

# N1900003546

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

((H19000110474 3)))



H190001104743ABC.

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To:

Division of Corporations  
Fax Number : (850) 617-6381

From:

Account Name : HOLLAND & KNIGHT OF JACKSONVILLE  
Account Number : 074323003114  
Phone : (904) 353-2000  
Fax Number : (904) 358-1872

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

Email Address: \_\_\_\_\_

## FLORIDA PROFIT/NON PROFIT CORPORATION

**Wilford Preserve Homeowners Association, Inc.**

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$70.00

B4/4/19

Electronic Filing Menu

Corporate Filing Menu

Help

**ARTICLES OF INCORPORATION OF THE WILFORD PRESERVE HOMEOWNERS  
ASSOCIATION, INC.,  
(a corporation not-for-profit)**

In compliance with the requirements of Chapter 617 Florida Statutes, the undersigned, being residents of the State of Florida who are of full age certify:

**ARTICLE I.**

**Corporate Name**

The name of the corporation is the Wilford Preserve Homeowners Association, Inc., referred to below as the "Association"

**ARTICLE II.**

**Corporation Not For Profit**

The Association is incorporated as a corporation not-for-profit under the provisions of the laws of the State of Florida.

**ARTICLE III.**

**Principal Place of Business**

The initial mailing address of the Association shall be 14701 Philips Hwy, Suite 300, Jacksonville, FL 32256. The principal office of the Association shall be located at the mailing address or at any other place as may be subsequently designated by the Board of Directors of the Association.

**ARTICLE IV.**

**Registered Agent**

The name and address of the initial registered agent is Robert E. Riva, Jr., whose address is 14701 Philips Hwy, Suite 300, Jacksonville, FL 32256 and who is appointed the initial registered agent of the Association and who is authorized to accept service of process within this State.

**ARTICLE V.**

**Purpose and Powers of the Association**

- A. The Association is formed for the following purposes
1. To facilitate and or promote the concerns and interests of the Owners of Lots within the Wilford Preserve subdivision.

2019 APR 3 AM 10:41  
FILED  
CLERK OF DISTRICT COURT  
JACKSONVILLE, FLORIDA

2. To provide for enforcement of the Declaration of Easements, Covenants, Conditions and Restrictions for Wilford Preserve (herein referred to as the "Declaration") to implement the provisions of the Declaration and subsequent addenda, and from time to time amend the Declaration to further the purposes of the Association.
3. To operate without pecuniary gain or profit, direct or indirect, to itself or to its Members, Directors or Officers.

B. The Association shall have the following powers:

(1) To exercise all of the common law and statutory powers of a corporation not-for-profit organized under the laws of the State of Florida which do not conflict with the terms of the Declaration, these Articles or the Bylaws of the Association.

(2) 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 applicable to the property and recorded in the public records of Clay County, Florida, and as may be amended from time to time, the Declaration being incorporated by reference as if set forth in its entirety.

(3) To fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection and all other expenses incident to the conduct of the business of the Association, including but not limited to all licenses, taxes or governmental charges levied or imposed against the property of Association.

(4) To manage, operate, maintain and repair all of the common facilities of Wilford Preserve which are not required to be maintained by other entities including but not limited to any entrance sign, storm water retention easements, and other facilities enjoyed in common by the owners of the individual lots located in Wilford Preserve, as well as all other powers as set forth in the Declaration referenced here.

(5) To purchase insurance on the property of the Association and insurance for the protection of the Association and its Members.

(6) To reconstruct improvements after casualty and make further improvements on the property.

(7) To carry out and to enforce by legal means the provisions of the Declaration, and the Articles of Incorporation and Bylaws of the Association, and the rules and regulations adopted pursuant thereto.

(8) To employ personnel to perform the services required for proper operation of the Association.

(9) To acquire (by gift, purchase, or otherwise), own, hold, improve, build on, 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.

(10) To borrow money, and with the assent of a majority of each class of Members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.

(11) The Association shall have the power to 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.

## **ARTICLE VI.**

### **Membership**

Membership Generally: No person except an owner of a Lot or Lots or the Developer as referenced in the Declaration, is entitled to membership in the Association. The duration of membership and the rights and obligations associated with membership shall be in accordance with the terms in the Declaration. All Lot Owners and Developer, regardless of whether Developer is also a Lot Owner, shall be either class A or class B Members of the Association, as provided in this article.

## **ARTICLE VII.**

### **Voting Rights**

Section 1. Class A Voting: All class A Members shall be entitled to one vote for each Lot owned. If more than one person holds record title to a Lot, there shall be only one vote cast with respect to the Lot, exercised as the Owners determine among themselves.

