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W14000009545

J 2/26/14

**DAVIS, MARTIN & BERNARD, P.A.**  
ATTORNEYS AT LAW

Clyde W. Davis  
Joshua K. Martin  
Robert D. Bernard

960185 Gateway Boulevard, Suite 104  
Amelia Island, Florida 32034  
www.ameliailandlaw.com

Telephone: 904-261-2848  
Facsimile: 904-261-4476

February 5, 2014

Department of State  
Division of Corporation  
Corporate Filings  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: Tupelo Woods Owners Association, Inc.

To Whom It May Concern:

I have enclosed the original and one copy of the *Articles of Incorporation of Tupelo Woods Owners Association, Inc., a Florida corporation for not profit* for filing and check no. 2086 in the amount of \$78.75 for filing fees and a certified copy.

Please certify the enclosed copy and return it to me at the address located at the top of this letter. If you have any questions or concerns, please do not hesitate to contact me.

Sincerely,



Lindsay Beck  
Legal Assistant to the Attorney for the Association

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STATE  
DIVISION OF  
CORPORATIONS  
14 FEB 24 PM 2:45

Encs. Articles of Incorporation of Tupelo Woods Owners Association, Inc., a Florida corporation  
not for profit and Check No. 2086  
cc: Rusty Simmons and Michelle Manners



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
14 FEB 24 PM 2:45

February 13, 2014

DAVIS, MARTIN & BERNARD, P.A.  
960185 GATEWAY BOULEVARD  
SUITE 104  
AMELIA ISLAND, FL 32034

SUBJECT: TUPELO WOODS OWNERS ASSOCIATION, INC.  
Ref. Number: W14000009545

We have received your document for TUPELO WOODS OWNERS ASSOCIATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You list two different addresses for the principal office, please correct.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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

Claretha Golden  
Regulatory Specialist II  
New Filing Section

Letter Number: 814A00003330

RECEIVED  
14 FEB 24 PM 12:41  
MAIL ROOM  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF  
TUPELO WOODS OWNERS ASSOCIATION, INC.  
A FLORIDA CORPORATION NOT FOR PROFIT**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

14 FEB 24 PM 2:45

The undersigned hereby makes and files these Articles of Incorporation:

**Article 1: Name and Principal Office**

1.1. The name of the corporation is TUPELO WOODS OWNERS ASSOCIATION, INC. For convenience the corporation shall be referred to in these Articles as the "Association."

1.2. The initial principal office of the Association shall be located at 960185 Gateway Boulevard, Suite 104, Amelia Island, Florida 32034..

**Article 2: Duration**

2.1. The 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 3: Purpose**

3.1. The Association is organized under Chapter 720, Florida Statutes as a not-for-profit corporation for the purpose of providing a structured association of property owners as the management entity responsible for the operation of Tupelo Woods, a rural residential subdivision located in Nassau County, Florida, in accordance with the Plat thereof, the Declaration of Covenants, Conditions, Restrictions and Easements for Tupelo Woods, (as recorded, and all duly adopted and recorded amendments, supplements, and recorded exhibits thereto; hereinafter referred to as the "Declaration"), these Articles of Incorporation (and any duly adopted amendments hereto), and the Bylaws of the Association (and any duly adopted amendments thereto), in which subdivision the membership of property owners or their agents in the Association is a mandatory condition of ownership. The responsibilities, powers and purposes of the Association include, but are not limited to, the following:

(a) To provide for maintenance of areas and structures as may be placed under the jurisdiction of the Association by means of the Declaration or otherwise by grant, permit, license or easement;

(b) To regulate the use of areas and structures as may be placed under the jurisdiction of the Association by means of the Declaration or otherwise by grant, permit, license or easement;

(c) To promote the health, safety and welfare of the owners of property located within Tupelo Woods;

(d) To enforce the provisions of the Declaration which the Association has the responsibility to enforce;

(e) To operate and maintain the conservation areas, common areas, stormwater management system(s) and permit(s) of or relating to Tupelo Woods;

(f) To establish rules and regulations for the community of Tupelo Woods;

(g) To contract for services and/or provide services to or for the use and benefit of the operation and maintenance of the community of Tupelo Woods;

(h) To operate, maintain and manage the surface water or stormwater management system(s) in a manner consistent with the St. Johns River Water Management District permit requirements and applicable District rules, and assist in the enforcement of the Declaration which

relate to the surface water or stormwater management system. The Association shall levy and collect adequate uniform assessments against members of the Association for the costs of maintenance and operation of the surface water or storm water management system; and

(i) To assure, prior to any event of termination, dissolution or final liquidation of the Association, that the responsibility for the operation and maintenance of the surface water or stormwater management system is properly transferred to and accepted for maintenance and management by an entity with jurisdiction over Tupelo Woods 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.

