

N15000002260

(Requestor's Name)

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(Address)

(City/State/Zip/Phone #)

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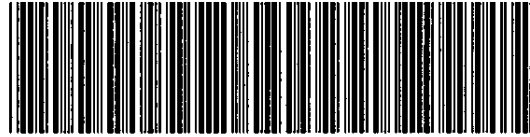
(Business Entity Name)

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Amended &
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09/24/15--01008--019 **35.00

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2015 OCT 16 PM 4:57
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Yellow Bluff Estate Homcowners Association, Inc.

DOCUMENT NUMBER: N15000002260

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Katie Carpenter

Name of Contact Person

SEDA Construction Company

Firm/ Company

2120 Corporate Square Blvd. #3

Address

Jacksonville/FL/32216

City/ State and Zip Code

katie@sedaconstruction.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Katie Carpenter

at (904) 493-6910

Name of Contact Person

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|---|--|---|--|
| <input checked="" type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed) |
|---|--|---|--|

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 29, 2015

Katie Carpenter
SEDA Construction Company
2120 Corporate Square Blvd #3
Jacksonville, FL 32216

RECEIVED
15 OCT 16 AM 11:01

SUBJECT: YELLOW BLUFF ESTATE HOMEOWNERS ASSOCIATION INC
Ref. Number: N15000002260

We have received your document for YELLOW BLUFF ESTATE HOMEOWNERS ASSOCIATION INC and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document you submitted has been prepared pursuant to profit statutes (chapter 607, Florida Statutes). As the entity was originally filed as a nonprofit corporation, this document should be filed pursuant to chapter 617, Florida Statutes.

Please file the document as either Articles of Amendment or Restated Articles of Incorporation pursuant to applicable Florida Statutes.

Bylaws are not filed with this office. Please retain them for your records.

Please return 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) 245-6050.

Annette Ramsey
Regulatory Specialist II

Letter Number: 715A00020560

FILED

AMENDED & RESTATED

2015 OCT 16 PM 4:57

**ARTICLES OF INCORPORATION
OF
YELLOW BLUFF ESTATE HOMEOWNERS ASSOCIATION, INC.
A CORPORATION NOT-FOR-PROFIT**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, being desirous of forming a corporation not for profit, do hereby associate ourselves into a corporation for the purposes and with the powers herein specified and do hereby agree to the following Articles of Incorporation:

ARTICLE I. NAME

The name of this corporation shall be: YELLOW BLUFF ESTATE HOMEOWNERS ASSOCIATION, INC. (hereinafter referred to as the "Association").

ARTICLE II. PURPOSE

The purposes and object of the Association shall be to administer the operation and management of YELLOW BLUFF ESTATE, a residential development (hereinafter "the Development") to be established upon that certain real property in DUVAL County, Florida, as described in that certain Declaration of Covenants, Conditions and Restrictions for YELLOW BLUFF ESTATE, which shall be recorded in the current public records, DUVAL County, Florida, and to operate, maintain and manage the Stormwater Management System(s) in a manner consistent with the requirements and applicable rules of the St. Johns River Water Management District Permit Nos. #40-031-100224-2. requirements and applicable District rules, and shall assist in the enforcement of the restrictions and covenants contained herein. YELLOW BLUFF ESTATE, LLC is the developer (the "Developer") of the Development.

The Association does not contemplate pecuniary gain or profit to the Members thereof and shall undertake and perform all acts and duties incident to the operation and management preservation and architectural control of the residence lots and Common Areas of the Development in accordance with the terms, provisions, and conditions of these Articles of Incorporation, the By-Laws of the Association and the Declaration.

ARTICLE III. POWERS

The Association shall have the following powers:

3.1 All of the powers and privileges granted to corporations not for profit under the laws of the State of Florida and the Declaration as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth in length.

3.2 All of the powers reasonably necessary to implement and effectuate the purposes of the Association, including, without limitation, the power, authority and right to:

(a) Make and establish reasonable rules and regulations governing the use of the Lots, Common Area and Maintenance Area, as such terms are defined in the Declaration, and to establish in such rules and regulations the imposition of fines and charges and the methodology for announcing and enforcing such fines and charges against Members who willfully violate the provisions of the Declaration and the rules and regulations of the Association from time to time in effect.

(b) Own, hold, improve, build upon, maintain, operate, lease, sell, manage, transfer, dedicate for public use, and otherwise dispose of and deal with such real and personal property as may be necessary or convenient in connection with the affairs of the Association.

