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August 16, 2010

Florida Division of Corporation
Attn: New Filings
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Cedar Bay

Dear Sir or Madam:

Enclosed for filing are the enclosed Articles of Incorporation for Cedar Bay Homeowners Association, Inc. Please return a receipt for this filing to us in the enclosed self-addressed stamped envelope.

If there are any questions, please contact us.

Sincerely,
Rogers & Maxwell, PL


Kelly S. Kics
Paralegal

**ARTICLES OF INCORPORATION
OF CEDAR BAY
HOMEOWNERS ASSOCIATION, INC.**

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ARTICLE I – Name

The name of the Association shall be: Cedar Bay Homeowners Association, Inc., whose address is 7807 Baymeadows Road East, Suite 205, Jacksonville, FL 32256.

ARTICLE II – Authority

The Association is organized pursuant to the provisions of Chapter 617, Florida Statutes.

ARTICLE III – Existence and Duration

The existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Association shall exist in perpetuity.

ARTICLE IV - Registered Office and Agent

The street address of the registered office in the State of Florida is 1538 The Greens Way, Suite 105, Jacksonville Beach, Florida 32250. The name of the registered agent at such address is William S. Rogers, Jr.

ARTICLE V – Duties, Powers & Assessments

DUTIES: The Association shall, in addition to its purpose and powers as set forth in the Declaration of Easements, Covenants and Restrictions for Cedar Bay ("Declaration") to be recorded in the office of the Clerk of the Court of Duval County, Florida, operate, maintain and manage the surface water or stormwater management system located within CEDAR BAY according to the plat thereof recorded in Plat Book 64, pages 1 through 8, inclusive, of the current public records of Duval County, Florida ("Cedar Bay"), in a manner consistent with any and all St. Johns River Water Management District permits for such systems and applicable District rules, and shall assist in the enforcement of the requirements, restrictions and covenants contained therein.

POWERS: The Association shall have no stock or stockholders; it is not organized and shall not profit or pecuniary gain; and no part of the net earnings of the Association shall inure to the benefit of any member, director, officer, or any private individual except that, pursuant to proper authorization, reasonable compensation may be paid for services entered into or for the Association effecting one or more of its purposes.

ASSESSMENTS: The Association shall levy and collect adequate assessments against members of the Association as set forth in the Declaration.

ARTICLE VI – Purpose of Association

The purpose for which the Association is organized are: to provide for the administration of an Association of Homeowners owning lots in Cedar Bay; to provide for the maintenance, repair, replacement and operation of the stormwater management system; to promote the health, safety and welfare of the owners and occupants of Cedar Bay; to exercise all rights and privileges and perform all duties and obligations of the Association as set forth in the Declaration; and to perform such related functions as the Board of Directors of the Association from time to time deem necessary.

ARTICLE VII – Supplemental Powers

In addition to, but not in limitation of, the general powers conferred by law, the Association shall have the power to own, acquire, construct, operate and maintain property, buildings, structures and other facilities incident thereto; to supplement municipal or governmental services; to fix and collect assessments to be levied against and with respect to the lots in Cedar Bay and the owners thereof which assessments shall be a lien and permanent charge on said lots as well as the personal obligation of said owners; to enforce and all covenants, restrictions and agreements applicable to Cedar Bay; to buy, hold, lease, sell, rent, manage and otherwise deal in property of every kind and description, whether real or personal; to borrow money, issue promissory notes and other obligations and evidences of indebtedness and to secure the same by mortgage, deed, security deed, pledge or otherwise; and insofar as permitted by law, to do any other thing that, in the opinion of the Board of Directors, will promote, directly or indirectly, the health, safety, welfare, common benefit or enjoyment of the lot owners and occupants of said lots within Cedar Bay and its surroundings or be necessary, proper, useful or incidental to the carrying out of the functions for which the Association is organized.

ARTICLE VIII – Address

The address of the initial principal office of the Association shall be in care of 7807 Baymeadows Road East, Suite 205, Jacksonville, FL 32256.

ARTICLE IX – Election of Directors

The directors of the Association shall be elected or appointed for the time and in the manner as provided in the Bylaws of the Association and as the same may from time to time be amended.

ARTICLE X – Initial Board of Directors

The initial Board of Directors of the Association shall number three (3) and the name and address of the persons who are to serve as the members thereof are as follows:

| | <u>Name</u> | <u>Address</u> |
|----|---------------------|---|
| 1. | Roger Postlethwaite | 7807 Baymeadows Road East, Suite 205, Jacksonville, FL 32256 |
| 2. | Erik Wilson | 7807 Baymeadows Road East, Suite 205, Jacksonville, FL 32256 |
| 3. | Hunter Brant | 7807 Baymeadows Road East, Suite 205, Jacksonville, FL 32256 |

ARTICLE XI – Members

Every owner of a lot within Cedar Bay shall be a member of the Association. Voting shall be in accordance with Article III of the Declaration. Votes shall be cast under rules and procedures as may be prescribed in the Bylaws of the Association, as amended from time to time. Membership is appurtenant to the lot for which it is based and is transferred automatically by conveyance of title to that lot whereupon the membership of the previous owner automatically terminates.

ARTICLE XII – Amendment of Articles

These Articles of Incorporation may be amended as provided by law pursuant to resolution duly adopted by the Board of Directors and by at least two-thirds of the votes which members present in person or by proxy at a duly called meeting are entitled to vote.

ARTICLE XIII – Dissolution

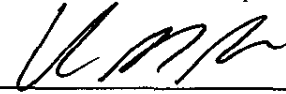
The Association may be dissolved by law provided pursuant to resolution duly adopted by the Board of Directors and by at least two-thirds of the votes which members present in person or by proxy at a duly called meeting are entitled to cast.

In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the stormwater treatment basin must be transferred to and accepted by an entity which would comply with Section 40C-42.027, FAC, and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

ARTICLE XIV – Incorporator

The name of the incorporator is William S. Rogers, Jr., whose address is 1538 The Greens Way, Suite 105, Jacksonville Beach, FL 32250. Mr. Rogers hereby consents to serve as registered agent for the Cedar Bay Homeowners Association, Inc.

IN WITNESS WHEREOF, the incorporator executed these Articles of Incorporation on August 5, 2010.



William S. Rogers, Jr.
Incorporator

REGISTERED AGENT CERTIFICATE

The undersigned hereby acknowledges and accepts designation as Resident Agent and Resident Office for Cedar Bay Homeowners Association, Inc., and to accept service of process and perform such other duties as are required by statute.



William S. Rogers, Jr.
Registered Agent

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