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TALLAHASSEE FLORIDA

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**FLORIDA PROFIT/NON PROFIT CORPORATION
Bartram Market Property Owners Association, Inc.**

Certificate of Status	1
Certified Copy	1
Page Count	07
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**ARTICLES OF INCORPORATION
OF
BARTRAM MARKET PROPERTY OWNERS ASSOCIATION, INC.
(A Corporation Not for Profit)**

17 JAN 12 AM 9:33

SECRETARY OF STATE
TALLAHASSEE FLORIDA

THE UNDERSIGNED INCORPORATOR hereby proposes the incorporation, under Chapter 617, Florida Statutes, of a corporation not for profit, hereby makes, subscribes, acknowledges and files, with the Department of State of the State of Florida, these Articles of Incorporation and hereby certifies as follows

ARTICLE I: NAME AND LOCATION; DEFINITIONS

The name of this corporation shall be **BARTRAM MARKET PROPERTY OWNERS ASSOCIATION, INC.**, (the "Association") and its initial office for the transaction of its affairs shall be at 700 Ponte Vedra Lakes Boulevard, Ponte Vedra Beach, Florida 32802. Unless the context expressly requires otherwise, the terms used herein shall have the meanings set forth in the Declaration of Restrictive Covenants for the real estate development project in Duval County, Florida, and St. Johns County, Florida, commonly known as Bartram Market ("Bartram Market") to be recorded in the public records of Duval County, Florida, and St. Johns County, Florida, as the same may be amended from time to time (the "Declaration").

ARTICLE II: PURPOSES

The Association does not contemplate pecuniary gain or profit to the Members thereof, and no distribution of income to its Members, directors or officers shall be made, except that nothing herein shall prevent the Association from compensating persons who may be Members, directors or officers in exchange for services actually rendered to, or costs actually incurred for the benefit of, the Association in furtherance of one or more of its purposes. The general purpose of this Association is to promote the common interests of the property owners within Bartram Market and the specific purpose is to perform the functions of the Association contemplated in the Declaration, which shall include, but not be limited to:

- (a) Exercising all of the powers and privileges and performing all of the duties and obligations of the Association as set forth in the Declaration;
- (b) Fixing, levying, collecting and enforcing payment, by any lawful means, of all charges or Assessments pursuant to the terms of the Declaration;
- (c) Owning and conveying property;
- (d) Establishing Rules and Regulations;
- (e) Suing and being sued;
- (f) Paying all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association;

(g) Maintaining, repairing and replacing the Common Property as contemplated by the Declaration, and entering into contracts for the provision of services to maintain and operate the Common Property;

(h) Having and exercising any and all other powers, rights and privileges of a not-for-profit corporation organized under the law of the State of Florida;

(i) Operating and maintaining the Surface Water Management System Facilities, including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, floodplains, and compensation areas, as applicable; and

(j) Contracting for services to provide for operation and maintenance of the Surface Water Management System Facilities if the Association contemplates employing a maintenance company.

The Association shall comply, as applicable, with Florida law, including, but not limited to, Chapter 617, Florida Statutes.

ARTICLE III: MEMBERSHIP AND VOTING RIGHTS

A. Eligibility. Every person, whether an individual, corporation or other entity, who is the record owner of a Parcel that is subject to Assessment pursuant to the Declaration shall become a Member of the Association upon the recording of the instrument of conveyance. If title to a Parcel is held by more than one person, each such person shall be a Member. An Owner of more than one Parcel is entitled to membership for each Parcel owned. No person other than an Owner may be a Member of the Association, and a membership in the Association may not be transferred except by the transfer of title to a Parcel; provided, however, the foregoing does not prohibit the assignment of membership and voting rights by an Owner who is a contract seller to such Owner's vendee in possession.

