corporation under Chapter 617 or Chapter 720, Florida Statutes, or successor statutes, as amended from time to time, or unless otherwise prohibited by these Articles or the By-Laws of the Association ("Bylaws"), including, without limitation, the following powers:

(a) the right to own, operate and convey property and to convey interests in such Property including, without limitation, easements;

(b) the right to operate, improve and maintain the Common Property, including, without limitation, all lakes, retention areas, culverts and related appurtenances which form a part of the Stormwater Management System;

(c) the right to establish rules and regulations governing the use and occupation of the Property and Common Property;

(d) the right to assess and collect assessments (including the right to enforce any lien right) from all the Members for all purposes set forth in the Charter, including, without limitation, for the costs of maintenance and operation of the surface water or stormwater management system;

(e) the right to sue and be sued;

(f) the right to contract for services to perform the operation and maintenance of the Common Property; and

(g) the right to enforce the restrictions and covenants set forth in the Charter, including, without limitation, the right to levy reasonable fines as provided therein;

(h) the right to exercise all other powers which may be afforded the Association under the provisions of Chapter 617 or Chapter 720, Florida Statutes, or successor statutes, as such may be amended from time to time.

3.2 The Association shall also operate, maintain and manage the surface water or stormwater management system(s) in a manner consistent with the applicable St. Johns River Water Management District permit requirements and applicable District rules, and shall assist in the enforcement of the Charter which relate to the surface water or stormwater management system.

3.3 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 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 and other applicable provisions of the Code and/or Federal and state law.

#### ARTICLE IV

#### DIRECTORS

4.1 The Association shall have at least three but not more than five directors on its Board of Directors (sometimes referred to herein as the "Board"). For the period of time which the Developer (as defined in Article V herein) retains control of the Association there shall be three (3) directors,

thereafter the number may be increased by amendment of these Articles as provided in Article XIII.

4.2 The names and addresses of the persons who are to serve on the first Board are:

<u>Name</u>	<u>Address</u>
John H. Latshaw, Jr.	158 Barberry Lane Ponte Vedra Beach, FL 32082
Angel R. Macario Alliegro	597 Racquet Club Road, Unit 71 Weston, FL 33326
John C. Davis	1620 Hendricks Avenue Jacksonville, FL 32207

4.3 The initial directors will serve until the first annual meeting of the Association. Directors shall be elected by the Founder membership until such time as the expiration of the Founder Control Period.

4.4 At the first election of the Board after the expiration of the Founder Control Period, the replacements for the initial directors named in these Articles shall be elected to terms such that the two persons receiving the greatest number of votes shall serve for three (3) years and the remaining directors will serve for two (2) years. It being the intention that the terms be staggered. Thereafter all directors shall serve for terms of three (3) years. When the Owner Members of the Association are entitled to vote, they shall elect the Members of the Board by a plurality of the votes cast at such election.

4.5 If there is a removal, resignation, death, or other vacancy of a director, the vacancy shall be filled by the Board. A replacement director shall serve the remainder of the term of his or her predecessor.

4.6 No Member of the Board or any committee of the Association, or any officer of the Association, or any employee of the Association, shall be personally liable to any Member of the Association, or to any other party, including the Association, for any damage, loss or prejudice suffered or claimed on account of any act, omission, error, or negligence of such person or group, provided that such person or group has, upon the basis of such information as may be possessed by him or her, acted in good faith, without willful or intentional misconduct.

4.7 The Board shall determine the amounts of Assessments in accordance with the provisions of the Charter. Where there are multiple owners of a Lot, such owners shall be jointly and severally liable for the payment of the Assessments. The Assessments shall be fixed by the Board annually and shall be based upon the costs and expenses expected to be incurred in owning, operating, maintaining and improving the Common Property in the coming year, for the establishment of reasonable reserves for future use as deemed advisable by the Board and for

such other purposes as provided in the Charter. The Base Assessments may include any amounts to cover deficiencies from the previous year; or, at the end of each year the Board, as an alternate to increasing the coming year's Assessments, may make a Special Assessment above and beyond the Base Assessment if the costs and expenses of owning, operating, maintaining, and improving Common Property in that year exceeded the amount of the Base Assessment and other income received by the Association. Special Assessments for matters or activities deemed appropriate by the Board may be made at any time in accordance with the provisions of the Charter.

## ARTICLE V

### MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any lot ("Lot") which is subject to assessment by the Association, including contract sellers, shall be a Member of the Association ("Member"). 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. There shall be two classes of Membership. The Owner Members shall be all persons or entities who own a Lot and the Founder Member shall be Coin Development I, LLC, a Florida limited liability company (sometimes referred to herein as the "Declarant"), and any successor or assign to which it specifically assigns in writing its rights under the Charter. The Founder Membership shall terminate as is set forth in the Charter.

## ARTICLE VI

### VOTING RIGHTS

6.1 When entitled to vote, each Lot shall be entitled to one vote. If a Member owns more than one lot, such Member shall be entitled to one (1) vote for each complete Lot owned; provided, however, if an Owner owns a Lot and a part of an adjacent Lot which is developed as a single building plot, the Owner shall have only one vote.

