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Dale S. Wilson
Attorney at Law

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32043

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October 27, 2015

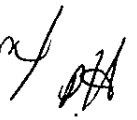
VIA UPS

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Enclosed please find the original executed Articles of Incorporation for Edgewater Landing Homeowners Association of Clay County, Inc. together with a check in the amount of \$78.75 for filing fee and certified copy. Please file this instrument with the records of the Florida Secretary of State and return the certified copy to me at Dale S. Wilson, P.A., PO Box 1808, Green Cove Springs, Florida 32043.

Thank you for your assistance.

Sincerely,

Dale S. Wilson 
Dale S. Wilson

**ARTICLES OF INCORPORATION OF EDGEWATER LANDING HOMEOWNERS
ASSOCIATION OF CLAY COUNTY, INC.
(a corporation not-for-profit)**

In order to form a corporation not-for-profit under and in accordance with the provisions of the laws of the State of Florida, the undersigned do hereby associate themselves into a corporation not-for-profit, and to that end by these Articles of Incorporation state:

ARTICLE I.

Name

The name of the corporation is Edgewater Landing Homeowners Association of Clay County, Inc. referred to below as the "Association".

ARTICLE II.

Corporation Not For Profit

The Association is incorporated as a corporation not-for-profit under the provisions of the laws of the State of Florida.

ARTICLE III.

Principal Place of Business

The initial mailing address of the Association shall be P. O. Box 1808, Green Cove Springs, Florida 32043. The principal office of the Association shall be located at 718 North Orange Avenue, Green Cove Springs, Florida 32043 or at any other place as may be subsequently designated by the Board of Directors of the Association.

ARTICLE IV.

Registered Agent

The name and address of the initial registered agent is Dale S. Wilson, whose address is 718 North Orange Avenue, Green Cove Springs, Florida 32043, and who is appointed the initial registered agent of the Association and who is authorized to accept service of process within this State.

ARTICLE V.

Purpose and Powers of the Association

- A. The Association is formed for the following purposes
1. To facilitate and or promote the concerns and interests of the Owners of Lots within the Edgewater Landing Subdivision.
 2. To own the Common Property of the Edgewater Landing subdivision and to maintain, repair and replace the Common Property and all improvements on the Common Property.

3. To provide for enforcement of the Declaration of Easements, Covenants, Conditions and Restrictions for Edgewater Landing (herein referred to as the "Declaration") to implement the provisions of the Declaration and subsequent addenda, and from time to time amend the Declaration to further the purposes of the Association.
4. To operate without pecuniary gain or profit, direct or indirect, to itself or to its Members, Directors or Officers.
5. The Association shall operate, maintain and manage the stormwater management system(s) in a manner consistent with the St. Johns River Water Management District Permit Number IND-019-140249-2 requirements and applicable District rules and shall assist in the enforcement of the Covenants and Restrictions which relate to the stormwater management system.
6. 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.
7. 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.

B. The Association shall have the following powers:

- (1) To exercise all of the common law and statutory powers of a corporation not for profit organized under the laws of the State of Florida that are not in conflict with the terms of the Declaration, these Articles or the Bylaws of the Association.
- (2) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration applicable to the property and recorded in the public records of Clay County, Florida, and as may be amended from time to time, the Declaration being incorporated by reference as if set forth in its entirety.
- (3) To fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection and all other expenses incident to the conduct of the business of the Association, including but not limited to all licenses, taxes or governmental charges levied or imposed against the property of Association.
- (4) To manage, operate, maintain and repair all of the common facilities of Edgewater Landing including but not limited to any entrance sign, storm water retention easements, and other facilities enjoyed in common by the owners of the individual lots located in Edgewater Landing Subdivision; as well as all other powers as set forth in the Declaration referenced here.

(5) To purchase insurance on the property of the Association and insurance for the protection of the Association and its Members.

(6) To reconstruct improvements after casualty and make further improvements on the property.

(7) To carry out and to enforce by legal means the provisions of the Declaration, and the Articles of Incorporation and Bylaws of the Association, and the rules and regulations adopted pursuant thereto.

(8) To employ personnel to perform the services required for proper operation of the Association.

(9) To acquire (by gift, purchase, or otherwise), own, hold, improve, build on, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real property in connection with the affairs of the Association.

(10) To borrow money, and with the assent of a majority of each class of Members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.

ARTICLE VI.

Membership

Membership Generally: No person except an owner of a Lot or Lots, or the Developers as referenced in the Declaration, is entitled to membership in the Association. The duration of membership and the rights and obligations associated with membership shall be in accordance with the terms in the Declaration. All Lot Owners and Developer, regardless of whether Developer is also a Lot Owner, shall be either Class A or class B Members of the Association, as provided in this article.

ARTICLE VII.