If more than one person owns a fee interest in any Parcel, all such persons are Members, but there may be cast only one vote with respect to such Parcel. Such vote may be exercised as the co-owners determine among themselves but no split vote is permitted. Prior to any meeting at which a vote is to be taken, each co-owner must file a certificate with the secretary of the Association naming the voting co-owner entitled to vote at such meeting, unless such co-owners have filed a general voting certificate with the Secretary applicable to all votes until rescinded. Notwithstanding the foregoing, no separate certificate shall be necessary if title to any Parcel is held in a tenancy by the entireties, and in such event either tenant is entitled to cast the vote for such Parcel unless and until the Association is notified otherwise in writing by such tenants by the entireties.

B. Classes of Membership and Voting; Transfer of Control. The Association shall have two (2) classes of voting membership: Class A and Class B. So long as there is Class B membership, Class A Members shall be all persons owning record title to the various Parcels of Bartram Market except Declarant. All Class B memberships shall belong to Declarant. Upon termination of Class B membership as provided below, Class A Members shall be all Owners, including Declarant so long as such Declarant is an Owner. Voting shall be

accomplished in accordance with the schedule set forth in an Exhibit to the Declaration. There shall be no cumulative voting for Directors or any other matters.

Until such time as Class B membership is terminated, Declarant shall be solely entitled to appoint all members of the Board. Transfer of Control and termination of the Class B membership shall occur in accordance with the terms and conditions set forth in the Declaration. Upon termination of Class B membership, all provisions of the Governing Documents referring to Class B membership will be obsolete and without further force or effect, including any provision requiring voting by classes of membership.

C. **Transferability.** Each membership is appurtenant to the Parcel upon which it is based and is transferred automatically by conveyance of title to that Parcel whether or not mention thereof is made in such conveyance of title.

ARTICLE IV: TERM OF EXISTENCE

The Association shall have perpetual existence. In the event the Association is dissolved, the Association shall ensure that the maintenance of the Surface Water Management System Facilities is delegated, transferred or assigned to an appropriate governmental unit or public utility and, if not accepted, then the Surface Water Management System Facilities shall be conveyed to a similar not-for-profit corporation.

ARTICLE V INCORPORATOR

The name and address of the Incorporator are as follows:

Joel B. Giles, Esquire
Carlton Fields Jordan Burt, P.A.
4221 West Boy Scout Boulevard, Suite 1000
Tampa, Florida 33607-5736

ARTICLE VI: MANAGEMENT

The affairs of the Association shall be managed by its Board of Directors, which shall consist of not less than three (3) nor more than seven (7) individuals, the precise number to be fixed in the Bylaws or by the Board of Directors from time to time. Directors shall be elected for one (1) - year terms by the Members at the annual Members' meeting, to be held as scheduled by the Board of Directors in the first quarter of each fiscal year in the manner prescribed in the Bylaws, and shall hold office until their respective successors are duly elected and qualified; provided, however, that Declarant shall be solely entitled to appoint all members of the Board of Directors prior to Transfer of Control. The Board shall elect a President, a Vice President and a Secretary-Treasurer, together with such other officers as may, in the opinion of the Board, from time to time be necessary to adequately administer the affairs of the Association. Such officers are to hold office at the pleasure of the Board or until their successors are duly elected and qualified. Officers may be Directors. Officers and Directors must be Members of the Association, or owners, directors, officers or managers of Members, except with respect to those who are elected by Declarant. Any individual may hold two (2) or more corporate offices, except that the offices of President and Secretary-Treasurer may not be held by the same person.

The officers shall have such duties as may be specified by the Board or the Bylaws of the Association. Vacancies occurring on the Board and among the officers shall be filled in the manner prescribed by the Bylaws of the Association.

Notwithstanding the foregoing, the Class B Members shall have the right to elect all Directors prior to Transfer of Control.

