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FLORIDA PROFIT/NON PROFIT CORPORATION

Silverleaf Master Owners Association, Inc.

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ARTICLES OF INCORPORATION
OF
SILVERLEAF MASTER
OWNERS ASSOCIATION, INC.
(a corporation not-for-profit)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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I. NAME AND DEFINITIONS.

The name of this corporation shall be SilverLeaf Master Owners Association, Inc. All capitalized terms contained in these Articles of Incorporation that are not otherwise defined herein shall have the same meanings as such terms are defined by the Declaration of Covenants and Restrictions for SilverLeaf Master 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 corporation's principal office and its mailing address shall be 111 Nature Walk Parkway, Suite 104, St. Augustine, Florida 32092, 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 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 Surface Water or Stormwater Management System in a manner consistent with the requirements of St. Johns River Water Management Permit No. 99446-18, as the same 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 any Permits issued by the ACOE 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, lease, 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.

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

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 the operation and maintenance of the Surface Water or Stormwater Management 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 enter into agreements with other property owner's associations or maintenance entities for the collection of such assessments. The foregoing shall include without limitation, the power to levy and collect adequate assessments against the Members for (i) the costs of maintenance, repair and operation of the Surface Water or Stormwater Management System, including without limitation, the maintenance of mitigation or preservation areas and work within retention areas, drainage structures and drainage easements, and (ii) the construction, operation, maintenance and repair of the Amenities.

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

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payment of such obligations by mortgage, pledge, or other instrument of trust, or by 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. MEMBERS.

The members ("Members") shall consist of the Declarant and each Owner of a Lot or other parcel within the property on which one or more Residential Dwelling Units have been completed. Such completion shall be evidenced by a certificate of occupancy or similar authorization by the County or other governmental entity having jurisdiction.

VI. VOTING AND ASSESSMENTS.

A. Subject to the restrictions and limitations hereinafter set forth, each Member other than the Declarant shall be entitled to the number of votes in the Association computed as follows:

1. The Members who are members of Subassociations shall vote collectively through the Subassociations and such Subassociations shall be entitled to exercise the number of votes equal to the number of Assessment Equivalents attributable to the Lots and Building Sites owned by Owners who are members of the respective Subassociations. The votes of Members who are members of Subassociations shall be exercised by an officer of the applicable Subassociation designated by the board of directors of the Subassociation.

2. The Members other than the Declarant who are not members of Subassociations shall have one vote for each Assessment Equivalent attributable to the Lots or Building Sites owned by them, which shall be exercised directly by such Owners or their authorized representatives.

3. The Declarant shall have the number of votes equal to the number of votes allocated to the Members other than the Declarant, plus one vote. The Declarant shall have such voting rights for so long as it shall have the right to appoint a majority of the Board of Directors, or until it shall voluntarily relinquish its right to vote in Association matters, whichever shall first occur.

B. When a Member is comprised of one or more persons or entities, all such persons shall be Members, and the vote(s) for the applicable portions of the Property shall be exercised as they among themselves shall determine. The votes allocated to any Member pursuant to these Articles, cannot be divided for any issue and must be voted as a whole. The affirmative vote of a majority of the votes allocated to the Members cast at any duly called meeting of the Members at

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which a quorum is present, or cast by written ballot by a quorum of the membership, shall be binding upon the Members and the Association.

C. The Association will obtain funds with which to operate by assessment of the Members in accordance with the provisions of the Declaration, as supplemented by the provisions of the Articles and Bylaws of the Association relating thereto. Any Member who is delinquent in the payment of any monetary obligations due the Association for more than ninety (90) days may be deemed by the Board of Directors to be not in good standing with the Association for the period of time that such delinquency shall continue.

VII. BOARD OF DIRECTORS.

A. The affairs of the Association shall be managed by a Board of Directors consisting of five (5) Directors. Directors need not be Members of the Association and need not be residents of the State of Florida. Until the Members other than the Declarant become entitled to elect a majority of the members of the Board of Directors pursuant to Section 720.307, Florida Statutes (2013), the Declarant shall have the right to appoint all of the Directors; provided however, the Members other than the Declarant shall become entitled to elect at least one (1) Director at such time and in the manner prescribed by Section 720.307, Florida Statutes (2013). The Declarant shall be entitled to elect at least one (1) Director for such time and in the manner prescribed by Section 720.307, Florida Statutes (2013).

B. Elections of members of the Board of Directors shall be by plurality vote. Directors shall initially serve one (1) year terms; provided however, at the first annual election of the Board of Directors following the date that the Members other than the Declarant shall become entitled to elect a majority of the Directors, the terms of office of the three (3) Directors receiving the highest number of votes shall be established at two (2) years, and the remaining two (2) Directors shall serve for terms of one (1) year each. Thereafter, as many Directors shall be elected and appointed, as the case may be, as there are regular terms of office of Directors expiring at such time; and the term of each Director so elected or appointed at each annual election shall be for two (2) years expiring at the second annual election following their election, and thereafter until their successors are duly elected and qualified. In no event can a Board member appointed by the Declarant be removed except by action of the Declarant. Any Director appointed by the Declarant shall serve at the pleasure of the Declarant, and may be removed from office, and a successor Director may be appointed, at any time by the Declarant.

