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FLORIDA PROFIT/NON PROFIT CORPORATION
Old San Jose on the River Master Association, Inc.

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CARLTON FIELDS, P.A.

ATTORNEYS AT LAW

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Please see attached Electronic Filing Cover Sheet and Articles of Organization.

☐ Original to follow Via Regular Mail ☐ Original will Not be Sent ☐ Original will follow via Overnight Courier

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CARLTON FIELDS, P.A.

Atlanta Miami Orlando St.Petersburg Tallahassee Tampa West Palm Beach

**ARTICLES OF INCORPORATION
FOR
OLD SAN JOSE ON THE RIVER MASTER ASSOCIATION, INC.
A FLORIDA NOT-FOR-PROFIT CORPORATION**

The undersigned subscriber to these Articles of Incorporation, a Colorado limited liability company, hereby forms a not-for-profit corporation under the laws of the State of Florida.

**ARTICLE I
NAME**

The name of the corporation is the Old San Jose on the River Master Association, Inc. hereinafter referred to as the "Association." The address of the Association is c/o Vista Community Association Management, 3310 South Westmonte Drive Suite 3310, Altamonte Springs, Florida 32714.

**ARTICLE II
REGISTERED AGENT**

The initial Registered Agent of the Association is Vista Community Association Management. The street address of the Registered Agent is 3310 South Westmonte Drive Suite 3310, Altamonte Springs, Florida 32714.

**ARTICLE III
PURPOSES**

The Association does not contemplate pecuniary gain or profit to its members. The Association's specific purposes are to provide for the maintenance and preservation of the property to be known as Old San Jose on the River ("Property") in accordance with the Master Declaration of Charter, Easements, Covenants and Restrictions for Old San Jose on the River, recorded or to be recorded in the Public Records of Duval County, Florida ("Declaration") for the mutual advantage and benefit of the members of the Association, who shall be owners of separately conveyable Units. To promote the health, safety and welfare of the owners of Units, the Association shall have and exercise the following authority, powers and duties:

- (a) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration, which is hereby incorporated by reference, as it may be amended from time to time, and all the powers and privileges of a not-for-profit corporation organized under Chapter 617, Florida Statutes.
- (b) 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.

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(c) To operate, maintain and manage the surface water or stormwater management system(s) in a manner consistent with St. Johns River Water Management District permit requirements and applicable District rules and shall assist in the enforcement of the Declaration which relate 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, including but not limited to work within retention areas, drainage structures and drainage easements.

(d) To borrow money and to mortgage, pledge or hypothecate any and all of its real or personal property as security for money borrowed or debts incurred.

(e) To participate in mergers and consolidations with other nonprofit corporations organized for similar purposes.

ARTICLE IV MEMBERSHIP

Every person or entity who is a record owner of a Unit within the Property shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Unit.

ARTICLE V VOTING RIGHTS

Voting rights are assigned in accordance with the provisions of the Declaration. However, until the occurrence of certain events as described in the Declaration, the developer of the Property shall have the right to appoint at least a majority of the members of the Board

ARTICLE VI BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors, who do not need to be members of the Association. The Board of Directors shall be selected as provided in the Declaration and Bylaws.

ARTICLE VII TERM OF EXISTENCE

This corporation shall commence existence with the filing of these Articles of Incorporation with the Florida Secretary of State. The corporation shall have perpetual existence unless sooner dissolved in accordance with the provisions herein contained or in accordance with the laws of the State of Florida.

ARTICLE VIII DISSOLUTION

The Association may be dissolved as provided in 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 stormwater management system must be transferred to and accepted by an entity that would comply with Section 40C-42.027, F.A.C. and be approved in writing by the City of Jacksonville prior to such termination, dissolution or liquidation.

ARTICLE IX OFFICERS

Subject to the direction of the Board, the affairs of this Association shall be administered by its officers, as designated in the Bylaws of this Association. Said officers shall be elected annually by the Board in accordance with the Bylaws.

ARTICLE X BYLAWS

The Bylaws of this Association shall be adopted by the first Board and recorded in the Public Records of Duval County, Florida. The Founder may amend the Bylaws unilaterally for the reasons set forth in Section 13.1 of the Declaration. In addition, the Bylaws may be amended by (a) unanimous approval of the directors, after notice to Members and opportunity for discussion, (b) approval of a majority of the Members at a meeting at which a quorum was present, or (c) assent in writing of Members representing a majority of the voting interests. Any such modification shall be effective upon recording in the Public Records of Duval County, Florida. No amendment shall be made to the Bylaws without the consent of the Founder so long as the Founder owns a Unit.

ARTICLE XI AMENDMENTS

This Association reserves the right to amend or repeal any of the provisions contained in these Articles by approval in writing of two-thirds of the membership.

ARTICLE XII SUPREMACY

These Articles and the Bylaws are subject to the Declaration and in the event of a conflict, the Declaration shall govern. In the event of a conflict between the Articles and Bylaws, the Articles shall govern.

ARTICLE XIII INDEMNIFICATION

This Association shall indemnify and hold harmless any and all of its present or former directors, officers, employees or agents, to the full extent permitted by law, except when the director, officer, employee and/or agent is guilty of willful misfeasance or malfeasance in the performance of their duties. Said indemnification shall include but not be limited to the expenses, including the cost of any judgments, fines, settlements and counsel's fees actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative, and any appeal thereof, to which any such persons or their legal representative may be made a party or may be threatened to be made a party by reason of their being or having been a director, officer, employee or agent as herein provided. The foregoing right of indemnification shall not affect any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

ARTICLE XIV INCORPORATOR

The incorporator of the corporation is CCS-Old San Jose, LLC, a Colorado limited liability company whose address is 1450 Infinite Drive, Suite E2, Louisville, Colorado 80027.

[REMAINDER INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the incorporator has caused these Articles of Incorporation to be executed this 28th day of February, 2011.

WITNESSES:

CCS-Old San Jose, LLC, a
Colorado limited liability company

T. A. Soucie
Printed Name: Terri A. Soucie

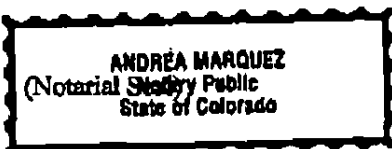
By: Sharon K. Eshima
Sharon K. Eshima, Manager

Valerie S. Taylor
Printed Name: Valerie S. Taylor

STATE OF Colorado
COUNTY OF Boulder

The foregoing instrument was acknowledged before me this 28th day of February, 2011, by Sharon K. Eshima, as Manager of CCS-Old San Jose, LLC, a Colorado limited liability company, on behalf of the company. She is personally known to me.

Andrea Marquez
Printed Name: Andrea Marquez
Notary Public, State of Colorado
My Commission Expires: 12/14/2013



REGISTERED AGENT CERTIFICATE

The undersigned hereby accepts the designation as Registered Agent of Old San Jose on the River Master Association, Inc.

Vista Community Association Management

By:

Printed Name:

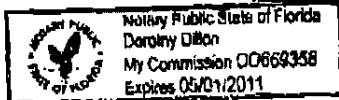
Its:

Ellen R. Womack
Ellen R. Womack
Agent

STATE OF Florida

COUNTY OF Seminole

The foregoing instrument was acknowledged before me this 8th day of March, 2011, by Ellen Womack, as _____ of Vista Community Association Management. He/She is personally known to me.



Printed Name:

Notary Public, State of

My Commission Expires:

Dorothy Dillon
FL
5/01/11

(Notarial Seal)

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