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Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION
TCN Parcel 12 Homeowners' Association, Inc.

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**ARTICLES OF INCORPORATION FOR
TCN PARCEL 12 HOMEOWNERS' ASSOCIATION, INC.
(a corporation not-for-profit)**

The undersigned, acting as Incorporator(s) of a corporation pursuant to Chapter 617, Florida Statutes, and Chapter 720, Florida Statutes, adopt(s) the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be the TCN Parcel 12 Homeowners' Association, Inc., a Florida corporation not for profit (the "Association").

ARTICLE II - - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and mailing address of the corporation shall be 100 East Linton Blvd., Suite 211B, Delray Beach, Florida 33483.

ARTICLE III - PURPOSE(S)

Section 1. The corporation is organized as a corporation not-for-profit under Chapter 617 of the laws of the State of Florida, subject to the extent applicable, to Chapter 720 of the laws of the State of Florida to promote the health, safety and social welfare of the owners of property within the community to be developed on TCN Parcel 12 (the "Parcel") as shown on the site plan attached hereto as Exhibit "A". The Association may own, maintain, repair and replace the property owned by or dedicated to the Association, including landscaping and other improvements in and/or benefiting said Association and common areas, for which the obligation to maintain and repair has been delegated. The Association shall also perform duties delegated to such Association in any declaration of covenants and restrictions recorded against and encumbering the Parcel ("Declaration") and operate without profit for the benefit of its members. Further, the Association shall perform all duties and obligations required of or delegated to the Association as a member of (a) the Beachwalk Lagoon Property Owners' Association, Inc. (the "Lagoon Association") and/or as set forth in the Declaration of Covenants, Conditions and Restrictions for Beachwalk Lagoon, as may be amended from time to time (the "Master Declaration"); and (b) the Twin Creeks Recreational Lake Facility Property Owners' Association, Inc., a Florida corporation not for profit (the "Recreational Lake Facility Association") and/or as set forth in the Declaration of Maintenance, Covenants, Conditions, Restrictions and Easements of Twin Creeks Recreational Lake Facility recorded in Official Records Book 4219, Page 1093 of the Public Records of St. Johns, County, Florida, as amended by First Amendment to the Declaration of Maintenance, Covenants, Conditions, Restrictions and Easements of Twin Creeks Recreational Lake Facility recorded in Official Records Book 4223, Page 1498 of the Public Records of St. Johns, County, Florida, and as may be further amended from time to time.

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Section 2. To enforce covenants and restrictions related to the Parcel Surface Water or Stormwater Management System (as hereinafter defined), if any, in a manner consistent with the requirements of any permit issued by the St. Johns River Water Management District ("SJRWMD") with respect to the Parcel, if any (the "Permit"), and applicable rules of the SJRWMD, and perform any obligations related to the Parcel Surface Water or Stormwater Management System which are delegated or assigned to the Association. "Parcel Surface Water or Stormwater Management System" shall mean a system for the Parcel, which system is designed and constructed or implemented to control discharges which are necessitated by rainfall events, incorporating methods to collect, convey, store, absorb, inhibit, treat, use or reuse water to prevent or reduce flooding, overdrainage, environmental degradation, and water pollution or otherwise affect the quantity and quality of discharges from the system, as permitted pursuant to section 62-330, F.A.C.

ARTICLE IV - GENERAL POWERS

Section 1. The Association shall have all of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles, any Bylaws adopted by the Association (the "Bylaws"), and/or any Declaration, without limitation, all express powers conferred upon the Association by the Master Declaration, any Declaration and Chapter 617 and Chapter 720 of the Florida Statutes.

Section 2. The Association shall levy and collect adequate assessments against members of the Association for (a) the costs, if any, of any maintenance and operation of the Parcel Surface Water or Stormwater Management System, to the extent not levied and collected by the Twin Creeks North Community Development District (the "CDD"); (b) for payment of all assessments due to the Lagoon Association; (c) for payment of all assessments due to the Recreational Lake Facility Association; and (d) the costs of performing any other maintenance obligations, operation obligations or other obligations or activities as set forth or permitted in any Declaration.

ARTICLE V- MANNER OF ELECTION OF DIRECTORS

Directors shall be appointed by the owner of the Parcel, or elected by a majority of owners of lots within the Parcel if it is subdivided, unless otherwise provided in the Bylaws of the Association or any Declaration.

ARTICLE VI - MEMBERS

Section 1. Every owner of the Parcel, or every owner of a lot once the Parcel is subdivided, shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of the Parcel or any subdivided lot within the Parcel.

Section 2. The Association may have different classes of voting membership.

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ARTICLE VII- DIRECTORS

Section 1. The Board of Directors of the Association shall be comprised of at least three (3) directors. The members of the Board of Directors (each a "Director") and their street addresses are:

John T. Kinsey	100 East Linton Blvd., Suite 211B Delray Beach, Florida 33483
Robert Furlong	10752 Deerwood Park Blvd. South Suite 100 Jacksonville, Florida 32256
Harry Thomas Rodgers, III	10752 Deerwood Park Blvd. South Suite 100 Jacksonville, Florida 32256

Directors need not be members of the Association or residents of the State of Florida unless required by the Bylaws or any Declaration.

