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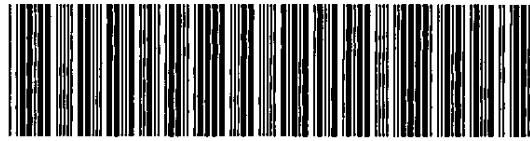
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COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Commonwealth East Owners Association, Inc.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Darryl J. Tompkins, Esquire

Name (Printed or typed)

Post Office Box 519

Address

Alachua, FL 32616

City, State & Zip

(386) 418-1000

Daytime Telephone number

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

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF
COMMONWEALTH EAST OWNERS ASSOCIATION, INC.
(A Corporation Not for Profit)

15 SEP 28 PM 12:21
CORPORATION
CLERK OF COURT
JANET L. HARRIS
TALLAHASSEE, FLORIDA

By these Articles of Incorporation, the undersigned Subscribers form a corporation not for profit in accordance with Chapter 617, Florida Statutes, and pursuant to the following provisions ("These Articles");

ARTICLE I

NAME

The name of this Corporation shall be COMMONWEALTH EAST OWNERS ASSOCIATION, INC. For convenience the corporation shall be referred to in this instrument as the "Association".

ARTICLE II

DURATION

The Association shall exist perpetually unless and until dissolved according to law. Corporate existence of the Association shall commence upon the filing of these Articles with the Florida Department of State.

ARTICLE III

DEFINITIONS

The following words shall have the definitions set forth below for the purposes of these

Articles:

3.1 "Association" shall mean and refer to COMMONWEALTH EAST OWNERS ASSOCIATION, INC., a Florida corporation not for profit, or its successors or assigns.

3.2 "By-Laws" shall mean the By-Laws adopted by the Board of Directors and as amended from time to time.

3.3 "Common Areas" shall mean and refer to all real property and any improvements located thereon and all personal property, from time to time, owned by, controlled by or intended to be devoted to the use and enjoyment of all Members of the Association and maintained by the Association as common expense. The Association shall also have ownership rights to the drainage easements, and ingress, egress and public utilities easements, if any, as depicted in the Plat of WADE TRACT V recorded in Plat 65, Pages 169 and 170 of the Public Records of Duval County, Florida.

3.4 "The Declarant" shall mean and refer to N. G. Wade Investment Company, a Florida Corporation and its successors and assigns, except that such successors and assigns shall not have any rights or obligations of the Declarant under the Declaration unless such rights and obligations are specifically set forth in the instrument of succession or assignment, or unless such rights pass by operation of law.

3.5 "Declaration" shall mean the Master Declaration of Covenants and Restrictions for Commonwealth East as recorded in Official Records Book 10388, Page 1450 of the Public Records of Duval County, Florida.

3.6 "The Property" shall mean and refer to the real property described in Exhibit "A" and "B" of the Declaration as may be amended from time to time.

3.7 "Owner" shall mean and include the Owner of any Lot or Parcel.

3.8 "Parcel" means any tract of land which has become part of the Property and is designated as a Parcel by Declarant, or is designated as a lot, parcel or tract on any Plat. Declarant reserves the right, exercisable in its sole discretion, to change the number, configuration or size of any such Parcels then owned by Declarant.

3.9 "Member" shall mean and refer to all those Owners who are Members of the Association as provided in Article VII of these Articles of Incorporation.

ARTICLE IV

PRINCIPAL OFFICE

The principal office of the Association in the State of Florida is located at 569 Edgewood Avenue South, Jacksonville, Florida 32205. The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE V

REGISTERED OFFICE AND AGENT

Charles N. Hendrix is hereby appointed the initial registered agent of the Association and the registered office shall be at 569 Edgewood Avenue South, Jacksonville, Florida 32205.

