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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT/NON PROFIT CORPORATION

Smith Pointe Homeowners Association, Inc.

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**ARTICLES OF INCORPORATION
SMITH POINTE HOMEOWNERS ASSOCIATION, INC.**

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The undersigned incorporators of a non-profit corporation under Chapter 617 of the Florida Statutes, do hereby adopt the following Articles of Incorporation of such corporation:

**ARTICLE I
Corporate Name**

The name of the corporation (hereinafter called the "Association") is Smith Pointe Homeowners Association, Inc.

**ARTICLE II
Corporate Office and Mailing Address**

The street address of the principal office of the Association will be:

Mr. Kenneth Kuester
2167 W. 18th Street
Jacksonville, Florida 32209

The mailing address for the Association will be:

c/o Michael N. Schneider
Ansbacher & Schneider, P.A.
P.O. Box 551260
Jacksonville, Florida 32255

**ARTICLE III
Purpose and Powers**

The primary purposes for which the Association is formed are to perform all obligations and exercise all privileges of the Homeowners Association as set forth in The Declaration of Covenants, Restrictions, Basements and Conditions Regarding the Smith Pointe subdivision to be recorded in the public records of Duval County, Florida, as the same may be amended or supplemented from time to time, (the "Declaration"). In particular, and not in limitation, the Association shall operate, maintain, and manage the surface water or stormwater management system(s) in a manner consistent with the St. Johns River Water Management District Permit No. 4-031-91757-1 requirements and applicable District rules, and shall assist in the enforcement of the Declaration which relate to the surface water or stormwater management system.

The Saint John's River Water Management District shall have the right to enforce, by a proceeding at law or in equity, the provisions contained in the Declaration which relate to the maintenance, operation and repair of the Stormwater Management Facility. Any amendment to this Association or the Declaration which alters the Stormwater Management Facility, beyond maintenance in its original condition, including the water management portions of the Common Property, must have prior written approval of the Saint John's River Water Management District.

Michael N. Schneider, Esq.
Ansbacher & Schneider, P.A.
P.O. Box 551260
Jacksonville, Florida 32255
Fla. Bar #166929
(904) 296-0100 040493

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In furtherance of such purposes, the Association shall have power to:

- (a) Perform all of the duties and obligations of the Association as set forth in the Declaration;
- (b) Assess, levy, collect, and enforce payment by any lawful means all charges and assessments pursuant to the terms of the Declaration; and pay all expenses in connection therewith, including expenses incidental to the conduct of the business of the Association, and including all licenses, taxes, or governmental charges levied on or imposed against the Association as well as insurance maintained by the Association;
- (c) Acquire, own, maintain, convey, sell, lease, transfer, or otherwise dispose of real property and personal property in connection with the affairs of the Association; and
- (d) Have and exercise any and all powers, rights, and privileges that a non-profit corporation organized under Chapter 617 of the Florida Statutes by law may now or hereafter have or exercise.

The Association is organized and shall be operated exclusively for the purposes set forth above. The activities of the Association will be financed by assessments against Members of the Association as provided in the Declaration, and no part of any net earnings of the Association will inure to the benefit of any Member.

ARTICLE IV **Effective Date**

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Association shall exist in perpetuity.

ARTICLE V **Registered Agent and Street Address of Registered Office**

The initial registered agent will be:

Ansbacher & Schneider, P.A.

and the registered office for such agent will be at:

5150 Belfort Road, Building 100
Jacksonville, Florida 32256

ARTICLE VI **Name and Address of Incorporators**

The name and address of the incorporator is:

Michael N. Schneider
P.O. Box 551260
Jacksonville, Florida 32255

ARTICLE VII **Membership**

The owners of a vested present fee in any Lot shown on the Plat of Smith Pointe, a Planned Development Subdivision, recorded in Plat Book 62, page 79 through 82, inclusive, of the public records of Duval County, Florida and the owners of a vested present fee in any Lot that is platted in a subsequent phase of Smith Pointe Subdivision, a

Planned Development Subdivision (individually, a "Lot," and collectively, the "lots") shall be a member of the Association (individually, a "Member," and collectively, the "Members"). When more than one person holds an interest in any Lot, all such persons shall be Members. Membership shall be appurtenant to and may not be separated from ownership of a lot which is subject to assessment by the Association.

ARTICLE VIII Voting

The Association shall have two classes of voting Members as set forth in the Declaration. When more than one person holds an interest in a Lot, the vote for such Lot shall be exercised as such owners determine and as provided in the Bylaws, but in no event shall more than one vote be cast with respect to any Lot. As long as there exists a Class B member as set forth in the Declaration, annexation of additional properties, mergers and consolidations, mortgaging of Common Property as defined in the Declaration, dissolution and amendment of the Articles require prior approval of the Department of Housing and Urban Development/Department of Veterans Affairs.

