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Town Square Office Park Association, Inc.

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**ARTICLES OF INCORPORATION
OF
TOWN SQUARE OFFICE PARK ASSOCIATION, INC.
(a corporation not-for-profit)**

I. NAME AND DEFINITIONS.

The name of this corporation shall be Town Square Office Park Association, Inc. All capitalized terms contained in these Articles shall have the same meanings as such terms are defined by the Declaration of Covenants and Restrictions for Town Square Office Park to be recorded in the current public records, of St. Johns County, Florida (the "Declaration").

II. PRINCIPAL OFFICE AND MAILING ADDRESS.

The location of the Association's principal office and its mailing address shall be 4314 Pablo Oaks Court, Jacksonville, Florida 32224, or at such other place as may be established by resolution of the Association's Board of Directors from time to time.

III. PURPOSES.

The general nature, objects and purposes of the Association are:

A. To promote matters of common interest and concern of the Owners of property within the real property subject to the terms and provision of the Declaration.

B. To own, maintain, repair and replace the Common Area, including without limitation the roads, structures, landscaping and other improvements located thereon, for which the obligation to maintain and repair has been delegated to and accepted by the Association.

C. To operate, maintain and manage the Storm System in a manner consistent with any St. Johns River Water Management District Permits, as such permits may be amended from time to time, and applicable SJRWMD rules, and to assist in the enforcement of the restrictions and covenants contained therein and in the applicable permits issued or to be issued by the Army Corps of Engineers, as the same may be amended from time to time.

D. To cooperate with other associations responsible for administration of adjacent or contiguous properties in matters of common interest to the Association and such other associations and to contribute to such common maintenance interests whether within or without the Property.

E. To provide, purchase, acquire, replace, improve, maintain, operate and repair such buildings, structures, landscaping, equipment, and to provide such other services for the benefit of the members of the Association, as the Board of Directors in its discretion determines necessary, appropriate, and/or convenient.

F. To operate without profit for the sole and exclusive benefit of its Members.

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G. To perform all of the functions contemplated for the Association and undertaken by the Board of Directors pursuant to the terms and conditions of the Declaration.

IV. GENERAL POWERS.

The general powers that the Association shall have are as follows:

A. To hold funds solely and exclusively for the benefit of the Members for purposes set forth in these Articles of Incorporation.

B. To promulgate and enforce rules, regulations, bylaws, covenants, restrictions and agreements to effectuate the purposes for which the Association is organized.

C. To delegate power or powers where such is deemed in the interest of the Association.

D. To purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of real or personal property, to enter into, make, perform or carry out contracts of every kind with any person, firm, corporation or association (including without limitation contracts for services to provide for operation and routine custodial maintenance of the Storm System); to do any and all acts necessary or expedient for carrying on any and all of the activities and pursuing any and all of the objects and purposes set forth in the Declaration and these Articles of Incorporation and not forbidden by the laws of the State of Florida.

E. To fix assessments to be levied against all or any portion of the Property to defray expenses and costs of effectuating the objects and purposes of the Association and to create reasonable reserves for such expenditures, and to authorize its Board of Directors to enter into agreements with other property owner's associations or maintenance entities for the collection of such assessments. The foregoing shall include the power to levy and collect adequate assessments against the Members for the costs of maintenance and operation of the Storm System. Such assessments shall be used for the maintenance and repair of the Storm System, including but not limited to, work within retention areas, drainage structures and drainage easements.

F. To charge recipients for services rendered by the Association and the users of the Association property where such is deemed appropriate by the Board of Directors of the Association and permitted by the Declaration.

G. To pay taxes and other charges, if any, on or against property owned, accepted, or maintained by the Association.

H. To borrow money and, from time to time, to make, accept, endorse, execute and issue debentures, promissory notes or other obligations of the Association for monies borrowed, or in payment for property acquired, or for any of the other purposes of the Association, and to secure the payment of such obligations by mortgage, pledge, or other instrument of trust, or by

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lien upon, assignment of or agreement in regard to all or any part of the property rights or privileges of the Association wherever situated.

I. To merge with any other association which may perform similar functions located within the same general vicinity of the Property.

J. In general, to have all powers conferred upon a corporation by the laws of the State of Florida, except as prohibited herein and by the terms and conditions set forth in the Declaration.

V. BOARD OF DIRECTORS.

The affairs of the Association shall be managed by a Board of Directors consisting of three (3) Directors. The method of election of the board of directors is stated within the Bylaws of the Association. The names and addresses of the member of the initial Board of Directors who shall hold office until their successors are elected or appointed pursuant to the Bylaws of the Association are as follows:

Gregory J. Barbour
4314 Pablo Oaks Court
Jacksonville, Florida 32224

Michael O'Steen
4314 Pablo Oaks Court
Jacksonville, Florida 32224

John Michael White, Jr.
4314 Pablo Oaks Court
Jacksonville, Florida 32224

VI. CORPORATE EXISTENCE.

The Association shall have perpetual existence. These Articles shall become effective upon filing as prescribed by law.

