

Apr. 16, 2020 2:49PM

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**FLORIDA PROFIT/NON PROFIT CORPORATION
TRIBUTARY HOMEOWNERS ASSOCIATION, INC.**

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ARTICLES OF INCORPORATION
OF
TRIBUTARY HOMEOWNERS ASSOCIATION, INC.

The undersigned, acting as incorporator of a corporation not for profit under Chapters 617 and 720, Florida Statutes, adopts the following Articles of Incorporation ("Articles") for the corporation:

ARTICLE I
NAME

The name of this corporation is "Tributary Homeowners Association, Inc.", a Florida not for profit corporation, which shall be referred to as the "Association" in these Articles.

ARTICLE II
PRINCIPAL OFFICE

The Association's initial principal office and mailing address is 7807 Baymeadows Road East, Suite 205, Jacksonville, Florida 32256.

ARTICLE III
INTERPRETATION

All capitalized terms used herein that are not defined shall have the meaning set forth in the Declaration of Covenants, Conditions and Restrictions for Tributary, to be recorded by Three Rivers Developers, LLC, a Delaware limited liability company ("Developer"), in the public records of Nassau County, Florida, as such declaration may be amended from time to time ("Declaration"). In the case of any conflict between the Declaration, these Articles and the Bylaws of the Association ("Bylaws"), the Declaration governs over the Articles and Bylaws, and the Articles govern over the Bylaws, unless otherwise provided by law.

ARTICLE IV
PURPOSE AND POWERS OF THE ASSOCIATION

The Association does not contemplate pecuniary gain or benefit, direct or indirect, to its Members. The purposes for which the Association is formed are to: (a) promote the health, safety, and general welfare of the residents within all or any portion of that tract of land located in Nassau County, Florida, which is described in and made subject to the provisions of the Declaration, and any additions to such lands as hereafter may be brought within the Association's jurisdiction in the

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manner provided in the Declaration (collectively, the "Property"); and (b) perform all obligations and duties and to exercise all rights and powers of the Association as specified in the Declaration and the other governing documents described therein, and as provided by law.

In furtherance of its purposes, the Association is empowered to, without limitation:

- (a) exercise all powers authorized by Chapters 617 and 720, Florida Statutes;
- (b) exercise all powers necessary or desirable to perform the obligations and duties and to exercise the rights, powers, and privileges of the Association from time to time set forth in these Articles, the Declaration, and the Bylaws, including, without limitation, the right to enforce all of the provisions of these Articles, the Declaration, and the Bylaws pertaining to the Association in its own name;
- (c) in any lawful manner, acquire, own, hold, improve, operate, maintain, repair, replace, convey, sell, lease, transfer, assign and otherwise dispose of property of any nature whatsoever, real, personal, or mixed, tangible or intangible, in connection with the Association's affairs;
- (d) adopt budgets and fix, levy, collect, and enforce by any lawful procedure all charges or assessments established by, or pursuant to, the Declaration, including, without limitation, assessments for services or materials for the benefit of Owners or the Property for which the Association has contracted with third-party providers;
- (e) pay all costs, expenses, and obligations lawfully incurred in connection with the Association's affairs including, without limitation, all licenses, taxes, or other governmental charges levied or imposed against the Association's property;
- (f) maintain, control, manage, repair, replace, improve, and operate all the Common Areas and Common Maintenance Areas, including but not limited to any portion of the Surface Water Management System and related facilities not otherwise owned or maintained by Three Rivers Community Development District (the "CDD"), in a manner consistent with any applicable permits issued by the St. Johns River Water Management District ("SJRWMD"), applicable SJRWMD rules, and other governmental permits, if any, and assist in the enforcement of the provisions of the Declaration that relate to the maintenance of such systems and facilities;
- (g) borrow money for any lawful purpose and mortgage or otherwise encumber, exchange, pledge, deed in trust, hypothecate, assign, grant security interests in, or otherwise transfer any or all of its property as security for money borrowed, debts incurred, or any of its other obligations;
- (h) participate in mergers and consolidations with other nonprofit corporations organized for similar purposes, subject to such limitations as may be set forth in these Articles, the Declaration or the Bylaws;

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(i) from time to time adopt, amend, rescind, and enforce reasonable rules and regulations regarding the use of the Property and/or the Common Areas consistent with the rights and duties established by the Declaration;

(j) contract with others for performance of the Association's management and maintenance responsibilities under the Declaration, for the provision of services by the Association to others to the extent beneficial for the Owners or the Property, and for the furnishing of services or materials for the benefit of the Owners or the Property consistent with the provisions of the Declaration, including, without limitation, contracting for utility, telecommunications, internet, and security services;

(k) sue and be sued and appear and defend in all actions and proceedings;

(l) adopt, alter, and amend or repeal such Bylaws as may be necessary or desirable for the proper management of the Association's affairs, subject to such limitations as may be set forth in these Articles, the Declaration or the Bylaws; provided that such Bylaws may not be inconsistent with or contrary to any provisions of the Declaration; and

(m) have and exercise all rights, powers, and privileges that a corporation not for profit may now or hereafter have or exercise under the laws of the State of Florida, together with all other rights, powers, and privileges reasonably to be implied from the existence of any right, power, or privilege so granted, or granted by the Declaration, or these Articles, or reasonably necessary, convenient, or desirable to exercise any right, power, or privilege so granted.

