

No 07000010256

NO. 9886

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FLORIDA PROFIT/NON PROFIT CORPORATION

Flora Parke Crossing Property Owners Association, Inc

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**ARTICLES OF INCORPORATION
OF
FLORA PARKE CROSSING PROPERTY OWNERS ASSOCIATION, INC.**

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 that certain Declaration of Covenants, Easements, and Restrictions for Flora Parke Crossing recorded on June 8, 2006 in Official Records Book 1418, Pages 64-95 of the Public Records of Nassau County, Florida, as it may be modified and supplemented from time to time ("Declaration").

ARTICLE I - NAME

The name of the corporation is FLORA PARKE CROSSING PROPERTY OWNERS ASSOCIATION, INC., hereinafter referred to as the "Association."

ARTICLE II - TERM OF EXISTENCE

This Association 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 III - REGISTERED AGENT

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

John A. Semanik
Seminak Investment Corporation
2120 Corporate Square Boulevard, Suite 3
Jacksonville, Florida 32216

ARTICLE IV - PRINCIPAL OFFICE

The principal office of the Association shall be located at 2120 Corporate Square Boulevard, Suite 3, Jacksonville, Florida 32216; 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 V - 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 Property, 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 Building Sites (as defined in the Declaration). For such purposes, the Association shall have and exercise the following authority and powers:

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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, including without limitation, adequate assessments for the costs of maintenance, repair and operation of the retention ponds, stormwater management system, and drainage system, including without limitation all drainage structures and drainage easements.
3. To 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 or any improvements thereon in connection with the affairs of the Association.
4. To borrow money and, with the assent of seventy-five percent (75%) 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 Property 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 Building Sites and Common Property.
8. To maintain, repair, replace, operate and manage the Common Property.
9. To employ personnel, agents or independent contractors to perform the services required for the proper operation of the Common Property.
10. To exercise architectural control over improvements within the Property pursuant to the rights granted to the Association in the Declaration.
11. To operate, maintain and manage the Stormwater Management System in a manner which is consistent with St. Johns River Water Management District Permit No. 40-089-72077-1 requirements and applicable St. Johns River Water Management District rules, and to assist in the enforcement of the terms and conditions of the Declaration which relate to the Stormwater Management District.
12. 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.

13. 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 VI - MEMBERSHIP

1. Every person or entity who is record owner of a fee or undivided fee interest in any Building Site, including the developer, and 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 Building Site which is subject to assessment by the Association.

2. The transfer of the membership of any Owner shall be established by the recording in the public records of Nassau County of a deed or other instrument establishing a transfer of record title to any Building Sites 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 Building Site. It shall be the responsibility and obligation of the former and new Owner of the Building Site to provide such copy to the Association.

3. 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 Building Site owned by such Member.

ARTICLE VII - VOTING RIGHTS

The Association shall have voting Members:

1. The Members shall be Developer and shall be entitled to one (1) vote per Building Site owned by the Developer until the occurrence of the earlier of the following events ("Turnover"):

a. Three (3) months after ninety (90%) of the Building Sites in the Property that will ultimately be operated by the Association have been conveyed to Members; or

b. When Declarant shall cause all Declarant-appointed members of the Board to resign, which Declarant may do at any time; or

c. When Declarant shall determine that the development of Flora Park Crossing has been completed; or

d. At such earlier time as Declarant, in its sole discretion, may elect.

After Turnover, the Members of the Association may vote to elect the majority of the Board of Directors. After Turnover, the Developer shall have one vote for each Building Site owned by Developer. After Turnover, for so long as the Developer owns at least five percent (5%) of the Building Sites within the Property, the Developer may appoint the minority of the Board of Directors or not less than one (1) Director.

ARTICLE VIII - 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 of the Association 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>
John A. Semanik	Semanik Investment Corporation 2120 Corporate Square Boulevard, Suite 3 Jacksonville, Florida 32216
Katherine S. Carpenter	Semanik Investment Corporation 2120 Corporate Square Boulevard, Suite 3 Jacksonville, Florida 32216
Jennie M. Lesniak	Semanik Investment Corporation 2120 Corporate Square Boulevard, Suite 3 Jacksonville, Florida 32216

Until Turnover, the Board of Directors shall consist of Directors, appointed by the Members of the Association, who shall serve until those Members no longer have the right to appoint any Directors.

