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FLORIDA PROFIT/NON PROFIT CORPORATION

Brannan Field Park Master Association, Inc.

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T. SCOTT

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FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
COMMERCIAL SERVICES

**ARTICLES OF INCORPORATION
OF
BRANNAN FIELD PARK 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 April 7, 2022:

ARTICLE I

Name

The name of this corporation is BRANNAN FIELD PARK MASTER ASSOCIATION, INC., called the "Association" in these Articles.

ARTICLE II

Office and Registered Agent

The Association's principal place of business and mailing address of the corporation is 241 Atlantic Boulevard, Suite 201, Jacksonville, Florida 32266. W. Radford Lovett II, who maintains a business office at 241 Atlantic Boulevard, Suite 201, Jacksonville, Florida 32266, is hereby appointed the initial registered agent of the Association. Both the 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 Association

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

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

(a) **Declaration Powers.** Exercise all rights, powers, and privileges, and perform all duties of the 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 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 the Association's affairs in accordance with provisions of the Master Declaration.

(c) Assessments. 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 Systems.

(d) Costs. Pay all costs, expenses, and obligations 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.

(e) Maintenance. 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 Association set forth in the Master Declaration, including the maintenance of the Surface Water or Stormwater Management Systems and all associated facilities. The Association shall operate, maintain, and manage the Surface Water or Storm Water Management Systems in a manner consistent with all permits and rules applicable to the Property.

(f) Reconstruction. Reconstruct improvements after casualty and construct further improvements to the Common Areas and Common Maintenance Areas.

(g) Borrowings. Borrow money only after the unanimous approval of all of the Members and, 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) Regulations. 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) Contract. Contract with other non-affiliated Persons for the performance of the 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

There shall be three Members of the Association as follows: (i) the Declarant as the Owner of the Commercial Parcel until control of the Commercial Parcel Association has been transferred to Owners within the Commercial Parcel and then the Commercial Parcel Association shall be the Member for the Commercial Parcel; (ii) the Owner of Residential Parcel I; and (iii) the Declarant as the Owner of Residential Parcel II until the Residential Parcel II has been conveyed to a third party Owner and thereafter the Residential Parcel II Association when control of such Association has been transferred to Owners of Lots or Units within Residential Parcel II and then the Residential Parcel II Association shall be the Member for Residential Parcel II. 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 shall for purposes of the Association be deemed to be the Parcel Owner and, acting through its Board of Directors, shall be the exclusive representative to the Association and shall exercise all voting rights of the Owners within the Parcel as to all matter relating to the Association with respect to such Parcel. Membership in the Association may not be transferred or encumbered except by the transfer of title to a Parcel.

ARTICLE V

Voting Rights

Section 1. Voting Rights. Each Member of the Association is allocated one vote in the Association.

Section 2. Designation of Voting Representatives. 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 Association a certificate designating an authorized voting representative of the entity which shall be effective until rescinded.

Section 3. Voting Records. The Association shall maintain records setting forth the total votes in the Association, the number of votes allocated to each Parcel, and the Persons authorized to exercise voting rights within the Association.

ARTICLE VI

Board of Directors

Section 1. Number. The Association's affairs are managed by a Board of Directors composed of three (3) Directors, who need not be Association members.

Section 2. Term. The Directors shall be appointed as set forth in the Bylaws. 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.

Section 3. Initial Directors. 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> |
|----------------------|---|
| W. Radford Lovett II | 241 Atlantic Blvd, Suite 201 Neptune Beach, FL 32266 |
| Shepherd E. Colledge | 4167 Ortega Boulevard Jacksonville, FL 32210 |
| James R. Hoover | 3030 Hartley Road, Suite 310 Jacksonville, FL 32257 |

ARTICLE VII

Officers

The affairs of the Association shall be administered by the officers designated by the Bylaws. The officers shall be appointed by the Board of Directors at its first meeting following the annual meeting of the 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:

| <u>Names and Addresses</u> | <u>Office</u> |
|---|---------------|
| W. Radford Lovett II 241 Atlantic Blvd, Suite 201 Neptune Beach, FL 32266 | President |

Shepherd E. Colledge
4167 Ortega Boulevard
Jacksonville, FL 32210

Vice President/Treasurer

Sydney Gervin IV
241 Atlantic Blvd, Suite 201
Neptune Beach, FL 32266

Secretary

ARTICLE VIII

Existence and Duration

The Association exists perpetually. 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 Systems 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 IX

Bylaws

The Association's Bylaws initially will be adopted by the Board of Directors. The Declarant shall have the right without the joinder or consent of any Owner, the Association, the holder of any mortgage, lien or other encumbrance affecting any portion of the Property, or any other Person to amend the Bylaws: (i) to cure any ambiguity or error or any inconsistency between the Bylaws and the other Governing Documents; or (ii) to comply with the requirements of any law, ordinance, regulation, permit, approval, or other instrument applicable to the Property. In addition, the Bylaws may also be amended by the unanimous vote of all of the members of the Board of Directors 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 the unanimous 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 Member, Owner, the Association, the holder of any mortgage, lien or other encumbrance affecting any portion of the Property, or any other Person to amend these Articles to (i) cure any ambiguity or error or any inconsistency between these Articles and the other Governing Documents; or (ii) 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 a majority of the Members of the 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 Association and by the affirmative vote of the Owner of Residential Parcel I for so long as the Owner of Residential Parcel I is a member of the Association.

ARTICLE XI

Membership Voting Requirements

Section 1. Percentage Requirements. Unless any provision of these Articles, the Master Declaration or the Bylaws 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. Extraordinary Approval Requirements. 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 a unanimous vote of all the Members: (i) any mortgaging of the Association's property; (ii) dissolution of the Association; and (iii) dedication or conveyance of Common Areas to any public agency, authority, or utility, except to the extent the Declarant or the Association is authorized by the Master Declaration to convey or dedicate the Common Areas or any portion thereof. In addition, such actions shall require the written approval of the Declarant for so long as the Declarant is a Member of the Association.

Section 3. Notice, Proxies, and Quorum Requirements. 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 two thirds (2/3) 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 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; and (ii) written consent, setting forth the action so taken, is signed by all Members.

Section 5. Certification. An instrument signed by any executive officer of the Association and attested by the 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**

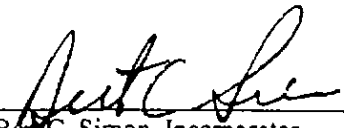
Reference is made to the terms and provisions of the Master Declaration where necessary to interpret, construe, and clarify the provisions of these Articles. All terms defined in the Master Declaration have the same meaning where used in these Articles, and the rules of interpretation set forth in the 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 BRANNAN FIELD PARK MASTER ASSOCIATION, INC., has executed these Articles of Incorporation this 11th day of April, 2022.


Bert C. Simon, Incorporator

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


IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

BRANNAN FIELD PARK MASTER ASSOCIATION, INC. DESIRING TO ORGANIZE
OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL
PLACE OF BUSINESS AT 241 ATLANTIC BLVD, SUITE 201, NEPTUNE BEACH, FL
32266, HAS NAMED W. RADFORD LOVETT II LOCATED AT 241 ATLANTIC BLVD,
SUITE 201, NEPTUNE BEACH, FL 32266, ITS AGENT TO ACCEPT SERVICE OF
PROCESS WITHIN FLORIDA.


Bert C. Simon,

Date: April 8, 2022

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPERTY AND
COMPLETE PERFORMANCE OF MY DUTIES.


Print Name: W. RADFORD LOVETT II

Date: 4/8, 2022