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Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION
Willowbrook at Oakleaf Plantation Homeowner's Associ

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**ARTICLES OF INCORPORATION
OF WILLOWBROOK AT OAKLEAF PLANTATION HOMEOWNERS' ASSOCIATION, INC.,
a Florida corporation not for profit**

In compliance with the requirements of Florida Statute 617, the undersigned, who is a resident of the State of Florida, and who is of full age, for the purpose of forming a Florida corporation not for profit, hereby certifies:

ARTICLE I - NAME OF CORPORATION

The name of the corporation is **WILLOWBROOK AT OAKLEAF PLANTATION HOMEOWNERS' ASSOCIATION, INC.**, a corporation not for profit under the provisions of Chapter 617 of the Florida Statutes (hereinafter referred to as the "Association").

ARTICLE II - PRINCIPAL OFFICE OF THE ASSOCIATION

The initial principal office of the Association is located at 7800 Belfort Parkway #195, Jacksonville, Florida 32256, or other location designated by the Board of Directors.

ARTICLE III - REGISTERED AGENT AND REGISTERED OFFICE

Linda Petrock, with an office at 7800 Belfort Parkway #195, Jacksonville, Florida 32256.

**ARTICLE IV
PURPOSE AND POWERS OF THE ASSOCIATION**

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for the maintenance, preservation and architectural control of the Lots and Common Area within that Property described as:

WILLOWBROOK AT OAKLEAF PLANTATION, according to the plat thereof as recorded in Plat Book 56, at Pages 27-33, of the Public Records of Clay County, Florida,

together with such Additional Property located in Clay County, Florida, which may be brought within the jurisdiction of the Association from time to time, as provided in the "Declaration" referred to herein below, and to promote the health, safety and welfare of the residents within the above described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

- A. Exercise of all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions for Willowbrook at Oakleaf Plantation, hereinafter called the "Declaration", applicable to the Property and recorded or to be recorded in the Public Records of Clay County, Florida, as the same may be amended from time to time as therein provided. Said Declaration is hereby incorporated herein as if set forth at length

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(all capitalized terms, unless otherwise provided herein, shall have the same meaning as defined in the Declaration) and pursuant to Chapter 720, Florida Statutes;

- B. Fix, levy, collect, and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and 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;
- 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 with the assent of two-thirds (2/3) of the Lot Owners (excluding the Declarant), mortgage or pledge, 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 Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the Members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of the Lot Owners (excluding the Declarant), agreeing to such dedication, sale or transfer, provided, however, the Association shall have the right to grant permits, easements or licenses to a public agency or utility company for utilities, roads, or other purposes reasonably necessary or useful for the proper maintenance or operation of the property, which grants shall not be deemed a dedication, sale or transfer requiring the consent of Members;
- F. Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, provided than any such merger, consolidation, or annexation shall comply with the requirements of the Declaration;
- G. Have and to exercise any and all powers, rights and privileges which a corporation organized under Florida Not For Profit Corporation Act by law may now or hereafter have or exercise;
- H. Comply with all terms and conditions of the Permit No. 40-019-65850-85, as modified, as issued by St. Johns Water Management District in favor of Mattamy Homes as may be subsequently assigned to the Association, and, in that event, shall assist in the enforcement of the restrictions and covenants contained herein, as same may be assigned by Mattamy (Jacksonville) Partnership;
- I. Operate, maintain and manage the Common Area. The Association shall levy and collect adequate assessments against Members of the Association for the maintenance of the Common Area;

ARTICLE V - 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 assessment by the Association, including contract sellers, shall be a

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Member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of any obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

ARTICLE VI - VOTING RIGHTS

The Association shall have two (2) classes of voting membership:

- A. Class A. Class A Members shall be all Owners, with the exception of the Declarant, and shall be entitled to one (1) vote for each Lot owned. When more than one (1) person holds an interest in any Lot, all such persons shall be Members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one (1) vote be cast with respect to any Lot. When reference is made herein or in the Association Bylaws to a majority or a specific percentage or fraction of Members to establish a quorum or to carry a vote, such references shall be deemed to mean and refer to such majority, percentage or fraction entitled to vote on the basis of one (1) vote per Lot.
- B. Class B. The Class B Member shall be the Declarant and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A Membership on the happening of any of the following events, whichever occurs earlier:
- 1) Three (3) months after ninety percent (90%) of the maximum number of residential Lots allowed for the Property have been conveyed to Class A Members;
 - 2) Ten (10) years after the date of the recording of the Declaration in the Public Records of Clay County, Florida; and
 - 3) Upon voluntary conversion to Class A Membership by the Declarant.

Notwithstanding the cessation of Class B Membership in accordance with the above, if Additional Property is made subject to this Declaration, Class B Membership shall be reinstated for all Lots owned by Declarant so long as ninety percent (90%) of the then total number of Lots has not been deeded to Class A Members.