ARTICLE IX Board of Directors

- (a) Composition: The Board will initially consist of at least three persons appointed by the Incorporators. The Board will consist of at least three Directors (or a multiple of three) selected in accordance with the Articles and Bylaws.
- (b) Classes: Each Director will be appointed or elected to one of three classes so as to provide for staggered terms. If the number of Directors is increased, it shall be in multiples of three, and each new Director must be assigned to a class so that each class will have an equal number of Directors.
- (c) Term of Office: The initial term for the Class 1 Director will be for one year. The initial term for the Class 2 Director will be for two years. The initial term for the Class 3 Director will be for three years. Subsequent terms for Directors of any class will be for three years; however, Directors will always serve until resignation or removal or until their successors are elected.
- (d) Qualifications: Each Director must be a Member. If a Director ceases to be a Member during his/her term of office, such person will automatically be removed from the Board effective upon such occurrence.
- (e) Voting Procedure: At each annual meeting, the Members will elect the Directors to replace the Directors of the class whose term of office is then expiring. Each Member will have one vote for each seat to be filled. No cumulative voting will be permitted. The candidate(s) receiving the highest number of votes will be declared elected. The meeting will be conducted in accordance with the Articles and the Bylaws.
- (f) Removal: Any Director may be removed from office, with or without cause, by at least a majority vote of the Members.
- (g) Vacancies; Replacement of Directors: Any vacancy occurring on the Board may be filled for the remainder of the term by a majority vote of the remaining Board members. If the remaining Board members do not constitute a quorum, a special meeting of the Association to elect new members to the Board may be called by any officer or Member.
- (h) Compensation: Directors will not receive compensation for their services unless approved by the Members.

ARTICLE X
Name and Address of Initial Board of Directors

The number of persons constituting the first Board of Directors of the Association shall be three (3), and the names and addresses of the persons who shall serve as Directors until the first election which shall be held at the first annual meeting of the Association are:

Class One
Kenneth Kuester
P.O. Box 12267
Jacksonville, Florida 32209

Class Two
Michael N. Schneider
P.O. Box 551260
Jacksonville, Florida 32255

Class Three
Rick Dix
2918 Donna Drive
Jacksonville, Florida 32208

ARTICLE XI
Officers

The day to day affairs of the Association will be governed by officers selected by the Board of Directors in accordance with the Bylaws.

ARTICLE XII
Bylaws

The Bylaws of the Association may be made, altered, or rescinded at any annual meeting of the Association, or at any special meeting duly called for such purpose, on the affirmative vote the voting Members existing at the time of and present at such meeting except that the initial Bylaws of the Association shall be made and adopted by the Board of Directors.

ARTICLE XIII
Amendments to Articles of Incorporation

Amendments to these Articles of Incorporation shall be approved by the Board of Directors and then by the Members at any annual meeting of the Association, or at any special meeting duly called and held for such purpose. Amendments require the affirmative vote of seventy-five percent (75%) of the voting Members existing at the time of and present at such meeting.

ARTICLE XIV
Dissolution and Distribution of Assets

On dissolution, the assets of the Association shall be distributed to an appropriate public agency to be used for purposes similar to those for which the Association was created. In the event such distribution is refused acceptable, such assets shall be granted, conveyed, and assigned to any non-profit corporation, association, trust, or other organization organized and operated for such similar purposes. In the vent of termination, dissolution, or final

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liquidation of the Association, the responsibility for the operation and maintenance of the stormwater management system must be transferred to and accepted by an entity which would comply with Section 40-C-42.027, F.A.C., and be approved by the St. Johns River Water Management District prior to such termination, dissolution, or liquidation.

ARTICLE XV **Indemnification of Officers and Directors**

The Association will indemnify every Director and every Officer of the Association to the greatest extent permitted by law against all expenses and liabilities, including attorney's fees (before trial, at trial, or on appeal) incurred by or imposed upon such person in connection with service as a Director or Officer. This indemnity will apply regardless of whether the person is still serving as a Director or Officer at the time a loss is sustained. 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 XVI **Construction**

Terms utilized in these Articles of Incorporation, but not defined herein, will have the same meaning as in the Declaration. These Articles of Incorporation are subordinate to the terms of the Declaration. To the extent that the provisions hereof conflict with any provisions contained in the Declaration, as amended from time to time, then these Articles of Incorporation will be deemed automatically amended to conform to the terms of the Declaration.

IN WITNESS WHEREOF, the undersigned Incorporators of this Corporation has hereunto set their hands and seals this 10th day of April, 2008.



Michael N. Schneider, Incorporator

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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

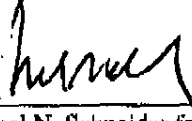
1. The name of the corporation is:

Smith Pointe Homeowners Association, Inc.
2. The name and address of the registered agent and office is:

Ansbacher & Schneider, P.A.
5150 Belfort Road
Building 100
Jacksonville, Florida 32256

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By: 
Michael N. Schneider for
Ansbacher & Schneider, P.A., Registered Agent

April 10, 2008

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