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Florida Department of State

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JAR Business Park, Inc.

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SECKETARY OF STATE TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF JAR BUSINESS PARK, INC. (A Florida Not For Profit Corporation)

The undersigned, by these Articles, associate themselves for the purpose of forming a not for profit corporation under Chapter 617, Florida Statutes, and certify as follows:

- Article 1. Name. The name of the Corporation is JAR Business Park, Inc. For convenience, the Corporation shall be referred to in this instrument as the "Association."
- Article 2. Address. The address of the initial principal office of the Association and the initial mailing address of the Association is c/o JAR Properties, Inc., 3018 St. Augustine Road, Jacksonville, FL 32207.
- Article 3. <u>Definitions</u>. All capitalized terms used herein which are not defined shall have the meaning set forth in the Declaration of Covenants, Restrictions and Easements for JAR Business Park (the "Park") to be recorded in Duval County, Florida, as amended from time to time (the "Declaration").
- Article 4. <u>Purposes</u>. The Association does not contemplate pecuniary gain or benefit, direct or indirect, to its members. In way of explanation and not of limitation, the purposes for which the Association is organized arc:
- (a) to be and constitute the Association to which reference is made in the Declaration, to perform all obligations and duties of the Association, and to exercise all rights and powers of the Association, as set forth in the Declaration, Bylaws and these Articles ("Governing Documents"); and
- (b) to provide an entity for the furtherance of the interests of the owners of real property subject to the Declaration.
- Article 5. <u>Powers</u>. In furtherance of its purposes, the Association shall have the following powers, which, unless indicated otherwise by the Declaration or By-Laws of the Association, may be exercised by the Board of Directors:
- (a) all of the powers conferred upon nonprofit corporations by common law and Florida statutes in effect from time to time;
- (b) all of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles, the By-Laws, and the Declaration, including, without limitation, the following:
- (i) to fix, levy, collect, and enforce payment of all charges or assessments authorized by the Declaration by any lawful means; to pay all expenses in connection therewith and all administrative 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;

(ii) to operate, maintain, manage and control the Common Areas, including the Surface Water or Stormwater Management System, in a manner consistent with Florida Department of Environmental Protection and/or St. Johns River Water Management District permits and rules, and to assist in the enforcement of the Declaration as relates to the Surface Water or Stormwater Management System.

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.

- (iii) to implement the terms and conditions of any permits applicable to the Park, as issued by any governmental entity;
- (iv) to manage, control, operate, maintain, repair, and improve the Common Area and facilities, and any property subsequently acquired by the Association, or any property owned by another for which the Association, by rule, regulation, declaration, or contract, has a right or duty to provide such services;
- (v) to make rules and regulations and to enforce covenants, conditions, or restrictions affecting any property to the extent the Association may be authorized to do so under the Declaration or By-Laws;
- (vi) to engage in activities which will actively foster, promote, and advance the common interests of all owners of property subject to the Declaration;
- (vii) to buy or otherwise acquire, sell, or otherwise dispose of, mortgage, or otherwise encumber, exchange, lease, hold, use, operate, and otherwise deal in and with real, personal, and mixed property of all kinds and any right or interest therein for any purpose of the Association:
- (viii) to borrow money for any purpose subject to such limitations as may be contained in the Declaration and By-Laws;
- (ix) to enter into, make, perform, and enforce contracts of every kind and description, and to do all other acts necessary, appropriate, or advisable in carrying out any purpose of the Association, with or in association with any other corporation, or other entity or agency, public or private:
- (x) to act as agent, trustee, or other representative of other corporations, firms, or individuals, and as such to advance the business or ownership interests in such corporations, firms, or individuals;
- (xi) to adopt, alter, and amend or repeal such By-Laws as may be necessary or desirable for the proper management of the affairs of the Association; provided, such By-Laws may not be inconsistent with or contrary to any provisions of the Declaration; and

(xii) to provide any and all supplemental municipal services to the Park as may be necessary or desirable.