ARTICLE VIII- OFFICERS

The officers of the Association (each, an "Officer") shall be a President, a Vice President, a Secretary, an Assistant Secretary and a Treasurer, and such other Officers as the Board of Directors may from time to time, by resolution, create. Any two 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 procedures set forth in the Bylaws. The names of the Officers who are to manage the affairs of the Association until their successors are duly elected and qualified are:

President:	John T. Kinsey 100 East Linton Blvd., Suite 211B Delray Beach, Florida 33483
Vice President and Assistant Secretary:	Robert Furlong 10752 Deerwood Park Blvd. South Suite 100 Jacksonville, Florida 32256
Secretary and Treasurer:	Harry Thomas Rodgers, III 10752 Deerwood Park Blvd. South Suite 100 Jacksonville, Florida 32256

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ARTICLE IX - REGISTERED AGENT, MAILING ADDRESS AND STREET ADDRESS

The street and mailing address of the Association's initial registered office is 100 East Linton Blvd., Suite 211B, Delray Beach, Florida 33483, and the name of the initial Registered Agent at such address is Twin Creeks Development Associates, LLC.

ARTICLE X - CORPORATE EXISTENCE

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Association shall have perpetual existence. In the event of termination, dissolution or final liquidation of the Association, any Association obligations for the operation and maintenance of Parcel Surface Water or Stormwater Management System must be transferred to and accepted by an entity which would comply with section 62-330.310, F.A.C., and be approved by the SJRWMD prior to such termination, dissolution or liquidation.

ARTICLE XI - BYLAWS

The Board of Directors may adopt Bylaws consistent with these Articles.

ARTICLE XII - AMENDMENTS TO ARTICLES OF INCORPORATION AND BYLAWS

Section 1. The Board of Directors reserves the right to amend these Articles upon a majority vote of the Directors and such amendments shall become effective when executed by the President and Secretary of the Association. Until such time as the Parcel is subdivided into lots by one or more plats, all amendments shall also require the consent of the owner of the Parcel. All amendments shall be recorded in the Public Records of the County. Such amendments may be subject to the prior approval required by any appropriate governmental agency and the Lagoon Association if required by the Master Declaration.

Section 2. Any amendment to these Articles that would alter provisions related to the Parcel Surface Water or Stormwater Management System, or conservation areas must have the prior approval of the SJRWMD. Any such proposed amendments must be submitted to the SJRWMD for a determination of whether the amendment necessitates a modification to the Permit. If the proposed amendment necessitates a modification to the Permit, the modification to such Permit must be approved by the SJRWMD prior to the amendment to these Articles.

ARTICLE XIII - INDEMNIFICATION OF OFFICERS AND DIRECTORS

Section 1. 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:

(a) 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

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or penalty on such person for any act alleged to have been committed by such person in his capacity of Director or Officer of the Association, or in his capacity 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 therein, 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 ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon 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 interests of the Association or that he had reasonable grounds for belief that such action was unlawful.

(b) 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 interests of the Association. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of negligence or misconduct in the performance 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.

Section 2. The Board of Directors shall determine whether amounts for which a Director or Officer seeks indemnification were properly incurred and whether such Director or Officer acted in good faith and 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.

Section 3. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Association to indemnify under applicable law.

ARTICLE XIV - TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

Section 1. With the exception of Directors and Officers appointed by the owner of the Parcel, any financial or familial interest of an Officer or Director in any contract or

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transaction between the Association and one (1) or more of its Directors or Officers, or between the Association and any other corporation, partnership, association or other organization in which one (1) or more of its Directors or Officers are Directors or Officers, or have a financial interest, shall be disclosed, and further shall not be 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 authorized the contract or transaction or solely because his or their votes are counted for such purpose. 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.

Section 2. 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, but, with the exception of Directors and Officers appointed by the owner of the Parcel, must abstain from voting on the issue.

ARTICLE XV - DISSOLUTION

The Association may be dissolved if three-fourths (3/4) of the votes cast at a duly held meeting of the members of the Association vote in favor of dissolution, unless otherwise prohibited by any Declaration. 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 this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

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ARTICLE XVI – INCORPORATOR

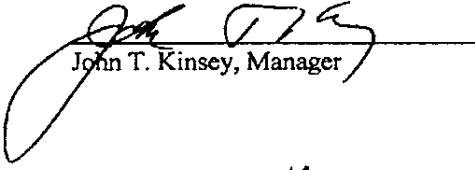
Name: Twin Creeks Development Associates, LLC

Address: 100 East Linton Blvd., Suite 211B, Delray Beach, Florida 33483

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as Incorporator thereof this 6th day of January, 2017.

