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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
HUDSON GROVE HOMEOWNERS ASSOCIATION, INC.
(A Corporation Not for Profit)**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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These Amended and Restated Articles of Incorporation of Hudson Grove Homeowners Association, Inc., a Florida not for profit corporation, dated as of April 30, 2021, are being duly executed and filed by Michael Russo, its President, to amend and restate the original articles of incorporation, which were filed on April 14, 2021. These Amended and Restated Articles of Incorporation were duly executed and filed in accordance with Section 617 of the Florida Not For Profit Corporation. Hereinafter, any and all references to the Articles of Incorporation shall mean and refer to these Amended and Restated Articles of Incorporation, as may be amended from time to time.

ARTICLE I: NAME AND LOCATION

The name of this corporation is Hudson Grove Homeowners Association, Inc. (hereinafter referred to as the "Association"), and its initial office for the transaction of its affairs shall be 10475 Fortune Parkway, Suite 100, Jacksonville, FL 32256.

ARTICLE II: PURPOSES

This Association does not contemplate pecuniary gain or profit to the Members thereof, and no distribution of income to its Members, directors or officers shall be made, except that nothing herein shall prevent the Association from compensating persons who may be Members, directors or officers in exchange for services actually rendered to, or costs actually incurred for the benefit of, the Association in furtherance of one or more of its purposes. The general purpose of this Association is to promote the common interests of the property owners in Hudson Grove (hereinafter referred to as the "Community"), and the specific purpose is to perform the functions of the Association contemplated in the Declaration of Covenants and Restrictions for the Community recorded or to be recorded in the public records of Duval County, Florida (hereinafter referred to as the "Declaration"), as the same may in the future be amended, which purposes shall include, but not be limited to:

(a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration;

(b) Fix, levy, collect and enforce payment, by any lawful means, all charges or Assessments pursuant to the terms of the Declaration;

(c) Own and convey property;

(d) Establish Rules and Regulations;

(e) Sue and be sued;

(f) To pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association;

(g) Maintain, repair and replace Common Properties as contemplated by the Declaration and to enter into contracts for the provision of services to maintain and operate the Common Properties (including, but not limited to, the maintenance, repair and replacement of the Surface Water

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Drainage and Management System, in a manner consistent with the requirements of the WMD Permit and applicable WMD rules); and

(h) Have and exercise any and all other powers, rights and privileges of a not-for-profit corporation organized under the law of the State of Florida.

ARTICLE III: MEMBERSHIP AND VOTING RIGHTS

A. Eligibility. Every person, whether an individual, corporation or other entity, who is the record owner of a Lot that is subject to assessment pursuant to the Declaration shall become a Member of the Association upon the recording of the instrument of conveyance. If title to a Lot is held by more than one person, each such person shall be a Member. A Homeowner of more than one Lot is entitled to membership for each Lot owned. No person other than a Homeowner may be a Member of the Association, and a membership in the Association may not be transferred except by the transfer of title to a Lot; provided, however, the foregoing does not prohibit the assignment of membership and voting rights by a Homeowner who is a contract seller to such Homeowner's vendee in possession.

If more than one person owns a fee interest in any Lot, all such persons are Members, but there may be only one vote cast with respect to such Lot. Such vote may be exercised as the co-owners determine among themselves, but no split vote is permitted. Prior to any meeting at which a vote is to be taken, each co-owner must file a certificate with the secretary of the Association naming the voting co-owner entitled to vote at such meeting, unless such co-owners have filed a general voting certificate with the Secretary applicable to all votes until rescinded. Notwithstanding the foregoing, no separate certificate shall be necessary if title to any Lot is held in a tenancy by the entireties, and in such event either tenant is entitled to cast the vote for such Lot unless and until the Association is notified otherwise in writing by such co-tenants by the entireties.

B. Classes of Membership and Voting; Transfer of Control. The Association shall have 2 classes of voting membership - Class A and Class B. So long as there is Class B membership, Class A Members shall be all persons owning record title to the Lots of the Community ("Homeowners") except Declarant. All Class B memberships shall belong to Declarant. Upon termination of Class B membership as provided below, Class A Members shall be all Homeowners, including Declarant so long as such Declarant is a Homeowner. Voting shall be accomplished in accordance with the applicable provisions of the By-Laws. There shall be no cumulative voting for Directors or any other matters.

