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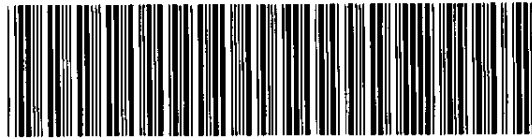
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

02/13/17

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: 5 PALM RESERVE HOMEOWNERS ASSOCIATION, INC.
(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

* Please note: A
return FedEx label
is included for the
return of the
certified copy.

FROM: Sarah Hoffman
Name (Printed or typed)

4230 Pablo Professional Court, Suite 250
Address

Jacksonville, FL 32224
City, State & Zip

(904) 425-9975
Daytime Telephone number

sarah@efli.law
E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
5 PALM RESERVE HOMEOWNERS ASSOCIATION, INC.
a Florida Not-for-Profit Corporation**

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned, being residents of the State of Florida who are of full age certify:

**ARTICLE I
Corporate Name**

The name of the corporation is 5 Palm Reserve Homeowners Association, Inc., a Florida Not-for-Profit Corporation (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 7275 Old Middleburg Road South, Jacksonville, Florida 32222. The principal office of the Association shall be located at the mailing address 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 Eavenson, Fraser, Lunsford & Ivan, PLLC, whose address is 4230 Pablo Professional Court, Suite 250, Jacksonville, Florida, 32224, and who is appointed as the initial registered agent of the Association and is authorized to accept service of process within this state.

**ARTICLE V
Purpose**

The purposes and object of the Association shall be to administer the operation and management of 5 Palm Reserve Subdivision, a residential development (the "Development" or "5 Palm Reserve"), to be established on that certain real property in Duval County, Florida, as described in the Declaration of Covenants, Conditions, Restrictions and Easements for the Development (the "Declaration"). All capitalized terms used herein shall have the meaning ascribed to them in the Declaration unless the context clearly indicates otherwise. Such administration shall include, without limitation: (i) the ownership, maintenance and repair of Common Property of the Development, and all improvements thereon; (ii) the operation, maintenance and management of the surface water or stormwater management system(s) in a

manner consistent with the St. John's River Water Management District permit number 145154-1 requirements and applicable District rules; and (iii) the enforcement of the restrictions and covenants contained in the Declaration. MNI Investments, LCC, a Florida limited liability company, is the developer (the "Developer") of the Development.

The Association does not contemplate pecuniary gain or profit to the members thereof and shall undertake and perform all acts and duties incident to the operation, management preservation and architectural control of the lots and common areas of the Development in according with the terms, provisions and conditions of these Articles of Incorporation, the Bylaws of the Association and the Declaration.

ARTICLE VI

Powers

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 permitted or required under Chapter 720, Florida Statutes, and as set forth in the Declaration applicable to the property and recorded in the public records of Duval County, Florida, as may be amended from time to time.
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 business of the Association, including but not limited to all licenses, taxes, or governmental charges that impede or impose against the property of the Association.
4. To manage, operate, maintain and repair all of the common facilities of 5 Palm Reserve including but not limited to any entrance sign, stormwater retention easements, and other facilities enjoyed in common by the owners of the individual lots located in 5 Palm Reserve, as well as all other powers as set forth in the Declaration referenced herein.
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 in 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 services required for proper operation of the Association.

9. To acquire, own, hold, improve, build on, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal 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 and trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.

ARTICLE VII Membership; Voting Rights

1. **Membership.** No person except an owner of a Lot or Lots, or the Developer, as referenced in the Declaration, is entitled to membership in the Association. There shall be two (2) classes of voting membership, Class A and Class B, the duration, rights, and obligations of which classes are more fully defined in the Declaration and Bylaws. The Developer shall be the sole Class B Member.

2. On all matters upon which the membership shall be entitled to vote, there shall be only one vote for each Lot. Such vote may be exercised or cast by the owner or owners of each Lot in such manner as shall be provided in the Bylaws of this Association. Should any Member own more than one Lot, such Member shall be entitled to exercise or cast one vote for each such Lot, in the manner provided for in the Bylaws. Notwithstanding the foregoing, the Developer shall have the right to cast the number of votes allocated to it in the Declaration or in the Bylaws for so long as it owns any Lots. Until such time as the Developer's Class B membership is converted to Class A membership, the Developer shall have the right of veto on all questions coming before the membership for a vote.

