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FLORIDA PROFIT/NON PROFIT CORPORATION

Aterro Master Association, Inc.

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ARTICLES OF INCORPORATION OF ATERRO MASTER ASSOCIATION, INC. A Corporation Not for Profit

The Incorporator has executed these Articles of Incorporation (the "Articles") for the purpose of forming a corporation not for profit under Chapter 617 of the laws of the State of Florida, and certifies effective December 29, 2020:

ARTICLE I Name

The name of this corporation is Aterro Master Association, Inc., called the "Master Association" in these Articles.

ARTICLE II Office and Registered Agent

The Master Association's principal place of business and mailing address of the corporation is 751 Oak Street, Suite 110, Jacksonville, Florida 32204. Jeremy Hill, who maintains a business office at 751 Oak Street, Suite 110, Jacksonville, Florida 32204, is hereby appointed the initial registered agent of the Master Association. Both the Master Association's registered office and registered agent may be changed from time to time as provided by law.

ARTICLE III Purpose and Powers of The Master Association

Section 1. The Master Association does not contemplate pecuniary gain or profit to its members. It is formed to provide an entity to perform the responsibilities of the "Master Association", as set forth in the Master Declaration of Easements, Covenants and Restrictions for Aterro, as amended from time to time (the "Master Declaration") made by Edgewater Jacksonville Investors, LLC (the "Declarant") and recorded or to be recorded in the Public Records of Duval County, Florida, pertaining to that real property located in Duval County, Florida more particularly described in the Master Declaration (the "Property").

Section 2. Without limitation, the Master Association is empowered to:

- (a) <u>Declaration Powers</u>. Exercise all rights, powers, and privileges, and perform all duties of the Master Association from time to time set forth in the Master Declaration, including the right to enforce all of the provisions of the Master Declaration, these Articles of Incorporation and the Bylaws of the Master Association (collectively the "Governing Documents") in its own name.
- (b) Property. Own, hold, improve, operate, maintain, sell, lease, transfer, and otherwise dispose of property of any nature whatsoever, real, personal, or mixed, tangible or

intangible, in connection with this Master Association's affairs in accordance with provisions of the Master Declaration.

- (c) <u>Assessments</u>. Fix, levy, collect, and enforce by any lawful procedure all charges or assessments established by, or pursuant to the Master Declaration, including adequate assessment of fees for the costs of operation and maintenance of the Surface Water or Stormwater Management System.
- (d) <u>Costs</u>. Pay all costs, expenses, and obligations incurred in connection with the Master Association's affairs including, without limitation, all licenses, taxes, or other governmental charges levied or imposed against the Master Association's property.
- (e) <u>Maintenance</u>. Maintain, manage, repair, replace, and operate Common Areas and Common Maintenance Areas as defined in the Master Declaration, and perform the other maintenance responsibilities of the Master Association set forth in the Master Declaration, including the maintenance of the Surface Water or Stormwater Management System and all associated facilities. The Master Association shall operate, maintain, and manage the Surface Water or Storm Water Management System in a manner consistent with all permits and rules applicable to the Property.
- (f) <u>Reconstruction</u>. Reconstruct improvements after casualty and construct further improvements to the Common Areas and Common Maintenance Areas.
- (g) <u>Borrowings</u>. Borrow money and, with the approval of its members as may be required by the Governing Documents, mortgage, pledge, 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) <u>Regulations</u>. From time to time adopt, amend, rescind, and enforce reasonable rules and regulations consistent with the rights and duties established by the Master Declaration.
- (i) <u>Contract</u>. Contract with others for the performance of the Master Association's management and maintenance responsibilities under the Governing Documents and for the furnishing of services or materials for the benefit of the Property.
- (j) General. 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 Governing Documents, or reasonably necessary, convenient, or desirable to exercise any right, power, or privilege so granted.

ARTICLE IV Membership

Every Parcel Owner is a Member of the Master Association. The Declarant is a Member of the Master Association for each Parcel owned by Declarant and as to all portions of the Property owned by Declarant that have not been designated as Parcels. An Owner of more than one Parcel is entitled to one membership for each Parcel owned. Each membership is transferred automatically by conveyance of title to that Parcel whereupon the membership of the previous Owner automatically terminates. If any Parcel is subject to a declaration of condominium, declaration of covenants and restrictions, or similar document that establishes an association of owners within the Parcel, then the Parcel Association thus established, acting through its Board of Directors shall be exclusive representative to the Master Association and shall exercise all voting rights of the Members within the Parcel as to all matter relating to the Master Association with respect to such Parcel. Membership in the Master Association may not be transferred or encumbered except by the transfer of title to a Lot, Unit, Parcel or membership in the Master Association.