Class B membership shall cease to exist and shall be deemed to be converted into Class A membership upon the earlier of (a) a triggering event contained in Section 720.307(1) of the Act, or (b) the date that Declarant waives in writing its right to Class B membership, which waiver shall be evidenced by the recording of a certificate to such effect in the public records of the County. Upon termination of Class B membership, all provisions of the Declaration, Articles of Incorporation, or By-Laws referring to Class B membership will be obsolete and without further force or effect, including any provision requiring voting by classes of membership.

C. Transferability. Each membership is appurtenant to the Lot upon which it is based and is transferred automatically by conveyance of title to that Lot whether or not mention thereof is made in such conveyance of title.

ARTICLE IV: TERM OF EXISTENCE

The Association shall have perpetual existence. However, should the Association be terminated, dissolved or liquidated, the Surface Water Drainage and Management System will be transferred to and maintained by one of the entities identified in Sections 12.3.1(a) through (f) of the St. Johns River Water Management District's Applicant Handbook Volume I ("Handbook"), which entity shall have the powers listed in Sections 12.3.4(b)1. through 8. of the Handbook, the covenants and restrictions required in Sections 12.3.4(c)1. through 9. of the Handbook, and the ability to accept responsibility for the operation

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and routine custodial maintenance of the Surface Water Drainage and Management System described in the Declaration and in Section 12.3.4(d)1. or 2. of the Handbook prior to the Association's termination, dissolution or liquidation. The St. Johns River Water Management District shall approve such entity prior to such termination, dissolution or liquidation of the Association. Further, for purposes of clarity, the St. Johns River Water Management District shall have the right to take enforcement measures in accordance with Section 12.3.4(c)(8) of the Handbook.

ARTICLE V: MANAGEMENT

The affairs of the Corporation shall be managed by the Board, which shall consist of not less than 3 nor more than 7 individuals, the precise number to be fixed in the By-Laws or by the Board from time to time. Directors shall be elected for one year terms by the Members at the annual Members' meeting, to be held as scheduled by the Board in the last quarter of each fiscal year in the manner prescribed in the By-Laws of the Association, and shall hold office until their respective successors are duly elected and qualified; provided, however, that Declarant shall be entitled to solely appoint all Members of the Board prior to transfer of control. The Board shall elect a President, a Vice President, and a Secretary-Treasurer of the Association, and such other officers as may, in the opinion of the Board, from time to time be necessary to adequately administer the affairs of the Association. Such officers are to hold office at the pleasure of the Board or until their successors are duly elected and qualified. Officers may be Directors. Officers and Directors must be Members of the Association except with respect to those who are elected by the Class B Members. Any individual may hold 2 or more corporate offices, except that the offices of President and Secretary-Treasurer may not be held by the same person. The officers shall have such duties as may be specified by the Board or the By-Laws of the Association. Vacancies occurring on the Board and among the officers shall be filled in the manner prescribed by the By-Laws of the Association.

Notwithstanding the foregoing, the Class B Members shall have the right to elect all Directors as long as there shall be Class B membership, except that such Class A Members shall be entitled to elect at least one member of the Board (but not a majority of the directors until Transfer of Control has occurred) once fifty percent (50%) of the Lots in all phases of the Community which will ultimately be operated by the Association have been conveyed to the Class A Members.

ARTICLE VI: OFFICERS

The names of the officers who are currently serving until their successors are elected under the provisions of these Amended and Restated Articles of Incorporation and the By-Laws are the following:

Michael Russo - President
Derek Citino - Vice-President
Darren Gowens - Secretary/Treasurer

ARTICLE VII: INITIAL BOARD OF DIRECTORS

The number of persons constituting the current Board of Directors of the Association is three (3) and the names and addresses of the members of such current Directors, who shall hold office until their respective successors are elected pursuant to the provisions of these Amended and Restated Articles of Incorporation and the By-Laws, are the following:

Michael Russo	10475 Fortune Parkway, Suite 100 Jacksonville, FL 32256
Derek Citino	10475 Fortune Parkway, Suite 100 Jacksonville, FL 32256
Darren Gowens	10475 Fortune Parkway, Suite 100 Jacksonville, FL 32256

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ARTICLE VIII: BY-LAWS

The By-Laws of the Association have been adopted by the current Board of Directors, as named Article VII above. Hereinafter, the By-Laws may be altered, amended, or rescinded only in the manner provided in the By-Laws.

