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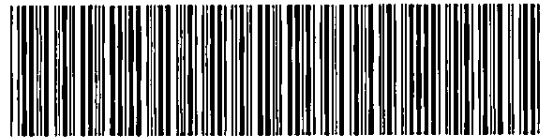
(Business Entity Name)

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TALLAHASSEE, FLORIDA

JUN 21 2019

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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

SOUTHERN PINES HOMEOWNERS

ASSOCIATION OF NASSAU COUNTY INC.

Signature _____

Requested by: BA

6/20/19

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

- ☒ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- _____ Cert. Copy _____
- ☒ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF SOUTHERN PINES HOMEOWNERS
ASSOCIATION OF NASSAU COUNTY INC.
(a Corporation Not-For-Profit)

In compliance with the requirements of Chapter 617, Florida Statutes, and for the purpose of forming a corporation not for profit, the undersigned does hereby acknowledge:

ARTICLE I
NAME OF CORPORATION

The name of the corporation is SOUTHERN PINES HOMEOWNERS ASSOCIATION OF NASSAU COUNTY INC. ("Association").

ARTICLE II
PRINCIPAL OFFICE

The principal office of the Association is 542345 US Highway 1, Callahan, Nassau County, Florida 32011.

ARTICLE III
REGISTERED OFFICE - REGISTERED AGENT

The name of the Registered Agent of the Association and the street address of the Registered Office of the Association is:

Timothy P. Kelly, PA.
1016 LaSalle Street
Jacksonville, FL 32207

ARTICLE IV
DEFINITIONS

A declaration entitled Declaration of Covenants, Conditions and Restriction of SOUTHERN PINES HOMEOWNERS ASSOCIATION OF NASSAU COUNTY INC. (the "Declaration") will be recorded in the Public Records of Nassau County, Florida, and shall govern all of the operations of a community to be known as **SOUTHERN PINES**. All initially capitalized terms not defined herein shall have the meanings set forth in the Declaration.

ARTICLE V
PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof and the specific purposes for which it is formed are to provide for the operation, maintenance and administration of the Common Areas within that certain tract of property described in that certain Declaration of Covenants, Conditions and Restrictions recorded or to be recorded in the Public

Records of Duval County, Florida ("Declaration") and to promote the value and desirability of the above described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association and for this purpose to:

(A) exercise all of the powers and privileges and perform all of the duties and obligations of the Association as set forth in the Declaration as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(B) fix, levy, collect and enforce payment by any lawful means, all, charges or assessments pursuant to the terms of the Declaration, including, without limitation, the costs of operating and maintaining the Stormwater Management System and mitigation or preservation areas, including but not limited to work within retention areas drainage structures and drainage easements; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(C) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property or Interests therein in connection with the affairs of the Association;

(D) borrow money and, with the assent of two-thirds (2/3) 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;

(E) dedicate, sell or transfer all or any part of the Common Area to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members agreeing to such dedication, sale or transfer;

(F) participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members;

(G) operate, maintain and manage the Stormwater Management system in a manner consistent with the requirements of St. Johns River Water Management District Permit No. 157031-1 and applicable District rules, and assist in the enforcement of the Declaration of Covenants and Restrictions which relate to the Stormwater Management System; and

(H) have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Florida and subject to Chapter 720, Florida Statutes, as amended from time to time, by law may now or hereafter have or exercise.

ARTICLE VI

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest to any Lot shall be a member of the Association, including contract sellers. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

ARTICLE VII
VOTING RIGHTS

The Association shall have two (2) classes of voting membership:

Class A. Class A members shall be all Owners with the exception of Declarant and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they determine, but in no event shall never than one vote be cast with respect to any Lot.

Class B. Class B member(s) shall be Declarant who shall be entitled to one (1) vote, plus two (2) votes for each vote entitled to be cast in the aggregate at any time and from time to time by the Class A Members. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

- (a) three (3) months following the date 90 percent of the Lots with completed homes thereon have been conveyed to Owners other than Declarant; or
- (b) the election by Declarant to terminate its Class B membership.

ARTICLE VIII
BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of three (3) directors who need not be members of the Association. The number of directors may be changed by amendment of the Bylaws 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
G&H Land and Timber Investments LLC	45321 Green Street Callahan, FL 32011
Easton Mel Farms Inc.	35393 Braddock Road Callahan, FL 32011
Timothy P Kelly	1016 LaSalle Street Jacksonville, FL 32207

At the first annual meeting following such time as members other than the Declarant are entitled to elect at least a majority of the member of the board of directors or Declarant voluntarily relinquishes its right to vote as Declarant in Association matters, the members shall elect one (1) director for a term of one (1) year, one (1) director for a term of two (2) years and one (1) director for a term of three (3) years and at each annual meeting thereafter the members shall elect one (1) director for a term of three (3) years. To establish the staggered terms as set forth above, the candidate with the highest number of votes will fill the three (3) year term, the candidate with the next highest number of votes will fill the two (2) year term, and the candidate with the next highest number of votes will fill the one (1) year term.

ARTICLE IX
TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

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/her 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/she is or may be interest in any such contract or transaction.

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.

ARTICLE X
DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than seventy-five percent (75%) of each class of members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the Stormwater Management System must be transferred to and accepted by an entity which would comply with Rule 62-330.310, Florida Administrative Code and Applicant's Handbook Volume 1, Section 12.3 and be approved by the St. Johns Water Management District prior to such termination, dissolution or liquidation.