#### **Article 4: Powers and Duties**

4.1. The Association shall have and exercise all rights and powers conferred upon corporations under the laws of the State of Florida consistent with applicable law, by these Articles of Incorporation, and the Declaration. The Association shall also have all of the powers and authority reasonably necessary or appropriate to carry out duties imposed upon it by the Declaration, including, but not limited to, the following:

(a) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as defined in the Declaration;

(b) To impose fines, restrictions or sanctions upon Members consistent with applicable laws and the Bylaws;

(c) To fix, levy, collect and enforce payment by any lawful means, of all charges or assessments and assessment liens pursuant to the terms of the Declaration;

(d) To pay all expenses in the collection of assessments 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.

(e) To acquire (by gift, purchase or lease), to own, hold, improve, insure, build upon, operate, maintain, replace and to repair, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association, and to contract improvements and to repair, remodel and demolish the same, on any property that is owned or leased by the Association.

(f) To borrow money, and with the consent of fifty-one percent (51%) of the voting interests of each class of members, mortgage, pledge, deed and trust, or hypothecate any or all of its real or personal property, including any lien rights it may have, as security for money borrowed or debts incurred.

(g) To participate in mergers and consolidations with other not-for-profit corporations organized for the same or similar purposes or to annex additional property, provided that such mergers, consolidation or organization shall have the consent of two-thirds (2/3rds) of the voting interests of the Class A Members and the unanimous (100%) consent of the Class B Member(s).

(h) To make and amend reasonable Bylaws for the management of the Association, and establish rules and regulations respecting the use of any property or facilities over which the Association may have control, or jurisdiction for administrative responsibilities and compliances, and to provide for fines, penalties, sanctions or other appropriate relief for the violation of any breach of such Bylaws or regulation(s).

(i) To contract for the maintenance of such facilities, and other areas and improvements as may be placed under the jurisdiction of the Association, either by the Declaration or by resolution adopted by the Association's Board of Directors.

(j) The Association shall operate, maintain and manage the stormwater management system(s) in a manner consistent with the requirements of St. Johns River Water Management District ("Agency") Permit No. IND-089-100376-5 and applicable Agency rules, and shall assist in

the enforcement of the restrictions and covenants contained therein. In connection therewith, the Association shall levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the stormwater management system. The assessments shall be used for the maintenance and repair of the stormwater management systems and mitigation or preservation areas, including but not limited to work within retention areas, drainage structures, and drainage easements.

(k) To enter into contracts and permits for the management of Tupelo Woods common areas and open space for the purpose of preventing or minimizing the risk of damage by wildfire(s), and the power to engage in emergency measures as and when necessary to limit or control the spread or damaging effects of a wildfire.

(l) To employ such legal counsel, accountants and other agents or employees as may be deemed necessary for the protection and furtherance of the interest(s) of the Association and of its Members and to carry out the purposes of the Association.

### **Article 5: Prohibition Against Distribution of Income**

5.1. The purpose of the Association and the powers and duties of the Association are specifically limited and constrained so that those powers and purposes will not include or permit pecuniary gain or profit, nor distribution of the income of the Association to its members, officers or directors. Nothing in this Article shall prohibit the Association from reimbursing its directors or officers for reasonable expenses reasonably incurred in service to the Association.

### **Article 6: Membership**

6.1. Every person or entity who is the record Owner of a Lot in Tupelo Woods, as defined in the Declaration, shall be a Member of the Association. The foregoing is not intended to include persons or entities that 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 the Lot. Membership rights and duties shall be subject to and controlled by the Declaration, which is in the form of a covenant running with the land. The Developer, Tupelo Plantation, LLC, a Delaware limited liability company, and/or its designated successors, shall also be a Member.

### **Article 7: Voting Rights**

7.1. The Association shall have two (2) classes of voting memberships.

(a) Class A Members shall be all of Owners of Lots within Tupelo Woods other than Class B Members. Within Class A Membership there will be one (1) vote allocated to each Lot. When more than one (1) person holds an interest in any Lot, all such persons shall be Members, and the vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one (1) vote be cast with respect to any such Lot. The Bylaws may establish procedures for voting when title to a Lot is held in the name of a corporation or more than one (1) person or entity.

