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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**St. Johns Forest Offices Master Association, Inc.**

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**ARTICLES OF INCORPORATION  
OF  
ST. JOHNS FOREST OFFICES MASTER ASSOCIATION, INC.**

THE UNDERSIGNED hereby associate themselves for the purpose of forming a corporation not-for-profit under and pursuant to Chapter 617, Florida Statutes, and do certify as follows:

**Article I - Name**

The name of this corporation is St. Johns Forest Offices Master Association, Inc.

**Article II - Definitions**

1. **Declaration:** Declaration of Covenants and Easements, recorded in Volume 2321, page 1404, of the current public records of St. Johns County, Florida, as amended by that certain Amended and Restated Declaration of Covenants, Easements and Restrictions, as the same may subsequently be recorded in the public records of St. Johns County, Florida (as amended from time to time).
2. **Association:** St. Johns Forest Offices Master Association, Inc., a Florida not-for-profit corporation, its successors and assigns.
3. All other terms not defined herein shall have the meaning set forth in the Declaration.

**Article III - Purpose and Powers**

The Association shall have all of the powers of a corporation not-for-profit existing under the laws of the State of Florida, as the same may be hereafter amended and all powers reasonably necessary to implement the powers of the Association, which powers shall include, but are not limited to, the power:

1. To make, establish, and enforce reasonable rules and regulations governing the use of the Common Areas of the Property;
2. To make, levy and collect assessments against Owners to provide for the funds to pay for Common Areas of the Property as provided for in the Declaration, and to use and expend the proceeds of assessments in the exercise of the powers and duties of the Association;
3. To maintain, repair, replace and operate those portions of the Property that the Association has the duty or right to maintain, repair, replace and operate under the Declaration;
4. To contract for the management and maintenance of the Property and to authorize the management agent to assist the Association in carrying out its powers and duties by performing such functions as the collection of assessments, preparation of records, enforcement of rules, and maintenance of the common elements. The

Association shall, however, retain at all times the power and duties granted them by the Declaration, including, but not limited to, the making of assessments, promulgation of rules, and execution of contracts on behalf of the Association;

5. To employ personnel to perform the services required for the proper operation of the Property;
6. To purchase insurance upon the Property for the protection of the Association and its members;
7. To reconstruct improvements constructed on the Property after casualty or other loss;
8. To make additional improvements on and to the Property;
9. To approve or disapprove the transfer, mortgage and ownership of Units to the extent such power is granted to it under the Declaration;
10. To acquire and enter into agreements whereby it acquires leaseholds, membership or other possessory or use interests in lands or facilities, intended to provide for the use or benefit of the members of the Association;
11. To enforce by legal action the provisions of the Declaration;
12. To acquire, by purchase or otherwise, Units.

#### Article IV - Members

1. Members. The members of the Association shall consist of all owners of the Units subject to the Declaration, and after the termination of the Declaration, shall consist of those persons who are members at the time of such termination.
2. Voting Members. Each Unit shall be entitled to a voting interest based on the proportion that the square footage of the Unit bears to the square footage of all Units, in the manner provided for in the Declaration, which voting interest shall be exercised by the Owner designated by the Owner or Owners of a majority in interest in a single Unit to cast the vote(s) appurtenant to said Unit. The designation of voting members shall be perfected in the manner provided for in the Declaration.
3. Assignment. Neither the share of a member in the funds and assets of the Association, nor membership in this Association may be assigned, hypothecated or transferred in any manner except as an appurtenance to a Unit.
4. The members of the Association shall be subject to all of the terms, conditions, restrictions and covenants contained in the Declaration.

#### Article V - Term

This corporation shall exist perpetually.

**Article VI - Subscribers**

The name and address of the subscribers to these Articles of Incorporation are as follows:

William S. Emmerich  
1861 Paradise Moorings Blvd.  
Middleburg, FL 32068

**Article VII - Initial Board of Directors**

The business of the corporation shall be conducted by a Board of Directors, which shall consist of not less than three (3) nor more than five (5) directors. The Board of Directors shall be elected annually by the members of the Association entitled to vote.

**Article VIII - Officers**

The affairs of the Association shall be managed by a President and a Secretary/Treasurer. The officers of the Association shall be elected annually by the Board of Directors of the Association in accordance with the provisions of the Bylaws of the Association.

**Article IX - Indemnification**

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon said director or officer in connection with any proceeding to which he or she may be a party, or in which he or she may become involved, by reason of being or having been a director or officer of the Association, or any settlement thereof, whether or not he or she is a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties; provided that in the event of settlement, the indemnification herein shall apply for the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

**Article X - Amendment**

These Articles may be amended by an affirmative vote of members holding three-fourths (3/4ths) of the voting interests in the Association.

**Article XI - Bylaws**

The Association shall adopt Bylaws governing the conduct of the affairs of the Association. These Bylaws may be amended by an affirmative vote of members holding three-fourths (3/4ths) of the voting interests in the Association.

**Article XII - Principal Office, Registered Office and Registered Agent**

The initial principal office of this corporation shall be located at 1861 Paradise Moorings Blvd, Middleburg, Florida 32068, or at such other place or places as may be designated from time to time by the Board of Directors.

The initial registered agent of this corporation shall be William S. Emmerich, whose address is 1861 Paradise Moorings Blvd, Middleburg, Florida 32068, or other such person as may be designated from time to time by the Board of Directors.

IN WITNESS WHEREOF, the subscribing incorporator has executed these Articles of Incorporation this 30<sup>th</sup> day of January 2008.



William S. Emmerich

**ACKNOWLEDGMENT AND ACCEPTANCE**

Having been named to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept such designation to act as registered agent, and agree to comply with the provisions of the Florida Statutes relative to keeping open said office.



William S. Emmerich  
Registered Agent

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