ARTICLE VII: INITIAL OFFICERS

The names of the initial officers who are to serve until their successors are elected under the provisions of these Articles of Incorporation and the Bylaws are as follows:

J. Thomas Dodson	President
Arthur E. Lancaster	Vice President, Secretary-Treasurer
John T. Dodson	Assistant Secretary-Treasurer

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The number of persons constituting the initial Board of Directors of the Association shall be three (3) and the names and addresses of the members of such first Board of Directors, who shall hold office until their respective successors are elected pursuant to the provisions of these Articles of Incorporation and the Bylaws, are as follows:

J. Thomas Dodson	700 Ponte Vedra Lakes Boulevard Ponte Vedra Beach, Florida 32802
Arthur E. Lancaster	700 Ponte Vedra Lakes Boulevard Ponte Vedra Beach, Florida 32802
John T. Dodson	700 Ponte Vedra Lakes Boulevard Ponte Vedra Beach, Florida 32802

ARTICLE IX: BYLAWS

The Bylaws of the Association shall be adopted by the initial Board of Directors, as constituted under Article VIII above, at the organizational meeting of the Board. Thereafter, the Bylaws may be altered, amended or rescinded only in the manner provided in the Bylaws.

ARTICLE X: AMENDMENTS

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

(a) The Board of Directors shall adopt a resolution setting forth a proposed amendment and, if Members have been admitted, directing that it be submitted to a vote at a meeting of Members, which may be either the annual or a special meeting. If no Members have

been admitted, the amendment shall be adopted by a vote of the majority of directors and the provisions for adoption by Members shall not apply.

(b) Written notice setting forth the proposed amendment or a summary of the changes to be affected thereby shall be given to each Member of Record (as defined in the Bylaws) entitled to vote thereon within the time and in the manner provided by Florida law for the giving of notice of meetings of Members. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

(c) 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 Voting Interests and the vote of the Class B Member (if existing).

Any number of amendments may be submitted to the Members and voted upon by them at one meeting.

Notwithstanding the foregoing, (a) no amendment to the Bylaws shall be valid which affects any of the rights and privileges provided to Declarant without the written consent of Declarant as long as Declarant shall own any Parcels in Bartram Market (which consent shall not be unreasonably withheld), and (b) no amendment which will affect any aspect of the Surface Water Management System Facilities located on the Property shall be effective without the prior written approval of the St. Johns River Florida Water Management District.

ARTICLE XI: REGISTERED OFFICE AND AGENT

Pursuant to Section 48.091 and Section 607.0501, Florida Statutes, the name and address of the Initial Registered Agent for service of process upon the Association is:

CF Registered Agent, Inc.
100 South Ashley Drive, Suite 400
Tampa, Florida 33602

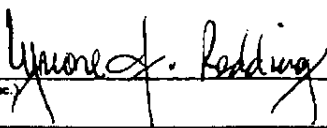
(Signature appears on following page.)

Signed this 12th day of January, 2017.


JOEL B. GILES, Incorporator

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 12th day of January, 2017, by JOEL B. GILES, being known to me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged to me that he executed the same as his free act and deed for the uses and purposes therein set forth. He is personally known to me.

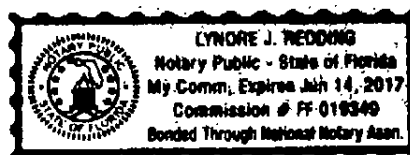

(Sign on this line.)
(Print name legibly on this line.)

NOTARY PUBLIC, State of Florida

COMMISSION NO.:

EXPIRATION DATE:

(SEAL)



ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Association, at the place designated as the registered office, the undersigned hereby accepts the appointment as registered agent and agrees to act in that capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties, and the undersigned is familiar with and accepts the duties and obligations of the undersigned's position as registered agent.

Effective as of the 12th day of January 2017.

REGISTERED AGENT:

CF REGISTERED AGENT, INC.

By: 
JOEL B. GILES,
its Authorized Agent

17 JAN 12 AM 9:33
STATE OF FLORIDA
TALLAHASSEE