ARTICLE V Voting Rights

- Section 1. <u>Voting Rights</u>. Each Parcel is allocated one vote in the Master Association.
- Section 2. <u>Parcel Associations</u>. If any Parcel is developed as a condominium, platted subdivision or other form of development in which there is established a Parcel Association, then the Parcel Association shall have one vote in the Master Association. Furthermore, the Residential Parcel Association shall be the sole representative of the Lot Owners to the Master Association for the Residential Parcel and shall exclusively exercise voting rights appurtenant to the Residential Parcel on behalf of the Owners of Lots located therein.
- Section 3. <u>Designation of Voting Representatives</u>. If title to a Parcel is held by a corporation, partnership, limited liability company, or other business entity, the secretary of the corporation, the managing general partner or member, or other duly authorized entity representative shall file with the Master Association a certificate designating an authorized voting representative of the entity which shall be effective until rescinded. If more than one Person owns a record fee simple interest to an entire Parcel, all such Persons are Members, although the total votes allocated to the Parcel pursuant to Section 1 of this Article shall not change and no fractional vote shall be permitted. Each such co-owner shall file with the Master Association a certificate designating an authorized voting representative for the Parcel which shall be effective until rescinded.
- Section 4. <u>Voting Records</u>. The Master Association shall maintain records setting forth the total votes in the Master Association, the number of votes allocated to each Parcel, and the Persons authorized to exercise voting rights within the Master Association. Upon the request

of any Parcel Association, Parcel Owner or mortgagee of a Parcel, the Master Association shall issue a certificate in recordable form stating the number of votes allocated to the Parcel and the total votes within the Master Association.

ARTICLE VI Board of Directors

Section 1. Number. The Master Association's affairs are managed by a Board of Directors initially composed of three (3) Directors, who need not be Master Association members. The number of Directors may be changed from time to time upon the affirmative vote of a majority of the total voting interests in the Master Association, and the affirmative vote of the Declarant for so long as Declarant owns any Parcel or membership interest, provided there is always at least three (3) Directors and there is an odd number of Directors.

Section 2. <u>Term.</u> The Owner of the Commercial Parcel, the Multi-Use Recreational Facilities Parcel, and the Residential Parcel Association, shall each have the right to appoint one Director. Each member of the Board of Directors shall serve until he or she resigns, is removed from office, or his or her successor is duly appointed and qualified.

Section 3. <u>Initial Directors</u>. The names and addresses of the persons who will serve as Directors until their successors have been duly appointed and qualify, unless they sooner resign, are removed, or are incapacitated or otherwise unable to serve, are:

| <u>Name</u> | <u>Address</u> |
|-------------|--|
| Jeremy Hill | 751 Oak Street, Suite 110 Jacksonville, Florida 32204 |
| JT Thornton | 751 Oak Street, Suite 110 Jacksonville, Florida 32204 |
| David Smith | 14701 Philips Hwy. #300 Jacksonville, Florida 32256 |

ARTICLE VII Officers

The affairs of the Master Association shall be administered by the officers designated by the By-Laws. The officers shall be appointed by the Board of Directors at its first meeting following the annual meeting of the Master Association, and they shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

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Names and Addresses

Office .

Jeremy Hill

President

751 Oak Street, Suite 110 Jacksonville, Florida 32204

JT Thornton

Vice President

751 Oak Street, Suite 110 Jacksonville, Florida 32204

David Smith

Secretary

14701 Philips Hwy. #300 Jacksonville, Florida 32256

ARTICLE VIII Existence and Duration

This Master Association exists perpetually. In the event of termination, dissolution, or final liquidation of the Master 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 Florida Department of Environmental Protection prior to such termination, dissolution, or liquidation.

ARTICLE IX By-Laws

The Master Association's By-Laws initially will be adopted by the Board of Directors. The Declarant shall have the right without the joinder or consent of any Owner, the Master Association, the holder of any mortgage, lien or other encumbrance affecting any portion of the Property, or any other Person to amend the By-Laws: (i) to comply with any requirements of a governmental agency, institutional Mortgagee, or other Person (including the Federal National Mortgage Association, Veterans Administration, or the Federal Housing Authority) willing to make, insure, guaranty, or purchase mortgage loans secured by a Lot, a Parcel or other portions of the Property; or (ii) to cure any ambiguity or error or any inconsistency between the By-Laws and the other Governing Documents; or (iii) to comply with the requirements of any law, ordinance, regulation, permit, approval, or other instrument applicable to the Property. In addition, the By-Laws may also be amended by a majority vote of at any regular or special meeting duly called and convened, provided that, for so long as Declarant owns and holds any portion of the Property for sale in the ordinary course of business, all amendments must be approved by Declarant in writing.

