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FLORIDA PROFIT/NON PROFIT CORPORATION
OAKLEAF 31 CENTER PROPERTY OWNERS' ASSOCIATION, INC.

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ARTICLES OF INCORPORATION
OF
OAKLEAF 31 CENTER PROPERTY OWNERS' ASSOCIATION, INC.

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

ARTICLE I
NAME OF ASSOCIATION

The name of the corporation is OAKLEAF 31 CENTER PROPERTY OWNERS' ASSOCIATION, INC., hereinafter referred to as the "Association." Its principal office and mailing address shall be located at 12276 San Jose Blvd., Suite 618, Jacksonville, FL 32223 or at such other place as the Board of Directors may designate from time to time.

ARTICLE II
OAKLEAF 31 CENTER

The Association is established to serve the purposes herein described in relation to the land located at the corner of the intersection of Argyle Forest Boulevard and Old Middleburg Road in Duval County, Florida described in that certain deed recorded in OR Book 17185, Page 1944 of the public records of Duval County, Florida, which is the same land described in the Declaration of Easements, Covenants, Conditions and Restrictions which has been, or shall be, recorded in the public records of Duval County, Florida (the "Declaration") by the current owner of such land, Oakleaf 31 Development Corp., a Florida corporation (the "Developer"). All of said land is herein referred to as the "Property." 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 receive the conveyance of and provide for the ownership, maintenance, repair, preservation, improvement and modification of the Common Areas (as defined in the Declaration, upon those Common Areas being conveyed to the Association), located within the Property including, but not limited to the stormwater management system now or hereafter located within the Property (the "Stormwater Management System"). The Association shall operate, maintain and manage the Stormwater Management System in a manner consistent with the St. Johns River Water Management District (the "District") (ERP) Permit No.s 17232-47, 17232-49 (and any other related or otherwise duly authorized permits, in each case to the extent in force and applicable to the Common Areas) requirements and applicable District rules, and shall assist in the enforcement of the Declaration provisions which relate to the Stormwater Management System;

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2. Levy and collect adequate "Assessments" and, if applicable, "Supplemental Assessments" (as defined in the Declaration) against members of the Association for the costs and maintenance and operation of the Common Areas;

3. To exercise such powers as are transferred to the Association by Developer pursuant to the Declaration; and

4. 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;

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 which is an "Owner" of any "Parcel" located within the Property, excluding the "Common Area" Parcels, in each case as such terms are defined in the Declaration, including without limitation the Developer (if and while such an Owner), shall be a Member of the Association. Membership shall be appurtenant to and may not be separated from ownership of a Parcel. The provisions of this Article IV and the Declaration to the contrary notwithstanding, if any development on a Parcel 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 Parcel for purposes of these Articles and the Bylaws of the Association. 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

The Association shall have two classes of voting membership:

A. Class A. Class A Members shall be all Owners of Parcels as set forth in the first sentence of Article IV above, with the exception of Developer while the Developer is a Class B Member. Each Class A Member shall be entitled to a number of votes equal to the number of acres of land contained within such Owner's Parcel, rounded to the nearest tenth of an acre. When more than one person holds an interest in any Parcel, other than as security for the performance of an obligation, all such persons shall be Members. The vote for such Parcel shall be exercised as they, between themselves, determine by written designation to the Association.

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However, the vote appurtenant to any Parcel shall be suspended in the event that, and for as long as, more than one Member holding an interest in that Parcel lawfully seeks to exercise it. For clarification, ownership of Common Areas, whether owned by Developer or the Association or any other Owner, are not included for calculating membership or voting rights of the respective Owners.

B. Class B. Class B Members shall be the Developer, 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 Developer no longer owns a Parcel (excluding the Common Area Parcels) within the Property; or
2. Such earlier date as Developer, in its sole discretion, may determine.

If Turnover occurs pursuant to Article V(B)(2) above, the Developer will be a Class A Member with respect to the Parcel which it owns (excluding interest in any Common Area Parcel) and shall have all rights and obligations of a Class A Member.

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:

NAME:	ADDRESS:
Kevin D. Carpenter	12276 San Jose Blvd., Suite 618 Jacksonville, FL 32223
Scott C. Miller	3333 Atlantic Blvd. Jacksonville, FL 32207
Deborah H. Miller	3333 Atlantic Blvd. Jacksonville, FL 32207

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 not less than 75% of the voting interests plus the assent of the Developer if the Developer still owns a Parcel (excluding the Common Area Parcels) within the Property. In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the Stormwater Management

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System must be transferred to and accepted by an entity which would comply with all applicable law, including without limitation Chapter 62-330, F.A.C., and be approved in writing by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

**ARTICLE VIII
DURATION**

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Florida Secretary of State. The Association shall exist in perpetuity.

**ARTICLE IX
AMENDMENTS**

Amendment of these Articles 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 of 75% of the voting interests, plus the assent of the Developer if the Developer still owns a Parcel within the Property (excluding any interests in the Common Areas). In addition, an amendment which alters the Stormwater Management System beyond maintenance in its original condition must be approved by the St. Johns River Water Management District prior to such amendment taking effect.

**ARTICLE X
BYLAWS**

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

**ARTICLE XI
INCORPORATOR**

The name and address of the Incorporator to these Articles is:

Kevin D. Carpenter
12276 San Jose Blvd., Suite 618
Jacksonville, FL 32223

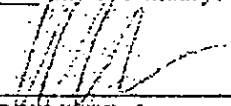
**ARTICLE XII
REGISTERED AGENT**

The street address of the initial registered office of this Association is 12276 San Jose Blvd., Suite 618, Jacksonville, FL 32223, and the name of the initial registered agent of this Association at that address is Kevin D. Carpenter.

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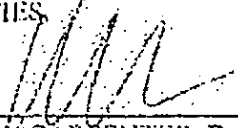
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IN WITNESS WHEREOF, for the purpose of forming this not-for-profit corporation under the laws of the State of Florida, the undersigned, constituting the Incorporator of this Association, has executed these Articles of Incorporation this 22 day of January, 2018.



KEVIN D. CARPENTER, Incorporator

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.



KEVIN D. CARPENTER, Registered Agent

Dated: January 22, 2018

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