C. The names and addresses of the members of the first Board of Directors who shall hold office until the first annual meeting of the Members and until their successors are elected or appointed and have qualified, are as follows:

Gary Hannon
111 Nature Walk Parkway #104
St. Augustine, Florida 32092

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Trevor Hutson
111 Nature Walk Parkway #104
St. Augustine, Florida 32092

Beverly Cunningham
111 Nature Walk Parkway #104
St. Augustine, Florida 32092

Kathy Merrow
111 Nature Walk Parkway #104
St. Augustine, Florida 32092

Cody Hutson
111 Nature Walk Parkway #104
St. Augustine, Florida 32092

VIII. OFFICERS.

A. The Officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board may from time to time by resolution create. Any two (2) or more offices, may be held by the same person except the offices of President and Secretary. Officers shall be elected for one (1) year terms in accordance with the procedure set forth in the Bylaws. The names of the officers who are to manage the affairs of the Association until the first annual meeting of the Members and until their successors are duly elected and qualified are:

President	Gary Hannon
Vice President	Trevor Hutson
Treasurer	Beverly Cunningham
Secretary	Kathy Merrow

IX. CORPORATE EXISTENCE.

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

X. 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.

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XL AMENDMENTS TO ARTICLES OF INCORPORATION AND BYLAWS.

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.

XII INCORPORATOR.

The name and address of the Incorporator is as follows:

John G. Metcalf
111 Nature Walk Parkway, Suite 104
St. Augustine, Florida 32092

XIII INDEMNIFICATION OF OFFICERS AND DIRECTORS.

A. To the extent allowed by law, the Association hereby indemnifies any Director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

1. Whether civil, criminal, administrative, or investigative, other than one by or in the right of the Association to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as a Director or officer of the Association or as a director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association, and in criminal actions or proceedings, without reasonable grounds for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in the best interest of the Association or that he had reasonable grounds for belief that such action was unlawful.

2. By or in the right of the Association to procure a judgment in its favor by reason of his being or having been a Director or officer of the Association, or by reason of his being or having been a director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against the reasonable expenses including attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein if such person acted in good faith in the reasonable belief that such action was in the best interest of the Association. Such person shall not be entitled to indemnification in relation to matters to which such person has been adjudged to have been guilty of gross negligence or misconduct in the performance of his duty to the Association unless, and only to the extent that, the court, administrative agency, or

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investigative body before which such action, suit or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

B. The Board of Directors shall determine whether amounts for which a Director or officer seek indemnification were properly incurred and whether such Director or officer acted in good faith in a manner he reasonably believed to be in the best interests of the Association, and whether, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding.

C. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Association to indemnify under applicable law.

XIV. TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED.

A. No contract or transaction between the Association and one or more of its Directors or officers, or between the Association and any other corporation, partnership, association, or other organization in which one or more of its Directors or officers are Directors or officers, or in which they have a financial interest, shall be invalid, void or voidable solely for this reason, or solely because the Director or officer is present at or participates in the meeting of the Board or committee thereof which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose. All such contracts or transactions shall, however, be fair and reasonable and upon terms reasonably comparable to those which could be obtained in arms-length transactions with unrelated entities. No Director or Officer of the Association shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.

B. Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

XV. 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

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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 Surface Water or Stormwater Management System transferred to and accepted by an entity which is approved by the SJRWMD, 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.

XVI. 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 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 Declarant shall own any portion of the Property, any such merger or consolidation shall require the Declarant's prior approval.

[Signatures begin on following page]

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IN WITNESS WHEREOF, the Incorporator has hereto set his hand and seal this 10th day of May, 2019.

Signed, sealed and delivered
in the presence of:

John G. Metcalf
(Print or Type Name)

John G. Metcalf
John G. Metcalf
Incorporator

Cody Hudson
(Print or Type Name)

STATE OF FL }
COUNTY OF St. Johns } SS

The foregoing instrument was acknowledged before me this 10th day of May, 2019, by John G. Metcalf, the Incorporator of **SILVERLEAF MASTER OWNERS ASSOCIATION, INC.**, on behalf of the corporation.



KATHERINE MERROW
Commission # GG 285065
Expires January 24, 2023
e-Notary Public Notary Services

Katherine Merrow
(Print Name) Katherine Merrow
NOTARY PUBLIC
State of Florida at Large
Commission # 295065
My Commission Expires: 1/24/23
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.

SILVERLEAF MASTER OWNERS ASSOCIATION, INC., DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS AT 111 NATURE WALK PARKWAY, SUITE 102, ST. AUGUSTINE, FLORIDA 32092, HAS NAMED JOHN G. METCALF, WHOSE ADDRESS IS 111 NATURE WALK PARKWAY, SUITE 102, ST. AUGUSTINE, FLORIDA 32092, 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.

SILVERLEAF MASTER OWNERS
ASSOCIATION, INC.

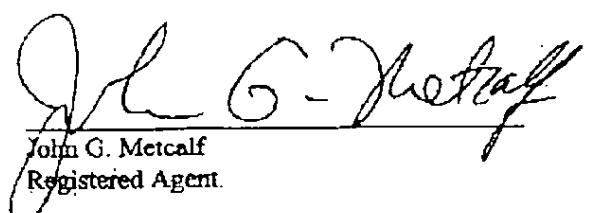
By:


John G. Metcalf

Incorporator

Dated: May 10, 2019

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.


John G. Metcalf

Registered Agent

Dated: May 10, 2019

111 Nature Walk Parkway, Suite 102
St. Augustine, Florida 32092

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