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Division of Corporations

Page 1 of 1

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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**Landrum Road Canal Association, Inc.**

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**ARTICLES OF INCORPORATION  
OF  
LANDRUM ROAD CANAL ASSOCIATION, INC.  
(a corporation not-for-profit)**

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FILED  
CLERK OF DISTRICT COURT  
JACKSONVILLE, FLORIDA

**I. NAME AND DEFINITIONS.**

The name of this corporation shall be Landrum Road Canal Association, Inc.

**II. PRINCIPAL OFFICE AND MAILING ADDRESS.**

The location of the corporation's principal office and its mailing address shall be 101 Plantation Drive, Ponte Vedra Beach, Florida 32082, or at such other place as may be established by resolution of the Association's Board of Directors from time to time.

**III. PURPOSES.**

The general nature, objects and purposes of the Association are:

A. To promote matters of common interest and concern to the users of the drainage canal and related pump stations and other facilities (the "Canal Facilities") located at 324 Landrum Lane, St. Johns County, Florida.

B. To own, maintain, repair and replace the Canal Facilities, including without limitation, all structures, landscaping and other improvements located thereon, for which the obligation to maintain and repair has been accepted by the Association.

C. To operate, maintain and manage the Canal Facilities in a manner consistent with the SJRWMD Permit No. 4-109-21263-6, as the same may be amended from time to time, and applicable District rules, and to assist in the enforcement of the restrictions and covenants contained therein.

D. To cooperate with other property owners associations responsible for administration of properties served by the Canal Facilities in matters of common interest to the Association and such other associations.

E. To provide, purchase, acquire, replace, improve, maintain, operate and repair such buildings, structures, landscaping, equipment, and to provide such other services for the benefit of any and all parties served by the Canal Facilities, as the Board of Directors in its discretion determines necessary, appropriate, and/or convenient.

F. To operate without profit for the sole and exclusive benefit of its Members.

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G. To perform all of the functions contemplated for the Association and undertaken by the Board of Directors pursuant to any contract or other agreement to which the Association is a party, whether by assignment or otherwise.

**IV. GENERAL POWERS.**

The general powers that the Association shall have are as follows:

A. To hold funds solely and exclusively for the benefit of the Members for purposes set forth in these Articles of Incorporation.

B. To promulgate and enforce rules, regulations, bylaws, covenants, restrictions and agreements to effectuate the purposes for which the Association is organized.

C. To delegate power or powers where such is deemed in the interest of the Association.

D. To purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of real or personal property, to enter into, make, perform or carry out contracts of every kind with any person, firm, corporation or association (including without limitation contracts for services to provide for operation and routine custodial maintenance of the Canal Facilities); to do any and all acts necessary or expedient for carrying on any and all of the activities and pursuing any and all of the objects and purposes set forth in the Declaration and these Articles of Incorporation and not forbidden by the laws of the State of Florida.

E. To fix assessments to be levied against all or any portion of the Property to defray expenses and costs of effectuating the objects and purposes of the Association and to create reasonable reserves for such expenditures, and to authorize its Board of Directors to enter into agreements with other property owner's associations or maintenance entities for the collection of such assessments. The foregoing shall include the power to levy and collect adequate assessments against any and all parties that are subject to agreements, covenants, or other documents providing for the payment of assessments to be used for the cost of maintenance, repair and replacement of the Canal Facilities (together, the "Stormwater Discharge Agreements"). Such assessments shall be used for the maintenance, repair, and replacement of the Canal Facilities.

F. To charge recipients for services rendered by the Association and the users of the Association property where such is deemed appropriate by the Board of Directors of the Association.

G. To pay taxes and other charges, if any, on or against property owned, accepted, or maintained by the Association.

H. To borrow money and, from time to time, to make, accept, endorse, execute and issue promissory notes or other obligations of the Association for monies borrowed, or in payment for property acquired, or for any of the other purposes of the Association, and to secure the payment of such obligations by mortgage, pledge, or other instrument of trust, or by lien upon, assignment of or

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agreement in regard to all or any part of the property rights or privileges of the Association wherever situated.

I. To merge with any other association which may perform similar functions located within the same general vicinity of the Property.

J. In general, to have all powers conferred upon a corporation by the laws of the State of Florida, except as prohibited herein and by the terms and conditions set forth in the Declaration.

V. **MEMBERS.**

The members ("Members") shall consist of The Plantation at Ponte Vedra, Inc., a Florida non-profit corporation ("The Plantation Association"), together with any other persons or entities who may be admitted as Members upon the approval of the Association's Board of Directors.

VI. **VOTING AND ASSESSMENTS.**

A. For so long as The Plantation Association shall be the sole Member of the Association, each Member shall be entitled to one vote. At such time as additional Members may be admitted to the Association, the voting rights of The Plantation Association and such Members shall be allocated in the manner provided by an amendment to these Articles of Incorporation.

B. Unless otherwise specifically provided elsewhere in the Declaration, these Articles, or the Association's Bylaws, the affirmative vote of a majority of the votes allocated to the Members cast at any meeting of the Members duly called at which a quorum is present, or cast by written ballot by a quorum of the membership, shall be binding upon the Members and the Association.

C. The Association will obtain funds with which to operate by assessment of all parties who are parties or otherwise subject to Stormwater Discharge Agreements.

VII. **BOARD OF DIRECTORS.**

A. The affairs of the Association shall be managed by a Board of Directors consisting of three (3) Directors. Directors need not be Members of the Association and need not be residents of the State of Florida.

B. At the first annual election of the Board of Directors, the terms of office of the Directors receiving the highest number of votes shall be established at two (2) years, and the remaining Director shall serve for a term of one (1) year. Thereafter, as many Directors shall be elected and appointed, as the case may be, as there are regular terms of office of Directors expiring at such time; and the term of each Director so elected or appointed at each annual election shall be for two (2) years expiring at the second annual election following their election, and thereafter until their successors are duly elected and qualified.

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C. The names and addresses of the members of the first Board of Directors who shall hold office until the first annual meeting of the Members and until their successors are elected or appointed and have qualified, are as follows:

James P. Covert, Jr.  
101 Plantation Drive  
Ponte Vedra Beach, Florida 32082

Carl Kraus  
101 Plantation Drive  
Ponte Vedra Beach, Florida 32082

Robert Schlingmann  
101 Plantation Drive  
Ponte Vedra Beach, Florida 32082

#### VIII. OFFICERS.

A. The Officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board may from time to time by resolution create. Any two (2) or more offices, may be held by the same person except the offices of President and Secretary. Officers shall be elected for one (1) year terms in accordance with the procedure set forth in the Bylaws. The names of the officers who are to manage the affairs of the Association until the first annual meeting of the Members and until their successors are duly elected and qualified are:

President	James P. Covert, Jr.
Vice President	Robert Schlingmann
Treasurer	Carl Kraus
Secretary	Kirsty Taylor

#### IX. CORPORATE EXISTENCE.

The Association shall have perpetual existence. These Articles shall become effective upon filing as prescribed by law.

#### X. BYLAWS.

The Board of Directors shall adopt Bylaws consistent with these Articles. Such Bylaws may be altered, amended, or repealed by resolution of the Board of Directors.

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**XI. AMENDMENTS TO ARTICLES OF INCORPORATION AND BYLAWS.**

These Articles may be amended upon the affirmative vote of Members holding a majority of the total votes represented in person or by proxy at a meeting of the Members at which a quorum is present.

**XII. INCORPORATOR.**

The name and address of the Incorporator is as follows:

James P. Coover, Jr.  
101 Plantation Drive  
Ponte Vedra Beach, Florida 32082

**XIII. INDEMNIFICATION OF OFFICERS AND DIRECTORS.**

A. To the extent allowed by law, the Association hereby indemnifies any Director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

1. Whether civil, criminal, administrative, or investigative, other than one by or in the right of the Association to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as a Director or officer of the Association or as a director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association, and in criminal actions or proceedings, without reasonable grounds for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in the best interest of the Association or that he had reasonable grounds for belief that such action was unlawful.

2. By or in the right of the Association to procure a judgment in its favor by reason of his being or having been a Director or officer of the Association, or by reason of his being or having been a director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against the reasonable expenses including attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein if such person acted in good faith in the reasonable belief that such action was in the best interest of the Association. Such person shall not be entitled to indemnification in relation to matters to which such person has been adjudged to have been guilty of gross negligence or misconduct in the performance

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of his duty to the Association unless, and only to the extent that, the court, administrative agency, or investigative body before which such action, suit or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

B. The Board of Directors shall determine whether amounts for which a Director or officer seek indemnification were properly incurred and whether such Director or officer acted in good faith in a manner he reasonably believed to be in the best interests of the Association, and whether, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding.

C. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Association to indemnify under applicable law.

**XIV. TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED.**

A. No contract or transaction between the Association and one or more of its Directors or officers, or between the Association and any other corporation, partnership, association, or other organization in which one or more of its Directors or officers are Directors or officers, or in which they have a financial interest, shall be invalid, void or voidable solely for this reason, or solely because the Director or officer is present at or participates in the meeting of the Board or committee thereof which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose. All such contracts or transactions shall, however, be fair and reasonable and upon terms reasonably comparable to those which could be obtained in arms-length transactions with unrelated entities. No Director or Officer of the Association shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.

B. Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

**XV. DISSOLUTION OF THE ASSOCIATION.**

A. Upon dissolution of the Association, all of its assets remaining after provisions for creditors and payment of all costs and expenses of such dissolution shall be distributed in the following manner:

1. Dedication to any applicable municipal or other governmental authority of any property determined by the Board of Directors of the Association to be appropriate for such dedication and which the authority is willing to accept.

2. Remaining assets shall be distributed among the Members, subject to the limitation set forth below, each Member's share of the assets to be determined by multiplying such

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remaining assets by a fraction the numerator of which is the number of votes in the Association allocated to such Member, and the denominator of which is the total number of votes in the Association allocated to all of the Members.

B. The Association may be dissolved upon a resolution to that effect being approved by a majority of the Board of Directors and by two-thirds (2/3) of the Members. In the event of incorporation by annexation or otherwise, of all or part of the Property by a political subdivision of the State of Florida, the Association may be dissolved in the manner set forth above.

C. In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the Canal Facilities must be transferred to and accepted by an entity which complies with Rule 62-330.310, Florida Administrative Code, Applicant's Handbook Volume I, Section 12.3 or other administrative regulation of similar import, and be approved by the SJRWMD prior to such termination, dissolution or liquidation. Further, such termination, dissolution, final liquidation shall require the prior approval of the ACOE.

#### **XVI. MERGERS AND CONSOLIDATIONS.**

Subject to the provisions of the Declaration applicable to the Property and to the extent permitted by law, the Association may participate in mergers and consolidations with other nonprofit corporations organized for the same or similar purposes, provided that any such merger or consolidation shall be approved in the manner provided by Chapter 617, Florida Statutes as the same may be amended from time to time.

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IN WITNESS WHEREOF, the Incorporator has hereto set his hand and seal this 14th  
day of August, 2015.

Signed, sealed and delivered  
in the presence of:

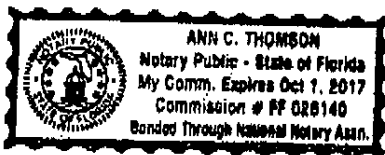
Ashley Small  
Ashley Small  
(Print or Type Name)

Ann C. Thomson  
Ann C. Thomson  
(Print or Type Name)

James P. Covert, Jr.  
James P. Covert, Jr.  
Incorporator

STATE OF Florida }  
COUNTY OF St. Johns } SS

The foregoing instrument was acknowledged before me this 14th day of  
August, 2015, by James P. Covert, Jr., the Incorporator of LANDRUM ROAD  
CANAL ASSOCIATION, INC., on behalf of the corporation.



Ann C. Thomson  
(Print Name) Ann C. Thomson  
NOTARY PUBLIC  
State of Florida at Large  
Commission # PF 026140  
My Commission Expires: 10/1/17  
Personally Known ✓  
or Produced I.D. \_\_\_\_\_  
[check one of the above]  
Type of Identification Produced

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IN COMPLIANCE WITH SECTION 617.0501, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

LANDRUM ROAD CANAL ASSOCIATION, INC., DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS AT 101 PLANTATION DRIVE, PONTE VEDRA, FLORIDA 32092, HAS NAMED JAMES P. COOVERT, JR., WHOSE ADDRESS IS 101 PLANTATION DRIVE, PONTE VEDRA BEACH, FLORIDA 32082, AS ITS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA. SAID REGISTERED AGENT'S ADDRESS IS THE CORPORATION'S REGISTERED OFFICE.

LANDRUM ROAD CANAL  
ASSOCIATION, INC.

By: James P. Covert, Jr.  
James P. Covert, Jr.  
Incorporator  
Dated: Aug. 11th, 2015

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

James P. Covert, Jr.  
James P. Covert, Jr.  
Registered Agent  
Dated: Aug. 11th, 2015

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