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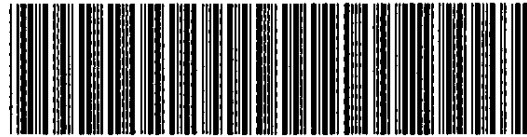
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November 14, 2013

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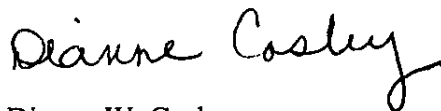
**RE: Articles of Incorporation for
Bartram Park Preserve Homeowners' Association, Inc.
Our File No. 100214**

Dear Sir/Madam:

Enclosed please find our money order in the amount of \$70.00 for filing Articles of Incorporation for Bartram Park Preserve Homeowners' Association, Inc. Also included are Certificate Designating Registered Agent and Acknowledgment of Registered Agent.

Please stamp the duplicate copy of the above-described instruments and return to us in the enclosed self addressed envelope.

Sincerely, yours,



Dianne W. Cosby
Legal Assistant

\dwc
Enclosures

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**ARTICLES OF INCORPORATION
OF BARTRAM PARK PRESERVE HOMEOWNERS' ASSOCIATION, INC.**
a Florida corporation not for profit

In compliance with the requirements of Chapter 617, Florida Statutes, 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 BARTRAM PARK PRESERVE 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, Suite 195, Jacksonville, Florida 32256, and thereafter may be located at any place in Duval County, Florida (the "County") designated by the Board of Directors of the Association.

**ARTICLE III
REGISTERED AGENT AND REGISTERED OFFICE**

Linda Petrock, with an office at 7800 Belfort Parkway, Suite 195, Jacksonville, Florida 32256, is hereby appointed the initial Registered Agent of the Association.

**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, Streets, and Common Area within that Property described as:

BARTRAM PARK PRESERVE UNIT ONE, a subdivision according to the plat thereof recorded in Plat Book 66, Pages 45 through 53, Public Records of Duval County, Florida,

together with such Additional Property located in Duval 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, Restrictions, and Easements for BARTRAM PARK PRESERVE, hereinafter called the "Declaration", applicable to the Property and recorded or to be recorded in the Public Records of Duval County, Florida, as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length (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 Owners (excluding the Developer), 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 Owners. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of the Owners (excluding the Developer), agreeing to such dedication, sale or transfer, provided, however, that the Association shall have the right to grant permits, easements or licenses to a public agency or utility company for utilities, roads, 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 Owners;
- F. Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, provided that 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 that a corporation organized under the Florida Not For Profit Corporation Act and other relevant Florida laws may now or hereafter have or exercise;
- H. Operate, maintain and manage the Surface Water or Stormwater Management System in a manner consistent with applicable St. Johns River Water Management District ("District") rules and regulations and the requirements of District Permit Nos. 40-031-23600-72 and 40-031-23600-76, or such other District permit as may be issued to Developer or the Association for BARTRAM PARK PRESERVE, as same may be amended from time to time, and shall assist in the enforcement of the restrictions and covenants contained therein. The Association shall levy and collect adequate assessments against members of the Association for the maintenance, operation and repair of the Surface Water or Stormwater Management Systems, including but not limited to, work within retention areas, drainage structures and drainage easements;
- 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;
- J. With respect to the Surface Water or Stormwater Management System, the Association shall have the following duties:
 - 1. Each Owner shall be responsible for his pro rata share of the maintenance, operation and repair of the Surface Water or Stormwater Management System. "Surface Water or Stormwater Management System" means a system that is designed and constructed or implemented to control discharges that are necessitated by rainfall events, incorporating methods to collect, convey, store, absorb, inhibit, treat, use or reuse water to prevent or reduce flooding, over-drainage, environmental degradation, and water pollution or otherwise affect the quantity and quality of discharges from the system, as permitted pursuant to Chapters 40C4, 40C-40, or 40C-42, F.A.C.
 - 2. Maintenance of the Surface Water or Stormwater Management System (s) shall mean the exercise of practices which allow the systems to provide drainage, water storage, conveyance or other surface water or stormwater management capabilities as permitted by the St. Johns River Water Management District. Each property owner shall be responsible for such maintenance and operation. Any repair or reconstruction

of the Surface Water or Stormwater Management System shall be as permitted, or if modified, as approved by the St. Johns River Water Management District.

