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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Bannon Lakes Commercial Property Owners Assn, Inc.**

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**ARTICLES OF INCORPORATION  
OF  
BANNON LAKES COMMERCIAL PROPERTY OWNERS ASSOCIATION, INC.  
(A Corporation Not for Profit)**

THE UNDERSIGNED INCORPORATOR to these Articles of Incorporation hereby proposes the incorporation under Chapter 617, Florida Statutes, of a corporation not for profit, and hereby makes, subscribes, acknowledges and files with the Secretary 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 **BANNON LAKES COMMERCIAL 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 to be made by RREF III-P-EP OAK FOREST, LLC, a Delaware limited liability company ("**Declarant**"), for the commercial real estate development project located within the Bannon Lakes Planned Unit Development ("**Bannon Lakes**") and to be recorded in the public records of St. Johns County, Florida, as 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 commercial property owners within Bannon Lakes 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 and levying and collecting adequate assessments against Members of the Association for the costs of maintenance and operation of the Stormwater Management System facilities;
- (c) Owning and conveying property;
- (d) Establishing Rules and Regulations (as defined in the Bylaws);
- (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 Stormwater Management System facilities, including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, floodplains, and compensation areas, as applicable;

(j) Contracting for services to provide for operation and maintenance of the Stormwater 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. **Membership.** The Owner of a Parcel, including Declarant, shall be a Member of the Association. When any Parcel is owned of record by two or more persons, all such persons shall be Members. Any Owner of more than one Parcel shall be entitled to membership for each Parcel owned by it. Membership shall be appurtenant to, and may not be separated from ownership of, any Parcel and shall be automatically transferred by conveyance of that Parcel.

B. **Voting.** The Association shall have one class of voting membership. The total number of votes of the Members shall be equal to the numbers of square feet of gross Leasable Floor Area constructed, planned to be constructed, or approved for development on the Property. Each Member shall have a number of votes equal to the number of gross Leasable Floor Area owned by the particular Member.

C. **Transfer of Control of the Association.** Until such time as the Transfer of Control has occurred, Declarant shall be solely entitled to appoint all members of the Board. The Members (other than Declarant) shall be entitled to elect the members of the Board upon the earlier of the following: (i) three (3) months after all Parcels have been conveyed to third parties by deed; or (ii) upon the recording of an instrument in the public records of the County stating that Declarant has relinquished its right to elect the members of the Board (the "**Transfer of Control**").

### **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 Stormwater Management System facilities, is delegated, transferred or assigned to an appropriate governmental unit or public

utility and, if not accepted, then the Stormwater Management System facilities shall be conveyed to a similar not-for-profit corporation acceptable to the St. Johns River Water Management District ("SJRWMD").

#### **ARTICLE V: INCORPORATOR**

The name and address of the Incorporator are as follows:

Joel B. Giles, Esquire  
Carlton Fields Jorden 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 the Board, 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 from time to time. Directors shall be elected for one (1) - year terms by the Members (other than Declarant) at the annual Members' meeting, to be held as scheduled by the Board 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 prior to Transfer of Control. The Board shall elect a president, a vice president, a secretary, and a 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 may not be held by the same person. The officers shall have such duties as may be specified by the Board or the Bylaws. Vacancies occurring on the Board and among the officers shall be filled in the manner prescribed by the Bylaws.

Notwithstanding the foregoing, Declarant 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, Assistant 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 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 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 Declarant (if prior to a Transfer of Control).

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 part of the Property (which consent shall not be unreasonably withheld), and (b) no amendment which will affect any aspect of the Stormwater Management System facilities located on the Property shall be effective without the prior written approval of the SJRWMD.

**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

Signed this 15th day of August, 2018.

  
JOEL B. GILES, Incorporator

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 15<sup>th</sup> day of August, 2018, 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.)

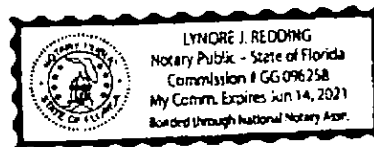
(Print name legibly on this line.)

NOTARY PUBLIC, State of Florida

COMMISSION NO.: \_\_\_\_\_

EXPIRATION DATE: \_\_\_\_\_

(SEAL)



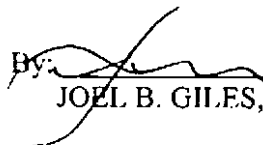
**ACCEPTANCE BY REGISTERED AGENT**

Having been named as registered agent and to accept service of process for the company, 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 this 15th day of August, 2018.

REGISTERED AGENT:

CFRA, LLC

By:  \_\_\_\_\_  
JOEL B. GILES, its Authorized Agent