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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Bartram Walk West Owners' Association, Inc.**

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**ARTICLES OF INCORPORATION  
OF**

**BARTRAM WALK WEST OWNERS' ASSOCIATION, INC.**

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned hereby file these Articles of Incorporation to form a corporation not-for-profit.

**ARTICLE I**

**NAME OF ASSOCIATION**

The name of the corporation is BARTRAM WALK WEST OWNERS' ASSOCIATION, INC., hereinafter referred to as the "Association." Its principal office and mailing address shall be located at 9540 San Jose Boulevard, Jacksonville, Florida 32257, or at such other place as the Board of Directors may designate from time to time.

**ARTICLE II**

**BARTRAM WALK**

The Association is established to serve the purposes herein described in relation to the land which is more fully described in the Declaration of Restrictions, Covenants and Conditions and Grant of Easements (Bartram Walk West) which has been, or shall be, recorded in the public records of St. Johns County, Florida (the "Declaration") by Racetrack Road Associates, LLP (the "Developer"). All of said land is herein referred to as the "Property." All capitalized terms used herein without definition shall have the meaning ascribed to them in the Declaration.

**ARTICLE III**

**PURPOSE AND POWERS**

A. The Association does not contemplate pecuniary gain or profit to its Members. The specific purposes for which the Association is formed are:

1. To provide for the ownership, maintenance, preservation, and improvement of the Common Areas (as defined in the Declaration) including, but not limited to the Stormwater Management System, located within the Property. The Association shall operate, maintain and manage the Stormwater Management System in a manner consistent with the St. Johns River Water Management District (the "District") permit no. 4-109-88824-1 requirements and applicable District rules, and shall assist in the enforcement of the Declaration which relate to the Stormwater Management System;
2. Levy and collect adequate assessments (referred to in the Declaration as "area maintenance charges") against members of the Association for the costs and maintenance and operation of the Stormwater Management System;

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3. To exercise such powers as are transferred to the Association Developer pursuant to the Declaration; and
  4. To provide for the betterment and welfare of the Property; and
- B. The Association shall:
1. Exercise all of the powers and privileges and perform all of the duties set forth in the Declaration that are transferred to or imposed on the Association by written instrument recorded in the public records of St. Johns County, Florida.
  2. Operate without profit for the sole and exclusive benefit of its Members;
  3. Have and exercise any and all powers, rights and privileges of a not-for-profit corporation organized under the laws of the State of Florida.

#### ARTICLE IV

##### MEMBERSHIP

Every person which is an "Owner" of any "Building Site" (as such terms are defined in the Declaration), including the Developer, located within the Property shall be a Member of the Association. Membership shall be appurtenant to and may not be separated from ownership of a Building Site. The provisions of this Article IV and the Declaration to the contrary notwithstanding, if any development on a Building Site is converted or subjected to the condominium form of ownership, the condominium association for said condominium shall be deemed the Member of the Association and the Owner of that Building Site for purposes of these Articles and the Bylaws of the Association. Furthermore, such condominium association shall be entitled to send only one representative to any meeting of the Members of the Association.

#### ARTICLE V

##### VOTING RIGHTS

The Association shall have two classes of voting membership:

A. Class A. Class A Members shall be all Owners, with the exception of Developer while the Developer is a Class B Member. Each Class A Member shall be entitled to a number of votes equal to the number of acres of land contained within such Owner's Building Site, rounded to the nearest tenth of an acre. When more than one person holds an interest in any Building Site, other than as security for the performance of an obligation, all such persons shall be Members. The vote for such Building Site shall be exercised as they, between themselves, determine, by written designation to the Association. However, the vote appurtenant to any Building Site shall be suspended in the event that, and for as long as, more than one Member holding an interest in that Building Site lawfully seeks to exercise it.

B. Class B. Class B Members shall be the Developer, who shall be entitled to the number of votes equal to the number of votes held by all Class A Members, plus one. The Class

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B membership shall cease upon the occurrence of the earlier of the following events ("Turnover"):

1. When the Developer no longer owns a Building Site within the Property;  
or
2. Such earlier date as Developer, in its sole discretion, may determine.

#### ARTICLE VI

##### BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of three (3) Directors. The names and addresses of the persons who shall act as Directors until the election or appointment of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
Drew D. Frick	9540 San Jose Boulevard Jacksonville, Florida 32257
Kathy Brady	9540 San Jose Boulevard Jacksonville, Florida 32257
Melissa Yuhas	9540 San Jose Boulevard Jacksonville, Florida 32257

#### ARTICLE VII

##### DISSOLUTION

The Association may only be dissolved, other than incident to a merger or consolidation with an organization having similar purposes, upon the termination of the provisions of the Declaration and the assent given in writing and signed by not less than 75% of the voting interests plus the assent of the Developer if the Developer still owns a Building Site within the Property. In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the 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.

#### ARTICLE VIII

##### DURATION

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

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**ARTICLE IX**

**AMENDMENTS**

Amendment of these Articles shall be permitted. Provided, however, no such amendment may be inconsistent or in conflict with the terms of the Declaration as the same may be amended from time to time as provided therein. Such amendments shall require the assent of 75% of the voting interests, plus the assent of the Developer if the Developer still owns a Building Site within the Property. In addition, an amendment which alters the Stormwater Management System beyond maintenance in its original condition must be approved by the St. Johns River Water Management District prior to such amendment taking effect.

**ARTICLE X**

**BYLAWS**

The Board of Directors shall adopt Bylaws consistent with these Articles of Incorporation and the Declaration. The method of election of directors of this Association shall be stated in the Bylaws.

**ARTICLE XI**

**INCORPORATOR**

The name and address of the Incorporator to these Articles is:

Drew D. Frick

9540 San Jose Boulevard  
Jacksonville, Florida 32257

**ARTICLE XII**

**REGISTERED AGENT**

The street address of the initial registered office of this Association is 9540 San Jose Boulevard, Jacksonville, Florida 32257, and the name of the initial registered agent of this Association at that address is Drew D. Frick.

IN WITNESS WHEREOF, for the purpose of forming this not-for-profit corporation under the laws of the State of Florida, the undersigned, constituting the Incorporator of this Association, has executed these Articles of Incorporation this 15 day of October, 2013.

  
Drew D. Frick

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

**BARTRAM WALK WEST OWNERS' ASSOCIATION, INC.**

2. The name and address of the registered agent and office are:

DREW D. FRICK  
9540 SAN JOSE BOULEVARD  
JACKSONVILLE, FLORIDA 32257

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Dated: October 15, 2013.

  
DREW D. FRICK

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