

# N19000006987

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.

(((H19000208854 3)))



H190002088543ABC4

**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 : UPCHURCH, BAILEY & UPCHURCH, P.A.  
Account Number : 075350000207  
Phone : (904)829-9066  
Fax Number : (904)825-4862

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

Email Address: director@habitatstjohns.org

**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**Canopy Oaks of St. Augustine Homeowners' Association, Inc.**

Certificate of Status	1
Certified Copy	0
Page Count	08
Estimated Charge	\$78.75

N. SAMS

JUL 10 2019

(H19000208854 3)

**ARTICLES OF INCORPORATION OF  
CANOPY OAKS OF ST. AUGUSTINE HOMEOWNERS' ASSOCIATION, INC.,  
a Corporation Not-for-Profit**

The undersigned natural person competent to contract, for the purpose of forming a corporation not-for-profit under Chapter 617, Florida Statutes, does hereby adopt the following Articles of Incorporation:

**ARTICLE I: NAME**

The name of the corporation shall be CANOPY OAKS OF ST. AUGUSTINE HOMEOWNERS' ASSOCIATION, INC. ("the Association").

**ARTICLE II: PURPOSE**

The purposes and objectives of the corporation are such as are authorized under Chapter 720, Florida Statutes (2019), and the Florida Corporation Not-for-Profit Act, Chapter 617, Florida Statutes (2019), as they may be amended from time to time, including providing for maintenance, preservation and architectural control of the Lots and Common Areas within that certain parcel of real property described on Exhibit A attached hereto ("the Property") pursuant to Chapter 720, Florida Statutes, and to promote the health, safety and welfare of the residents within the above-described Property.

**ARTICLE III: POWERS**

In addition to the general powers afforded a corporation not-for-profit under the laws of the State of Florida, the Association shall have all the powers reasonably necessary to implement the purpose of this Association, including without limitation the following powers:

A. Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Restrictions, and Easements for Canopy Oaks ("the Declaration") as same may be amended from time to time.

B. Fix, levy, collect and enforce payment of all charges or assessments pursuant to the terms of the Declaration and pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including without limitation all licenses, taxes or governmental charges levied or imposed against the Property of the Association and the expense of maintaining and repairing the surface water or stormwater management system described in subsection H.

(H19000208854 3)

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 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 terms and conditions as may be agreed to by the members, provided that no such dedication or transfer shall be effective unless consent to in writing by two-thirds (2/3) of each class of members, except as provided in the Declaration.

F. Participate in mergers and consolidations with other non-profit corporations organized for the same purposes and 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 unless otherwise authorized by the Declaration.

G. Have and exercise any and all powers, rights and privileges which a corporation organized under Chapter 617, Florida Statutes, may now or hereafter have or exercise.

H. Operate and manage the Surface Water or Stormwater Management System ("the System") in a manner consistent with the St. Johns River Water Management District permit No. 147853-1 and applicable District rules and regulation; assist in the enforcement of the Declaration of Covenants and Restrictions which relate to the System; and contract for services for the operation and maintenance of the System.

#### ARTICLE IV: MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot (including contract sellers but excluding persons or entities holding title merely as security for performance of an obligation) which is subject to assessment by the Association shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to assessment by the Association.

#### ARTICLE V: CLASSES OF MEMBERSHIP

A. **Class "A".** Class A members shall be all Owners, with the exception of the Developer (as defined in the Declaration). Each Owner shall be entitled to one

19 JUL -9 PM 2:19

(H19000208854 3)

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 more than one vote be cast with respect to any lot owned by a Class A member.

**B. Class "B".** The Class B member shall be the Developer, who shall be entitled to ten (10) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs first:

1. Three (3) months after ninety percent (90%) of all Lots in all phases of the Property that will ultimately be operated by the Association have been conveyed to members other than Developer. (For purposes of this section, the term "members other than Developer" shall not include builders, contractors, or others who purchase a Lot for the purpose of constructing improvements thereon for sale); or

2. At such time as the Developer, in its sole discretion, elects to terminate the Class B membership. Notwithstanding the foregoing, the Developer shall be entitled to elect at least one (1) member of the Board of Directors, and shall be entitled to appoint all of the members that do not constitute a majority, as long as Developer holds at least five percent (5%) of the Lots in the Property for sale in the ordinary course of business.

#### ARTICLE VI: EXISTENCE

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The corporation shall have perpetual existence.