ARTICLE IX: AMENDMENTS

Prior to Transfer of Control, amendments to the Articles of Incorporation shall be adopted by the Board of Directors without any requirement or necessity for a vote of the Association membership or for consent by any party, except as may be otherwise specifically required herein or by applicable law. Subsequent to Transfer of Control, amendments to the Articles of Incorporation shall be made in the following manner:

(a) The Board of Directors shall adopt a resolution setting forth a proposed amendment and directing that it be submitted to a vote at a meeting of Members, which may be either the annual or a special meeting.

(b) Written notice setting forth the proposed amendment or a summary of the changes to be affected thereby shall be given to each Member of Record (as defined in the By-Laws) entitled to vote thereon within the time and in the manner provided by *Florida Statutes* for the giving of notice of meetings of Members. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

(c) At such meeting, a vote of the Members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of (1) a majority of the total eligible voting interests of the Class A Members, and (2) the Class B Member.

Any number of amendments may be submitted to the Members and voted upon by them at one meeting.

Notwithstanding the foregoing, (a) no amendment to the Articles of Incorporation shall be valid which affects any of the rights and privileges provided to Declarant without the written consent of Declarant as long as Declarant shall own any Lots in the Community, and (b) no amendment which will affect any aspect of the Surface Water Drainage and Management System shall be effective without the prior written approval of the St. Johns River Water Management District.

ARTICLE X: REGISTERED OFFICE AND AGENT

Pursuant to Section 48.091 and Section 607.0501, Florida Statutes, the name and address of the Initial Registered Agent for service of process upon the Association is:

CF Registered Agent, Inc.
100 S. Ashley Drive, Suite 400
Tampa, Florida 33601-3239

The preceding address is also the address of the registered office of the Association.

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CERTIFICATE OF AMENDMENT

Pursuant to Section 617.1007, Florida Statutes, the undersigned certifies that these Amended and Restated Articles of Incorporation of Hudson Grove Homeowners Association, Inc. (1) were approved by the directors on April 30, 2021, and (2) the sole member of Hudson Grove Homeowners Association, Inc. on April 30, 2021.

Dated as of the 4 day of November, 2021.

WITNESSES:

Hudson Grove Homeowners Association,
Inc., a Florida not-for-profit corporation

Name: [Signature]
Print Name: Jeff Gibson

By: [Signature]
Michael Russo, President

(Corporate Seal)

Name: [Signature]
Print Name: Janet Torrey

STATE OF FLORIDA
COUNTY OF Duval

The foregoing instrument was acknowledged before me, by means of ☒ physical presence or ☐ online notarization, this 4 day of November, 2021, by Michael Russo, as President of Hudson Grove Homeowners Association, Inc., a Florida not-for-profit corporation, on behalf of the corporation. He ☒ is personally known to me or ☐ has provided _____ as identification.

My Commission Expires:

(AFFIDAVITARY SEAL)
Sandra Gilbert
Comm: #HH097520
Expires: Feb. 25, 2025
Bonded Thru Aaron Notary

[Signature]
(Signature)

Name: S. Gilbert
(Legibly Printed or Typed)
Notary Public, State of Florida

HH 097520
(Commission Number, if any)

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, having been named as registered agent and to accept service of process for Hudson Grove Homeowners Association, Inc., hereby accepts the appointment as registered agent and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties and is familiar with and accepts the obligations of his position as registered agent.

CF Registered Agent, Inc.

A handwritten signature in black ink, appearing to read "Robert S. Freedman", written over a horizontal line.

By: Robert S. Freedman

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