ARTICLE VI

PURPOSE AND POWERS OF THE ASSOCIATION

The Association is formed to provide for, among other things, the improvement, maintenance, operation, care, preservation, and architectural control of The Property and Common Area, ingress, egress and public utilities easements, drainage easements, including but without limitation, lakes, ditches, canals, retention or detention areas, drainage, other

surfacewater management works, and preservation or conservation areas, wetlands and wetland mitigation areas which are owned or controlled by the Association or the Owners in common and to promote the recreation, health, safety and welfare of the Owners. The Association shall have all the powers of a nonprofit corporation organized under the laws of the State of Florida, subject only to such limitations upon the exercise of such powers as are expressly set forth in these Articles, the By-Laws, or the Declaration. The Association shall have the power and duty to do any and all lawful things which may be authorized, required or permitted to be done by the Declaration, these Articles and the By-Laws, 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, administration and improvement of the Property and Common Area within its jurisdiction. These powers shall include but not be limited to the following:

- (a) To fix, make, and collect assessments against Owners as set forth in the Declaration;
- (b) To borrow money for the benefit of the Association;
- (c) To use and expand the proceeds of assessments and borrowing in a manner consistent with the purpose for which this Association is formed to pay debts and obligations of the Association;
- (d) Review plans and specifications for proposed improvements as set forth in Article VII of the Declaration;
- (e) To maintain, repair, replace, operate and care for real and personal property, including but without limitation, the entrance to The Property, the security gate and related

systems, all lakes, ditches, canals, retention or detention areas, drainage, other surfacewater management works, and preservation or conservation areas, wetlands and wetland mitigation areas, if any, which are owned by or controlled by the Association or the Owners in common in a manner consistent with the permit issued by the St. Johns River Water Management District and the operation and maintenance plan attached thereto;

(f) To purchase and maintain insurance in amounts determined by the Board of Directors of the Association;

(g) To make, amend, impose and enforce by any lawful means, reasonable rules and regulations of the use of the common areas and association property;

(h) To contract for services with others;

(i) To do and perform anything required by these Articles, the By-Laws or the Declaration to be done by the Owner, but if not done by the Owner in a timely manner, at the expense of the Owner, as provided for in Article VI of the Declaration;

(j) To do and perform any obligations imposed upon the Association by the Declaration or by any permit or authorization from any unit of local, regional, state or the federal government and to enforce by any legal means the provisions of these Articles, the By-Laws and the Declaration.

The Association shall not pay dividends and no part of any income of the Association shall be distributed to its Members, Directors or Officers.

ARTICLE VII

MEMBERSHIP

Each Owner, including the Declarant, shall be a member of the Association as provided

in the Declaration. The Association membership of each Owner shall be appurtenant to the Lot giving rise to such membership, and shall not be transferred except upon the transfer of title to said Lot, and then only to the transferee of said title thereto. Any transfer of title to a Lot shall operate automatically to transfer the membership in the Association appurtenant thereto to the new Owner thereof.

ARTICLE VIII

VOTING RIGHTS

8.1 **Voting Rights.** The Association shall have one (1) class of voting membership. Each Member, including Declarant, shall be entitled to one (1) vote for each acre of a Parcel or Parcels owned by such Member as to matters on which the membership shall be entitled to vote, which vote may be exercised or cast by the Member in such manner as may be provided in the By-Laws. In addition, each owner shall also be entitled to a fractional vote for each partial acre of a Parcel owned by such Owner. Such fractional vote shall be equal to the size of such partial acre calculated to the nearest one-hundredth of an acre (e.g. an Owner owning a 2.15 acre parcel within the Property shall be entitled to cast a total of 2.15 votes). When more than one (1) person owns a Parcel, all such persons shall be Members; provided, however, that the vote of such Owners shall be exercised as provided below and, in no event shall the number of votes cast with respect to each Parcel exceed the number of acres, or fraction thereof, contained in each Parcel. Members who own a fractional part of an original Parcel or Parcels shall be entitled to one (1) vote, or a fraction thereof, for each acre of such fractional Parcel or Parcels owned by such Member. If more than (1) person, a corporation, or other entity owns a Parcel, they shall file a certificate which has been executed by all such owners with the Secretary of the

Association, naming the person authorized to cast votes for said Parcel. The certificate will remain valid and in effect until any Owner of that Parcel files with the Secretary a revocation of the certificate. If a certificate is not on file or is no longer in effect, the Owner(s) shall not be qualified to vote and the vote of such Owner(s) shall not be considered nor shall the presence of such Owner(s) at a meeting be considered in determining whether the quorum requirement has been met. If a Parcel shall be owned by husband and wife as tenants by the entirety, no certificate need be filed with the Secretary naming the person authorized to cast votes for said Parcel, and either spouse, but not both, may vote in person or by proxy and be considered in determining whether the quorum requirement has been met at any meeting of the Members, unless prior to such meeting, either spouse has notified the Secretary in writing that there is a disagreement as to who shall represent the Parcel at the meeting, in which case the certificate requirements set forth above shall apply.

