

Florida Department of State
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FLORIDA PROFIT/NON PROFIT CORPORATION
CAMPFIELD COMMONS OWNERS ASSOCIATION, INC.

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January 15, 2014

FLORIDA DEPARTMENT OF STATE
Division of Corporations

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SUBJECT: CAMPFIELD COMMONS OWNERS ASSOCIATION, INC.
REF: W14000002881

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The purpose contained in your articles of incorporation should be more specific. Please correct your articles to reflect the specific purpose for which the non profit corporation is being organized.

If you have any further questions concerning your document, please call (850) 245-6052.

Claretha Golden
Regulatory Specialist II
New Filing Section

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**ARTICLES OF INCORPORATION
OF
CAMPFIELD COMMONS OWNERS ASSOCIATION, INC.**

In compliance with the requirements of the Florida Not for Profit Corporation Act, Florida Statutes, Chapter 617, the undersigned incorporator has executed, adopted and caused to be delivered for filing these Articles of Incorporation for the purpose of forming a corporation not for profit and do hereby certify:

**ARTICLE 1
NAME OF CORPORATION**

The name of the corporation is CAMPFIELD COMMONS OWNERS ASSOCIATION, INC. (the "Association").

**ARTICLE 2
PRINCIPAL OFFICE OF THE ASSOCIATION**

The principal place of business and the mailing address of the Association is located at 2245 St. Johns Avenue, Jacksonville, Florida 32204.

**ARTICLE 3
REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the registered office of the Association is 50 North Laura Street, Suite 3300, Jacksonville, Florida 32202, and the name of the initial registered agent to accept service of process within the State of Florida at that address is RAX Co., a Florida corporation. The Board may from time to time move the registered office to any other address in Florida, and select a new registered agent.

**ARTICLE 4
DEFINITIONS**

Unless otherwise provided herein to the contrary, all terms used in these Articles shall have the same definitions and meanings as those set forth in that certain Campfield Commons II Master Declaration of Covenants and Restrictions recorded or to be recorded in the Public Records of Duval County, Florida, as it may from time to time be amended (the "Declaration").

**ARTICLE 5
PURPOSE**

The purpose and objects of the Association shall be to administer the operation and management of Campfield Commons (the "Property"), located in Duval County, Florida and described in the Declaration; and to undertake and perform all acts and duties incident to the administration, operation and management of the Property in accordance with the terms, provisions, conditions and authorizations contained herein and in the Declaration; and to own, operate, lease, sell, manage and otherwise deal with such real and personal property as may be necessary or convenient for the administration of the Property. The Association shall be conducted as a non-profit organization for the benefit of its Members.

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ARTICLE 6 POWERS OF THE ASSOCIATION

The Association shall have all the powers of a non-profit corporation organized under the laws of the State of Florida, subject to limitations upon the exercise of such powers as are expressly set forth in these Articles, the Bylaws, or the Declaration. The Association shall have the power and duty to do any and all lawful things which may be authorized, assigned, required or permitted to be done by the Declaration, these Articles or the Bylaws, and to do and perform any and all acts which may be necessary or proper for, or incidental to, the exercise of any of the duties or powers of the Association for the benefit of the Owners and for the maintenance, operation and improvement of the Property including the Common Areas.

ARTICLE 7 MEMBERSHIP AND VOTING

Those persons or entities entitled to membership and to vote are set forth in the Declaration.

ARTICLE 8 BOARD OF DIRECTORS

The powers, business and affairs of the Association shall be managed and directed by the Board of Directors in accordance with these Articles and the Bylaws. The number of directors may be increased or decreased from time to time by amendment to the Bylaws but there shall at all times be at least three (3) directors. The method of electing the directors shall be as provided in the Bylaws. The initial directors of the Association shall be as follows:

Allen F. Skinner
Richard G. Skinner III
John M. Joyce

ARTICLE 9 OFFICERS

The names of the initial officers who shall serve until their successors are appointed by the Board of Directors are as follows:

| <u>Title</u> | <u>Name</u> |
|---------------------|------------------------|
| President | Allen F. Skinner |
| Vice President | Richard G. Skinner III |
| Secretary/Treasurer | John M. Joyce |

ARTICLE 10 AMENDMENTS

Amendments to these Articles shall be proposed and adopted in the following manner:

Section 1. A majority of the Board or any Member or group of Members entitled to cast a majority of the votes of the Association may propose alterations, amendments to, or the

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rescission of these Articles, so long as the proposals do not conflict with Florida law or the Declaration. Such proposals shall set forth the proposed alteration, amendment, or rescission; shall be in writing; shall be filed by the Board or a majority of the Members; and shall be delivered to the President of the Association, who shall thereupon call a Special Meeting of the Members not less than ten (10) days nor later than thirty (30) days from receipt of the proposed amendment, the notice for which shall be given in the manner provided in the Bylaws. An affirmative vote of two-thirds (2/3) of the Board, and an affirmative vote of two-thirds (2/3) of the votes of the Members of the Association shall be required for the adoption of the proposed alteration, amendment or rescission.

Section 2. Any voting Member may waive any or all of the requirements of this Article as to notice of proposals for the alteration, amendment, or rescission of these Articles. Such waiver may occur before, at or after a membership meeting at which a vote is taken to amend, alter or rescind these Articles in whole or in part.

ARTICLE 11 **INCONSISTENCY**

In the event of any inconsistency between the terms and provisions contained in the Declaration and those contained in these Articles, the terms and provisions of the Declaration shall prevail.

ARTICLE 12 **INCORPORATOR**

The name and street address of the Incorporator to the Association is as follows:

RAX Co.
50 N. Laura Street
Suite 3300
Jacksonville, Florida 32202

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the Incorporator of this Association, has executed these Articles this 14th day of January, 2014.

RAX CO., Incorporator

By: 
Name: Christopher J. Tharner
Title: Vice President

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**CERTIFICATE DESIGNATING REGISTERED AGENT FOR
SERVICE OF PROCESS**

Pursuant to Chapters 48 and 617, Florida Statutes, the following is submitted in compliance with said Acts.

CAMPFIELD COMMONS OWNERS ASSOCIATION, INC., desiring to organize as a corporation under the laws of the State of Florida, with its registered office at 50 N. Laura Street, Suite 3300, Jacksonville, Florida 32202, has named RAX Co., located at the above-registered office, as its Registered Agent to accept service of process within this State.

ACKNOWLEDGMENT:

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

Registered Agent:

RAX CO

By 

Christopher J. Thanner
Vice President

Dated: January 14, 2014

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