(b) The Class B Member consists solely of the Developer, its business successors and its assigns. The Class B Member may appoint the initial members of the Board of Directors, and may appoint a majority of the members of the Board of Directors during the Developer Control Period, as defined in the Declaration and in, and in accordance with procedures specified in, the Bylaws of the Association. The Class B Member has and is awarded sixteen (16) votes as a

Member at and upon the creation of the Association, corresponding to votes equal to twice the number of Lots shown on the Plat. The Class B membership shall terminate and be cancelled thirty (30) days after the expiration of the Developer Control Period. Upon termination of the Class B Membership, the Developer shall be a Class A Member, entitled and obligated to all rights and duties thereto, for each Lot within Tupelo Woods that it owns.

## **Article 8: Directors**

8.1. The affairs of the Association shall be managed by a Board of Directors, who need not be Members of the Association. The initial Board of Directors shall consist of three (3) directors. The number of directors may be increased by the Bylaws, but shall never be less than three (3) directors. The names and addresses of the persons who are to initially act in the capacity of directors until the selection or election of their successors are:

Brian Patten, 463646 State Road 200, Suite 12, Yulee, Florida 32097  
Rusty Simmons, 463646 State Road 200, Suite 12, Yulee, Florida 32097  
Mike Emmons, 463646 State Road 200, Suite 12, Yulee, Florida 32097

8.2. Directors shall be elected as provided in the Bylaws.

8.3. A majority of the directors currently serving as such shall constitute a quorum at meetings of the Board. The decision of a majority of the directors present at a meeting at which a quorum is present shall be sufficient to authorize any action on behalf of the Board.

8.4. Any meeting of the Board of Directors of the Association may be held within or outside of the State of Florida.

8.5. The Board of Directors may permit any or all directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all directors participating may hear each other during the meeting.

8.6. The Board of Directors may adopt emergency bylaws and exercise, or authorize the exercise of such emergency powers as may be specified in such emergency bylaws, to manage the Association in the event of catastrophic event(s).

## **Article 9: Dissolution**

9.1. The Association may only be dissolved with the assent given in writing and signed by the affirmative vote of not less than ninety-five percent (95%) of the votes of the Class A Members of the Association, together with one-hundred percent (100%) of the votes of the Class B Member(s) of the Association.

9.2. 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 complies with Rule 62.330.310, F.A.C., and Applicant's Handbook Volume 1, Section 12.3, and be approved by the Agency prior to such termination, dissolution or liquidation.

## **Article 10: Indemnification**

10.1. Every director and every officer of the Association, unless disqualified by applicable law, shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him or her in connection with any proceeding or any settlement

of any proceeding to which he or she may be a part or in which he or she may become involved by reason of his or her being or having been a director or officer of the Association, whether or not he or she is a director or officer at the time such expenses are incurred, except when the director or officer is guilty of willful misfeasance or malfeasance in the performance of his or her duties; provided that in the event of a settlement the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Association. 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 11: Bylaws**

11.1. The first Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded by the Board of Directors and by the members in the manner provided by the Bylaws.

### **Article 12: Amendments**

12.1. Amendments to these Articles may be made and adopted upon the following conditions:

(a) A resolution of the Board of Directors shall specify the form of the proposed amendment and notice of the consideration and vote for or against the proposed amendment shall be included in the notice of the members' meeting at which the amendment shall be considered. The meeting may be the annual meeting or a special meeting.

(b) There is an affirmative vote of seventy-five (75%) of the votes of the Class A Members, together with one-hundred percent (100%) of the votes of the Class B Member(s) of the Association.

(c) Any proposal to amend the class or subclass membership structure and voting by subclasses to elect directors shall require the affirmative vote of ninety (90%) of the votes of the Class A Members, and one-hundred (100%) of the votes of the Class B Member(s).

### **Article 13: Incorporator**

13.1. The name and address of the subscribing incorporator to these Articles of Incorporation is:

Joshua K. Martin  
Attorney at Law  
960185 Gateway Boulevard, Suite 104  
Amelia Island, Florida 32034

### **Article 14: Registered Office and Agent**

14.1. The address of the Association's initial registered office is 960185 Gateway Boulevard, Suite 104, Amelia Island, Florida 32034.

14.2. The name of the Association's initial registered agent at the above address is Joshua K. Martin.

WHEREFORE, the Incorporator has caused these presents to be executed this 19th day of



February, 2014.



JOSHUA K. MARTIN, Incorporator

**DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT**

Corporation: Tupelo Woods Owners Association, Inc.,  
a Florida corporation not for profit

Principal Office: 960185 Gateway Boulevard, Suite 104  
Amelia Island, Florida 32034

Registered Office: 960185 Gateway Boulevard, Suite 104  
Amelia Island, Florida 32034

Having been named to accept service of process for Tupelo Woods Owners Association, Inc., at the registered office designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position.



JOSHUA K. MARTIN

Date: 2/19/2014

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
14 FEB 24 PM 2:45