ARTICLE VIII Board of Directors

1. The business affairs of the Association shall be managed by the Board of Directors. The number of members of the first Board of Directors shall be three (3).

2. Subject to the Declaration, the Board of Directors shall be elected by the Members of the Association from among the membership at the annual membership meeting as provided in the Bylaws; provided, however, that until fifty percent (50%) of the Lots have been conveyed to Class A Members other than the Developer, the Developer shall be entitled to appoint all of the Directors and such Directors need not be Members of the Association. The names and addresses of the persons who are to act in the capacity of the Directors until selection of their successors are as follows:

Director	Address
Lajos Horvath	2088 Water Crest Drive, Fleming Island, Florida 32003
Gabriella Geczy	2088 Water Crest Drive, Fleming Island, Florida 32003
Alan Henderson	230 Canal Boulevard, Suite 3, Ponte Vedra Beach, Florida 32082

3. 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 a meeting if consented to in writing, setting forth the action to be taken, is signed by all the Directors and filed in the minutes of the proceedings of the Board. The consent shall have the same effect as a unanimous vote.

4. After fifty percent (50%) of the Lots have been conveyed to Members other than the Developer, those Class A Members may elect one (1) Director. Commencing with such annual meeting and continuing thereafter until the "turnover" meeting of members, Developer shall have the right to appoint a majority of the Directors. Commencing with the "turnover" meeting, all Directors shall be elected by the members in accordance with the provisions of this Article VIII and the Bylaws. As used herein, the "turnover" meeting shall mean the first annual or special meeting of Members following the date on which Members other than Developer, and other than builders, contractors, or others who purchase a Lot for the purpose of constructing improvements thereon for resale, for the first time own at least ninety percent (90%) of the Lots that will ultimately be included in the Development or, if earlier, the date on which Developer, by written notice to the Association, relinquishes its right to appoint a majority of the Directors. Notwithstanding the foregoing, for so long as the Developer holds at least five percent (5%) of the Lots in the Development, the Developer may continue to appoint one (1) Director, and shall, thereafter, have one (1) vote per Lot owned by the Developer for all matters coming before the membership of the Association, including the election of Directors.

ARTICLE IX

Officers

1. The affairs of the Association shall be administered by a President, a Vice President, a Secretary, a Treasurer, and any other Officers that may be designated from time to time by the Directors. The Officer 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.

2. Officers of the Association may be compensated in the manner to be provided in the Bylaws. The Board of Directors, or the President with the approval of the Board of Directors, may employ a managing agent, agency, and/or other managerial and supervisory personnel or entity to administer or assist in the administration of the operations and management of the Development and the affairs of the Association, and any and all such persons and/or entity or

entities may be so employed without regard to whether any such person or entity is a Member, Director, or Officer of the Association.

3. The persons who are to serve as Officers of the Association until their successors are chosen are:

Officer	Name
President	Lajos Horvath
Vice President	Alan Henderson
Secretary/Treasurer	Gabriella Geczy

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 attorneys' fees, reasonably incurred by or imposed on the person in connection with any proceeding or any settlement of any proceeding to which such person may be a party or in which such person may become involved by reason of such person being or having been a Director or Officer of the Association, or by reason of having served the Association at its request, whether or not such person 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 duty; provided that in the event of a settlement before entry of judgment, the indemnification shall only apply when the Board of Directors approves 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 Bylaws

The Board of Directors shall adopt by majority vote the original Bylaws of the Association. The Bylaws may be amended in accordance with the procedures set forth therein.

ARTICLE XII Dissolution

1. The Association would be dissolved on written consent signed by the 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 the Association was created. In the event that a dedication is refused acceptance, the asset shall be granted, conveyed, and assigned to any nonprofit corporation, association, trust, or organization to be devoted to any similar purposes.

2. In the event of termination, dissolution, or final liquidation of the Association, the responsibility for the operation and maintenance of service water or stormwater management system must be transferred to and 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.

ARTICLE XIII Term

The existence of this Association shall commence with the filing of these Articles of Incorporation with the Secretary of State of Florida. The Association shall exist in perpetuity, unless dissolved in accordance with the governing documents of the Association and Chapters 617 and 720, Florida Statutes.