3. Any amendments to the Declaration that alter the Surface Water or Stormwater Management System beyond maintenance in its original condition, including the water management portions of the common areas, must have the prior approval of the St. Johns River Water Management District.
4. The St. Johns River Water Management District shall have the right to enforce, by a proceeding at law or in equity, the provisions contained in the Declaration or these Articles which relate to the maintenance, operation, and repair of the Surface Water or Stormwater Management System.

ARTICLE V MEMBERSHIP

Each and every Owner (including Developer when an Owner) will be a member ("Member") of the Association.

ARTICLE VI CLASSES AND VOTING RIGHTS

Membership will be divided into two classes as follows:

(1) Class A Members will be all Owners (other than the Developer, so long as Class B membership exists).

(2) The Class B Member will be the Developer.

Class A memberships will be appurtenant to ownership of a Lot and may not be separated from such ownership. Class B membership will not be so appurtenant, but will remain with the Developer or its assigns as herein provided regardless of the conveyance of Lots to others. The Class B membership will terminate at the sooner of: (i) three months after ninety percent (90%) of the maximum number of Lots allowed for the Property have been conveyed to Class A Members other than Builders or Developer's successors or assigns, (ii) ten (10) years after the recording of the Declaration in the public records of Duval County, Florida, or (iii) upon voluntary conversion to Class A membership by Developer. The Class B membership is assignable.

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 Developer so long as ninety percent (90%) of the then total number of Lots have not been conveyed to Class A Members other than Builders or Developer's successors or assigns.

Class A Members shall be entitled to one (1) vote for each Lot owned. When more than one person holds an interest in any Lot, other than as security for the performance of an obligation, all such persons shall be Members. The vote for such Lot shall be exercised as determined by co-owners by written designation to the Association, but in no event shall more than one vote be cast with respect to any Lot. The vote appurtenant to any Lot shall be suspended in the event that, and for as long as, more than one Member holding an interest in that Lot lawfully seeks to exercise it. The Class B Member shall be entitled to the number of votes equal to the number of votes held by all Class A Members, plus one.

**ARTICLE VII
BOARD OF DIRECTORS**

The affairs of this Association shall be managed by a board consisting of the number of directors determined in the manner provided in the Bylaws, but which shall consist of not more than seven (7) directors and who need not be members of the Association. The initial number of Directors shall be three (3). 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>
Cliff Nelson	7800 Belfort Parkway, Suite 195, Jacksonville, Florida 32256
Steve Goebel	7800 Belfort Parkway, Suite 195, Jacksonville, Florida 32256
Linda Petrock	7800 Belfort Parkway, Suite 195, Jacksonville, Florida 32256

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 Developer is entitled to elect or appoint at least one (1) Director as long as Developer 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:

<u>NAME</u>	<u>ADDRESS</u>
ANSBACHER LAW, P.A.	8818 Goodbys Executive Drive, Suite 100 Jacksonville, FL 32217

**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 of the board following the annual meeting of the general Membership each year 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:

<u>TITLE</u>	<u>NAME</u>
President	Cliff Nelson
Vice President	Steve Goebel
Secretary/Treasurer	Linda Petrock

ARTICLE X BY-LAWS

The 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, or by a vote of at least two-thirds (2/3) of the Directors present at a special meeting of the Directors, called for the purpose of amending the By-Laws, at which a quorum is present.

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 that is devoted to such similar purposes. In the event of termination, dissolution or 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 by the St. Johns River Water Management District prior to such 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 Members.

ARTICLE XIV CONFLICT

In the event that any provision of these Articles of Incorporation conflicts with any provision of the 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 these Articles of Incorporation shall control.

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**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 obligations 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 14th day of November, 2013, and further submits this document and affirms that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S

INCORPORATOR:

ANSBACHER LAW, P.A.



By: _____
Name: Christene M. Ertl
Its: Partner and Authorized Officer
Address: 8818 Goodbys Executive Drive,
Suite 100
Jacksonville, FL 32217

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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 BARTRAM PARK PRESERVE 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, Suite 195, Jacksonville, Florida 32256, has named Ansbacher Law, P.A., 8818 Goodbys Executive Drive, Suite 100, Jacksonville, Florida 32217, County of Duval, 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, Ansbacher Law, P.A. hereby accepts to act in this capacity, and agrees to comply with the provision of said Act relative to keeping open said office.

Dated this 14th day of November, 2013.

ANSBACHER LAW, P.A.



By: _____
Name: Christene M. Ertl
Its: Partner and Authorized Officer