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## FLORIDA PROFIT/NON PROFIT CORPORATION

SYLVAN ESTATES HOMEOWNERS ASSOCIATION, INC.

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**ARTICLES OF INCORPORATION**

**OF**

**SYLVAN ESTATES HOMEOWNERS ASSOCIATION, INC.,  
a not for profit corporation**

The undersigned incorporator, who is above the age of 18 years and competent to contract, acting as incorporator under the laws of the State of Florida, Chapter 617, Florida Statutes, applicable to corporations not for profit, does hereby adopt the following Articles of Incorporation for such corporation:

**ARTICLE I - NAME**

The name of this Corporation shall be **SYLVAN ESTATES HOMEOWNERS ASSOCIATION, INC.** (the "Corporation" or "Association").

**ARTICLE II - PURPOSE**

The Corporation does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the Lots and Common Areas of Sylvan Estates subdivision (the "Subdivision"), owned and operated by **SECURITY BANK OF BIBB COUNTY** (hereinafter called "Developer" or "Declarant"), located upon the property, situate, lying and being in Duval County, Florida:

All of the property described on the Plat of Sylvan Estates recorded in Plat Book 63, page 65 of the Public Records of Duval County, Florida, as amended by that certain Surveyor's Affidavit dated February 12, 2008 and recorded in Official Records Book 14491, page 2355, public records of Duval County, Florida,

and to undertake the performance of the acts and duties incident to the administration of the operation and maintenance of said common areas and in accordance with the terms, provisions, conditions and authorizations contained in these Articles and which may be contained in the Declaration of Covenants, Conditions and Restrictions of Sylvan Estates, as hereafter amended and/or supplemented from time to time (the "Declaration"), which will be recorded in the Public Records of Duval County, Florida; and to own, operate, lease, sell, trade and otherwise deal with such property, whether real or personal, as may be necessary or convenient in the administration of the Common Areas. The Corporation shall be conducted as a non-profit organization for the benefit of its members.

**ARTICLE III - POWERS**

The Corporation shall have the following powers:

A. All of the powers and privileges granted to corporations not for profit under the law pursuant to which this Corporation is chartered, and all of the powers and privileges which

may be granted unto said Corporation or exercised by it under any other applicable laws of the State of Florida.

B. All of the powers reasonably necessary to implement and effectuate the purposes of the Corporation, including, but not limited to, the following:

1. To enforce the Declaration governing the use of the Lots and Common Areas in accordance with the terms as may be defined therein. The surface water management permit issued by the St. Johns River Water Management District (the "District Permit") and all of its conditions shall be attached as an exhibit to the rules and regulations of the Association.

2. To levy and collect assessments against members of the Corporation to defray the common expenses of the maintenance and operation of the Common Areas as may be provided in the Declaration and in the Bylaws of this Corporation which may be hereafter adopted, including the right to levy and collect assessments for the purposes of acquiring, operating, leasing, managing and otherwise trading and dealing with such property, whether real or personal, which may be necessary or convenient in the operation and maintenance of the Common Areas and in accomplishing the purposes set forth in the Declaration.

3. To maintain, repair, replace, operate and manage the Common Areas of the Subdivision and the property comprising same, including the right to reconstruct improvements after casualty and to make further improvement of said property.

4. To enforce the provisions of the Declaration and these Articles, the Bylaws of the Corporation which may be hereafter adopted, and the rules and regulations governing the use of the Common Areas as the same may be hereafter established, in a proceeding at law or in equity.

5. To exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the Corporation pursuant to the Declaration.

6. To operate, maintain and manage the Surface Water or Stormwater Management System(s) in a manner consistent with the District Permit requirements and applicable District rules, and to assist in the enforcement of the restrictions and covenants contained therein.

7. To levy and collect adequate assessments against members of the Association for the costs of maintenance, operation and repair of the surface water or stormwater management systems, including but not limited to, work within retention areas, drainage structures and drainage easements.

8. 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 in connection with the affairs of the Association.

9. To borrow money, and with the assent of the representatives of two-thirds (2/3) of the 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.

10. To dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the Members. No such dedication, sale or transfer shall be effective unless an instrument has been signed by the representatives of two-thirds (2/3) of the Members, agreeing to such dedication, sale or transfer; provided, however, that there shall be no requirement of participation by or agreement of the Members in the event the dedication, sale or transfer is incidental to a replatting of any portion of the Common Property.

11. To sue and be sued in a court of law.

12. To have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Florida by law may now or hereafter have or exercise.

#### **ARTICLE IV - MEMBERS**

The qualification of the members, the manner of their admission to membership, termination of such membership, and voting by members shall be as follows:

A. The Declarant and the owners of all Lots in the Subdivision shall be members of the Corporation, and no other persons or entities shall be entitled to membership. Membership is appurtenant to, and inseparable from, ownership of a Lot.

B. Membership shall be established by the acquisition of fee title to a Lot in the Subdivision or by acquisition of a fee ownership interest therein, whether by conveyance, devise, judicial decree or otherwise, and the membership of a party shall be automatically terminated upon his or her being divested of all title to his or her entire fee ownership interest in any Subdivision Lot, except that nothing herein contained shall be construed as terminating the membership of any party who may own two or more Subdivision Lots, so long as such party shall retain title to or a fee ownership interest in any Lot.

C. The interest of a member in the funds and assets of the Corporation cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to his or her Lot. The funds and assets of the Corporation shall belong solely to the Corporation, subject to the limitation that the same be expended, held or used for the benefit of the membership and for the purposes authorized herein in the Declaration and in the Bylaws.

D. Voting Membership shall be restricted to Owners. Every voting Member shall be entitled to one vote for each Lot owned, except as provided herein with respect to a One Vote Unified Lot. 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 by a majority of all such Members as they determine, but in no event shall more than one vote be cast with respect to any Lot.

#### **ARTICLE V - TERM**

Existence of the Corporation shall commence with the filing of these Articles with the Florida Secretary of State. The Corporation shall exist in perpetuity. In the event of termination, dissolution or final liquidation of the Corporation, the responsibility for the operation and maintenance of the surface water or stormwater management system(s) must be transferred to and accepted by an entity which would comply with Section 40C-42.027, Florida Administrative Code ("F.A.C."), and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation. Any other assets will be dedicated to a public body, or conveyed to a non-profit organization of similar purposes.

#### **ARTICLE VI - PRINCIPAL OFFICE**

The principal office of the Corporation shall be located initially at 4219 Forsyth Road, Macon, GA 31210, but the Corporation may maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the Board of Directors.

#### **ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of this Corporation shall be located at One Independent Drive, Suite 1300, Jacksonville, Florida 32202-5017 and the initial registered agent of the Corporation shall be F & L Corp, by Charles V. Hedrick, authorized signatory. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles. The registered agent for the Corporation shall maintain copies of all permits issued by the St. Johns River Water Management District for the benefit of the Corporation, so long as such copies are provided to the registered agent by the Corporation.

#### **ARTICLE VIII - DIRECTORS**

The affairs of the Corporation shall be managed by the Board of Directors. The number of members of the first Board of Directors of the Corporation, and of any succeeding Boards of Directors, shall be three (3), with each Owner having the right to elect one (1) director for each Lot owned by the Owner; provided, however, that in the event a One Vote Unified Lot is created, as set forth in Article III, Section 2 of the Declaration, the number of members of the Board shall be four (4), with the Owner of the One Vote Unified Lot having the right to elect two (2) directors and the Owner of Lot 1 having the right to elect the remaining two (2) directors.

The members of the Board of Directors shall be elected as provided by the Bylaws of the Corporation, which provide for the election of directors at the first annual meeting. The annual meeting of the Corporation shall be held on or about the third Tuesday of January of each year. Any vacancies in the Board of Directors occurring before the first election will be filled by the remaining directors. The members of the Board of Directors need not be members of the Corporation.

The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

Name:

Address:

Bryan W. Barton

4219 Forsyth Road  
Macon, GA 31210

Sandra Hunter

4219 Forsyth Road  
Macon, GA 31210

Dr. Nehu C. Patel

14420 Lake Jessup Drive  
Jacksonville, Florida 32258

### **ARTICLE IX - OFFICERS**

The Board of Directors shall elect a President, Vice President and Secretary/Treasurer and as many additional Vice Presidents and Assistant Secretary/Treasurers as the Board shall determine. The President shall be elected from among the membership of the Board of Directors but no other officer needs to be a director. The same person may hold two offices, the duties of which are not incompatible; provided, however, that the office of the President and Vice President shall not be held by the same person, nor shall the office of President and Secretary/Treasurer or Assistant Secretary/Treasurer be held by the same person.

The affairs of the Corporation shall be administered by the officers designated in the Bylaws of this Corporation. Said officers will be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and, with the approval of the Board of Directors, may employ a managing agent and/or such other managerial and supervisory personnel or entities to administer or assist in the administration of the operation and management of the Common Areas and the affairs of the Corporation, and any such person or entity may be so employed without regard to whether such person or entity is a member of the Corporation or a Director of the Corporation.

The names and addresses of the officers who will serve until their successors are designated are as follows:

<u>Office:</u>	<u>Name:</u>	<u>Address:</u>
President	Bryan W. Barton	P.O. Box 4748 Macon, GA 31208
Vice President	Dr. Nehu C. Patel	14420 Lake Jessup Drive Jacksonville, Florida 32258
Secretary/ Treasurer	Sandra Hunter	P.O. Box 4748 Macon, GA 31208

### **ARTICLE X - INCORPORATORS**

The incorporator to these Articles of Incorporation is:

Name:

Address:

Matthew G. Breuer, Esq.

Foley & Lardner LLP  
One Independent Drive, Suite 1300  
Jacksonville, FL 32202-5017

### **ARTICLE XI - BYLAWS**

The original Bylaws of the Corporation shall be adopted by the Board of Directors and thereafter, such Bylaws may be altered or rescinded by the Board in such manner as said Bylaws may provide.

### **ARTICLE XII - DISSOLUTION**

The Association shall exist in perpetuity; provided, however, if the Association is dissolved, the assets and property of the Association, including the surface water management system, shall be conveyed to an appropriate agency of local government. In the event that such conveyance or dedication is refused, the assets and property of the Association, including the surface water management system, shall be conveyed or dedicated to a similar nonprofit corporation, association or other organization to be devoted to such similar purposes. Notwithstanding the foregoing and prior to any dissolution of the Association, the responsibility for the operation and maintenance of the surface water or stormwater management systems shall 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 dissolution. In any event, the Association may only be dissolved with the assent given in writing and signed by not less than the representatives of two-thirds (2/3) of the Members.

### **ARTICLE XIII - COMMENCEMENT AND DURATION OF CORPORATE EXISTENCE**

This Association shall commence corporate existence on the date of filing these Articles with the Florida Secretary of State and shall have perpetual existence unless sooner dissolved according to law.

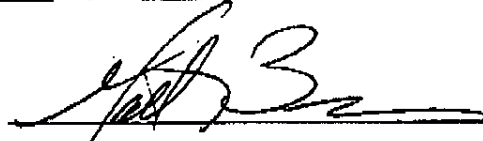
### **ARTICLE XIV - AMENDMENTS**

This Association reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, provided that it is approved by two thirds (2/3) of the Members. Notwithstanding the above, any amendment which alters the surface water or stormwater management system, beyond maintenance in its original condition, including the water management portions of the common areas, must have the prior approval of the St. Johns Rivers Water Management District.

**ARTICLE XV - DEFINITIONS**

Capitalized terms contained herein shall have the definitions and meanings set forth in the Declaration, unless expressly provided herein to the contrary.

**IN WITNESS WHEREOF**, the undersigned does hereby make and file these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets his hand and seal this 30<sup>th</sup> day of September, 2008.

  
Matthew G. Breuer, Esq.



STATE OF Florida  
COUNTY OF Duval

The foregoing instrument was acknowledged before me this 30th day of September, 2008, by Matthew G. Breuer, Esq., the incorporator of the Association. Such person did not take an oath and: *(notary must check applicable box)*

☒  
☐  
☐

is personally known to me.

produced a current Florida driver's license as identification.

produced \_\_\_\_\_ as identification.

{Notary Seal must be affixed}



Nancy Prewitt  
Signature of Notary

Nancy Prewitt

\_\_\_\_\_  
Name of Notary (Typed, Printed or Stamped)

Commission Number (if not legible on seal): \_\_\_\_\_

My Commission Expires (if not legible on seal): \_\_\_\_\_

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA AND  
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with Section 48.091, Florida Statutes, the following is submitted:

SYLVAN ESTATES HOMEOWNERS ASSOCIATION, INC., desiring to organize as a corporation under the laws of the State of Florida with its registered office at One Independent Drive, Suite 1300, Jacksonville, Florida 32202 has named and designated F & L Corp. as its Registered Agent to accept service of process within the State of Florida.

**ACKNOWLEDGMENT**

The undersigned having been named to accept service of process for the above named Corporation, at the place designated in this Certificate, hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties as Registered Agent.

Dated this 30<sup>th</sup> day of September, 2008.

F&L CORP., Registered Agent

By: Charles V. Hedrick  
Charles V. Hedrick, authorized signatory