(c) To own, manage, administer and operate such property as may be conveyed to it by the Developer, its successors or assigns for the mutual benefit and use of all Members.

(d) Tax, levy, collect and enforce payment by all lawful means all charges or assessments against Members of the Association and their Lots to defray the Common Expenses of the Development, as will be provided in the Declaration and the By-Laws, including the right to levy and collect assessments for the purpose of acquiring, owning, holding, operating, leasing, encumbering, selling, conveying, exchanging, managing and otherwise dealing with the Common Area, the Maintenance Area and other property owned by the Association, which may be necessary or convenient in the operation and management of the Development and in accomplishing the purposes set forth in the Declaration; and to pay all expenses, including office expenses, licenses, taxes, or governmental charges levied or imposed against the property of the Association, incident to the conduct of business of the Association, and to pay the cost of maintenance and operation of the Stormwater Management System (including work performed in the retention areas, drainage structures and drainage easements).

(e) Maintain, repair, replace, operate and manage the Common Area, Maintenance Area, including without limitation, the Stormwater Management System serving the Development (including but not limited to, retention areas, drainage structures and drainage easements) and any property owned by the Association, including the right to reconstruct

improvements after casualty and to further improve and add to the Maintenance Area and other property owned by the Association.

(f) Contract for the management of the Development, the Common Area, the Maintenance Area and other property owned by the Association and, in connection therewith, to delegate any and/or all of the powers and duties of the Association to the extent and in the manner permitted by the Declaration, the By-Laws.

(g) Enforce the provisions of these Articles of Incorporation, the Declaration, the By-Laws, and all rules and regulations governing the use of the Development which may hereafter be established.

ARTICLE IV. QUALIFICATION OF MEMBERS

The qualifications of Members, manner of their admission to and termination of membership shall be as follows:

4.1 The Owners (as defined in the Declaration and the By-Laws) of all Lots in the Development shall be members of the Association, and no other persons or entities shall be entitled to membership, except the subscribers hereof.

4.2 A person shall become a Member by the acquisition of a vested present interest in the fee title to a Lot in the Development. The membership of any person or entity shall be automatically terminated upon his being divested of his title or interest in such Lot.

4.3 Transfer of membership shall be recognized by the Association upon its being provided with a certified copy of the recorded deed conveying such fee simple title to a Lot to the new Member.

4.4 If a corporation, partnership, joint venture or other entity is the fee simple title holder to a Lot, or the Lot is owned by more than one person, the Lot Owner shall designate one person as the Member entitled to cast votes and/or to approve or disapprove matters as may be required or provided for in these Articles, the By-Laws or the Declaration.

4.5 Except as an appurtenance to his Lot, no Member can assign, hypothecate or transfer in any manner, his membership in the Association or his interest in the funds and assets of the Association. The funds and assets of the Association shall belong solely to the Association subject to the limitation that the same be expended, held or used for the benefit of the membership and for the purposes authorized herein, in the Declaration, and the By-Laws hereof.

ARTICLE V. VOTING

5.1 There shall be two classes of voting membership which classes are more fully defined in the Declaration and the By-Laws.

5.2 On all matters upon which the membership shall be entitled to vote, there shall be only one vote for each "Developed Lot" in the Development. Such vote may be exercised or cast by the Owner or Owners in such manner as may be provided in the By-Laws of this Association. Should any Member own more than one Lot, each Member shall be entitled to exercise or cast one vote for each such Lot, in the manner provided for in the By-Laws. Notwithstanding the foregoing, the Developer shall have the right to cast the number of votes allocated to it in the Declaration and By-Laws for so long as it owns any "Undeveloped Lots" as defined in the Declaration and By-Laws or until its right to such votes terminates as provided in the Declaration.

5.3 Until the recordation of Declaration in the public records of Duval County, Florida, the membership of the Association shall be comprised of the subscribers to these Articles, each of whom shall be entitled to cast a vote on all matters upon which the membership would be entitled to vote.

ARTICLE VI. TERM OF EXISTENCE

Existence of this Association shall commence with the filing of these Articles with the Secretary of State, Tallahassee, Florida. The Association shall have perpetual existence.