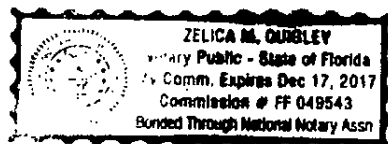
INCORPORATOR:

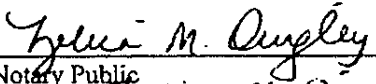
Twin Creeks Development Associates, LLC,
a Florida limited liability company


John T. Kinsey, Manager

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 6th day of January, 2017, by John T. Kinsey as Manager of Twin Creeks Development Associates, LLC who is personally known to me or who has produced a Florida driver's license as identification.




Notary Public
Name: Zelica M. Qingley
Serial Number:
Commission Expires: 12/17/17

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REGISTERED AGENT

The undersigned hereby accepts appointment as Registered Agent of TCN Parcel 12 Homeowners' Association, Inc. this 6th day of January, 2017.

Twin Creeks Development Associates, LLC,
a Florida limited liability company

By: 

Name: John T. Kinsey

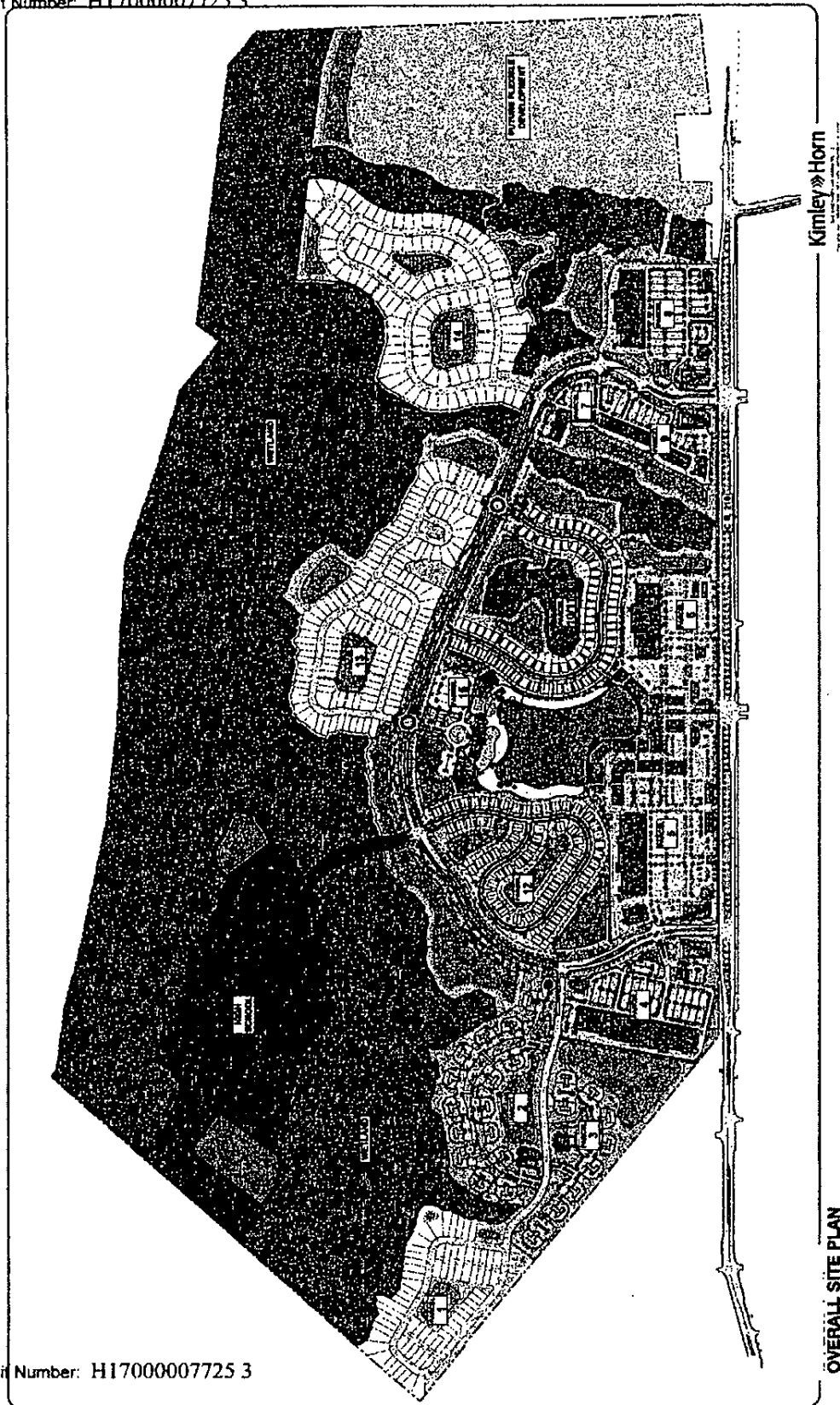
Title: Manager

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EXHIBIT "A"

Site Plan

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