Section 2. Class B Voting: The class B Members shall be entitled to ten (10) votes for each Lot owned. In addition, until such a time as the class B membership is converted to class A membership, the class B membership shall have a right of veto on all questions coming before the membership for a vote.

## **ARTICLE VIII.**

### **BOARD OF DIRECTORS**

Section 1. Number of Directors: The affairs of the Association shall be managed and governed by a Board of Directors consisting of at least three (3) Directors, who need not be members of the Association. The number of Directors may be changed by amendment of the By-Laws of the Association. The members of the Board of Directors shall be elected in accordance with the By-Laws of the Association. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

Name	Address
Batey C. McGraw	14701 Philips Hwy, Suite 300, Jacksonville, FL 32256
Shannon Ray	14701 Philips Hwy, Suite 300, Jacksonville, FL 32256
Nick Powell	14701 Philips Hwy, Suite 300, Jacksonville, FL 32256

Section 2. Attendance of Meetings: Action By Directors without a meeting: Members of the Board of Directors may participate in a meeting of the Board by means of a conference telephone call or similar means of communication whereby all persons participating in the meeting may hear one another. Participation by these means shall be considered the equivalent of being present, in person, at the meeting. Action by the Board may be taken without a meeting if consent in writing, setting forth the action to be taken, is signed by all of the Directors and filed in the minutes of the proceedings of the Board. The consent shall have the same effect as a unanimous vote.

## **ARTICLE IX.**

### **Officers**

The affairs of the Association shall be administered by a President, a Vice President, a Secretary, a Treasurer and any other Officers as may be designated from time to time by the Directors. The Officers shall be elected or designated by the Board of Directors at its initial meeting and at the first meeting following the annual meeting of the Members of the Association.

## **ARTICLE X.**

### **Indemnification**

Every Director and every Officer of the Association, and every Member of the Association serving the Association at its request, shall be indemnified by the Association against all expenses and liabilities, including attorneys fees, reasonably incurred by or imposed on the person in connection with any proceeding or any settlement of any proceeding to which he or she may be a party or in which he or she may become involved by reason of his or her being or having been a Director or Officer of the Association, or by reason of him or her having served the Association at its request, whether or not he or she is a Director or Officer or Member serving the Association at the time the expenses or liabilities are incurred, except when the Director, Officer or Member serving the Association is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties; provided that in the event of a settlement before entry of judgment, the indemnification shall apply only when the Board of Directors approve the settlement and reimbursement as being in the best interest of the Association. This right of indemnification shall be in addition to and not exclusive of all other rights to which the Director, Officer or Member serving the Association may be entitled.

## **ARTICLE XI.**

Section 4. Certification: A copy of each amendment shall be certified by the Secretary of State.

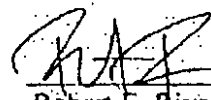
**ARTICLE XIV.**

**Incorporator**

The name and address of the incorporator of these Articles of Incorporation is as follows:

Name	Address
Robert E. Riva, Jr.,	14701 Philips Hwy, Suite 300, Jacksonville, FL 32256

In witness of the above, for the purpose of forming this corporation under the laws of the State of Florida, I have executed these Articles of Incorporation on the 1<sup>st</sup> day of April, 2019.

  
Robert E. Riva, Jr., Incorporator

STATE OF FLORIDA  
COUNTY OF DUVAL

BEFORE ME, the undersigned authority, personally appeared Rob E. Riva, Jr, ☒ personally known to me or ☐ who produced \_\_\_\_\_ as identification and who executed the foregoing Articles of Incorporation and acknowledged to me that he executed said Articles freely and voluntarily and for the purposes expressed therein.

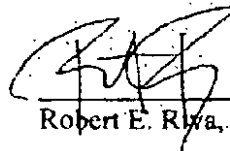
WITNESS my hand and seal this 1<sup>st</sup> day of April, 2019.

  
NOTARY PUBLIC



Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the property in complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 1<sup>st</sup> day of APRIL, 2019.



Robert E. Riva, Jr., Registered Agent

STATE OF FLORIDA  
COUNTY OF DUVAL

BEFORE ME, the undersigned authority, personally appeared, ☒ personally known to me or ☐ who produced \_\_\_\_\_ as identification and who executed the foregoing Articles of Incorporation and acknowledged to me that he executed said Articles freely and voluntarily and for the purposes expressed therein.

WITNESS my hand and seal this 1<sup>st</sup> day of April, 2019.

  
NOTARY PUBLIC