VII. BYLAWS.

The Board of Directors shall adopt Bylaws consistent with these Articles. Such Bylaws may be altered, amended, or repealed by resolution of the Board of Directors.

VIII. AMENDMENTS TO ARTICLES OF INCORPORATION.

These Articles may be altered, amended or repealed upon the affirmative vote of Members holding a majority of the total votes represented in person or by proxy at a meeting of the Members at which a quorum is present.

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IX. INCORPORATOR

The name and address of the Incorporator is as follows:

Gregory J. Barbour
4314 Pablo Oaks Court
Jacksonville, Florida 32224

X. DISSOLUTION OF THE ASSOCIATION.

A. Upon dissolution of the Association, all of its assets remaining after provisions for creditors and payment of all costs and expenses of such dissolution shall be distributed in the following manner:

1. Dedication to any applicable municipal or other governmental authority of any property determined by the Board of Directors of the Association to be appropriate for such dedication and which the authority is willing to accept.

2. Remaining assets shall be distributed among the Members, subject to the limitation set forth below, each Member's share of the assets to be determined by multiplying such remaining assets by a fraction the numerator of which is all amounts assessed by the Association since its organization against the portion of Property which is owned by the Member at that time, and the denominator of which is the total amount (excluding penalties and interest) assessed by the Association against all properties which at the time of dissolution are part of the Property. The year of dissolution shall count as a whole year for purposes of the preceding fractions.

B. The Association may be dissolved upon a resolution to that effect being approved by a majority of the Board of Directors and by two-thirds (2/3) of the Members. In the event of incorporation by annexation or otherwise, of all or part of the Property by a political subdivision of the State of Florida, the Association may be dissolved in the manner set forth above.

C. In no event shall the Association be dissolved or merged, and any attempt to do so shall be ineffective, unless and until maintenance responsibility for the Storm System and discharge facilities located within the Property is assumed by an entity which is approved by the St. Johns River Water Management District, Florida Department of Environmental Regulation, or other governmental authority having jurisdiction, pursuant to the requirements of Rule 62-330.310, Florida Administrative Code, Applicant's Handbook Volume I, Section 12.3 or other administrative regulation of similar import. Further, such dissolution or merger shall require the prior approval of the Army Corps of Engineers.

XI. MERGERS AND CONSOLIDATIONS.

Subject to the provisions of the Declaration applicable to the Property and to the extent permitted by law, the Association may participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, provided that any such merger or

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consolidation shall be approved in the manner provided by Chapter 617, Florida Statutes as the same may be amended from time to time. For purposes of any vote of the Members required pursuant to said statutes, for so long as the Developer shall own any portion of the Property, any such merger or consolidation shall require the Developer's prior approval.

[Remainder of page intentionally left blank.]

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IN WITNESS WHEREOF, the Incorporator has hereto set his hand and seal this 16th day of April, 2018.

Signed, sealed and delivered
in the presence of:

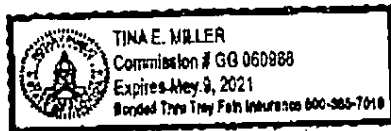
Jill Whalen
Jill Whalen
(Print Name)

Bryce Chate
Bryce Chate
(Print Name)

Gregory J. Barbours
Gregory J. Barbours
Incorporator

STATE OF FLORIDA }
 }SS
COUNTY OF DUVAL }

The foregoing instrument was acknowledged before me this 16 day of April, 2018, by Gregory J. Barbours the Incorporator of TOWN SQUARE OFFICE PARK ASSOCIATION, INC., on behalf of the corporation.



Tina E. Miller
(Print Name) Tina E. Miller
NOTARY PUBLIC
State of _____
Commission # _____
My Commission Expires: _____
Personally Known ☒
or Produced I.D. _____
[check one of the above]
Type of Identification Produced

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IN COMPLIANCE WITH SECTION 617.0501, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

TOWN SQUARE OFFICE PARK ASSOCIATION, INC., DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS AT 4314 PABLO OAKS COURT, JACKSONVILLE, FLORIDA 32224, HAS NAMED GREGORY J. BARBOUR, WHOSE ADDRESS IS 4314 PABLO OAKS COURT, JACKSONVILLE, FLORIDA 32224, AS ITS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA. SAID REGISTERED AGENT'S ADDRESS IS THE CORPORATION'S REGISTERED OFFICE.

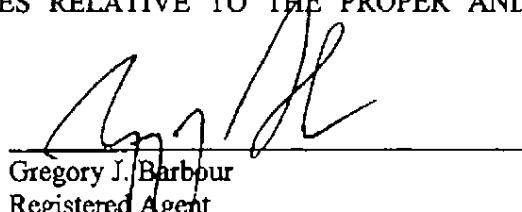
TOWN SQUARE OFFICE PARK ASSOCIATION, INC.

By:


Gregory J. Barbour
Incorporator

Dated: April 16, 2018

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED CORPORATION, AT THE PLACE DESIGNATED 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.


Gregory J. Barbour
Registered Agent

Dated: April 16, 2018