ARTICLE VII. OFFICE

The principal office of the Association shall be 2120 Corporate Square Boulevard, Suite 3, Jacksonville, Florida 32216, or such other place as the Board of Directors may designate. The address of the registered office and the name of the initial Registered Agent are: John A. Semanik, located at 2120 Corporate Square Boulevard, Suite 3, Jacksonville, Florida 32216.

ARTICLE VIII. BOARD OF DIRECTORS

8.1 The business affairs of this Association shall be managed by the Board of Directors. The number of Members of the first Board of Directors shall be three.

8.2 Subject to the Declaration, the Board of Directors shall be elected by the Members of the Association from among the membership at the annual membership meeting as provided in the By-Laws; provided, however, that the Developer shall have the right to elect all of the Directors on the Board subject to the following:

(a) Lot Owners other than the Developer shall be entitled to elect a majority of the Members of the Board of Directors when a Transfer

Event has occurred as described in the Declaration, the Developer has conveyed one hundred percent (100%) of the Lots, or at such earlier time as the Developer may elect to voluntarily relinquish control of the Board of Directors, at Developer's sole option.

(b) The names and residence addresses of the persons who are to serve as the initial Board of Directors until their successors are chosen are as follows:

Director	Address
JOHN A. SEMANIK	2120 Corporate Square Boulevard, Suite 3 Jacksonville, Florida 32216
KATHERINE S. CARPENTER	2120 Corporate Square Boulevard, Suite 3 Jacksonville, Florida 32216

ARTICLE IX. OFFICERS

9.1 The officers of the Association shall be a President, one or more Vice Presidents, Secretary and Treasurer and, if any, the Assistant Secretaries and Assistant Treasurers, who shall perform the duties of such offices customarily performed by like officers of corporations in the State of Florida subject to the directors of the Board of Directors.

9.2 Officers of the Association may be compensated in the manner to be provided in the By-Laws. The Board of Directors, or the President with the approval of the Board of Directors, may employ a managing agent, agency, and/or other managerial and supervisory personnel or entity to administer or assist in the administration of the operation and management of the Development and the affairs of the Association, and any and all such persons and/or entity or entities may be so employed without regard to whether any such person or entity is a Member, Director or officer of the Association.

9.3 The persons who are to serve as officers of the Association until their successors are chosen are:

Officer	Name
President	JOHN A. SEMANIK
Secretary/Treasurer	KATHERINE S. CARPENTER

9.4 The officers shall be elected by the Board of Directors at their annual meeting as provided in the By-Laws. Any vacancies in any office shall be filled by the Board of Directors at any meeting duly held.

9.5 The president shall be elected from the membership of the Board of Directors, but no other officer need be a Director. The same person may hold two offices, provided, however, that the office of President and Vice President shall not be held by the same person, nor shall the office of President and Secretary or Assistant Secretary be held by same person. Officers shall be elected annually.

ARTICLE X. BY-LAWS

10.1 The Board of Directors shall adopt by a majority vote the original By-Laws of the Association.

10.2 The By-Laws may be amended in accordance with the procedures set forth in the By-Laws.

ARTICLE XI. AMENDMENT OF ARTICLES

11.1 These Articles of Incorporation may be amended as follows:

(a) Amendments shall be proposed by a majority of the Board of Directors.

(b) The President, or acting Chief Executive Officer of the Association in the absence of the President, shall thereupon call a special meeting of the Members of the Association for a date not sooner than twenty (20) days nor later than sixty (60) days from the date on which the Board of Directors approve the amendment proposal. Each Member shall be given written notice of such meeting stating the time and place of the meeting and reciting the proposed amendment or amendments in reasonably detailed form, which notice shall be mailed or presented personally to each Member not less than ten (10) days nor more than thirty (30) days before the date set for such meeting. Such notice shall be deemed properly given when deposited in the United States mail, addressed to the Member at his post office address as it appears on the records of the Association. At such time as there is no Class B Members, the amendment or amendments proposed must be approved by an affirmative vote of at least two-thirds (2/3) of the Class A Members in order for such amendment or amendments to become effective. If so approved, a certified copy of the said amendment or amendments shall be filed in the Office of the Secretary of State of the State of Florida and recorded in the public records of Duval County, Florida.

ARTICLE XII. INDEMNITY

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 of the Association, whether or not he is a Director or officer at the time such expenses are incurred, except in such cases where the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided, that in the event any claim for reimbursement or indemnification hereunder is based upon a settlement by the Director or officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in 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 XIII. NON-PROFIT STATUS

No part of the income of this corporation shall be distributed to the Members except upon dissolution or final liquidation and as permitted by the court having jurisdiction thereof.

