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**Murabella Commercial Owners' Association, Inc.**  
**3517-B U.S. Highway 17**  
**Fleming Island, Florida 32003**  
**Phone 904.269.1377**  
**Facsimile 904.269.1378**

December 12, 2016

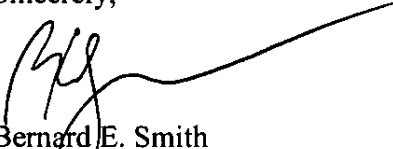
State of Florida Division of Corporations  
Amendments Section  
P.O. Box 6327  
Tallahassee, Florida 32314

Dear Sirs:

I have enclosed the Amended and Restated Articles of Incorporation (the "Articles") for Murabella Commercial Owners' Association, Inc. as well as a check for \$35.00. Please have the Articles filed and a certified copy mailed to my attention at the address stated at the top of this letter.

Thank you very much.

Sincerely,



Bernard E. Smith  
President

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
FOR  
MURABELLA COMMERCIAL OWNERS' ASSOCIATION, INC.  
a not-for-profit corporation**

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DIVISION OF CORPORATIONS  
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- A. The Articles of Incorporation of MURABELLA COMMERCIAL OWNERS' ASSOCIATION, INC. were filed with the Secretary of State, State of Florida on October 5, 2016 under document number N16000009811.
- B. The directors named in the Articles of Incorporation desire to amend and restate the Articles of Incorporation.
- C. The amendments set forth herein do not require member approval.

NOW, THEREFORE, the Directors have adopted and do hereby adopt the following as the Amended and Restated Articles of Incorporation for Murabella Commercial Owners' Association, Inc.:

**1**

**NAME**

The name of the corporation is MURABELLA COMMERCIAL OWNERS' ASSOCIATION, INC., For convenience, the corporation shall be referred to in this instrument as the "Association", these Articles of Incorporation as the "Articles", and the Bylaws of the Association as the "Bylaws".

**2**

**OFFICE**

The principal office and mailing address of the Association shall be 3517 U.S. Highway 17, Suite B, Fleming Island, Florida 32003, or at such other place as may be subsequently designated by the Board of Directors. All books and records of the Association shall be kept at its principal office or at such other place as may be permitted by the Act.

**3**

**REGISTERED AGENT**

Bernard E. Smith whose address is 3517-B U.S. Highway 17, Fleming Island, Florida 32003, is the Registered Agent. The Registered Agent may be changed as the Board of Directors may from time to time designate.

### PURPOSE

The purpose of the Association is those activities authorized by the Declaration of Easements, Covenants, and Restrictions, as may be amended from time to time, and as recorded in the Public Records of St. Johns County, Florida (the "Declaration") for Murabella Commercial Owners' Association, Inc.

### POWERS

The powers of the Association shall include and be governed by the following:

- 5.1 General. The Association shall have all of the common law and statutory powers of a corporation not for profit under the laws of Florida (which are in effect at the time of filing of these Articles) except as expressly limited or restricted by applicable law, the terms of these Articles, the Declaration or the Bylaws.
- 5.2 Enumeration. In addition to the powers set forth in Section 5.1 above, the Association shall have all of the powers and duties reasonably necessary to maintain the property that is the subject of the Declaration and as more particularly described in the Bylaws, as such may be amended from time to time, including but not limited to the following:
  - a. To make and collect assessments and other charges against members as owners (whether or not such sums are due and payable to the Association), and to use the proceeds thereof in the exercise of its powers and duties including without limitation the maintenance and operation of the Retention Pond Parcel, the related Surface Water Management Facilities and the Critical Access Drive known as Capulet Drive, all of which are described in the Declaration.
  - b. To maintain, repair, replace, reconstruct, add to and operate common property (if any), and other property which may be acquired or leased by the Association.
  - c. To purchase insurance for the common property (if any) and for the protection of the Association, its officers, director and owners, if reasonably determined to be necessary.
  - d. To make and amend reasonable rules and regulations for the maintenance, conservation and use of the property and for the health, comfort, safety and welfare of the owners.
  - e. To enforce by legal means the provisions of the Declaration, these Articles, the Bylaws, the rules and regulations for the use of the common property (if any) and applicable law.
  - f. To contract for the management and maintenance of the common property (if any) and to authorize a management agent to assist the Association in carrying out its powers and duties by performing such functions as the submission of proposals, collection of assessments, preparation of records, enforcement of rules and maintenance, repair and replacement of the common property (if any) with such funds as shall be made available by the Association for such

purposes. The Association and its officers shall, however, retain at all times the powers and duties to make assessments, promulgate rules and execute contracts on behalf of the Association.

g. To employ personnel to perform the services required for the proper operation and maintenance of the common property (if any).

h. To execute all documents or consents, on behalf of the owners (and their mortgagees), required by all governmental and/or quasi-governmental agencies in connection with land use and development matters.

i. To operate, maintain and manage the Surface Water Management System Facilities in a manner consistent with St. Johns River Water Management District Permit Number 42-109-107125-1 (dated September 29, 2006) requirements and applicable District rules, and shall assist in the enforcement of the restrictions and covenants contained in the Declaration.