ARTICLE IX

BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of not less than three (3), nor more than five (5), Directors who need not be Members. The initial board shall be comprised of three (3) persons. Anything in these Articles to the contrary notwithstanding, until such time as the Declarant has conveyed to purchasers not affiliated with the Declarant all Lots, or at such earlier date as may be selected by the Declarant, the Declarant shall be entitled to designate the Board of Directors of the Association. The names and addresses of persons who are to act in the capacity of Director until appointment or election of their successors pursuant to these

Articles are:

Name	Address
William A. McArthur, Jr.	569 Edgewood Avenue South Jacksonville, FL 32205
William A. McArthur, Sr.	569 Edgewood Avenue South Jacksonville, FL 32205
Charles N. Hendrix	569 Edgewood Avenu, South Jacksonville, FL 32205

Once the Declarant relinquishes its right to appoint the Board of Directors, the Members shall elect the Directors for staggered terms of two (2) years each. The initial elected Directors shall randomly be divided into two (2) categories, one category comprising one (1) newly elected Director who shall serve for an initial term of one (1) year, and the secondary category comprising the remaining newly elected Directors who shall serve for an initial term of two (2) years. All Directors elected after the initial Directors shall serve for terms of two years each. In the event that the number of Directors comprising the Board of Directors shall exceed three (3), such change in number shall be implemented in such a manner as to have as nearly equal in number as possible the number of Directors whose terms expire in any given year. The Directors shall be required to be either (1) members of he Association, or (2) Officers, Directors, representatives or employees of the Declarant or a corporate member of the Association.

ARTICLE X

MANAGEMENT OF CORPORATE AFFAIRS

(A) The affairs of the Association shall be administered by the Officers designated in the By-Laws. The Officers shall be elected by the Board of Directors at the first meeting, and

they shall serve at the pleasure of the Board of Directors. The names and addresses of the Officers shall serve until their successors are designated by the Board of Directors as follows:

Office	Name	Address
President	William A. McArthur, Sr.	569 Edgewood Avenue South Jacksonville, FL 32205
Vice-President	William A. McArthur, Jr.	569 Edgewood Avenue South Jacksonville, FL 32205
Secretary/Treasurer	Charles N. Hendrix	569 Edgewood Avenue South Jacksonville, FL 32205

ARTICLE XI

INDEMNIFICATION

11.1 Every Director and every Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding whether civil, criminal, administrative or investigative, or any settlement of any proceeding, or any appeal from such 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, or having served at the Association's request as a Director or Officer of any other corporation, whether or not he is a Director or Officer at the time such expenses are incurred, regardless of by whom the proceeding was brought, except in relation to matters as to which any such Director or Officer shall be adjudged liable for gross negligence or willful misconduct, provided that in the event of a settlement, the indemnification shall apply only when the Board of Directors of the Association approves such settlement and shall apply only as being for the best interest of the Association. The foregoing right of

indemnification shall be in addition to and exclusive of all other rights to which such Director or Officer may be entitled.

11.2 Expenses incurred in defending a suit or proceeding whether civil, criminal, administrative or investigative may be paid by the Association in advance of the final disposition of such action, suit or proceeding if authorized by all of the non-interested Directors upon receipt of an undertaking by or on behalf of the Director or Officer to repay such amount if it shall ultimately be determined that he is not to be indemnified by the Association as authorized by these Articles.

11.3 The Association shall have the power to purchase at its expense and maintain insurance on behalf of any person who is or was a Director or Officer of the Association, or is or was serving at the request of the Association as a Director or Officer of another association, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the association would have the power to indemnify him against such liability under the provisions of these Articles.

ARTICLE XII

By-Laws

The By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the By-Laws.

ARTICLE XIII

AMENDMENTS

Amendments to these Articles of Incorporation shall be made in the following manner:

13.1 **Resolution**: The Board of Directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of Members,

which may be either the annual or special meeting.

13.2 **Notice:** Within the time and in the manner provided in the By-Laws for the giving of notice of meetings of Members, written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each Member of record entitled to vote thereon. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

13.3 **Vote:** At such meeting, a vote of the Members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of a majority of the votes of all Members entitled to vote thereon.