#### ARTICLE VII: SUBSCRIBER

The name and address of the subscriber to these Articles of Incorporation is Malinda Everson, 7 Hopkins Street, St. Augustine, Florida 32084.

#### ARTICLE VIII: BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors. The initial Board of Directors shall consist of three (3) persons appointed by Developer. After the sale of the first lot, the Board shall consist of no fewer than three (3) nor more than seven (7) members and the Directors shall be elected as provided in the Bylaws. After Class B membership ceases as provided in Article IV, only owners of Lots may be Directors or officers. The Developer may appoint or elect non-owners while Class B membership exists. The number of Directors may be changed by amendment of the Bylaws of the Association. The name and addresses of the persons who shall serve as the initial Board of Directors until the selection of their successors are:

19 JUL - 6 PM 2:19

(H19000208854 3)

Malinda Everson

7 Hopkins Street  
St. Augustine, Florida 32084

Alexander Mansur

249 East Pisa Place  
St. Augustine, Florida 32084

Ginger Matlock

c/o MAY Management  
5455 A1A South  
St. Augustine, Florida 32080**ARTICLE IX: DISSOLUTION**

The Association may be dissolved only pursuant to the provisions Chapter 720, Florida Statutes, and the Declaration. Upon dissolution of the Association, other than as part of 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, or for the general welfare of the residents of the county in which the Property is located. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to similar purposes. In the event of termination, dissolution, or final liquidation of the Association, the responsibility for the operation and maintenance of the Surface Water or Stormwater Management System must be transferred to and accepted by an entity which would comply with Section 40C-42.027, F.A.C., and be approved by the St. Johns River Water Management District prior to such termination, dissolution, or liquidation.

**ARTICLE X: AMENDMENT**

Amendments to these Articles of Incorporation may be proposed by any member of the Association. These Articles may be amended at any annual meeting of the Association, or at any special meeting duly called and held for such purpose, on the affirmative vote of two-thirds (2/3) of each class of members existing at the time of and present at such meeting. Any amendment which alters the Surface Water or Stormwater Management System from its original condition must receive the approval of the St. Johns River Water Management District.

19 JUL -9 PM 2:19

(H19000208854 3)

**ARTICLE XI: INDEMNIFICATION**

Every director and 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 and appellate attorneys' fees, reasonably incurred by or imposed upon him or her 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 his or her serving or having served the Association at its request, whether or not he or she is a director or officer or is serving at the time the expenses or liabilities are incurred; provided, that in the event of a settlement before entry of judgment, and also when the person concerned is adjudged guilty of gross negligence or willful misconduct, indemnification shall apply only when the Board of Directors approves the settlement and/or reimbursement as being in the best interest of the Association. The foregoing right of indemnification shall be in addition to and not in lieu of any and all other rights to which that person may be entitled.

**ARTICLE XII: PRINCIPAL OFFICE, INITIAL REGISTERED OFFICE, AND REGISTERED AGENT**

The street and mailing address of the initial principal office and initial registered office of the Association is 7 Hopkins Street, St. Augustine, Florida 32084. The name of its initial Registered Agent at such address is Malinda Everson.

**ARTICLE XIII: BYLAWS**

Bylaws regulating operation of the corporation shall be adopted by the Board of Administration.

**ARTICLE XIV: DEFINITIONS**

Capitalized terms not defined in these Articles shall have the meanings set forth in the Declaration and Chapter 720, Florida Statutes.

  
\_\_\_\_\_  
Subscriber/Incorporator

(H19000208854 3)

**ACCEPTANCE BY REGISTERED AGENT**

I am familiar with and accept the duties and responsibilities as Registered Agent for the foregoing corporation.

Walter C.

19 JUL -9 PM 2:19

(H19000208854 3)

**EXHIBIT A**

**LOTS 2 THROUGH 24, BLOCK 2, A SUBDIVISION OF BLOCK 76, DANCY TRACT IN SECTION 41, TOWNSHIP 7 SOUTH, RANGE 29 EAST, ACCORDING TO THE MAP OR PLAT THEROF AS RECORDED IN PLAT BOOK 1 PAGE 15, OF THE PUBLIC RECORDS OF ST. JOHNS COUNTY, FLORIDA, LESS AND EXCEPT THOSE PORTIONS CONVEYED TO ST. JOHNS COUNTY FOR RIGHT-OF-WAY PURPOSES.**

19 JUL -9 PM 2:19  
19 JUL -9 PM 2:19