5.3 Association Property. All funds and the title to all properties owned or acquired by the Association and their proceeds shall be held for the benefit and use of the members in accordance with the provisions of the Declaration, these Articles and the Bylaws.

5.4 Distribution of Income; Dissolution. The Association shall not pay a dividend to its members and shall make no distribution of income to its members, directors or officers, and upon dissolution, all aspects of the Association shall be transferred only to another non-profit corporation or a public agency or as otherwise authorized by the Florida Not For Profit Corporation Act (Chapters 617 and 720, Florida Statutes) and as may be approved by the St. Johns River Water Management District, with respect to the transfer of the Surface Water Management System Facilities.

5.5 Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions hereof and of the Declaration, the Bylaws and applicable law, provided that in the event of conflict, the provisions of applicable law shall control over those of the Declaration and Bylaws. The provisions of the Declaration shall control over those of the Articles and Bylaws; the provisions of the Articles shall control over the provisions of the Bylaws.

## 6

### MEMBERS

6.1 Membership. The members of the Association shall consist of the record title holders of the seven properties within the "Sunshine 16" commercial Planned Unit Development in St. Johns County, Florida (the "PUD"), which title holders may change from time to time, and which membership shall be appurtenant to and inseparable from ownership of such properties.

6.2 Assignment. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the property for which that share is held.

6.3 Voting. The Association shall have one (1) class of voting membership. Each member shall have voting interests in accordance with its pro rata share of acreage owned in relation to

the total acreage in the PUD. All votes shall be exercised or cast in the manner provided by the Declaration and Bylaws. The members may vote to elect the members of the Board of Directors.

6.4 Meetings. The Bylaws shall provide for an annual meeting of members, and may make provision for regular and special meetings of members other than the annual meeting.

**7**

**INCORPORATOR**

The name and address of the Incorporator of this Association is:

Bernard E. Smith  
3517 U.S. Highway 17, Suite B  
Fleming Island, Florida 32003

**8**

**TERM OF EXISTENCE**

Existence of the Association shall commence with the filing of these Articles with the Secretary of State, Tallahassee, Florida, and shall exist in perpetuity. Provided, however, in the event that the Association is dissolved, the assets shall be dedicated to the public body or conveyed to a non-profit corporation with a similar purpose. In the event of a termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the Surface Water Management System Facilities must be transferred to an accepted by an entity 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.

**9**

**OFFICERS**

The affairs of the Association shall be administered by the officers holding the offices designated in the Bylaws. The officers shall be elected by the Board of Directors of the Association at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The Bylaws may provide for the removal from office of officers, for filling vacancies and for the duties and qualifications of the officers. The names and addresses of the officers who shall serve until their successor are designated by the Board of Directors are as follows:

President:

Bernard E. Smith  
Smith & Young Co.  
3517 U.S. Highway 17  
Fleming Island, Florida 32003

**Vice President:**

Irving G. Snyder, Jr.  
Hope Sound I LLC  
13747 Hope Sound Court  
Jacksonville, Florida 32225

**Secretary/Treasurer:**

Traci Saunders  
VyStar Credit Union  
P.O. Box 45085  
Jacksonville, Florida 32232

**10**

**DIRECTORS**

**10.1 Number and Qualification.** The property, business and affairs of the Association shall be managed by a Board consisting of the number of directors determined in the manner provided by the Bylaws, but which shall consist of not less fewer three (3) directors.

**10.2 Duties and Powers.** All of the duties and powers of the Association existing under the law, the Declaration, these Articles and the Bylaws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by owners when such approval is specifically required.

**10.3 Election and Removal.** Directors of the Association shall be elected at the annual meeting of the members in the manner determined by and subject to the qualifications set forth in the Bylaws. Directors may be removed, and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

**10.4 Term of Declarant's Directors.** The Declarant shall appoint the members of the first Board of Directors who shall hold office until their successors are elected and have taken office, as provided in the Bylaws, are as follows:

