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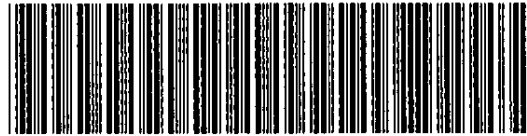
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TALLAHASSEE, FLORIDA

K 08/14/13

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: The Owner's Association of Oxford Estates, Inc.
(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☒ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: John N Day
Name (Printed or typed)
3741 San Jose Place, Suite 7
Address
Jacksonville, FL 32257
City, State & Zip
9042689990
Daytime Telephone number
info@hsmith-inc.com
E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF
THE OWNER'S ASSOCIATION OF OXFORD ESTATES, INC.**

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned, all of whom are residents of Florida and all of whom are of age, have this day voluntarily associated themselves together for the purposes of forming a corporation not-for-profit and do hereby certify:

**ARTICLE I.
NAME OF THE CORPORATION**

The name of the corporation is "The Owner's Association of Oxford estates, Inc.", hereinafter called the "Association".

**ARTICLE II.
PRINCIPAL OFFICE OF THE ASSOCIATION**

The principal office of the Association is located at 3741 San Jose Place, Suite 7, Jacksonville, Florida 32257.

**ARTICLE III.
REGISTERED AGENT**

The registered agent of the Association is John Day, whose address is 3741 San Jose Place, Suite 7, Jacksonville, Florida 32257.

**ARTICLE IV.
PURPOSES OF THE ASSOCIATION**

The Association does not contemplate pecuniary gain or profit to the members thereof. The general nature, objects and purposes of the Association are to provide for maintenance, preservation, and architectural control for the Properties within the residential areas subject to the Declaration of Covenants, Conditions, Easements, and Restrictions for Oxford estates (the "Declaration") recorded or to be recorded in the current public records of St. Johns County, Florida, and any additions to Oxford Estates as may be brought within the jurisdiction of the Association by recording an amendment or joinder to the Declaration in the current public records of St. Johns County, Florida. The terms "Declarant", "Property", or "Properties", "Owner", "Lot", and any other defined terms used herein, and elsewhere in these Articles, are used with the definitions given them in the Declaration.

**ARTICLE V.
POWERS OF THE ASSOCIATION**

The Association shall have, without limitation, the following powers:

(a) to control the specifications, architecture, design, appearance, elevation and location of, all buildings and improvements of any type, including walls, fences, antennae or other structures constructed, placed or permitted to remain on the Property, as well as the alteration and/or changes thereto;

(b) to operate, maintain and manage the Stormwater Management System and to operate, maintain and manage any drainage structures located on the property in a manner consistent with the rules of the U.S. Army Corps of Engineers and the State of Florida Department of Environmental Protection, the St. Johns River Water Management District Permit #4-109-134158-1 requirements for Oxford estates, or any other governmental entities having jurisdiction and to perform all of the functions contemplated for the Association and undertaken by the Board of Directors of the Association (the "Board") in the Declaration hereinabove described;

(c) 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 as the same may be amended from time to time as therein provided;

(d) to fix, levy, collect and enforce payment by any lawful means, all charges, capital contributions, and assessments pursuant to the terms of the Declaration; and 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, if any;

(e) 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;

(f) to borrow money, and with the assent of two-thirds of each class of members of the

Association as set forth in the Bylaws, to mortgage, pledge, deed in trust or hypothecate any or all of its real or personal property, if any, as security for money borrowed or debts incurred;

(g) to participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property, if any; provided, that any such merger or consolidation shall have the assent of two-thirds of each class of members of the Association; notwithstanding the foregoing, Declarant shall have the right to annex additional residential property as provided in the Declaration; and

(h) the reasonable right to enter upon any Lot to make emergency repairs to maintain or repair the storm water management system, or to do the work reasonably necessary for proper maintenance of the Properties;

(i) to exercise any and all powers, rights and privileges which a non-profit corporation organized under the laws of the State of Florida may now or hereafter have or exercise;

(j) to be responsible for the construction, maintenance, operation and repair of the stormwater management system. Maintenance of the stormwater management system(s) shall mean the exercise of practices which allow the systems to provide drainage, water storage, conveyance or other stormwater management capabilities as permitted by the St. Johns River Water Management District. The Association shall be responsible for such maintenance and operation. Any repair or reconstruction of the stormwater management system shall be as permitted, or if modified as approved by the St. Johns River Water Management District.

Notwithstanding anything set forth herein to the contrary, the provisions of this paragraph shall not be construed to prevent the Association from delegating any power set forth in the Declaration to the Architectural Review Committee as provided in the Declaration.