At the first annual meeting after Turnover, the Members shall elect one-third (1/3) of the Directors to be elected by the Members for a term of one (1) year, one-third (1/3) of the Directors to be elected by the Members for a term of two (2) years and one-third (1/3) of the Directors to be elected by the Members for a term of three (3) years (should the membership of the Board of Directors not be divisible by three, then the directors should be made as nearly equal as possible). At each annual meeting thereafter, the Members shall elect the Directors to

be elected by the Members for terms of three (3) years; provided however, for so long as the Member has the right to appoint the minority of the Directors or at least one Director, the Member shall appoint and replace such persons at its sole discretion. (After Turnover and for so long as the Member owns at least five percent (5%) of the Building Sites within the Property, the 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 Member shall be filled for the unexpired term of the vacated office by the remaining Directors.

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 of the 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. In addition, the conveyance of any portion of the Stormwater Management System, or the transfer of any maintenance obligations pertaining to the Stormwater Management System must be to an entity which would comply with Section 40C-42.027, Florida Administrative Code, and the approval of the St. Johns River Water Management District must be obtained, prior to such termination, dissolution or liquidation.

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:

Name

Address

Jennie M. Lesniak (President)

Seminak Investment Corporation
2120 Corporate Square Boulevard, Suite 3
Jacksonville, Florida 32216

Katherine S. Carpenter (Vice President)

Seminak Investment Corporation
2120 Corporate Square Boulevard, Suite 3
Jacksonville, Florida 32216

Jill Lambert (Secretary)

Seminak Investment Corporation
2120 Corporate Square Boulevard, Suite 3
Jacksonville, Florida 32216

Jill Lambert (Treasurer)

Seminak Investment Corporation
2120 Corporate Square Boulevard, Suite 3
Jacksonville, Florida 32216

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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 repealed in the manner set forth in the Bylaws.

ARTICLE XII - AMENDMENTS

Until Turnover, all amendments or modifications to the Articles of Incorporation shall only be made by Developer, which amendment shall be signed by Developer and need not be joined by any other party; provided, however, that the Association shall, forthwith upon request of Developer, join in any such amendments or modifications and execute such instruments to evidence such joinder and consent as Developer shall, from time to time, request. After Turnover, 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 sixty-six and two-thirds percent (66 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. Any amendments to these Articles that affect the rights of the St. Johns River Water Management District, shall be subject to the approval of the St. Johns River Water Management District. Amendments to these Articles need only be filed with the Secretary of State and do not need to be recorded in the public records of the County.

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 - INTENTIONALLY DELETED

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ARTICLE XV - SUBSCRIBER

The name and address of the Subscriber of the Association is:

John A. Semanik

Seminak Investment Corporation
2120 Corporate Square Boulevard, Suite 3
Jacksonville, Florida 32218

IN WITNESS WHEREOF, for the purpose of forming this Association under the laws of the State of Florida, the undersigned has executed these Articles of Incorporation this 10 day of ~~February~~ October, 2007.

Signed, sealed and delivered
in the presence of:

SEMANIK INVESTMENT CORPORATION,
a Florida corporation

[Signature]
John A. Semanik
Print Name

By: [Signature]
John A. Semanik, President

[Signature]
KATHERINE S. CARPENTER
Print Name

STATE OF FLORIDA
COUNTY OF Duval

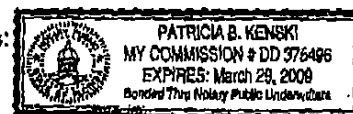
The foregoing instrument was acknowledged before me this 10 day of ~~February~~ October, 2007, by John A. Semanik, as President of SEMANIK INVESTMENT CORPORATION, a Florida corporation, for and on behalf of said corporation as subscriber of the Association, and who is personally known to me or has provided _____ as identification.

[SEAL]

[Signature]
NOTARY PUBLIC, State of Florida

Patricia B. Kenski

Printed Name
My Commission Expires:
Commission Number:



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**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:

Flora Parke Crossing Property 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 John A. Semanik, located at 2120 Corporate Square Boulevard, Suite 3, Jacksonville, Florida 32216, as its agent to accept service of process within this state.

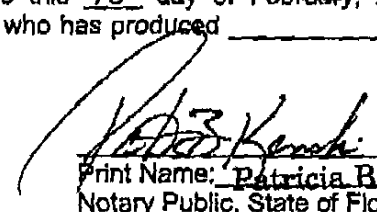
Having been named to accept service of process for above state and corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Florida Statute relative to keeping open said office.

REGISTERED AGENT


JOHN A. SEMANIK

STATE OF FLORIDA
COUNTY OF DUVAL

Sworn to and subscribed before me this 10 day of October, 2007, by John A. Semanik, who is personally known to me or who has produced _____ as identification.


Print Name: Patricia B. Kenski
Notary Public, State of Florida at Large
Commission No.: _____
My Commission Expires: _____

