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**FLORIDA PROFIT/NON PROFIT CORPORATION
GRAMERCY WOODS MASTER ASSOCIATION, INC.**

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ARTICLES OF INCORPORATION

OF

SU. CL. CLK. OF STATE
TALLAHASSEE, FLORIDA

GRAMERCY WOODS MASTER ASSOCIATION, INC.

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned hereby file these Association Articles of Incorporation to form a corporation not-for-profit.

ARTICLE I

NAME OF ASSOCIATION

The name of the corporation is GRAMERCY WOODS MASTER ASSOCIATION, INC., hereinafter referred to as the "Association." Its principal office and mailing address shall be located at 9000 Southside Blvd, Suite 1101, Jacksonville Florida 32256, or at such other place as the Board of Directors may designate from time to time.

ARTICLE II

BANK OF AMERICA CAMPUS

The Association is established to serve the purposes herein described in relation to the land which is more fully described in the Declaration of Easements and Restrictive Covenants (Bank of America Campus, 9000 Southside Blvd., Jacksonville, Florida) which has been, or shall be, recorded in the public records of Duval County, Florida (the "Declaration") by the Declarant. All capitalized terms used herein without definition shall have the meaning ascribed to them in the Declaration.

ARTICLE III

PURPOSE AND POWERS

A. The Association does not contemplate pecuniary gain or profit to its Members. The specific purposes for which the Association is formed are:

1. To provide for the maintenance, management, operation, replacement and, to the extent conveyed by the Declarant, ownership of the Common Areas including, but not limited to, the Common Area Parcels, Common Infrastructure and Improvements (which includes the Master Stormwater Management System) and other areas designated from time to time pursuant to the Declaration as being part of the Common Areas located within the Property. The Association shall operate, maintain and manage the Stormwater Management System in a manner consistent with the requirements imposed by SJRWMD permit nos. 24980, 17786, 25549 and 17592 and applicable SJRWMD rules, and shall assist in the enforcement of the Declaration which relate to the Master Stormwater Management System;

2. To provide for the maintenance, repair and replacement of all Common Areas and other areas as may be designated in the Declaration and other areas on any Lot that do not constitute Common Areas to the extent any Owner contracts with the Association for such services;

3. Levy and collect adequate Assessments against the Owners to promote the safety and welfare of the Owners and the operators, users and/or tenants of the Lots, for the enforcement of the terms and provisions of the Declaration, and for the operation, management, maintenance, repair, servicing, renewal, replacement, improvement and insurance of the Common Area Parcels and the Common Infrastructure and Improvements, including, but not limited to, the Master Stormwater Management System, the Access Improvements and any Utility Lines serving and benefitting the Property;

4. To exercise such powers as are transferred to the Association by Declarant pursuant to the Declaration;

5. To provide for the betterment and welfare of the Property; and

B. The Association shall:

1. Exercise all of the powers and privileges and perform all of the duties set forth in the Declaration that are transferred to or imposed on the Association by written instrument recorded in the public records of Duval County, Florida.

2. Operate without profit for the sole and exclusive benefit of its Members; and

3. Have and exercise any and all powers, rights and privileges of a not-for-profit corporation organized under the laws of the State of Florida.

ARTICLE IV

MEMBERSHIP

Every person or entity which is an Owner, including the Declarant, shall be a Member of the Association. Membership shall be appurtenant to and may not be separated from fee simple ownership of a Lot. The provisions of this Article IV and the Declaration to the contrary notwithstanding, if any development on a Lot is converted or subjected to the condominium form of ownership, the condominium association for said condominium shall be deemed the Member of the Association and the Owner of that Lot for purposes of these Association Articles of Incorporation and the Association Bylaws. Furthermore, such condominium association shall be entitled to send only one representative to any meeting of the Members of the Association.

ARTICLE V

VOTING RIGHTS

Every Owner shall be a Member of the Association. Membership shall be appurtenant to and may not be separated from title to any Lot. The Association shall have two classes of voting membership:

A. Class A. Class A Members shall be all Owners, with the exception of Declarant while Declarant is a Class B Member. Each Class A Member shall be entitled to a number of votes equal to the number of leasable square feet located within the Buildings (but not parking garages) constructed on such Member's Lot, rounded to the nearest thousand. The vote for such Lot shall be exercised as the Member determines by written designation to the Association.