ARTICLE XIV Amendments

These Articles of Incorporation may be amended as follows:

1. Amendments shall be proposed by a majority of the Board of Directors.
2. The President of the Association shall thereupon call a special meeting of the Members of the Association for a date not sooner than ten (20) days nor later than ninety (90) days from the date on which the Board of Directors approved the amendment proposal. Each Member shall be given written notice of such meeting stating the time and place of the meeting and reciting the proposed amendment or amendments in reasonably detailed form, which notice shall be mailed or presented personally to each Member not less than ten (10) days nor more than sixty (60) days before the date set for such meeting. Such notice shall be deemed properly given when hand delivered to the Member or deposited in U.S. Mail, addressed to the Member at his or her post office address as it appears on the records of the Association.
3. At such meeting, the amendment or amendments proposed must be approved by an affirmative vote of at least a majority of the Members of each class entitled to vote and a majority of all Members in order for such amendment or amendments to become effective. Members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, provided that the approval is delivered to the Secretary at or prior to the meeting. If the amendment is approved, a certified copy of said amendment or amendments shall be filed in the office of the Secretary of State of Florida and recorded in the public records of Duval, Florida.
4. Notwithstanding the foregoing, the Developer shall have the sole right to amend these Articles to cure any ambiguity for error or any inconsistency between the provisions of these Articles and the Declaration or the Bylaws or the Plat (as defined in the Declaration), and except as otherwise required by the provision of Chapter 720, Florida Statutes, the Developer shall have the right to amend these Articles at any time, for any reason, prior to the "turnover" meeting.

**ARTICLE XV
Nonprofit Status**

No part of the income of this Association shall be distributed to the Members except upon dissolution or final liquidation and as permitted by the court having jurisdiction thereof.

**ARTICLE XVI
Incorporator**

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

MNI Investments, LLC
2088 Water Crest Drive
Fleming Island, Florida 32003

[Signatures on Following Pages]

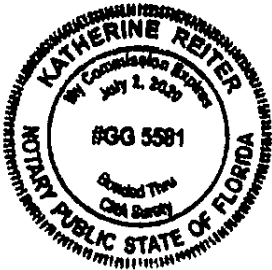
IN WITNESS WHEREOF, for the purpose of forming this Corporation under laws of the state of Florida, I have executed there Articles of Incorporation on the 7 day of February, 2017.

By: Gabriella Geczy
Gabriella Geczy, Manager
MNI Investments, LLC, the Incorporator

STATE OF FLORIDA

COUNTY OF Clay

The foregoing instrument was acknowledged before me this 7 day of Feb, 2017, by Gabriella Geczy, as Manager of MNI Investments, LLC, the Incorporator for 5 Palm Reserve Homeowners Association, Inc., who is ___ personally known to me OR has produced FDL as identification.



Katherine Reiter
Signature of Notary Public

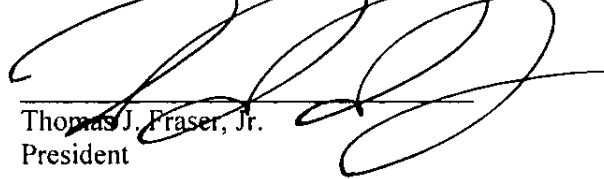
Katherine Reiter
Print, Type/Stamp Name of Notary

CERTIFICATE OF REGISTERED AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated in the 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 and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 8th day of February, 2017.

EAVENSON, FRASER, LUNSFORD & IVAN, PLLC


Thomas J. Fraser, Jr.
President

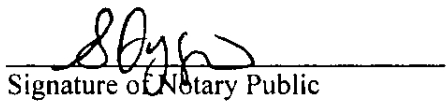
STATE OF FLORIDA

COUNTY OF Duval

The foregoing instrument was acknowledged before me this 8th day of February, 2017, by Thomas J. Fraser, Jr., President of Eavenson, Fraser, Lunsford & Ivan, PLLC, as Registered Agent for 5 Palm Reserve Homeowners Association, Inc., who is X personally known to me OR _____ has produced _____ as identification.



Sarah Duggan
COMMISSION # FF113888
EXPIRES: April 17, 2018
WWW.AARONNOTARY.COM


Signature of Notary Public

Sarah A. Duggan
Print, Type/Stamp Name of Notary

FILED
17 FEB 10 PM 12:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA