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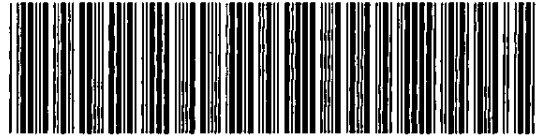
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

08 OCT -8 AM 11:33

APPROVED  
AND  
FILED

B. McKnight OCT 09 2008

*Crabtree & Fallar, P.A.*

ATTORNEYS AND COUNSELORS AT LAW

8777 SAN JOSE BOULEVARD  
BUILDING A, SUITE 200  
JACKSONVILLE, FLORIDA 32217

R. R. CRABTREE  
SCOTT W. FALLAR

TELEPHONE (904) 732-9701  
TELECOPIER (904) 732-9702

A. M. CRABTREE, JR.  
(1924-1995)

October 7, 2008

Via Federal Express

Secretary of State  
Division of Corporations  
2661 Executive Center Circle  
Tallahassee, Florida 32301

Re: Articles of Incorporation of  
Mayfield Commerce Center Owners' Association, Inc.

Dear sir or Madam:

Enclosed is an original and one copy of Articles of Incorporation of Mayfield Commerce Center Owners' Association, Inc., together with our firm check in the amount of \$78.75 in payment of the filing fee, Registered Agent designation, and certified copy fee.

Please file the original of the enclosed Articles of Incorporation with an effective date of October 7, 2008 and return a certified copy to the undersigned in the enclosed self-addressed, stamped envelope.

Your prompt attention to this matter would be appreciated.

Sincerely,

*Scott W. Fallar*

Scott W. Fallar  
*chw*

SWF/abr  
Enclosures

APPROVED  
AND  
FILED  
09 OCT -8 AM 11:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
MAYFIELD COMMERCE CENTER OWNERS' ASSOCIATION, INC.**

The undersigned, acting as incorporator of a corporation not for profit pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

**ARTICLE I - NAME**

The name of the corporation is **MAYFIELD COMMERCE CENTER OWNERS' ASSOCIATION, INC.**, hereafter called the "Association".

**ARTICLE II - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The principal office of the Association is located at 3740 St. Johns Bluff Road South, Suite 16, Jacksonville, Florida 32224.

**ARTICLE III - DURATION**

The Association shall have perpetual duration.

**ARTICLE IV - PURPOSE AND POWERS OF THE ASSOCIATION**

This Association does not contemplate pecuniary gain or profit, direct or indirect, to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the Units/Parcels and Common Area within that certain tract of property described as:

See Exhibit "A" Attached

SUBJECT, however, to building restriction lines, easements, dedicated roads, and streets, and other matters shown on said plan.

and to promote the health, safety and welfare of the property owners within the above-described property (and any additions thereto as may hereafter be brought within the jurisdiction of this Association) with the following authority, duties, powers, and responsibilities:

(a) 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 issued for the above-described property and applicable District rules, and shall assist in the enforcement of the restrictions and covenants contained herein.

(b) The Association shall levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the surface water or stormwater management system.

(c) The Assessments shall be used for the maintenance and repair of the surface water or stormwater management systems including but not limited to work within retention areas, drainage structures and drainage easements.

(d) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the Office of Clerk, Circuit Court, in and for Duval County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(e) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; 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;

(f) 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;

(g) borrow money, and with the assent of two-thirds (2/3) of each class of 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;

(h) 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 or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;

(i) participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional commercial property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members;

(j) have and to execute any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Florida may now or hereafter have or exercise.

## **ARTICLE V - MEMBERSHIP**

The Developer and every person or entity who is a record owner of a fee or undivided fee interest in any Parcel which is subject by covenants of record to assessment by the Association 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 Unit which is subject to assessment by the Association and Development of the Association.

## **ARTICLE VI- VOTING RIGHTS**

The Association shall have one class of voting membership as set forth in the Restrictions and any amendments thereto.

## **ARTICLE VII** **MANNER OF ELECTION OF OFFICERS AND DIRECTORS**

The officers and directors are to be elected in accordance with the Corporate Bylaws. The names and addresses of the initial directors are as follows:

Richard S. Woods, Jr.  
11731 Beach Boulevard  
Jacksonville, Florida 32246

Larry E. Walshaw  
3740 St. Johns Bluff Road South, Suite 16  
Jacksonville, Florida 32224

James G. Brady  
3740 St. Johns Bluff Road South, Suite 16  
Jacksonville, Florida 32224

At the first meeting, the members shall elect five directors. Two (2) directors shall serve for one (1) year; three (3) directors shall serve for two (2) years. Thereafter, at each annual meeting, the members shall elect new directors for those director positions available for a period of two years.

## **ARTICLE VIII - AMENDMENTS**

These Articles may be amended upon a resolution duly adopted by the Board of Directors and the affirmative vote of Owners holding at least two-thirds (2/3) of the total Class votes in the Association.

## **ARTICLE IX - DISSOLUTION**

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the members. 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 the purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes. This procedure shall be subject to court approval or dissolution pursuant to Section 617.05, Florida Statutes.

In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or stormwater management system must 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 termination, dissolution or liquidation.

## **ARTICLE X - INITIAL REGISTERED AGENT AND STREET ADDRESS**

Scott W. Fallar, 8777 San Jose Boulevard, Building A, Suite 200, Jacksonville, Florida 32217, is hereby appointed the initial registered agent of this Association.

## **ARTICLE XI - INCORPORATOR**

The name and street address of the Incorporator for these Articles of Incorporation is:

Scott W. Fallar      8777 San Jose Boulevard, Bldg A, Suite 200  
Jacksonville, Florida 32217

The undersigned, constituting the subscriber of this Association, has executed these Articles of Incorporation this 7<sup>th</sup> day of October, 2008.


  
\_\_\_\_\_  
Scott W. Fallar

STATE OF FLORIDA  
COUNTY OF DUVAL

Before me, the undersigned Notary Public, in and for said County and State, personally appeared Scott W. Fallar, who is personally known to me and who, after first duly sworn, deposes under oath and said that the foregoing Articles were prepared under

his direction and that he had knowledge of the facts stated therein, that said facts are true, and that he executed the same freely and voluntarily and for the purposes stated therein.

Given under my hand and official seal this 7<sup>th</sup> day of October, 2008.

  
\_\_\_\_\_  
Notary Public, State of Florida  
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 607.0501, FLORIDA STATUTES, THE FOLLOWING  
IS SUBMITTED:

FIRST THAT **MAYFIELD COMMERCE CENTER OWNERS' ASSOCIATION, INC.**, WITH  
ITS PLACE OF BUSINESS AT 3740 ST. JOHNS BLUFF ROAD SOUTH, SUITE 16,  
JACKSONVILLE, FLORIDA 32224, HAS NAMED SCOTT W. FALLAR, CRABTREE &  
FALLAR, P.A., 8777 SAN JOSE BOULEVARD, BUILDING A, SUITE 200,  
JACKSONVILLE, FL 32217, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS  
WITHIN FLORIDA.



SCOTT W. FALLAR, INCORPORATOR

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

DATED: OCTOBER 7, 2008



SCOTT W. FALLAR  
REGISTERED AGENT

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

OCT - 8 AM 11:36

APPROVED  
AND  
FILED

**EXHIBIT "A"**

**PARCEL B**

**A PARCEL OF LAND SITUATED IN THE NORTHWEST 1/4 OF SECTION 33, TOWNSHIP 4 SOUTH, RANGE 25 EAST, CLAY COUNTY, FLORIDA, SAID PARCEL BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:**

**BEGIN AT THE INTERSECTION OF THE WEST LINE OF SAID SECTION 33 WITH THE SOUTHEASTERLY LINE OF STATE ROAD NO. 21 (BLANDING BOULEVARD); THENCE ON LAST SAID LINE, NORTH 55 DEGREES 12 MINUTES 23 SECONDS EAST, 430.66 FEET; THENCE SOUTH 34 DEGREES 47 MINUTES 37 SECONDS EAST, 410.07 FEET; THENCE ON THE ARC OF A CURVE CONCAVE SOUTHWESTERLY AND HAVING A RADIUS OF 450.00 FEET, AN ARC LENGTH OF 274.45 FEET, SAID ARC BEING SUBTENDED BY A CHORD BEARING AND DISTANCE OF SOUTH 17 DEGREES 19 MINUTES 18 SECONDS EAST, 270.22 FEET; THENCE SOUTH 00 DEGREES 09 MINUTES 00 SECONDS WEST, 252.75 FEET; THENCE SOUTH 55 DEGREES 12 MINUTES 23 SECONDS WEST, 816.17 FEET TO SAID WEST LINE OF SECTION 33; THENCE ON LAST SAID LINE, NORTH 00 DEGREES 09 MINUTES 00 SECONDS EAST, 1067.44 FEET TO THE POINT OF BEGINNING.**

