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FLORIDA PROFIT/NON PROFIT CORPORATION

DANIELS LANDING MARINA ASSOCIATION, INC.

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ARTICLES OF INCORPORATION
OF
DANIELS LANDING MARINA ASSOCIATION, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(A Corporation Not-For-Profit)

The undersigned hereby executes these Articles of Incorporation for the purposes of becoming incorporated under Chapter 617, Florida Statutes, as a corporation not-for-profit, and certifies as follows:

ARTICLE I.

NAME

The name of the Corporation shall be "DANIELS LANDING MARINA ASSOCIATION, INC." (the "Association"). Its principal office shall be at 1880 Eagle Harbor Parkway, Orange Park, Florida 32073-9977, or at such other place as may be designated, from time to time, by the Board of Governors.

The capitalized terms herein shall have the same meaning as in the Declaration of Covenants and Restrictions for Daniels Landing Marina which will be recorded in the public records of Clay County, Florida (the "Declaration"). If there is any conflict between these instruments, then the definitions in the Declaration shall control.

ARTICLE II.

DURATION

The period of duration of the Association is perpetual.

ARTICLE III.

PURPOSE AND POWERS

The sole purpose of the Association is to own and operate a private recreational marina exclusively for the pleasure and recreation of its members, their families and their guests. The Association is organized exclusively for pleasure, recreation and other non-profitable purposes. The Association shall be empowered to acquire, rent, lease, let, hold, own, buy, convey, mortgage, bond, sell or assign property, real, personal or mixed, and to borrow money, whether secured or unsecured, and to do and perform all such other acts and things as are allowed by the laws of the State of Florida with respect to not-for-profit corporations, as those laws now exist or as they may hereafter provide.

ARTICLE IV.

PROHIBITION AGAINST DISTRIBUTION OF INCOME

The Association is one which does not permit pecuniary gain or profit. No part of any net earnings shall inure to the benefit of any member or officer, and as such they will have no interest in or title to any of the property or assets of the Association. Nothing herein shall prohibit the Association from reimbursing its directors and officers for performing services rendered to the Association.

ARTICLE V.

CAPITAL STOCK

The Association shall have no capital stock and shall be composed of members rather than shareholders.

ARTICLE VI.

QUALIFICATIONS OF MEMBERSHIP

The categories of membership, qualifications for membership and the manner of admission shall be as set forth in and regulated by the Declaration. Every person or entity who is a record owner of a fee interest in any Lot and who consents to and joins in the Declaration shall be a Member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association. Notwithstanding the above, Boat Slip Owners who retain Boat Slips after conveyance of their Lot, shall also be Members of the Association, until such Boat Slip is conveyed to another Member of the Association.

ARTICLE VII.

VOTING RIGHTS

Members of the Association will have such voting rights as are provided in Article Five of the Declaration.

ARTICLE VIII.

LIABILITY FOR DEBTS

Neither the members nor the officers or directors of the Association shall be liable for the debts of the Association.

ARTICLE IX.

BOARD OF DIRECTORS

Initially, the Association shall have three (3) members of the Board of Directors. Eagle Harbor of Fleming Island Joint Venture, a Florida joint venture, is entitled to designate all members of the Board of Directors prior to the transfer of complete management and control of the Association to the Members of the Association (the "Turnover Date"), as provided in the Bylaws. After the Turnover Date, Members of the Association will be entitled to elect the members of the Board of Directors as provided in the Bylaws. The names and addresses of the initial directors of the Association are:

<u>Name</u>	<u>Address</u>
Roger S. Arrowsmith	1880 Eagle Harbor Parkway Orange Park, Florida 32073-9977
Marilyn Ayers	1880 Eagle Harbor Parkway Orange Park, Florida 32073-9977
Judy Barwig	1880 Eagle Harbor Parkway Orange Park, Florida 32073-9977

ARTICLE X.

INCORPORATOR

The name and address of the incorporator are as follows:

<u>Name</u>	<u>Address</u>
Roger S. Arrowsmith	1880 Eagle Harbor Parkway Orange Park, Florida 32073-9977

ARTICLE XI.

INDEMNIFICATION

The Association shall indemnify its directors and officers, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of the Florida Not For Profit Corporation Act, as the same may be amended and supplemented, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law, agreement, vote of members or disinterested officers or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and

shall continue as to a person who has ceased to be an officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

ARTICLE XII.

DISSOLUTION

In the event of dissolution or final liquidation of the Association, all of the property and assets of the Association, after payment of its debts, shall be distributed, as permitted by Florida law or a court having jurisdiction, equally among the Members pursuant to the provisions of the Declaration for Condemnation.

ARTICLE XIII.

INITIAL REGISTERED OFFICE AND AGENT

The registered office for the Association and the registered agent for the Association at that address are the following: Roger S. Arrowsmith, 1880 Eagle Harbor Parkway, Orange Park, Florida 32073-9977.

ARTICLE XIV.

AMENDMENT

These Articles may be amended, at a regular or special meeting of the members of the Association, by two-thirds (2/3) of the vote present at a duly called meeting being cast in favor of such amendment and provided that any matter stated herein to be or which is in fact governed by the Declaration may not be amended except as provided in the Declaration.

IN WITNESS WHEREOF, I have hereunder set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 11 day of APRIL, 2008.



Roger S. Arrowsmith, Incorporator

STATE OF FLORIDA
COUNTY OF CLAY

The foregoing instrument was acknowledged before me this 11 day of APRIL, 2008, by Roger S. Arrowsmith, who is personally known to me or provided as identification.



Notary Public
State of Florida at Large
My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

FIRST - - THAT DANIELS LANDING MARINA ASSOCIATION, INC., DESIRING
TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH
ITS PRINCIPAL PLACE OF BUSINESS AT 1880 EAGLE HARBOR PARKWAY, ORANGE
PARK, FLORIDA 32073-9977,

SECOND - - NAMED ROGER S. ARROWSMITH LOCATED AT 1880 EAGLE
HARBOR PARKWAY, ORANGE PARK, FLORIDA 32073-9977, AS ITS AGENT TO
ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

THIRD - - HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE
ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER
AGREE TO COMPLY WITH PROVISIONS OF ALL STATUTES RELATIVE TO THE
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

REGISTERED AGENT:



Roger S. Arrowsmith

DATE: 4-11, 2008

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