Voting Rights

Section 1. Class A Voting: All class A Members shall be entitled to one vote for each Lot owned. If more than one person holds record title to a Lot, there shall be only one vote cast with respect to the Lot, exercised as Owners determine among themselves.

Section 2. Class B Voting: The class B Members shall be entitled to one vote for each Lot owned. In addition, until such a time as the class B membership is converted to class A membership, the class B membership shall have a right of veto on all questions coming before the membership for a vote.

ARTICLE VIII.

Board of Directors

Section 1. Number of Directors: The affairs of the Association shall be managed and governed by a Board of Directors consisting of at least three (3) Directors, who need not be members of the Association. The number of Directors may be changed by amendment of

the By-Laws of the Association. The members of the Board of Directors shall be elected in accordance with the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

Name	Address
Richard Donald Friesen	2626 Croydon Dr., Suite 407, Surrey, British Columbia V3Z 0S8
Danielle Friesen	2626 Croydon Dr., Suite 407, Surrey, British Columbia V3Z 0S8
Leigh Sully	2626 Croydon Dr., Suite 407, Surrey, British Columbia V3Z 0S8

Section 2. Attendance of Meetings: Action by Directors without a meeting:
Members of the Board of Directors may participate in a meeting of the Board by means of a conference telephone or similar means of communication whereby all persons participating in the meeting may hear one another. Participation by these means shall be considered the equivalent of being present, in person, at the meeting. Action by the Board may be taken without meeting if consent in writing, setting forth the action to be taken, is signed by all of the Directors and filed in the minutes of the proceedings of the Board. The consent shall have the same effect as a unanimous vote.

ARTICLE IX.

Officers

The affairs of the association shall be administered by a President, a Vice President, a Secretary, a Treasurer and any officer as may be designated from time to time by the Directors. The Officers shall be elected or designated by the Board of Directors at its initial meeting and at the first meeting following the annual meeting of the Members of the Association.

ARTICLE X.

Indemnification

Every Director and every Officer of the Association, and every Member of the Association serving the Association at its request, shall be indemnified by the Association against all expenses and liabilities, including attorney fees, reasonably incurred by or imposed on the person in connection with any proceeding or any settlement of any proceeding to which he or she may be a party 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, or by reason of him or her having served the Association at its request, whether or not he or she is a Director or Officer or Member serving the Association at the time the expenses or liabilities are incurred, except when the Director, Officer or Member serving the Association is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties; provided that in the event of a settlement before entry of judgment, the indemnification shall apply only when the Board of Directors approve the settlement and reimbursement as being in the best interest of the Association. This right of indemnification shall be in addition to and not exclusive of all other rights to which the Director, Officer or Member serving the association may be entitled.

ARTICLE XI.

Dissolution

Section 1. The Association may be dissolved on written consent signed by Members holding not less than 75% of the total number of votes of each class of Members. On 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 this Association was created. In the event that the dedication is refused acceptance, the assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or organization to be devoted to any similar purposes.

Section 2. In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or stormwater management system must be transferred to and accepted by the entity which would comply with Rule 62-330.310, F.A.C., and Applicant's Handbook Volume I, Section 12.3, and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

ARTICLE XII.

Term

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 XIII.

Amendments

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

Section 1. Notice: Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered.

Section 2. Vote: A resolution for the adoption of an amendment may be proposed by either the Board of Directors or by the Members of the Association. Directors and Members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing that the approval is delivered to the Secretary at or prior to the meeting. Except as elsewhere provided, the resolution must be adopted by not less than 75% of the votes of the entire membership of the Association.

Section 3. Limit on amendments: No amendment shall make any changes in the qualification for membership, or in the voting rights of Members, without approval in writing by all Members.

Section 4. Certification: A copy of each amendment shall be certified by the Secretary of State.

ARTICLE XIV.

Incorporator and Registered Agent

The name and address of the incorporator of these Articles of Incorporation is as follows:

NAME ADDRESS

Leigh Sully 2626 Croydon Dr., Suite 407, Surrey, British Columbia V3Z 0S8

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the property in complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 16 day of October 2015.

Dale S. Wilson
Dale S. Wilson/Resident Agent

BEFORE ME, the undersigned authority, personally appeared Leigh Sully, personally known to me or who produced _____ as identification and who executed the foregoing Articles of Incorporation and acknowledged to me that he executed said Articles freely and voluntarily and for purposes expressed therein.

WITNESS my hand and seal this 16 day of October 2015.

Nikolay N. Eskin
Notary Public
Suite 107-15850 24th Ave.
Surrey, B.C., V3S 0G1

[Signature]
NOTARY PUBLIC
Surrey, BC, Canada

MY COMMISSION IS PERMANENT

In witness of the above, for the purpose of forming this corporation under the laws of the State of Florida, I have executed these Articles of Incorporation on the 16 day of October, 2015.

[Signature]
Leigh Sully, Incorporator