

N07000005401Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H07000144578 3)))



H070001445783ABC3

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 205-0381

From: Account Name : UPCHURCH, BAILEY & UPCHURCH, P.A.
Account Number : 075350000207
Phone : (904) 829-9066
Fax Number : (904) 825-4862

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2007 MAY 30 PM 2:06

FILED

FLORIDA PROFIT/NON PROFIT CORPORATION

Timberwood Landing Homeowners' Association, Inc.

| | |
|-----------------------|---------|
| Certificate of Status | 1 |
| Certified Copy | 1 |
| Page Count | 07 |
| Estimated Charge | \$87.50 |

Electronic Filing Menu

Corporate Filing Menu

Help

2007 JAN 30 PM 2:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

**ARTICLES OF INCORPORATION OF
TIMBERWOOD LANDING HOMEOWNERS' ASSOCIATION, INC.,
a Corporation Not-for-Profit**

The undersigned natural person competent to contract, for the purpose of forming a corporation not-for-profit under Chapter 617, Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I: NAME

The name of the corporation shall be TIMBERWOOD LANDING HOMEOWNERS' ASSOCIATION, INC. ("the Association").

ARTICLE II: PURPOSE

The purposes and objectives of the corporation are such as are authorized under Chapter 720, Florida Statutes (2006), and the Florida Corporation Not-for-Profit Act, Chapter 617, Florida Statutes (2006), as they may be amended from time to time, including providing for maintenance, preservation and architectural control of the Lots and Common Areas within that certain parcel of real property described as:

ALL OF TIMBERWOOD LANDING, ACCORDING TO THE PLAT THEREOF RECORDED IN MAP BOOK 61, PAGES 99 THROUGH 104, OF THE PUBLIC RECORDS OF ST. JOHNS COUNTY, FLORIDA.

("the Property") pursuant to Chapter 720, Florida Statutes, and to promote the health, safety and welfare of the residents within the above-described Property.

ARTICLE III: POWERS

In addition to the general powers afforded a corporation not-for-profit under the laws of the State of Florida, the Association shall have all the powers reasonably necessary to implement the purpose of this Association, including without limitation the following powers:

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 and Restrictions for Timberwood Landing ("the Declaration") as same may be amended from time to time.

B. Fix, levy, collect and enforce payment of all charges or assessments pursuant to the terms of the Declaration and pay all expenses in connection therewith

and all office and other expenses incident to the conduct of the business of the Association, including without limitation all licenses, taxes or governmental charges levied or imposed against the Property of the Association and the expense of maintaining and repairing the surface water or stormwater management system described in subsection H.

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 Property to any public agency, authority, or utility for such purposes and subject to such terms and conditions as may be agreed to by the members, provided that no such dedication or transfer shall be effective unless consent to in writing by two-thirds (2/3) of each class of members.

F. Participate in mergers and consolidations with other non-profit corporations organized for the same purposes and 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 unless otherwise authorized by the Declaration.

G. Have and exercise any and all powers, rights and privileges which a corporation organized under Chapter 617, Florida Statutes, may now or hereafter have or exercise.

H. Operate and manage the Surface Water or Stormwater Management System ("the System") in a manner consistent with the St. Johns River Water Management District permit No. 42-109-48132-3 and applicable District rules and regulation; assist in the enforcement of the Declaration of Covenants and Restrictions which relate to the System; and contract for services for the operation and maintenance of the System.

ARTICLE IV: MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot (including contract sellers but excluding persons or entities holding title merely as security for performance of an obligation) which is subject to assessment by the Association shall be a member of the Association and shall have voting rights in the

Association as set forth below. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to assessment by the Association. Membership shall be transferred automatically by the conveyance of title to a Lot.

ARTICLE V: CLASSES OF MEMBERSHIP

A. Class "A". Class A members shall be all Owners, with the exception of the Developer (as defined in the Declaration). Each Owner shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any lot, all such persons shall be members. The vote for such lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any lot owned by a Class A member.

B. Class "B". The Class B member shall be the Developer, who shall be entitled to three (3) votes for each lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs first:

1. Three (3) months after seventy-five percent (75%) of all Lots in all phases of the Property that will ultimately be operated by the Association have been conveyed to members other than Developer. (For purposes of this section, the term "members other than Developer" shall not include builders, contractors, or others who purchase a Lot for the purpose of constructing improvements thereon for sale); or
2. Ten (10) years following the date of conveyance of the first Lot; or
3. At such time as the Developer, in its sole discretion, elects to terminate the Class B membership.

