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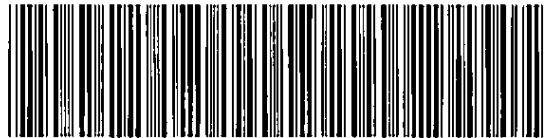
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Name:	Village Park Homeowners' Association, Inc.
Document #:	
Order #:	11440807

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Amount: \$ 78.75

Thank you!

**ARTICLES OF INCORPORATION
OF VILLAGE PARK
HOMEOWNERS' ASSOCIATION, INC.**

**ARTICLE 1
NAME AND ADDRESS**

Section 1.1. Name. The name of the corporation is Village Park Homeowners' Association, Inc.

Section 1.2. Address of Principal Office. The street address of the initial principal office of the corporation is 3168 US Highway 17 South, Suite E, Orange Park, Florida 32003.

**ARTICLE 2
NON-PROFIT CORPORATION**

Section 2.1. Non-Profit Corporation. The corporation is being formed under Chapter 617 of the Florida Not-For-Profit Corporation Act.

**ARTICLE 3
CAPITALIZED TERMS**

Section 3.1. Terms. Capitalized terms have the meanings given to them in the Declaration of Covenants, Conditions, Restrictions, Limitations and Easements for Village Park to be recorded in the Official Records following formation of the corporation (as initially recorded and thereafter supplemented or amended, the "Declaration").

**ARTICLE 4
INITIAL REGISTERED OFFICE AND AGENT**

Section 4.1. Name and Address. The street address of the initial registered office of the corporation is 3168 US Highway 17 South, Suite E, Orange Park, Florida 32003 and the name of its initial registered agent is AY Ventures, Inc.

**ARTICLE 5
PURPOSES AND POWERS**

Section 5.1. General Purposes. The corporation is not organized for pecuniary gain or profit. The corporation is formed solely to promote the general welfare of the residents and owners within Village Park, a master planned use community located in Clay County, Florida, and to carry out the duties and responsibilities imposed on it by the Declaration.

Section 5.2. Powers. Subject to any limitations in the Declaration, the corporation shall have all of the powers set forth for homeowners' associations under Chapter 720, Florida Statutes, as now in effect or hereafter amended from time to time.

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ARTICLE 6 CLASSES OF MEMBERSHIP; VOTING RIGHTS

Section 6.1. Classes of Membership. The Classes of membership in the corporation shall be as set forth in the Declaration.

Section 6.2. Voting Rights. The voting rights of each Member of each Class of membership in the corporation shall be as set forth in the Declaration.

ARTICLE 7 DIRECTORS

Section 7.1. Number. The affairs of the corporation shall initially be managed by a Board comprised of five (5) persons. Thereafter, the number of directors of the corporation shall be not less than three (3), nor more than fifteen (15), the number of the same to be fixed in the manner set forth in the Bylaws of the corporation. Directors need not be members of the corporation.

Section 7.2. Election. Other than with respect to the initial directors designated in Section 7.2, the members of the Board shall be elected in the manner set forth in the Bylaws of the corporation.

ARTICLE 8 INDEMNIFICATION

Section 8.1. Indemnity. The corporation shall indemnify, hold harmless and defend any person (hereinafter referred to as "Indemnitee") who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a Director, employee, Officer or agent of the corporation, including those selected, appointed, or elected by the Declarant, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless (a) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed Indemnitee, that he was grossly negligent or that he acted willfully or wantonly in disregard of the interests of the corporation, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court further specifically determines that indemnification should be denied. The termination of any action, suit or proceeding - by judgment, order, settlement, conviction or upon plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person was grossly negligent or that he acted willfully or wantonly in disregard of the interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Section 8.2. Agreement to Defend. To the extent that a Director, Officer, employee or agent of the corporation is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding whether civil, criminal, administrative or investigative by reason of the fact that he is or was a Director, Officer, employee or agent of the

corporation, including those selected, appointed, or elected by the Declarant, the corporation hereby agrees to defend and provide counsel to such Indemnitee and shall advance all attorneys' fees and costs at all pretrial, trial and appellate levels. In the event retainers for attorneys' fees and/or costs are necessary to be provided, the corporation shall advance such retainers, as well as having full responsibility for payment of attorneys' fees and costs that may be billed or otherwise become due during the pendency of any action, suit or proceeding or in advance of same in the event such action, suit or proceeding is threatened. The Indemnitee shall have the right of reasonable approval of any attorneys proposed to represent said Indemnitee. The agreement to defend provided for in this section shall be in addition and not in lieu of such other rights of reimbursement, indemnification and hold harmless provisions existing under this Article or any other provisions of the Articles and Bylaws of the corporation, the Declaration and as elsewhere provided by law.