Bernard E. Smith  
3517 U.S. Highway 17, Suite B  
Fleming Island, Florida 32003

Irving G. Snyder, Jr.  
13747 Hope Sound Court  
Jacksonville, Florida 32225

Traci Saunders  
P.O. Box 45085  
Jacksonville, Florida 32232

10.6 Standards. A director shall discharge his or her duties as a director, including any duties as a member of a committee: in good faith; with the care an ordinary prudent person in a like position would exercise under similar circumstances; and in a manner reasonably believed to be in the best interests of the Association. Unless a director has knowledge concerning a matter in question that makes reliance unwarranted, a director, in discharging his or her duties, may rely on information, opinions, reports or statements, including financial statements and other data, if prepared or presented by: one or more officers or employees of the Association whom the director reasonably believes to be reasonable and competent in the manners presented; legal counsel, public accountants or other persons as to matters the director reasonably believes are within the persons' professional or expert competence; or a committee of which the director is not a member if the director reasonably believes the committee merits confidence. A director is not liable for any action taken as a director, or any failure to take action, if he or she performed the duties of his or her office in compliance with the foregoing standards.

## 11

### INDEMNIFICATION PROVISIONS

11.1 Indemnitees. The Association shall indemnify any person who was or is a party to any proceeding (other than an action by, or in the right of, the Association) by reason of the fact that he or she is or was a director, officer, employee or agent (each, an "Indemnitee") of the Association, against liability incurred in connection with such proceeding, including any appeal thereof, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Association and, with respect to any criminal termination of any proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Association or, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

11.2 Indemnification. The Association shall indemnify any person, who was or is a party to any proceeding by or in the right of the Association to procure a judgment in its favor by reason of the fact that he or she was a director, officer, employee or agent of the Association against expenses and amounts paid in settlement not exceeding, in the judgment of the Board of Directors, the estimated expense of litigating the proceeding to conclusion, actually and reasonably incurred in connection with the defense or settlement of such proceeding, including any appeal thereof. Such indemnification shall be authorized if such person acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Association, except that no indemnification shall be made under this subsection in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable unless, and only to the extent that, the court in which such proceeding was brought, or any other court of competent jurisdiction, 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 indemnity for such expenses which shall court shall deem proper.

11.3 Indemnification for Expenses. To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any proceeding



referred to in subsection 11.1 or 11.2, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses actually and reasonably incurred by him or her in connection therewith.

11.4 Determination of Applicability. Any indemnification under subsection 11.1 or 11.2, unless pursuant to a determination by a court, shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper under the circumstances because he or she has met the applicable standard of conduct set forth in subsection 11.1 or 11.2. Such determination shall be made: (a) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such proceeding; (b) if such quorum is not obtainable or, even if obtainable, by majority vote of a committee duly designated by the Board of Directors (in which directors who are parties may participate consisting of solely of two (2) or more directors not at the time parties to the proceeding; (c) by independent legal counsel: (1) selected by the Board of Directors as described in (a) above or the committee prescribed in (b) above; or (2) if a quorum of the directors cannot be obtained as described in (a) above and the committee cannot be designated as described in (b) above, selected by majority vote of the full Board of Directors (in which directors are parties may participate); or (d) by a majority of the voting interests of the members of the Association who were not parties to such proceeding.

11.5 Determination Regarding Expenses. Evaluation of the reasonableness of expenses and authorization of indemnification shall be made in the same manner as the determination that indemnification is permissible.

11.6 Advancing Expenses. Expenses incurred by an officer or director in defending a civil or criminal proceeding may be paid by the Association in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if he or she is ultimately found not to be entitled to indemnification by the Association pursuant to this section. Expenses incurred by other employees and agents may be paid in advance upon such terms or conditions that the Board of Directors deems appropriate.

11.7 Exclusivity; Exclusions. The indemnification and advancement of expenses provided pursuant to this Section are not exclusive, and the Association may make any other or further indemnification or advancement of expenses of any of its directors, officers, employees or agents, under any Bylaw, agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. However, indemnification or advancement of expenses shall not be made to or on behalf of any director, officer, employee or agent if a judgment or other final adjudication establishes that his or her actions, or omissions to act, were material to the cause of action so adjudicated and constitute:

- (a) A violation of criminal law, unless the director, officer, employee or agent had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful;
- (b) A transaction from which the director, officer, employee or agent derived an improper personal benefit; or

(c) Willful misconduct or a conscious disregard for the best interests of the Association in a proceeding by or in the right of the Association to procure a judgment in its favor or in a proceeding by or in the right of the members of the Association.

11.8 Continuing Effect. Indemnification and advancement of expenses as provided in this section shall continue as, unless otherwise provided when authorized or ratified, to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person, unless otherwise provided when authorized or ratified.