The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers that may now or hereafter be allowed or permitted by law, subject to such limitations as may be set forth in these Articles, the Declaration or the Bylaws. The Association's powers may be exercised by its Board of Directors, unless indicated otherwise by these Articles, the Declaration or the Bylaws.

ARTICLE V

MEMBERSHIP; VOTING REQUIREMENTS

The Association shall be a membership corporation without certificates or shares of stock. The Owner of each Lot that is subject to the Declaration is a "Member" of the Association, including contract sellers, but excluding all persons who hold any interest in any Lot merely as security for the performance of an obligation. An Owner of more than one Lot is entitled to one membership for each Lot owned. Membership is appurtenant to, and may not be separated from ownership of at least one Lot that is subject to the provisions of the Declaration, or transferred except by transfer of record title to such Lot. There shall be two (2) classes of Membership as provided in the Declaration, which shall have such voting rights as set forth in the Declaration.

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ARTICLE VI
BOARD OF DIRECTORS

The number, manner of election, authority and indemnification of the Board of Directors, meetings and quorum requirements shall be as provided for in the Bylaws of the Association, as amended from time to time in accordance therewith.

ARTICLE VII
EXISTENCE AND DURATION

Existence of the Association shall commence with the filing of these Articles with the Secretary of State of the State of Florida. The Association exists perpetually. In the event of termination, dissolution or liquidation of the Association: (a) the assets of the Association shall be conveyed to an appropriate governmental unit or public entity, or, if not accepted by a governmental unit or public entity, conveyed to a non-profit corporation similar in nature to the Association, which shall assume the Association's responsibilities; and (b) the control or right of access to the land containing any portion of the Surface Water Management System owned by the Association shall be conveyed or dedicated to an appropriate governmental unit or public utility or, if not accepted by a governmental unit or public utility, conveyed to a not for profit corporation similar in nature to the Association, which shall assume the Association's responsibilities, if any, with respect to the Surface Water Management System.

ARTICLE VIII
AMENDMENTS

For so long as Developer has the right to appoint or elect a majority of the Board of Directors, these Articles may be amended by Developer without a vote of the membership and without the joinder or consent of the holder of any mortgage, lien or other encumbrance affecting any portion of the Property or any other Person. Thereafter, these Articles may be amended only upon a resolution duly adopted by the Board of Directors, with the affirmative vote or written consent of at least two-thirds (2/3) of the total voting interests of the Association, and the written consent of Developer for so long as Developer owns and holds any Lot for sale in the ordinary course of business.

ARTICLE IX
INITIAL DIRECTORS/OFFICERS

The initial Officers and Directors of the Association shall be:

Gregg Kern 7807 Baymeadows Road East, Suite 205 Jacksonville, FL 32256	President and Director
--	------------------------

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Liam O'Reilly
7807 Baymeadows Road East, Suite 205
Jacksonville, FL 32256

Vice President and Director

Michael Taylor
7807 Baymeadows Road East, Suite 205
Jacksonville, FL 32256

Secretary/ Treasurer and Director

ARTICLE IX
INCORPORATOR

The name and address of the incorporator of this corporation is:

Three Rivers Developers, LLC
7807 Baymeadows Road East, Suite 205
Jacksonville, FL 32256

ARTICLE X
REGISTERED AGENT AND OFFICE

The initial registered office of the Association is 7807 Baymeadows Road East, Suite 205, Jacksonville, Florida 32256, and the initial registered agent of the Association at such address is Three Rivers Developers, LLC, a Delaware limited liability company.

(continued on following page)

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IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the sole incorporator of the Association, has executed these Articles of Incorporation this 16 day of April, 2020.

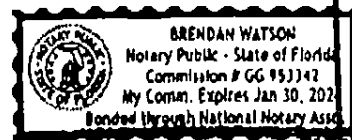
THREE RIVERS DEVELOPERS, LLC, a
Delaware limited liability company

By: Michael C. Taylor
Print Name: Michael C. Taylor
Title: Vice President

STATE OF FLORIDA
COUNTY OF St. Johns

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization this 16 day of April, 2020, by Michael C. Taylor as Vice President of Three Rivers Developers, LLC, a Delaware limited liability company, on behalf of the company. He ☐ is personally known to me or ☒ produced as identification.

Brendan Watson
Notary Public
Print Name: Brendan Watson
My Commission Expires: 1-30-24



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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

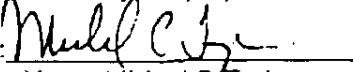
Pursuant to the provisions of Section 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Tributary Homeowners Association, Inc.
2. The name and address of the initial registered agent and office is:

Three Rivers Developers, LLC
7807 Baymeadows Road East
Suite 205
Jacksonville, Florida 32256

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

THREE RIVERS DEVELOPERS, LLC. a Delaware
limited liability company

By: 
Print Name: Michael C. Taylor
Title: Vice President