ARTICLE VI MEMBERSHIP

Every person or entity who is an owner of a fee or an undivided fee interest in any Lot which is subject, pursuant to the Declaration, to assessments by the Association, including contract sellers, shall be a 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 an 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 VII BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of not less than three (3) Directors. Directors shall be elected and shall serve according to the provisions of the Bylaws. The number of Directors may be changed in accordance with the provisions of the Bylaws of the Association, but shall never be less than three (3). The names and addresses of the initial Directors are:

<u>Name</u>	<u>Address</u>
John Day	3741 San Jose Place, Suite 7 Jacksonville, FL 32257
V. Hawley Smith, Jr.	3741 San Jose Place, Suite 7 Jacksonville, FL 32257
Taylor Day	3741 San Jose Place, Suite 7 Jacksonville, FL 32257
Donna Passmore	3741 San Jose Place, Suite 7 Jacksonville, FL 32257

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TALLAHASSEE, FLORIDA

ARTICLE VIII INITIAL OFFICERS

The affairs of the Association shall be managed by a president, vice president, secretary, treasurer, and such other officers as permitted in the Bylaws. The names and addresses of those persons who shall act as officers of the corporation until their successors are duly elected and qualified, or until the earlier of their death, resignation, or removal are:

President	John Day 3741 San Jose Place, Suite 7 Jacksonville, FL 32257
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Vice President

V. Hawley Smith, Jr.
3741 San Jose Place, Suite 7
Jacksonville, FL 32257

Secretary

Taylor Day
3741 San Jose Place, Suite 7
Jacksonville, FL 32257

Treasurer

Donna Passmore
3741 San Jose Place, Suite 7
Jacksonville, FL 32257

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TALLAHASSEE, FLORIDA

ARTICLE IX INCORPORATION

The name and address of the initial incorporator of the Association is as follows:

John Day

3741 San Jose Place, Suite 7
Jacksonville, FL 32257

ARTICLE X DISSOLUTION

(a) The Association may be dissolved upon a resolution to that effect being recommended by two-thirds of the members of the Board of Directors, and approval by two-thirds of each class of members of the Association, and if necessary at the time of the dissolution, after receipt of an appropriate decree as set forth in Florida Statutes 617.05 or statute of similar import.

(b) Upon dissolution of the Association, the Board of Directors shall cause responsibility for the maintenance of the stormwater management system contained within the Properties to be assigned to a responsible entity approved by (1) the St. Johns River Water Management District and complying with Section 40C-42.027, F.A.C., and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation, (2) the Florida Department of Environmental Protection, (3) St. Johns County, and (4) such other applicable governmental authorities having jurisdiction.

(c) Upon dissolution of the Association, all of its assets remaining after provisions for creditors and payments of all costs and expenses of such dissolution shall be distributed in the following manner:

(1) Any real property contributed to the Association without the receipt of other than nominal consideration by the Declarant (or its successor in interest) shall be returned to the Declarant (whether or not the Declarant exists as a member of the Association at the time of such dissolution), unless it refuses to accept the conveyance (in whole or in part);

(2) Remaining assets shall be distributed among the members as tenants in common, with each member's share of the assets to be determined in accordance with its voting rights.

ARTICLE XI EXISTENCE AND 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 XII INDEMNIFICATION

Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or officer at the time such expenses are incurred, except in such cases which the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE XIII AMENDMENTS

Amendment of these Articles may be proposed by the Board of Directors or by not less than thirty percent (30%) of the entire membership and adoption of any such amendment shall require the

assent of seventy-five percent (75%) of the entire membership.

ARTICLE XIV
BYLAWS

The Bylaws of this Association shall be adopted by the Board of Directors and may be altered, amended, or rescinded by a majority vote of the Board of Directors.

IN WITNESS WHEREOF, for the purposes of forming this corporation under the laws of the State of Florida, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 15th day of August 2013.

Mary V. Seale

Donna Passmore
Witnesses

John Day

State of Florida
County of St. Johns

The foregoing instrument was acknowledged before me this 15th day of August 2013, by John Day, personally known to me to be the person who executed the foregoing Amended Articles of Incorporation and that he executed the same.

Donna Passmore

Notary Public
State of Florida

My Commission Expires:



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Yvonne Pooler
Florida Department of State
Division of Corporation
P.O. Box 637
Tallahassee FL 32314

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

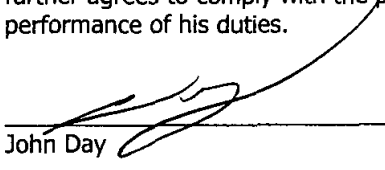
In compliance with Section 48:091, Florida Statutes, the following is submitted:

First, that the Owner's Association of Oxford estates, Inc., desiring under the laws of the State of Florida, with its principal place of business at the City of Jacksonville, State of Florida, has named John Day, located at 3741 San Jose Place, Suite 7, City of Jacksonville, State of Florida, as its agent to accept service of process within Florida.


Incorporator

8/1/13
Date

Having been named to accept service of process for the above state corporation, at the place designated in this certificate, John Day, further agrees to act in this capacity, and John Day further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties.


John Day

8/1/13
Date

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