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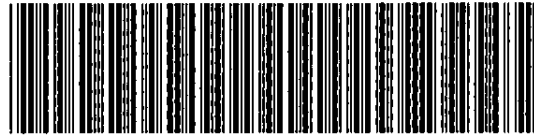
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 840794 7127284

AUTHORIZATION :

COST LIMIT : \$ 78.75

ORDER DATE : July 11, 2011

ORDER TIME : 10:30 AM

ORDER NO. : 840794-005

CUSTOMER NO: 7127284

DOMESTIC FILING

NAME: NEW BERLIN COMMERCIAL CENTER  
PROPERTY OWNERS ASSOCIATION,  
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Doreen Wallace - EXT. 2928

EXAMINER'S INITIALS: \_\_\_\_\_

**ARTICLES OF INCORPORATION  
OF  
NEW BERLIN COMMERCIAL CENTER PROPERTY OWNERS ASSOCIATION, INC.  
(a corporation not-for-profit)**

11 JUL 11 AM 8:19

The undersigned incorporator, by these Articles, forms a corporation not-for-profit pursuant to Chapter 617 of the laws of the State of Florida, and adopts the following Articles of Incorporation:

**ARTICLE I - NAME**

The name of this corporation shall be **NEW BERLIN COMMERCIAL CENTER PROPERTY OWNERS ASSOCIATION, INC.** For convenience, the corporation shall be referred to in this instrument as the "Association," these Articles of Incorporation as the "Articles," and the Bylaws of the Association as the "Bylaws."

**ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS**

The location of the corporation's principal office and its mailing address shall be 13916 Woodland Drive, Jacksonville, Florida 32218, or at such other place as may be established by resolution of the Association's Board of Directors from time to time.

**ARTICLE III - PURPOSES**

The general nature, objects and purposes of the Association are:

A. To provide an entity to own operate, manage, maintain, repair, administer and/or otherwise deal with certain real property located in Duval County, Florida (the "Property"), more particularly described in, and to be governed by, a Declaration of Easements, Covenants, Conditions, and Restrictions ("Declaration") made by New Berlin Signature, LLP, a Florida limited liability partnership (the "Partnership"), to be recorded in the Public Records of Duval County, Florida, and for such other purposes as set forth in the Declaration.

B. To own, operate, manage, maintain, repair, administer and replace the Surface Water or Stormwater Management System (as defined hereinbelow) in a manner consistent with the requirements of the St. Johns River Water Management District ("District"), and applicable District rules, for which the obligation to maintain and repair has been delegated to and accepted by the Association, and shall assist in the enforcement of the provisions of the Declaration which relate to the Surface Water or Stormwater Management System. "Surface Water or Stormwater Management System" means a system which is designed and constructed or implemented to control discharges which are necessitated by rainfall events, incorporating methods to collect, convey, store, absorb, inhibit, treat, use or reuse water to prevent or reduce flooding, overdrainage, environmental degradation, and water pollution or otherwise affect the quantity and quality of discharges on or from the Property.

C. To levy and collect adequate assessments against Members of the Association for the costs of maintenance and operation of the Property and the Surface Water or Stormwater Management System.

D. To cooperate with other associations responsible for administration of adjacent or contiguous properties in matters of common interest to the Association and such other associations and to contribute to such common maintenance interests whether within or without the Property.

E. To operate without profit for the sole and exclusive benefit of the Members of the Association.

F. To perform all of the functions contemplated for the Association and undertaken by the Board of Directors pursuant to the terms and conditions of the Declaration.

#### **ARTICLE IV - GENERAL POWERS**

The general powers that the Association shall have are as follows:

A. To hold funds solely and exclusively for the benefit of the Members for purposes set forth in these Articles of Incorporation.

B. To promulgate and enforce rules, regulations, bylaws, covenants, restrictions and agreements to effectuate the purposes for which the Association is organized, including, without limitation, the Declaration.

C. To delegate power or powers where such is deemed in the interest of the Association.

D. To levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the common areas and the Surface Water or Stormwater Management System.

E. To pay taxes and other charges, if any, on or against property owned, accepted, or maintained by the Association.

F. In general, to have all powers conferred upon a corporation by the laws of the State of Florida, except as prohibited herein and by the terms and conditions set forth in the Declaration.

#### **ARTICLE V - MEMBERS**

The Members ("Members") shall consist of the Partnership (as provided in Article VI-B hereof), and all other Owners of parcels ("Parcels") located within the Property. Membership in the Association is appurtenant to, and inseparable from, ownership of a Parcel.

## **ARTICLE VI - VOTING AND ASSESSMENTS**

A. The Association shall have two classes of voting membership as follows:

Class A. Class A members shall be all Owners, with the exception of the Class B member, and shall be entitled to one vote for each 1,000 square feet, or majority portion thereof (rounded up), of real property within the Property owned in fee simple. When more than one person holds an interest in a Parcel, all such persons shall be members but the vote for such Parcel shall be exercised by one of their number, and in no event shall more than the allocated votes be cast with respect to any Parcel.

Class B. The Class B member shall be the Partnership, who shall be entitled to one (1) vote, plus three (3) votes for each vote entitled to be cast in the aggregate at any time and from time to time by the Class A members. The Class B membership shall cease three (3) months after ninety percent (90%) of the total square footage comprising the Property has been sold to Class A members.

B. When one or more persons or entities holds an interest or interests in any Parcel, all such persons shall be Members, and the vote for such Parcel shall be exercised as they among themselves shall determine. The vote for any Parcel cannot be divided for any issue and must be voted as a whole, except where otherwise required under the provisions of these Articles, the Declaration, or Bylaws. The affirmative vote of a majority of the votes allocated to the Members cast at any meeting of the Members duly called at which a quorum is present, or cast by written ballot by a quorum of the membership, shall be binding upon the Members and the Association.

C. The Association will obtain funds with which to operate by assessment of its Members in accordance with the provisions of the Declaration, as supplemented by the provisions of the Articles and Bylaws of the Association relating thereto.

D. No Member may assign, hypothecate or transfer in any manner the Member's membership or voting rights in the Association except as an appurtenance to Member's Parcel.

E. Any Member who conveys or loses title to a Parcel by sale, gift, judicial decree or otherwise shall, immediately upon such conveyance or loss of title, no longer be a Member with respect to such Parcel and shall lose all rights and privileges of a Member resulting from ownership of such Parcel.

## **ARTICLE VII - BOARD OF DIRECTORS**

A. The affairs of the Association shall be managed by a Board of Directors consisting of not less than three (3) nor more than seven (7) Directors. Directors need not be Members and need not be residents of the State of Florida. For so long as the Class B Membership shall exist, the Partnership shall have the right to appoint each of the Directors. Following the termination of the Class B Membership, the Partnership shall have the right to appoint one (1) Director for so long as it shall hold for sale in the ordinary course of business at least one (1) Parcel.

B. Elections shall be by plurality vote. At the first annual election of the Board of Directors following the termination of the Class B Membership, the term of office of the Director appointed by the Partnership, if any, shall be established at one (1) year, and the terms of office of the elected Directors shall be established at two (2) years each. If at the time of such first annual election, the Partnership shall not appoint a Director, then the terms of office of the two (2) elected Directors receiving the highest number of votes shall be established at two (2) years each and the term of the remaining Director shall be established at one (1) year. Thereafter, as many Directors shall be elected and appointed, as the case may be, as there are regular terms of office of Directors expiring at such time; and the term of each Director so elected or appointed at each annual election shall be for two (2) years expiring at the second annual election following their election, and thereafter until their successors are duly elected and qualified, or until removed from office with or without cause by the affirmative vote of a majority of the Members which elected or appointed them. In no event may a Board member appointed by the Partnership be removed except by action of the Partnership. Any Director appointed by the Partnership shall serve at the pleasure of the Partnership, and may be removed from office, and a successor Director may be appointed, at any time by the Partnership.

C. The name and addresses of the members of the first Board of Directors who shall hold office until the first annual meeting of the Members and until their successors are elected or appointed and have qualified, are as follows:

Stephen M. Leggett  
c/o 13916 Woodland Drive  
Jacksonville, Florida 32218

Robin LaFavor  
c/o 13916 Woodland Drive  
Jacksonville, Florida 32218

Lockwood Holmes  
c/o 13916 Woodland Drive  
Jacksonville, Florida 32218

#### **ARTICLE VIII - OFFICERS**

The Officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board may from time to time by resolution create. Any two (2) or more offices may be held by the same person. Officers shall be elected for one (1) year terms in accordance with the procedure set forth in the Bylaws. The names of the officers who are to manage the affairs of the Association until the first annual meeting of the Members and until their successors are duly elected and qualified are:

President, Secretary  
and Treasurer

Stephen M. Leggett

## **ARTICLE IX - CORPORATE EXISTENCE**

The Association shall have perpetual existence. These Articles shall become effective upon filing as prescribed by law.

## **ARTICLE X - BYLAWS**

The Board of Directors shall adopt Bylaws consistent with these Articles. Such Bylaws may be altered, amended, or repealed by resolution of the Board of Directors.

## **ARTICLE XI - AMENDMENTS TO ARTICLES OF INCORPORATION AND BYLAWS**

These Articles may be altered, amended or repealed upon the affirmative vote of Members holding a majority of the total votes allocated to the Members pursuant to these Articles.

## **ARTICLE XII - INCORPORATOR**

The name and address of the Incorporator are as follows:

Stephen M. Leggett  
c/o 13916 Woodland Drive  
Jacksonville, Florida 32218

## **ARTICLE XIII - INDEMNIFICATION OF OFFICERS AND DIRECTORS**

A. To the extent allowed by law, the Association hereby indemnifies any Director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

1. Whether civil, criminal, administrative, or investigative, other than one by or in the right of the Association to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as a Director or officer of the Association or as a director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association, and in criminal actions or proceedings, without reasonable grounds for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in the best interest of the Association or that he had reasonable grounds for belief that such action was unlawful.

2. By or in the right of the Association to procure a judgment in its favor by reason of his being or having been a Director or officer of the Association, or by reason of his being

or having been a director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against the reasonable expenses including attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein if such person acted in good faith in the reasonable belief that such action was in the best interest of the Association. Such person shall not be entitled to indemnification in relation to matters to which such person has been adjudged to have been guilty of gross negligence or misconduct in the performance of his duty to the Association unless, and only to the extent that, the court, administrative agency, or investigative body before which such action, suit or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

B. The Board of Directors shall determine whether amounts for which a Director or officer seek indemnification were properly incurred and whether such Director or officer acted in good faith in a manner he reasonably believed to be in the best interests of the Association, and whether, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding.

C. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Association to indemnify under applicable law.

#### **ARTICLE XIV - TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED**

A. No contract or transaction between the Association and one or more of its Directors or officers, or between the Association and any other corporation, partnership, association, or other organization in which one or more of its Directors or officers are Directors or officers, or in which they have a financial interest, shall be invalid, void or voidable solely for this reason, or solely because the Director or officer is present at or participates in the meeting of the Board or committee thereof which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose. All such contracts or transactions shall, however, be fair and reasonable and upon terms reasonably comparable to those which could be obtained in arms-length transactions with unrelated entities. No Director or Officer of the Association shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.

B. Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.



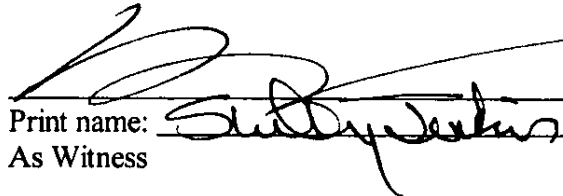
#### **ARTICLE XV - DISSOLUTION OF THE ASSOCIATION**

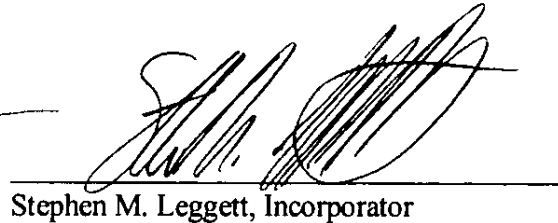
In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the Surface Water or Stormwater Management System must be transferred to and accepted by an entity which would comply with Section 40C-42.027, F.A.C., and be approved in writing by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

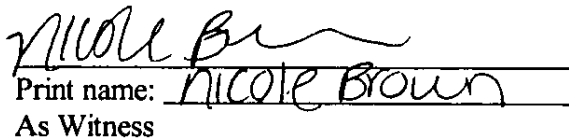
*[balance of page intentionally left blank; signatures appearing on next page]*

IN WITNESS WHEREOF, the Incorporator has hereto set his hand and seal this 6th day of July, 2011

Signed, sealed and delivered  
in the presence of, as witnesses:

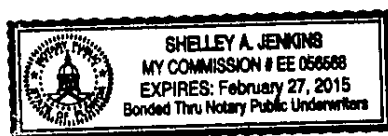
  
Print name: Shelley Jenkins  
As Witness

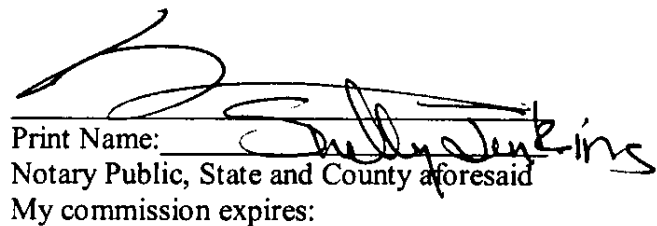
  
Stephen M. Leggett, Incorporator

  
Print name: Nicole Brown  
As Witness

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 6th day of July, 2011, by Stephen M. Leggett, the Incorporator of New Berlin Commercial Center Property Owners Association, Inc., on behalf of the corporation, who (check one) ☐ is personally known to me or ☐ has produced \_\_\_\_\_ as identification and who did/did not take an oath.

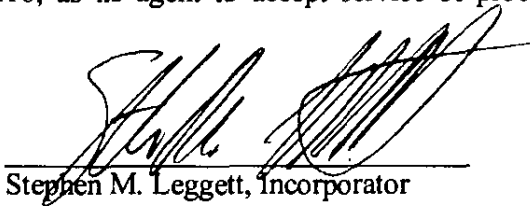


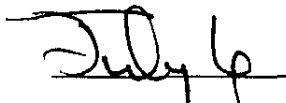
  
Print Name: \_\_\_\_\_  
Notary Public, State and County aforesaid  
My commission expires: \_\_\_\_\_

**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND REGISTERED OFFICE**

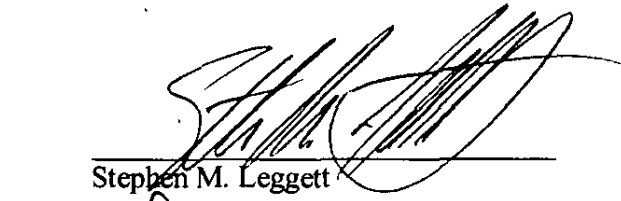
In compliance with Sections 48.091 and 617.0501, Florida Statutes, the following is submitted:

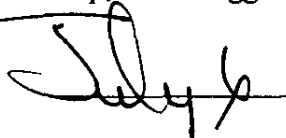
First, that New Berlin Commercial Center Property Owners Association, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Jacksonville, State of Florida, has named Stephen M. Leggett, whose street address is 13916 Woodland Drive, Jacksonville, Florida 32218, as its agent to accept service of process within Florida.

  
Stephen M. Leggett, Incorporator

 2011

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, the undersigned hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned duties, and is familiar with and accepts the obligations of the undersigned position as registered agent.

  
Stephen M. Leggett

 2011

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