13.4 **Multiple Amendments:** Any number of amendments may be submitted to the Members and voted upon by them at one meeting.

13.5 **Agreement:** If all of the Directors and all of the Member eligible to vote sign a written statement manifesting their intention that an amendment to these Articles be adopted, then the amendment shall thereby be adopted as though subsections 13.1 through 13.3 had been satisfied.

13.6 **Action Without Directors:** The Members may amend these Articles without the act of the Directors at a meeting for which notice of the changes to be made was given.

13.7 **Limitations:** No amendment shall make any changes in the qualifications for Members nor the voting rights of Members without approval in writing of all members. No amendment shall be made that is in conflict with the Declaration. So long as the Declarant shall own any of the Property, no Declarant related amendment shall be made to the Declaration, or to the Articles or the By-Laws of the Association unless such amendment is first approved in writing by the Declarant. Without limitation, an amendment shall be deemed to be Declarant-

related if it does any of the following:

- a. Directly or indirectly by its provisions or in practical application relate to the Declarant in a manner different from the manner in which it relates to other Owners;
- b. Modifies the definitions provided for by Article I of the Declaration in a manner which alters the Declarant's rights or status;
- c. Modifies or repeals any provision of Article II or the Declaration;
- d. Alters the character and rights of membership as provided for by Article IV of the Declaration or affects or modifies in any manner whatsoever the rights of the Declarant as a Member of the Association;
- e. Alters any previously recorded or written agreement with any public or quasi-public agencies, utility company, political subdivision, public authorities or other similar agencies or bodies, respecting zoning, streets, roads, drives, easements or facilities;
- f. Denies the right of the Declarant to convey Common Area to the Association;
- g. Modifies the basis or manner of assessment as applicable to the Declarant or any lands owned by the Declarant;
- h. Alters or repeals any of the Declarant's rights or any provision applicable to the Declarant's rights as provided for by any such provision of the Declaration.

13.8 **Filing:** A Copy of each amendment shall be certified by the Secretary of State, State of Florida.

13.9 **Water Management District Requirements:** Amendments to these Articles or By-Laws which directly or indirectly impact operation and maintenance of the surfacewater management system, including but without limitation, all lakes, ditches, canal, retention or

detention areas, drainage, other surfacewater management works, and preservation or conservation areas, wetlands and wetland mitigation areas which are owned or controlled by the Association or the Owners in common, may be made after approval by the St. Johns River Water Management District. Such approval shall be in the form of a modification to any and all permits issued by the St. Johns River Water Management District under the lawfully adopted rules of the St. Johns River Water Management District in effect at the time of application for such modification. Amendments to the Articles or By-Laws which do not impact operation or maintenance of the system may be made without authorization of the St. Johns River Water Management District; however, copies of any such amendments shall be forwarded to the District within 30 days of approval.

ARTICLE XIV

SUBSCRIBERS

The names and addresses of the Subscribers to these Articles of Incorporation are as follows:

Name	Address
William A. McArthur, Jr.	569 Edgewood Avenue South Jacksonville, FL 32205
William A. McArthur, Sr.	569 Edgewood Avenue South Jacksonville, FL 32205
Charles N. Hendrix	569 Edgewood Avenue South Jacksonville, FL 32205

ARTICLE XV

NON-STOCK CORPORATION

The Association is organized on a non-stock basis and shall not issue shares of stock

evidencing membership in the Association provided, however, that membership in the Association may be evidenced by a certificate of membership which shall contain a statement that the Association is a corporation not for profit.

ARTICLE XVI

DISSOLUTION OF ASSOCIATION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class member. 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 the Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

Prior to dissolution of the Association, all property, interest in property, whether real, personal, or mixed, which is directly or indirectly related to the surfacewater management system, including but without limitation, all lakes, ditches, canals, retention or detention areas, drainage, other surfacewater management works, and preservation or conservation areas, wetland, and wetland mitigation areas which are owned by the Association or the Owners in common, will be dedicated to and accepted for maintenance by the appropriate unit of government or otherwise transferred to and accepted for maintenance by an approved entity. Dedication or approval must be authorized by the Suwannee River Water Management District through modification of any and all permits or authorization issued by the Suwannee River Water Management District. Such modification shall be made under the lawfully adopted rules of the Suwannee River Water Management District in effect at the time of application for such

modification.