The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law; and the powers specified in each of the paragraphs of this Article 5 are independent powers, not to be restricted by reference to or inference nom the terms of any other paragraph or provision of this Article 5.

Article 6. Members. The Association shall be a membership corporation without certificates or shares of stock. There shall be one class of membership. The Owner of each Unit, as those terms are defined in the Declaration, shall be a member of the Association and shall be entitled to vote as provided in the Declaration and the By-Laws. If the Owner is an entity, the entity's representative shall be designated in writing.

Change of membership in the Association shall be established by recording in the Official Records of Duval County, Florida, a deed or other instrument establishing record title to real property subject to the Declaration. Upon such recordation, the Owner designated by such instrument shall become a member of the Association and the membership of the prior Owner shall terminate.

Article 7. Existence and Duration. Existence of the Association shall commence with the filing of these Articles of Incorporation with the Florida Secretary of State. The Association shall exist in perpetuity.

Article 8. <u>Board of Directors.</u> The Association's business and affairs shall be conducted, managed, and controlled by a Board of Directors. The Board may delegate its operating authority to such companies, individuals, or committees as it, in its discretion, may determine.

The initial Board shall consist of three members, as provided in the By-Laws. The names and addresses of the initial directors, who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

Robert Kirkpatrick

3018 St. Augustine Road

Jacksonville, FL 32207

Bryon Croft

218 South Street

Neptune Beach, FL 32266

Steven C. Fernandez

2021 St. Augustine Road East

Jacksonville, FL 32207

The method of election and removal of directors, filling of vacancies, and the term of office of directors shall be as set forth in the By-Laws.

Article 9. <u>By-Laws</u>. The By-Laws shall be adopted by the Board of Directors and may be altered, amended, or rescinded in the manner provided in the By-Laws.

- Article 10. <u>Liability of Directors</u>. To the fullest extent that the Florida Not For Profit Corporation Act, as it exists on the date hereof or as it may hereafter be amended, permits the limitation or elimination of the liability of directors, no director of the Association shall be personally liable to the Association or its members for monetary damages for breach of duty of care or other duty as a director. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of the Association for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.
- Article 11. Amendments. Until December 31, 2014, Declarant may unilaterally amend these Articles for any purpose. Thereafter, amendments to these Articles of Incorporation may be proposed and adopted upon a resolution duly adopted by the Board and the affirmative vote or written consent of Unit Owners representing at least two-thirds of the votes in the Association, and the consent of Declarant, for so long as Declarant or any Declarant Affiliate owns property within the Park. No amendment may be in conflict with the Declaration, and no amendment shall be effective to impair or dilute any rights of Members that are governed by such Declaration.
- Article 12. <u>Dissolution</u>. The Association may be dissolved only as provided by Florida law and in the Governing Documents. 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 Florida Department of Environmental Protection and/or the St. Johns River Water Management District prior to such termination, dissolution, or liquidation.
- Article 13. <u>Incorporator</u>. The name of the incorporator of the Association is Charles E. Commander III, and such incorporator's address is One Independent Drive, Suite 1300, Jacksonville, FL 32202.
- Article 14. Registered Agent and Office. The initial registered office of the Association is One Independent Drive, Suite 1300, and the initial registered agent at such address is F & L Corp..

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation.

Charles E. Commander III - Incorporator

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CERTIFICATE OF DESIGNATION 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:

JAR Business Park, Inc.

2. The name and address of the registered agent and office is:

F & L Corp.
One Independent Drive, Suite 1300
Jacksonville, FL 32202

The undersigned, a corporation resident in the State, having been named in Article 14 of the Articles of Incorporation of JAR Business Park, Inc (the "Company") as the initial registered agent for the Company at the office designated in the Company's Article of Incorporation, in accordance with Section 608.415 of the Florida Statutes, hereby accepts such appointment and agrees to act in such capacity. The undersigned hereby states that it is familiar with and hereby accepts the obligations of such position.

F & L CORP.

Charles V. Hedrick

Authorized Signatory

Dated this day of January 2010

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