B. Class B. Class B Members shall be the Declarant, who shall be entitled to the number of votes equal to the number of votes held by all Class A Members, plus one. The Class B membership shall cease upon the occurrence of the earlier of the following events ("Turnover"):

1. When the Declarant no longer owns a Lot within the Property; or
2. Such earlier date as Declarant, in its sole discretion, may determine.

Should Turnover occur pursuant to subparagraph B(2) above, the Declarant will be a Class A Member with respect to the Lot(s) in which it owns a fee simple interest and shall have all rights and obligations of a Class A Member with respect to such Lot(s).

ARTICLE VI

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of three (3) Directors. The names and addresses of the persons who shall act as Directors until the election or appointment of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
Allan Rothschild	550 Blair Mill Road, Suite 120 Horsham, PA 19044
Pete Tubesing	550 Blair Mill Road, Suite 120 Horsham, PA 19044
Sonya Huffinan	550 Blair Mill Road, Suite 120 Horsham, PA 19044

ARTICLE VII

DISSOLUTION

The Association may only be dissolved, other than incident to a merger or consolidation with an organization having similar purposes, upon the termination of the provisions of the Declaration and the assent given in writing and signed by (i) Members holding not less than 75% of the issued and outstanding voting interests and entitled to vote and (ii) the Declarant, if the Declarant still owns one or more Lots within the Property. In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the Common Areas, including the Master Stormwater Management System, must be transferred to and accepted by an entity which would comply with all laws, rules and regulations relating to the operation and maintenance of stormwater management systems, and be approved in writing by the SJRWMD prior to such termination, dissolution or liquidation.

ARTICLE VIII

DURATION

Existence of the Association shall commence with the filing of these Association Articles of Incorporation with the Florida Secretary of State. The Association shall exist in perpetuity unless sooner dissolved pursuant to the terms of these Association Articles of Incorporation, the Association Bylaws, the Declaration or applicable law.

ARTICLE IX

AMENDMENTS

Amendment of these Association Articles of Incorporation shall be permitted. Provided, however, no such amendment may be inconsistent or in conflict with the terms of the Declaration as the same may be amended from time to time as provided therein. Such amendments shall require the assent given in writing and signed by (i) Members entitled to vote holding not less than 75% of the issued and outstanding voting interests and (ii) the Declarant, if the Declarant still owns one or more Lots within the Property. In addition, an amendment affecting or concerning the Master Stormwater Management System must be approved by the SJRWMD prior to such amendment taking effect.

ARTICLE X

BYLAWS

The Board of Directors shall adopt bylaws consistent with these Association Articles of Incorporation and the Declaration. The method of election of Directors of this Association shall be stated in the Association Bylaws.

ARTICLE XI

INCORPORATOR

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

Sonya Huffman

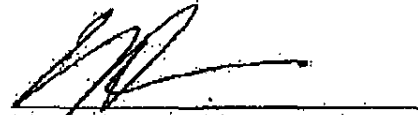
550 Blair Mill Road, Suite 120
Horsham, PA 19044

ARTICLE XII

REGISTERED AGENT

The street address of the initial registered office of this Association is 1200 South Pine Island Road, Plantation, Florida 33324, and the name of the initial registered agent of this Association at that address is NRAI Services, Inc.

IN WITNESS WHEREOF, for the purpose of forming this not-for-profit corporation under the laws of the State of Florida, the undersigned, constituting the Incorporator of this Association, has executed these Articles of Incorporation to be effective as of January 6th, 2017.


Name: Sonya Huffman

Jan. 6. 2017 11:52AM

No. 0737 P. 7
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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE** SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 617.0501, Florida Statutes, the below named not-for-profit corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

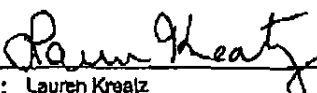
Gramercy Woods Master Association, Inc.
2. The name and address of the registered agent and office are:

**NRAI Services, Inc.
1200 South Pine Island Road
Plantation, FL 33324**

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED NOT-FOR-PROFIT CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY 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 PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Dated: January 5, 2017

Signature of Registered Agent

By: 
Name: Lauren Krenz
Title: Vice President