ARTICLE XIV. RULES OF THE ST. JOHNS RIVER WATER MANAGEMENT DISTRICT

The Association shall 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 no. #40-031-100224-2 requirements and applicable District rules, and shall assist in the enforcement of the Declaration of Covenants and Restrictions which relate to the surface water or stormwater management system.

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

ARTICLE XV. SUBSCRIBERS

The names and addresses of the subscribers to these Articles are:

JOHN A. SEMANIK	2120 Corporate Square Boulevard, Suite 3 Jacksonville, Florida 32216
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KATHERINE S. CARPENTER	2120 Corporate Square Boulevard, Suite 3 Jacksonville, Florida 32216
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ARTICLE XVI. DISSOLUTION

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 62-330.310 Florida Administrative Code, and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation. If the association is dissolved, the assets shall be dedicated to a public body, or conveyed to a nonprofit organization with similar purposes.

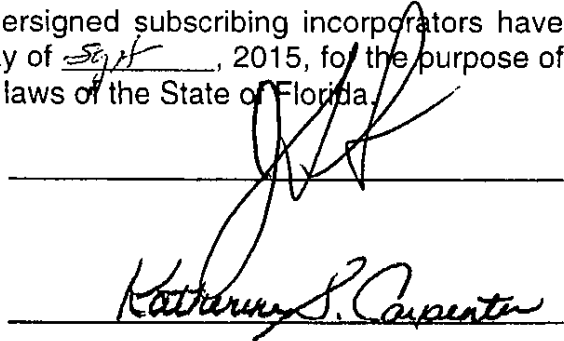
ARTICLE XVII. ANNEXATION

Annexation of additional properties, mergers, and consolidations, mortgaging of Common Area, if any, dissolution and amendment of the Articles, requires prior approval of the Veterans Administration, Federal Housing Administration, or Federal National Mortgage Association, so as long as there is a Class B membership.

IN WITNESS WHEREOF, we, the undersigned subscribing incorporators have hereunto set our hands and seal this 16 day of Sept, 2015, for the purpose of this corporation forming not for profit under the laws of the State of Florida.

JOHN A. SEMANIK

KATHERINE S. CARPENTER



The block contains two handwritten signatures. The first signature, for John A. Semanik, is written over a horizontal line. The second signature, for Katherine S. Carpenter, is written over another horizontal line. The signatures are in cursive script.

CERTIFICATE NAMING AGENT UPON WHOM DUE PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted:

That **YELLOW BLUFF ESTATE HOMEOWNERS ASSOCIATION, INC.**, a corporation duly organized and existing under the laws of the State of Florida, with its principal office, as indicated in the articles of incorporation at City of Jacksonville, County of Duval, State of Florida, has named John A. Semanik, located at 2120 Corporate Square Boulevard, Suite 3, Jacksonville, Florida 32216, as its agent to accept service of process within this state.

Having been named to accept service of process for above state and 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 Florida Statute relative to keeping open said office.

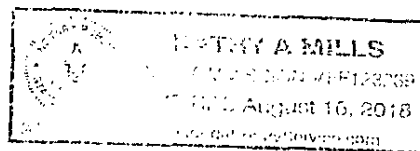
REGISTERED AGENT

JOHN A. SEMANIK

STATE OF FLORIDA
COUNTY OF DUVAL

Sworn to and subscribed before me this 11 day of Sept, 2015, by John A. Semanik, who is personally known to me or who has produced as identification.

Kathy A. Mills
Print Name: KATHY A. MILLS
Notary Public, State of Florida at Large
Commission No.: _____
My Commission Expires: _____



The date of each amendment(s) adoption: _____, if other than the date this document was signed.

Effective date if applicable: September 11, 2015

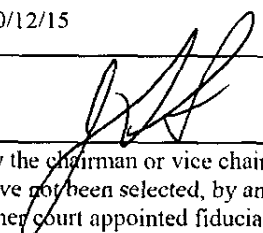
(no more than 90 days after amendment file date)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

- ☐ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.
- ☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated 10/12/15

Signature 
(By the chairman or vice chairman of the board, president or other officer-if directors have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

John A. Semanik

(Typed or printed name of person signing)

President

(Title of person signing)