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Traceland Homeowners' Association, Inc.

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**ARTICLES OF
INCORPORATION OF
TRACELAND HOMEOWNERS' ASSOCIATION, INC.**

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned, all of whom are residents of Florida and all of whom are of age, have this day voluntarily associated themselves together for the purposes of forming a corporation not-for-profit and do hereby certify:

**ARTICLE I.
NAME OF THE CORPORATION**

The name of the corporation is "Traceland Homeowners' Association, Inc.", hereinafter called the "Association".

**ARTICLE II.
PRINCIPAL OFFICE OF THE ASSOCIATION**

The principal office of the Association is located at 10175 Fortune Parkway, Suite 1005, Jacksonville, FL 32256

**ARTICLE III.
REGISTERED AGENT**

The registered agent of the Association is Silverfield Development Company, 10175 Fortune Parkway, Suite 1005, Jacksonville, FL 32256

**ARTICLE IV.
PURPOSES OF THE ASSOCIATION**

The Association does not contemplate pecuniary gain or profit to the members thereof. The general nature, objects and purposes of the Association are to provide for maintenance, preservation, and architectural control for the Properties within the residential areas subject to the Declaration of Covenants, Conditions, Easements, and Restrictions for Traceland (the "Declaration") recorded or to be recorded in the current public records of Clay County, Florida, and any additions to Traceland as may be brought within the jurisdiction of the Association by recording an amendment or joinder to the Declaration in the current public records of Clay County, Florida. The terms "Declarant", "Property", or "Properties", "Owner", "Lot", and any other defined terms used herein, and elsewhere in these Articles, are used with the definitions given them in the Declaration.

**ARTICLE V.
POWERS OF THE ASSOCIATION**

The Association shall have, without limitation, the following powers:

(a) to control the specifications, architecture, design, appearance, elevation and location of, all buildings and improvements of any type, including walls, fences, antennae or other structures constructed, placed or permitted to remain on the Property, as well as the alteration and/or changes thereto;

(b) to operate, maintain and manage the Stormwater Management System and to operate, maintain and manage any drainage structures located on the property in a manner

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consistent with the rules of the U.S. Army Corps of Engineers and the State of Florida Department of Environmental Protection, the St. Johns River Water Management District Permit # , and Clay County, or any other governmental entities having jurisdiction and to perform all of the functions contemplated for the Association and undertaken by the Board of Directors of the Association (the "Board") in the Declaration hereinabove described;

(c) to exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration as the same may be amended from time to time as therein provided;

(d) to fix, levy, collect and enforce payment by any lawful means, all charges, capital contributions, and assessments pursuant to the terms of the Declaration; and to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges, levied or imposed against the property of the Association, if any;

(e) to acquire (by gift, purchase, or otherwise), own, hold, improve, build upon, 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;

(f) to borrow money, and with the assent of two-thirds of each class of members of the Association as set forth in the Bylaws, to mortgage, pledge, deed in trust or hypothecate any or all of its real or personal property, if any, as security for money borrowed or debts incurred;

(g) to participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property, if any; provided, that any such merger or consolidation shall have the assent of two-thirds of each class of members of the Association; notwithstanding the foregoing, Declarant shall have the right to annex additional residential property as provided in the Declaration; and

(h) the reasonable right to enter upon any Lot to make emergency repairs to maintain or repair the storm water management system, or to do the work reasonably necessary for proper maintenance of the Properties;

(i) to exercise any and all powers, rights and privileges which a non-profit corporation organized under the laws of the State of Florida may now or hereafter have or exercise;

(j) to be responsible for the construction, maintenance, operation and repair of the stormwater management system. Maintenance of the stormwater management system(s) shall mean the exercise of practices which allow the systems to provide drainage, water storage, conveyance or other stormwater management capabilities as permitted by the St. Johns River Water Management District. The Association shall be responsible for such maintenance and operation. Any repair or reconstruction of the stormwater management system shall be as permitted, or if modified as approved by the St. Johns River Water Management District. The Association shall levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the surface water or stormwater management system.

Notwithstanding anything set forth herein to the contrary, the provisions of this paragraph shall not be construed to prevent the Association from delegating any power set forth in the Declaration to the Architectural Review Committee as provided in the Declaration.

