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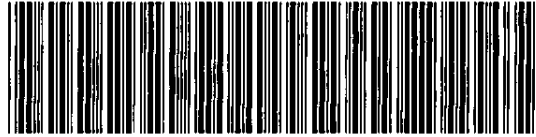
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VH

Christopher Springhorn CPA, PA

Certified Public Accountant

601-C Ponce de Leon Blvd S

St. Augustine, FL 32084

Bus. 904 827-0088

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June 23, 2009

Corporate Records Bureau

Division of Corporations

Department of State

PO Box 6327

Tallahassee, Florida 32314

Re: Heron Creek I Homeowners Association, Inc.

To Whom It May Concern:

Enclosed herewith please find the original executed and one copy of the Articles of Incorporation with designation of Registered Agent/Registered Office for the above-referenced corporation. Also enclosed is this firm's check in the amount of \$78.75 to cover the following fees associated with filing:

Articles of Incorporation	\$35.00
Registered Agent Designation	35.00
Certified Copy	8.75
Total Amount	<u>\$78.75</u>

Should you have any questions regarding this corporation, please contact the undersigned.

Very Truly Yours,


Christopher Springhorn
Certified Public Accountant

CPA PA

Enclosures

ARTICLES OF INCORPORATION OF THE HERON CREEK I HOMEOWNERS ASSOCIATION, INC.

In compliance with the requirement of Chapter 617 Florida Statutes, the undersigned has this day voluntarily executed for the purpose of forming a corporation not for profit and does hereby certify:

ARTICLE I

NAME

The name of the Corporation is "Heron Creek I Homeowners Association, Inc." ("Association").

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and the mailing address of the Association shall be:

515 Carcaba Rd.
St. Augustine, FL 32084

ARTICLE III

REGISTERED AGENT

The street address of the initial registered office of the Association is 515 Carcaba Rd., St. Augustine, FL 32084, and the name of its initial registered agent at such address is John Tesdorpf.

ARTICLE IV

DEFINITIONS

The capitalized terms used in these Articles shall have the same definitions as are given to such terms in the Declaration of Covenants, Party Wall Agreement, Easements, Conditions, Restrictions, Reservations, and Licenses for Heron Creek I Homeowners Association, Inc. to be recorded in the public records in the Office of the Clerk of the Circuit Court, St Johns County Florida ("Declaration"). The Declaration is by this reference incorporated into and made a part of these Articles. The Declaration will encumber the real property ("Property") described in the Declaration. The Declaration may be amended from time to time in accordance with its terms or for new property to be added to the property.

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TALLAHASSEE, FLORIDA

ARTICLE V

PURPOSE AND POWERS OF THE ASSOCIATION

The Association does not contemplate pecuniary gain or profit to its members. The Association is formed to provide for the improvement, maintenance, preservation, and architectural control of the Property and to promote the recreation, health, safety, and welfare of the Owners. The Association may, unless otherwise provided by law:

- (a) exercise all the powers and privileges and perform all the duties and obligations of the Association as set forth in the Declaration, as it may be amended from time to time, applicable to the Property;
- (b) affix, levy, collect, and enforce payment by any lawful means of all liens, charges, fines, or assessments under the terms of the Declaration and the Bylaws, pay all expenses in connection therewith and pay 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, and including expenses for the maintenance, operation, and repair of the surface water or storm water management system or to discharge any duty or obligation under any governmental permit;
- (c) 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;
- (d) borrow money and mortgage, pledge, convey by deed of trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;
- (e) dedicate, sell or transfer all or any part of the Common Property to any municipality, public agency, authority or utility for the purpose of providing and maintaining utility or cable service to the Property;
- (f) merge or consolidate with other nonprofit corporations organized for the same or substantially similar purposes as the Association provided that any such merger or consolidation shall have the assent of sixty-seven percent (67%) of the members;
- (g) annex additional property and Common Property provided that any such annexation shall be in accordance with the terms of the Declaration;
- (h) waive minor violations (as determined by the Board of Directors) of any one or more of the provisions of the Declaration;
- (i) operate, maintain and manage the surface water or storm water management system(s) or other Association facilities or subdivision improvements in a manner consistent with the St. Johns River Water Management District permit requirements and applicable District rules, or other governmental permits or laws and regulations and shall assist in the enforcement of the Declaration of Covenants and Restrictions which relate to the surface water or storm water management system or any other governmental permit or approval;

- (j) levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the surface water or storm water management system; and
- (k) have and exercise any and all powers, rights and privileges that a corporation organized under the laws of Florida applicable to corporations not for profit may now or hereafter have or exercise.

ARTICLE VI

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot which is subject by covenants of record to assessments by the Association, including contract sellers, but excluding persons holding title merely as security for performance of an obligation, shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of a Lot which is subject to assessment by the Association.