IN WITNESS WHEREOF, the undersigned Subscribers have caused these presents to
be executed as of the 23rd day of September, 2015.

Geneva A. Ray
GENEVA A. RAY
Printed Name

William A. McArthur, Jr.
William A. McArthur, Jr., Subscriber

15 SEP 28 PM 12:21

Thomas L. Davis
Thomas L. Davis
Printed Name

Geneva A. Ray
GENEVA A. RAY
Printed Name

William A. McArthur, Sr.
William A. McArthur, Sr., Subscriber

Thomas L. Davis
Thomas L. Davis
Printed Name

Geneva A. Ray
GENEVA A. RAY
Printed Name

Charles N. Hendrix
Charles N. Hendrix, Subscriber

Thomas L. Davis
Thomas L. Davis
Printed Name

STATE OF FLORIDA
COUNTY OF DUVAL

15 SEP 28 PM 12:21
The foregoing Articles of Incorporation were acknowledged before me this 23rd day of SEPTEMBER, 2015, by William A. McArthur, Jr., who is personally known to me or has produced his drivers license as identification.

GENEVA A. RAY
Notary Public, State of Florida
My Comm. Expires Dec. 13, 2017
Commission No. FF 56067

Geneva A. Ray
Notary Public
Printed Name: GENEVA A. RAY
Expiration Date: DECEMBER 13, 2017

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing Articles of Incorporation were acknowledged before me this 23rd day of SEPTEMBER, 2015, by William A. McArthur, Sr., who is personally known to me or has produced his drivers license as identification.

GENEVA A. RAY
Notary Public, State of Florida
My Comm. Expires Dec. 13, 2017
Commission No. FF 56067

Geneva A. Ray
Notary Public
Printed Name: GENEVA A. RAY
Expiration Date: DECEMBER 13, 2017

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing Articles of Incorporation were acknowledged before me this 23rd day of SEPTEMBER, 2015, by Charles N. Hendrix, who is personally known to me or has produced his drivers license as identification.

GENEVA A. RAY
Notary Public, State of Florida
My Comm. Expires Dec. 13, 2017
Commission No. FF 56067

Geneva A. Ray
Notary Public
Printed Name: GENEVA A. RAY
Expiration Date: DECEMBER 13, 2017

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE

OF PROCESS WITHIN THE STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED AND NAMES AND ADDRESSES OF THE OFFICERS AND DIRECTORS.

The following is submitted in compliance with Chapter 617.023, F.S.:

Commonwealth East Owners Association, Inc., a Corporation Not for Profit, organized under the laws of the State of Florida with its principal office at: 569 Edgewood Avenue South, Jacksonville, Florida 32205, has named Charles N. Hendrix of Jacksonville, FL 32615, as its agent to accept service of process within the State.

NEWLY ELECTED OFFICERS:

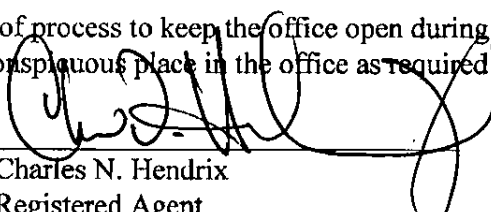
NAME AND TITLE	ADDRESS
William A. McArthur, Sr. President	569 Edgewood Avenue South Jacksonville, FL 32205
William A. McArthur, Jr. Vice-President	569 Edgewood Avenue South Jacksonville, FL 32205
Charles N. Hendrix Secretary/Treasurer	569 Edgewood Avenue South Jacksonville, FL 32205

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JACKSONVILLE, FL 32205

NEWLY APPOINTED DIRECTORS:

NAME	ADDRESS
William A. McArthur, Sr.	569 Edgewood Avenue South Jacksonville, FL 32205
William A. McArthur, Jr.	569 Edgewood Avenue South Jacksonville, FL 32205
Charles N. Hendrix	569 Edgewood Avenue South Jacksonville, FL 32205

I agree as Registered Agent to accept service of process to keep the office open during prescribed hours; to post my name in some conspicuous place in the office as required by law.


Charles N. Hendrix
Registered Agent