11.9 Application to Court. Notwithstanding the failure of the Association to provide indemnification, and despite any contrary determination of the Board or of the members in the specific case, a director, officer, employee or agent of the Association who is or was a party to a proceeding may apply for indemnification or advancement of expenses, or both, to the court conducting the proceeding, to the circuit court, or to another court of competent jurisdiction. On receipt of an application, the court, after giving any notice that it considers necessary, may order indemnification and advancement of expenses, including expenses incurred in seeking court-ordered indemnification or advancement of expenses, if it determines that (a) the director, officer, employee or agent is entitled to mandatory indemnification under subsection 11.3 in which case the court shall also order the Association to pay the director reasonable expenses incurred in obtaining court-ordered indemnification or advancement of expenses; (b) the director, officer, employee or agent is entitled to indemnification or advancement of expenses, or both, by virtue of the exercise by the Association or its power; or (c) the director, officer, employee or agent is fairly and reasonably entitled to indemnification or advancement of expenses, or both, in view of all the relevant circumstances, regardless of whether such person met the standard of conduct set forth in subsection 11.1, 11.2, or 11.7, unless (d) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed Indemnitee, that he or she did not act in good faith or acted in a manner he or she reasonably believed to be not in, or opposed to, the best interest of the Association, and, with respect to any criminal action or proceeding, that he or she had reasonable cause to believe that his or her conduct was unlawful, and such court further specifically determines that indemnification should be denied. The termination of any proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or did act in a manner which he or she reasonably believed to be not in, or opposed to, the best interest of the Association, and, with respect to any criminal action or proceeding, that he or she had reasonable cause to believe that his or her conduct was unlawful.

11.10 Definitions. For purposes of this Article 11, the term "expenses" shall be deemed to include attorneys' fees, including those for any appeals; the term "liability" shall be deemed to include obligations to pay a judgment, settlement, penalty, fine and expenses actually and reasonably incurred with respect to a proceeding; the term "proceeding" shall be deemed to include any threatened, pending, or completed action, suit or other type of proceeding, whether civil, criminal, administrative or investigative, and whether formal or informal; the term "agent" shall be deemed to include a volunteer; and the term "serving at the request of the Association"

shall be deemed to include any service as a director, officer, employee or agent of the Association that imposes duties on such persons.

11.11 Amendment. Anything to the contrary herein notwithstanding, no amendment to the provisions of this Article 11 shall be applicable as to any party eligible for indemnification hereunder who has not given his or her prior written consent to such amendment.

## **12**

### **BYLAWS**

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

## **13**

### **AMENDMENTS**

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

13.1 Notice. Notice of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered and shall be otherwise given in the time and manner provided in Chapter 617 and 620, Florida Statutes. Such notice shall contain the proposed amendment or a summary of the changes to be affected thereby.

13.2 Adoption. Amendments shall be proposed and adopted in the manner provided in Chapters 617 and 720, Florida Statutes; provided that in all events such amendments shall be approved by the owners representing two thirds of the votes of the members of the Association who have voting power at the time of such amendment.

13.3 Declarant Amendments. Notwithstanding anything herein contained to the contrary, to the extent lawful, the Declarant may amend these Articles consistent with the provisions of the Declaration allowing certain amendments to be effected by the Declarant alone.


13.4 Recording. A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of applicable Florida law, and a copy certified by the Secretary of State shall be recorded in the public records of St. Johns County, Florida with an indemnification on the first page thereof of the book and page of said public records where the Declaration is recorded which contains, as an exhibit, the initial recording of these Articles.

## **14**


### **INITIAL REGISTERED OFFICE: ADDRESS AND NAME OF REGISTERED AGENT**

The initial registered office of this corporation shall be at 3517 U.S. Highway 17, Suite B, Fleming Island, Florida 32003, with the privilege of having its office and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Bernard E. Smith, 3517 U.S. Highway 17, Suite B, Fleming Island, Florida 32003.

IN WITNESS WHEREOF, the members of the Board of Directors have executed these Amended and Restated Articles of Incorporation of Murabella Commercial Owners' Association, Inc. to be effective as of October 1, 2016.

  
\_\_\_\_\_  
Bernard E. Smith

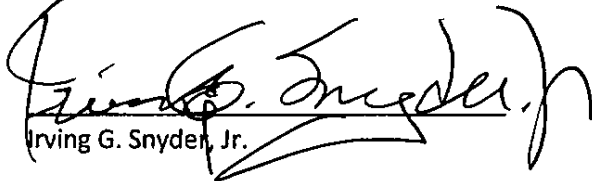
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Irving G. Snyder, Jr.

  
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Traci Saunders

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2016 DEC 15 AM 8:46

IN WITNESS WHEREOF, the members of the Board of Directors have executed these Amended and Restated Articles of Incorporation of Murabella Commercial Owners' Association, Inc. to be effective as of October 1, 2016.

\_\_\_\_\_  
Bernard E. Smith

  
\_\_\_\_\_  
Irving G. Snyder, Jr.

\_\_\_\_\_  
Brian Kitchens

FILED  
CLERK OF SUPERIOR COURT  
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