6.2 Votes shall be cast in the manner provided in the Bylaws of the Association. Until such time as the Founding membership terminates, the Founding Member shall be vested with the sole voting rights in the Association. The Owner Members shall have no voting rights except on such matters as to which these Articles or the Bylaws of the Association specifically require a vote of the Owner Members.

## ARTICLE VII

### INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is as follows:

Patterson, Anderson & Feldman, P.A.  
3010 South Third Street  
Jacksonville Beach, Florida 32250

## **ARTICLE VIII MANAGEMENT**

8.1 The affairs and business of the Association shall be managed by a Board of Directors and by the following officers: President, Vice President, Secretary and Treasurer, and such other officers as the Board shall appoint. These officers shall be elected by the Board at the first meeting of the Board following the annual meeting of the Association. The President, Vice President and Treasurer shall be a director but no other officer need be a director. The same person may hold two offices, the duties of which are not incompatible, provided however, the office of President and Vice President shall not be held by the same person, nor shall the office of President and Secretary or Assistant Secretary be held by the same person.

8.2 The Board may, in its discretion, contract with a management company to manage and operate the Association.

## **ARTICLE IX OFFICERS**

The names of the officers who are to serve until the first election of officers by the Board are:

President:	John H. Latshaw, Jr.
Vice President:	John C. Davis
Secretary:	John H. Latshaw, Jr.
Treasurer:	John H. Latshaw, Jr.

## **ARTICLE X DISSOLUTION**

The Association may be dissolved with the assent given in writing and signed by not less than seventy-five percent (75%) of the votes of the Members entitled to vote. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets and obligations of the Association shall be conveyed or dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. If a suitable public agency refuses to accept the dedication, the assets shall be granted, conveyed and assigned to any non profit corporation, association, trust or other organization formed and operated for similar purposes. No property shall be distributed to any person or entity pursuant to dissolution, hereunder if such distribution shall result in the imposition of any tax or penalty upon the Association and/or such person or entity under the Code or other applicable state and/or Federal law. In the event of termination, dissolution or final liquidation of 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 agrees to 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 XI****DURATION**

The corporation shall have perpetual existence.

**ARTICLE XII****BYLAWS**

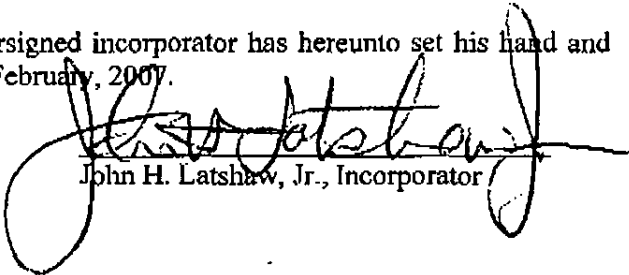
The Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended, or rescinded in the manner provided in the Bylaws.

**ARTICLE XIII****AMENDMENTS**

13.1 From and after the date of filing these Articles of Incorporation, these Articles may be amended at any time by an affirmative vote of two-thirds (2/3) or more of the Board of Directors present at a duly constituted meeting. Notice of such meeting must be provided to each Member in the manner required by the Bylaws for meetings of the Members and must state the purpose of the meeting and must contain a blacklined version of the Articles showing the proposed revision.

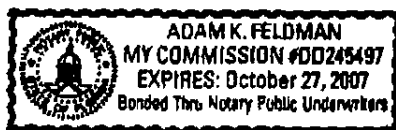
13.2 Amendments to these Articles which are required by the Institutional Mortgagee (as defined in the Charter) in order to obtain financing for the purchase of Lots or which are required by governmental entities in order to obtain permits to develop the Property may be made by the Founder Member without the consent of any other Member of mortgagee.

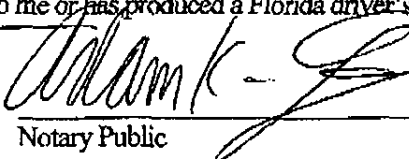
IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and seal at Jacksonville, Florida, this 14 day of February, 2007.

  
John H. Latshaw, Jr., Incorporator

STATE OF FLORIDA  
COUNT OF DUVAL

The foregoing instrument was acknowledged before me this 14<sup>th</sup> day of February, 2007, by John H. Latshaw, Jr. He is personally known to me or has produced a Florida driver's license as identification.



  
Notary Public

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

BIG OAKS COMMUNITY ASSOCIATION, INC., a non profit corporation, desiring to organize under the laws of the State of Florida with its principal office, as indicated in these Articles of Incorporation, in Jacksonville Beach, Duval County, Florida, has named Patterson, Anderson & Feldman, P.A., 3010 South Third Street, Jacksonville Beach, Florida 32250, as its agent to accept service of process within this state.

Big Oaks Community Association, Inc.

By

John H. Latshaw, Jr., Its President

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above-name corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of the Act relative to keeping open the designated office.



Lawrence R. Patterson, as President of  
Patterson, Anderson & Feldman, P.A.