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ARTICLE VI
MEMBERSHIP

Every person or entity who is an owner of a fee or an undivided fee interest in any Lot which is subject, pursuant to the Declaration, to assessments by the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

ARTICLE VII
BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of not less than three (3) Directors. Directors shall be elected and shall serve according to the provisions of the Bylaws. The number of Directors may be changed in accordance with the provisions of the Bylaws of the Association, but shall never be less than three (3). The names and addresses of the initial Directors are:

<u>Name</u>	<u>Address</u>
Helen Breeding	10175 Fortune Parkway Suite 1005 Jacksonville, FL 32256
Leed Silverfield	10175 Fortune Parkway Suite 1005 Jacksonville, FL 32256
Gary Silverfield	10175 Fortune Parkway Suite 1005 Jacksonville, FL 32256

ARTICLE VIII
INITIAL OFFICERS

The affairs of the Association shall be managed by a president, vice president, secretary, treasurer, and such other officers as permitted in the Bylaws. The names and addresses of those persons who shall act as officers of the corporation until their successors are duly elected and qualified, or until the earlier of their death, resignation, or removal are:

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President: Helen Breeding

10175 Fortune Parkway
Suite 1005
Jacksonville, FL 32256VP/Treasurer/ Secretary:
Leed Silverfield10175 Fortune Parkway
Suite 1005
Jacksonville, FL 32256**ARTICLE IX**
INCORPORATION

The names and addresses of the Initial Incorporator of the Association is as follows:

Helen Breeding

10175 Fortune Parkway
Suite 1005
Jacksonville, FL 32256**ARTICLE X**
DISSOLUTION

(a) The Association may be dissolved upon a resolution to that effect being recommended by two-thirds of the members of the Board of Directors, and approval by two-thirds of each class of members of the Association, and if necessary at the time of the dissolution, after receipt of an appropriate decree as set forth in Florida Statutes 617.05 or statute of similar import.

(b) Upon dissolution of the Association, the Board of Directors shall cause responsibility for the maintenance of the stormwater management system contained within the Properties to be assigned to a responsible entity approved by (1) the St. Johns River Water Management District and complying with Section 62-330 F.A.C., and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation, (2) the Florida Department of Environmental Protection, (3) Clay County, and (4) such other applicable governmental authorities having jurisdiction.

(c) Upon dissolution of the Association, all of its assets remaining after provisions for creditors and payments of all costs and expenses of such dissolution shall be distributed in the following manner:

(1) Any real property contributed to the Association without the receipt of other than nominal consideration by the Declarant (or its successor in interest) shall be returned to the Declarant (whether or not the Declarant exists as a member of the Association at the time of such dissolution), unless it refuses to accept the conveyance (in whole or in part);

(2) Remaining assets shall be distributed among the members as tenants in common, with each member's share of the assets to be determined in accordance with its voting rights.

ARTICLE XI
EXISTENCE AND DURATION

Existence of the Association shall commence with the filing of these Articles of Incorporation

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with the Secretary of State, Tallahassee, Florida. The Association shall exist in perpetuity.

ARTICLE XII INDEMNIFICATION

Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or officer at the time such expenses are incurred, except in such cases which the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE XIII AMENDMENTS

Amendment of these Articles may be proposed by the Board of Directors or by not less than thirty percent (30%) of the entire membership and adoption of any such amendment shall require the assent of seventy-five percent (75%) of the entire membership.

ARTICLE XIV BYLAWS

The Bylaws of this Association shall be adopted by the Board of Directors and may be altered, amended, or rescinded by a majority vote of the Board of Directors.

[Signatures begin on the following page.]

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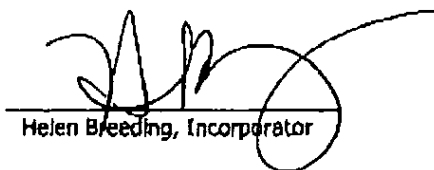
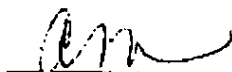
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IN WITNESS WHEREOF, the Incorporator has hereto set her hand and seal this 2nd day of March, 2018.

Signed, sealed and delivered
in the presence of:

Laura L. Franklin

Print Name

Helen Breeding, IncorporatorAngela Mardini

Print Name

State of Florida
County of Duval

The foregoing instrument was acknowledged before me this 2nd day of March 2018, by Helen Breeding the Incorporator of Traceland Homeowners' Association, Inc., on behalf of the corporation. She is personally known to me to be the person who executed the foregoing Articles of Incorporation and that she executed the same.



Notary Public
State of Florida



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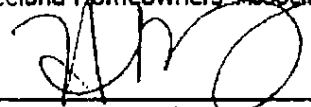
Yvonne Pooler
Florida Department of State
Division of Corporation
P.O. Box 637
Tallahassee FL 32314

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 617.0501 and 48.091, Florida Statutes, the following is submitted:

Traceland Homeowners' Association, Inc., desiring to organize under the laws of the State of Florida, with its principal place of business at 10175 Fortune Parkway Suite 1005, Jacksonville, FL 32256, has named Silverfield Development Company, located at 10175 Fortune Parkway Suite 1005, Jacksonville, FL 32256, as its agent to accept service of process within Florida.

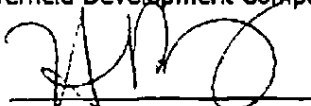
Traceland Homeowners' Association, Inc.

By: 
Helen Breeding, Incorporator

Dated: March 21st, 2018

Having been named to accept service of process for the above named corporation, at the place designated in this Certificate, Silverfield Development Company hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties.

Silverfield Development Company

By: 
Helen Breeding, Vice President

Dated: March 21st, 2018

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