ARTICLE VII - BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of not more than seven (7) directors, who need not be Members of the Association. The initial number of Directors shall be three (3) and may be changed by amendment of the By Laws of the Association. The names and address of the persons who are to act in the capacity of Directors until the selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
Jerry Dean	7800 Belfort Parkway #195, Jacksonville, Florida 32256
David Bell	7800 Belfort Parkway #195, Jacksonville, Florida 32256
Linda Petrock	7800 Belfort Parkway #195, Jacksonville, Florida 32256

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At the first annual meeting, the Members shall elect one (1) Director for a term of one (1) year, one Director for a term of two (2) years, and one (1) Director for a term of three (3) years; and at each annual meeting thereafter the Members shall elect one (1) Director for a term of three (3) years. In the event the number of Directors is more than three (3), additional Directors shall be elected for a term of three (3) years.

The Declarant is entitled to elect or appoint at least one (1) Director as long as Declarant holds for sale in the ordinary course of business at least five percent (5%) of the Lots.

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is as follows:

NAME

ADDRESS

CALBEN (FLORIDA) CORPORATION

400 Park Ave. South, Suite 220,
Winter Park, FL 32789

ARTICLE IX - OFFICERS

The affairs of the Association shall be administered by the Officers designated in the By-Laws of the Association as shall be elected by the Board of Directors at its first meeting following the first annual meeting of the general Membership and they shall serve at the pleasure of the Board of Directors. Pending the election of the permanent Officers of this Association by the Board of Directors, the following named persons shall be the temporary Officers of the Association until their successors have been duly elected:

TITLE

NAME

President

Jerry Dean

Vice President

David Bell

Secretary/Treasurer

Linda Petrock

ARTICLE X - BY-LAWS

By-Laws of the Association will be hereinafter adopted at the first meeting of the Board of Directors. Such By-Laws may be amended or repealed, in whole or in part, at a regular or special meeting of the Members, by a vote of a majority of a quorum of Members present in person or by proxy.

ARTICLE XI - DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of Members. 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 this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed, and assigned to any nonprofit corporation, association, trust, or other organization to be devoted to such similar purposes. In the event of termination, dissolution or final liquidation of the Association, the responsibility of the Association, if any exists at that time, 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 St. Johns River Water Management District prior to such

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termination, dissolution or liquidation. The dissolution procedures described in this Article XI are also subject to court approval pursuant to the provisions of The Florida Not For Profit Corporation Act.

ARTICLE XII - DURATION

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 XIII - AMENDMENTS

Amendment of these Articles of Incorporation shall require the approval of at least two-thirds (2/3) vote of the Lot Owners.

ARTICLE XIV - CONFLICT

In the event that any provision of these Articles of Incorporation conflicts with any provision of Declaration, the provision of Declaration in conflict therewith shall control. If any provision of these Articles of Incorporation conflicts with any provision of the Bylaws, the provisions of the Articles of Incorporation shall control.

ARTICLE XV - INDEMNIFICATION

The Directors and Officers of the Association shall be indemnified by the Association to the fullest extent now or hereafter permitted by law and shall not be personally liable for any act, debt, liability or other obligation of the Association. Similarly, Members are not personally liable for any act, debt, liability or obligation of the Association. A Member may become liable to the Association for assessments, fees, etc. as provided in the Declaration or as otherwise provided by law.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, being the Incorporator, has executed these Articles of Incorporation, this 23 day of October, 2012.

Signed, sealed and delivered in the presence of

INCORPORATOR:

CALBEN (FLORIDA) CORPORATION, a
Florida corporation

By:

Print Name: Steven A. Parker
As: President

Print Name: Kimberly M. Charles

Print Name: LARA W. WOOD

Address: 400 Park Ave. South, Suite 220,
Winter Park, FL 32789

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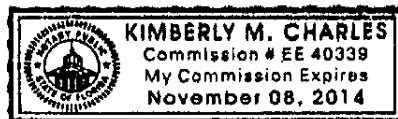
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STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this ^{22nd} day of October, 2012, by Steven A. Parker, as President of Calben (Florida) Corporation, on behalf of said corporation, who is [☒] personally known to me, or who [☐] produced a Florida driver's license as identification.

Kimberly M. Charles
Notary Public
My Commission Expires:



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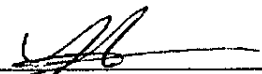
**CERTIFICATE DESIGNATING PLACE OF
BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In pursuance of Sections 48.091 and 617.0501, Florida Statutes, the following is submitted, in compliance with said act:

FIRST, that **WILLOWBROOK AT OAKLEAF PLANTATION HOMEOWNERS' ASSOCIATION, INC.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at 7800 Belfort Parkway #195, Jacksonville, Florida 32256 has named Linda Petrock located at 7800 Belfort Parkway #195, Jacksonville, County of Clay, State of Florida as its agent to accept service of process within this state.

Having been named to accept service of process for the above-stated corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Dated: October 23, 2012



Linda Petrock

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