Section 8.3. Expenses. To the extent that a Director, Officer, employee or agent of the corporation including those selected, appointed, or elected by the Declarant, has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Paragraph 8.1 above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith. Any costs or expenses incurred by the corporation in implementing any of the provisions of this Article 8 shall be fully assessable against Owners as Assessments of the corporation.

Section 8.4. Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the corporation in advance of the final disposition of such action, suit or proceeding, as provided hereinabove, by or on behalf of the affected Director, Officer, employee or agent, including those selected, appointed, or elected by the Declarant, to repay such amount unless it shall ultimately be determined that he is not entitled to be indemnified by the corporation as authorized in this Article 8, in which event, the Indemnitee shall reimburse the corporation for all attorneys' fees and costs advanced by it on behalf of the Indemnitee.

Section 8.5. Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaws, agreement, vote of Members, Florida law, or otherwise, and shall continue as to a person who has ceased to be a Director, Officer, employee or agent, including those selected, appointed, or elected by the Declarant, and shall inure to the benefit of the heirs and personal representatives of such person.

Section 8.6. Insurance. The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of the corporation, including those selected, appointed, or elected by the Declarant, or is or was serving, at the request of the corporation, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this Article.

Section 8.7. Amendment. Anything to the contrary herein notwithstanding, the provisions of this Article 8 may not be amended without the prior written consent of all persons whose interest would be adversely affected by such amendment.

ARTICLE 9 DURATION; DISSOLUTION

Section 9.1. Duration. The corporation shall exist until the date upon which the Declaration is duly terminated.

Section 9.2. Dissolution. Upon dissolution of the corporation, after paying or making provision for the payment of all of the liabilities of the corporation, all of the assets of the corporation shall be conveyed exclusively to another entity organized for the same purposes as the corporation or to an appropriate public agency having similar purposes.

ARTICLE 10 AMENDMENT

Section 10.1. Amendment. Subject to the limitation set forth below, these Articles may be amended only in the following manner:

(a) for so long as there is a Class B Member, a proposed amendment not materially adversely affecting one or more but less than all of the Classes of membership may be adopted by the affirmative vote of seventy-five percent (75%) of the Members (other than the Class B Member) present in person or by proxy and voting at a duly called meeting of Members at which a quorum is present and with the approval of the Class B Member;

(b) after there is no longer a Class B Member, such an amendment may be adopted by the affirmative vote of seventy-five percent (75%) of the Members present in person or by proxy and voting at a duly called meeting of Members at which a quorum is present;

(c) for so long as there is a Class B Member, a proposed amendment materially adversely affecting one or more but less than all of the Classes of membership may be adopted by the affirmative vote of seventy-five percent (75%) of the Members (other than the Class B Member) present in person or by proxy and voting at a duly called meeting of Members at which a quorum is present and with the approval of the Class B Member, provided at least seventy-five percent (75%) of the Members of each affected Class or Classes so present and voting vote in favor thereof; and

(d) after there is no longer a Class B Member, a proposed amendment materially adversely affecting one or more but less than all of the Classes of membership may be adopted by the affirmative vote of seventy-five percent (75%) of the Members present in person or by proxy and voting at a duly called meeting of Members at which a quorum is present, provided at least seventy-five percent (75%) of the Members of each affected Class or Classes so present and voting vote in favor thereof.

No amendment materially and adversely altering the proportionate voting interest appurtenant to a Lot or increasing the proportion or percentage by which the Owner thereof

shares in the common expenses of the corporation may be adopted unless the Owner thereof and all Mortgagees related thereto join in the execution of the Articles of Amendment filed in connection therewith with the Department of State of the State of Florida.

ARTICLE 11 INCORPORATOR

Name and Address. The name and street address of the incorporator of the corporation is AY Ventures, Inc., a Florida corporation, 3168 US Highway 17 South, Suite E, Orange Park, Florida 32003.

* * * * *

IN WITNESS WHEREOF, the incorporator has executed these Articles the 15th day of February, 2019.

AY Ventures, Inc.

By: 

Name: Phillip D. Yonge

Title: Vice President

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TALLAHASSEE
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