ARTICLE VII

VOTING RIGHTS

- (a) The Association shall have two (2) classes of voting membership as follows:

Class A. Class A members shall be all owners of Lots with the exception of Tesdorpf and James Developments, Inc. ("Declarant"), until Class B membership has been converted to Class A membership, as provided for herein and in the Declaration, and after such conversion all owners of Lots shall be Class A members. Class A members shall be entitled to one (1) vote for each Lot in which they hold ownership interest. When more than one person or entity holds an ownership interest, each such person or entity shall be a member, but the single vote of such members with respect to the Lot owned by them shall be exercised as they, among themselves, determine. However, in no event shall more than one (1) Class A vote be cast with respect to any Lot which is owned by more than one person or entity.

Class B. Class B Member shall be the Declarant. The Class B Member shall be entitled to four (4) votes for each Lot owned by it. The Class B membership shall cease and become converted to Class A Membership on the earlier of the following events:

- i. upon transition, as defined in Section 720.307 Florida Statutes, or
- ii. Declarant chooses to become a Class A Member, as evidenced by instrument to such effect, executed by Declarant.

Class B membership however, shall be reinstated upon annexation to the Property of any additional residential property located adjacent to the Property, but subject to further cessation in accordance with the limitations set forth in the Declaration.

ARTICLE VIII

BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors who need not be members. The initial number of Directors shall be one (1). At the first annual meeting and at each subsequent annual meeting, the members shall elect the Directors for a term of one year or until their successors assume office. The name and addresses of the person who are to act in the capacity of directors until the selection of their successors are:

<u>Name</u>	<u>Address</u>
John Tesdorpf	515 Carcaba Rd. St. Augustine, FL 32084

The number of the members of the Board and method of the election of the directors shall be stated in the By-Laws, which may be amended from time to time.

ARTICLE IX

OFFICERS

The names of the officers who are to serve until the selection of their successors are:

<u>Name</u>	<u>Office</u>
Kramer, Upchurch	President
John Tesdorpf	Secretary, Treasurer

The method of election, duties for each officer, and terms of office for each officer shall be stated in the By-Laws.

ARTICLE X

DISSOLUTION

The Association may be dissolved with the assent of not less than sixty-seven percent (67%) of the voting interests. 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 purposes similar to those for which the Association was created. In the event that acceptance of the dedication is refused, the assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization devoted to similar purposes. No such disposition of Association assets shall be effective to divest or diminish any right or title of any member vested in the member under the Declaration, unless made in accordance with the Declaration.

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

ARTICLE XI

AMENDMENT

The Association reserves the right to amend these Articles of Incorporation in accordance with its By-Laws. The initial By-Laws shall be adopted by the Board of Directors who shall have the power to alter, amend or repeal the By-Laws or adopt new By-Laws.

ARTICLE XII

TERM

The term of the Association shall be perpetual or until such a time as the not for profit corporation is dissolved under Article X.

ARTICLE XIII

INDEMNIFICATION

Every Director and every Officer of Association serving the Association at its request, shall be indemnified by the Association against all claims, damages, expenses and liabilities, including attorneys fees, reasonably incurred by or imposed on the person in connection with any proceeding or any settlement of any proceeding to which the officer or director may be a party or in which the officer or director may become involved by reason of being, or having been a director or officer of the Association, or by reason of having served the Association at its request, whether or not he or she continues to serve as a director or officer or member serving Association at the time the claims, damages, expenses or liabilities are incurred, except when the director, officer or member serving Association is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties; provided that in the event of a settlement before entry of judgment, the indemnification shall apply only when the board of directors approve the settlement and reimbursement as being in the best interest of Association. This right of indemnification shall be in addition to and not exclusive of all other rights to which the director, officer or member serving Association may be entitled.

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

Heron Creek I Homeowners Association, Inc.

Pursuant to Chapter 48.091 Florida Statutes, the following is submitted:

That the Heron Creek I Homeowners Association, Inc., desiring to organize under the laws of the State of Florida with its initial principal office, as indicated in the Articles of Incorporation, has named John Tesdorpf, whose address is 515 Carcaba Rd., St. Augustine, FL 32084, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service or process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity and to comply with the provisions of all statutes relating to the complete performance of my duties including keeping open the registered office.



John Tesdorpf

APPROVED
AND
FILED

09 JUN 25 AM 11:32

ARTICLE XIV
INCORPORATORS

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name and street address of the incorporator is:

Name

Address

John Tesdorpf

515 Carcaba Rd.
St. Augustine, FL 32084

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of Florida, the undersigned, constituting the incorporator of this Association, has executed these Articles of Incorporation this 24 day of June, 2009.



John Tesdorpf