Notwithstanding the foregoing, the Developer shall be entitled to elect at least one (1) member of the Board of Directors, and all of the members not constituting a majority, as long as Developer holds for sale in the ordinary course of business at least five percent (5%) of the Lots in the Property.

ARTICLE VI: EXISTENCE

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The corporation shall have perpetual existence.

ARTICLE VII: SUBSCRIBER

The name and address of the subscriber to these Articles of Incorporation is John Wood, 1100-4 Ponce de Leon Boulevard, St. Augustine, Florida 32084.

ARTICLE VIII: BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors. The initial Board of Directors shall consist of seven (7) persons appointed by Developer. After the sale of the first lot, the Board shall consist of no fewer than five (5) nor more than seven (7) members and the Directors shall be elected as provided in the Bylaws. After Class B membership ceases as provided in Article IV, only owners of Lots may be Directors or officers. The Developer may appoint or elect non-owners while Class B membership exists. The number of Directors may be changed by amendment of the Bylaws of the Association. The name and addresses of the persons who shall serve as the initial Board of Directors until the selection of their successors are:

| | |
|-----------------------|--|
| John Wood | 1100-4 Ponce de Leon Blvd. St. Augustine, Florida 32804 |
| Robert J. L. Laurence | 101 Bilbao Drive St. Augustine, Florida 32806 |
| Robert J. F. Laurence | 114 Southwind Circle St. Augustine, Florida 32080 |
| Stephanie Igou | 40 Abbott Street St. Augustine, Florida 32084 |
| Colleen Grauhard | 33 Water Street St. Augustine, Florida 32084 |
| Cindy Chapman | 509 Turnberry Lane St. Augustine, Florida 32080 |
| Dianne Battista | 925 Oak Arbor Court St. Augustine, Florida 32080 |

ARTICLE IX: DISSOLUTION

The Association may be dissolved only pursuant to the provisions of the Condominium Act and the Declaration. Upon dissolution of the Association, other than as part of 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 was created, or for the general welfare of the residents of the county in which the Condominium 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. 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 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: AMENDMENT

Amendments to these Articles of Incorporation may be proposed by any member of the Association. These Articles may be amended at any annual meeting of the Association, or at any special meeting duly called and held for such purpose, on the affirmative vote of two-thirds (2/3) of each class of members existing at the time of and present at such meeting. Any amendment which alters the Surface Water or Stormwater Management System from its original condition must receive the approval of the St. Johns River Water Management District. As long as Class B membership exists, the following actions require the approval of FHA/VA (as defined in the Declaration): annexation of additional properties; mergers and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution, and amendments to the Articles of Incorporation.

ARTICLE XI: INDEMNIFICATION

Every director and officer of the Association and every member of the Association serving the Association at its request shall be indemnified by the Association against all expenses and liabilities, including attorneys' fees and appellate attorneys' fees, reasonably incurred by or imposed upon him or her in connection with any proceeding or any settlement of any proceeding to which he or she may be a party, or in which he or she may become involved by reason of his or her being or having been a director or officer of the Association, or by reason of his or her serving or having served the Association at its request, whether or not he or she is a director or officer or is serving at the time the expenses or liabilities are incurred; provided, that in the event of a settlement before entry of judgment, and also when the person concerned is adjudged guilty of gross negligence or willful misconduct, indemnification shall apply only when the Board of Directors approves the settlement and/or reimbursement as being in the best interest of the Association. The foregoing right of indemnification shall be in addition to and not in lieu of any and all other rights to which that person may be entitled.

Audit #H07000144578 3

**ARTICLE XII: PRINCIPAL OFFICE, INITIAL REGISTERED OFFICE,
AND REGISTERED AGENT**

The street and mailing address of the initial principal office and initial registered office of the Association is 1100-4 Ponce de Leon Blvd., St. Augustine, Florida 32084. The name of its initial Registered Agent at such address is John Wood.

ARTICLE XIII: BYLAWS

Bylaws regulating operation of the corporation shall be adopted by the Board of Administration.

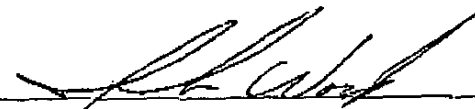
ARTICLE XIV: DEFINITIONS

Capitalized terms not defined in these Articles shall have the meanings set forth in the Declaration and the Condominium Act.


Subscriber/Incorporator- John Wood

ACCEPTANCE BY REGISTERED AGENT

I am familiar with and accept the duties and responsibilities as Registered Agent for the foregoing corporation.


John Wood

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2007 MAY 30 PM 2:07

FILED