ARTICLE X Amendments

These Articles of Incorporation may be amended by a majority vote of the Board of Directors, provided that, for so long as Declarant owns and holds any portion of the Property for sale in the ordinary course of business, all amendments must be approved by Declarant in writing.. However, the Declarant shall have the right without the joinder or consent of any Owner, the Master Association, the holder of any mortgage, lien or other encumbrance affecting any portion of the Property, or any other Person to amend these Articles: (i) to comply with any requirements of a governmental agency, institutional Mortgagee, or other Person (including the Federal National Mortgage Association, Veterans Administration, or the Federal Housing Authority) willing to make, insure, guaranty, or purchase mortgage loans secured by a Lot; or (ii) to cure any ambiguity or error or any inconsistency between these Articles and the other Governing Documents; or (iii) to comply with the requirements of any law, ordinance, regulation, permit, approval, or other instrument applicable to the Property. Thereafter, amendments to these Articles may be proposed in the manner from time to time provided by the laws of the State of Florida and shall be adopted if approved by the affirmative vote of the Members holding sixty-seven percent (67%) of the total voting interests of the Master Association at any regular or special meeting duly called and convened and by the affirmative vote of Declarant for so long as Declarant is a member of the Master Association.

ARTICLE XI Membership Voting Requirements

Section 1. <u>Percentage Requirements</u>. Unless any provision of these Articles, the Master Declaration or the By-Laws expressly require a greater percentage, the majority vote of those Members present and voting at a duly called and convened meeting of the Members shall constitute the act of the membership.

Section 2. <u>Extraordinary Approval Requirements</u>. Unless otherwise provided or specified in the Governing Documents and subject to all rights of the Declarant set forth in the Governing Documents the following must be approved by sixty-seven percent (67%) or more of the total voting interests of the Master Association: (i) any mortgaging of the Master Association's property; (ii) dissolution of this Master Association; and (iii) dedication or conveyance of Common Areas or Limited Common Areas to any public agency, authority, or utility, except to the extent the Declarant is authorized by the Master Declaration to convey or dedicate the Common Areas or Limited Common Areas. In addition, such actions shall require the written approval of the Declarant for so long as the Declarant is a Member of the Master Association.

Section 3. <u>Notice. Proxies, and Quorum Requirements</u>. Written notice of any membership meeting must be given to all Members not less than fourteen (14) days, nor more than forty-five (45) days, in advance of such meeting, setting forth its purpose. The presence, in person or by proxy, of Members entitled to cast a majority of the total votes of the membership

constitutes a quorum. If the required quorum is not present or represented, the Members entitled to vote shall have the power to adjourn the meeting, from time to time until the required quorum shall be present or represented. No such subsequent meeting shall be held more than sixty (60) days following the preceding meeting. Proxies must be registered with the Secretary of the Master Association prior to Members meetings. Proxies may be used to determine presence for quorum purposes.

Section 4. Written Action. Any action that may be taken at any membership meeting may be taken without a meeting and without a vote if: (i) written notice of the proposed action has been given to all Members; (ii) written consent, setting forth the action so taken, is signed by those Members entitled to exercise not less than the minimum number of votes necessary to authorize or take such action at a meeting; and (iii) within ten (10) days after obtaining such written consent, notice thereof is given to those Members who have not so consented in writing.

Section 5. <u>Certification</u>. An instrument signed by any executive officer of the Master Association and attested by the Master Association's Secretary is conclusive that any required approval has been obtained in the manner provided in these Articles as to Persons without actual knowledge to the contrary.

ARTICLE XII Interpretation

Reference is made to the terms and provisions of the Master Declaration where necessary to interpret, construe, and clarify the provisions of these Articles. All terms defined in the Master Declaration have the same meaning where used in these Articles, and the rules of interpretation set forth in the Master Declaration apply to the interpretation, construction, application, and enforcement of these Articles. By subscribing and filing these Articles, the Incorporator intends their provisions to be consistent with the provisions of the Master Declaration and to be interpreted, construed, applied, and enforced with those of the Master Declaration to avoid inconsistencies or conflicting results.

ARTICLE XIII Incorporator

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

Bert C. Simon, Esquire Gartner, Brock and Simon, LLP 1300 Riverplace Blvd., Suite 525 Jacksonville, Florida 32207 IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, being the Incorporator of the Aterro Master Association, Inc., has executed these Articles of Incorporation this 29th day of December, 2020.

Bert C. Simon, Incorporato

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

ATERRO MASTER ASSOCIATION, INC. desiring to organize under the laws of the State of Florida as a corporation not for profit with its principal place of business at 751 Oak Street, Suite 110, Jacksonville, Florida 32204, has named Jeremy Hill, whose business office is 751 Oak Street, Suite 110, Jacksonville, Florida 32204, as its registered agent to accept service of process within this state, all in accordance with Section 617.0501, Florida Statutes.

DATED this 29th day of December, 2020.

Bert C. Simon' Incorporator

ACCEPTANCE

Having been named to accept service of process for the foregoing corporation; at the place designated in this certificate, and being familiar with the obligations of such position, 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.

Jerenay Hill

DATED this 29th day of December, 2020.

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