ARTICLE XI
DURATION

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Association shall exist in perpetuity.

ARTICLE XII
AMENDMENTS

General Restrictions on Amendments. Notwithstanding any other provision herein to the contrary, no amendment to these Articles shall affect the rights of Declarant unless such amendment receives the prior written consent of Declarant, as applicable, which may be withheld

for any reason whatsoever. If the prior written approval of any governmental entity or agency having jurisdiction is required by applicable law or governmental regulation for any amendment to these Articles, then the prior written consent of such entity or agency must also be obtained. No amendment shall be effective until it is recorded in the Public Records:

Amendments Prior to and Including the Turnover Date. Prior to and include the Turnover Date, Declarant shall have the right to amend these Articles as it deems appropriate, without the joinder or consent of any person or entity whatsoever. Declarant's right to amend under this Section is to be construed as broadly as possible. In the event that Association shall desire to amend these Articles prior to and including the Turnover Date, Association must first obtain Declarant's prior written consent to any proposed amendment. Thereafter, an amendment identical to that approved by Declarant may be adopted by the Association pursuant to the requirements for amendments after the Turnover Date. Thereafter, Declarant shall join in such identical amendment so that its consent to the same will be reflected in the Public Records.

Amendments After the Turnover Date. After the Turnover Date, but subject to the general restrictions on amendments set forth above, these Articles may be amended with the approval of (i) sixty-six and two-thirds percent (66 2/3%) of the Board; and (ii) seventy-five percent (75%) of the entire membership, at a duly noticed meeting of the members of Association at which there is a quorum.

Limitations. Declaration is Paramount. No amendment may be made to these Articles which shall in any manner reduce, amend, affect or modify the terms, conditions, provisions, rights and obligations set forth in the Declaration.

Limitations. Rights of Declarant. There shall be no amendment to these Articles which shall in any manner abridge, reduce, amend, effect or modify the rights of the Declarant.

By Laws. The Association's By-Laws initially will be adopted by the Board of Directors. Thereafter, the By-Laws may be amended or rescinded by a majority vote of a quorum of both classes of members present at any regular or special meeting duly called and convened, provided that, for so long as Declarant owns and holds any lot for sale in the ordinary course of business, all amendments must be approved by Declarant in writing.

Amendments. Amendments to these Articles may be proposed and adopted from time to time in the manner provided by the laws of the State of Florida, except that each such amendment must have the approval of two-thirds (2/3) of each class of members, and the written approval of Declarant for so long as Declarant owns and holds any lot for sale in the ordinary course of business.

Other Approvals. As provided in the Declaration, the approval of the Declarant and the holders of sixty-seven percent (67%) of the first mortgages from time to time encumbering the lots is required for the merger, consolidation, or dissolution of this Association.

**ARTICLE XIII
INCORPORATOR**

The name and address of the Incorporator is: Timothy P Kelly, whose address is 1016 LaSalle Street, Jacksonville, FL 32207.

IN WITNESS WHEREOF, for the purposes of forming this corporation under the laws of the State of Florida, I, the undersigned, constituting the incorporator(s) of this Association has executed these Articles of Incorporation as of the 19 day of June, 2019.

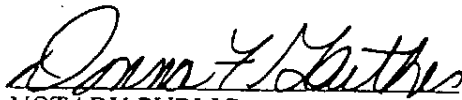
I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provide for in s.817.155, F.S.

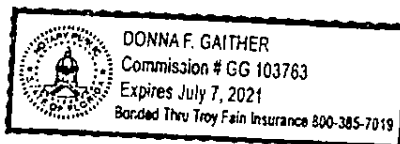


TIMOTHY P KELLY, Incorporator

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing Articles of Incorporation were acknowledged before me this 19 day of June, 2019, by Timothy P Kelly, as Incorporator, who is personally known to me.


NOTARY PUBLIC
State of Florida at Large
My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR THE SERVICE OF PROCESS WITHIN THE STATE
OF FLORIDA AND NAMING THE REGISTERED AGENT
UPON WHOM PROCESS MAY BE SERVED

SOUTHERN PINES HOMEOWNERS ASSOCIATION OF NASSAU COUNTY INC., desiring to organize under the laws of the State of Florida as a corporation not for profit, with its principal place of business in Duval County, Florida, has named TIMOTHY P. KELLY, PA, whose business office is 1016 LaSalle Street, Jacksonville, FL 32207, as its registered agent to accept service of process within this state, all in accordance with Section 607.034, Florida Statutes.

DATED this 19 day of June, 2019.

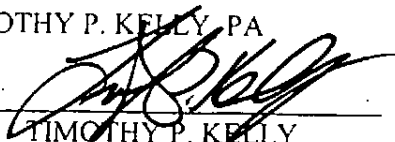


TIMOTHY P. KELLY
Incorporator

ACCEPTANCE

Having been named to accept service of process for the foregoing corporation at the place designated in this certificate, I hereby agree to act in such capacity and agree to comply with the provisions of the laws of the State of Florida relative to maintaining such registered office.

DATED this 19 day of June, 2019.

TIMOTHY P. KELLY, PA
By: 

TIMOTHY P. KELLY
Its: President