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## FLORIDA PROFIT/NON PROFIT CORPORATION

## Discovery Trails Owners Association, Inc.

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**ARTICLES OF INCORPORATION  
OF  
DISCOVERY TRAILS OWNERS ASSOCIATION, INC.  
(A Florida not-for-profit corporation)**

CLAY COUNTY VIDEO  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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**ARTICLE I - NAME AND DEFINITIONS**

The name of this corporation shall be Discovery Trails Owners Association, Inc. (the "Association"). All defined terms contained in these Articles shall have the meanings given to them by the Declaration of Covenants and Restrictions for Discovery Trails to be recorded in the public records of Clay County, Florida (the "Declaration").

**ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS**

The location of the Association's initial principal office and its mailing address shall be 4220 Race Track Road, St. Johns, Florida 32259, or at such other place as may be established by resolution of the Association's Board of Directors from time to time.

**ARTICLE III - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is 4220 Race Track Road, St. Johns, Florida 32259 and the name of its initial registered agent at such address is Mark C. Dearing.

**ARTICLE IV - PURPOSES**

The purposes for which the Association is organized are:

- A. To promote matters of common interest and concern of the Owners of the Property subject to the terms and provision of the Declaration.
- B. To own, maintain, repair and replace the Common Area, including without limitation the streets, street lights, landscaping, structures, and other improvements located thereon, for which the obligation to maintain and repair has been delegated to and accepted by the Association.
- C. To operate, maintain and manage the Surface Water or Stormwater Management System in a manner consistent with the St. Johns River Water Management District (the "District") Permit No. # 65850-199, as such permit may be amended, modified or reissued from time to time, and applicable District rules, and to assist in the enforcement of the restrictions and covenants contained therein.
- D. To cooperate with other associations responsible for administration of adjacent or contiguous properties in matters of common interest to the Association and such other associations and to contribute to such common maintenance interests whether within or without the Property.
- E. To provide, purchase, acquire, replace, improve, maintain, operate and repair such buildings, structures, landscaping, paving and equipment, and to provide such other services for the benefit of the members of the Association, as the Board in its discretion determines necessary, appropriate, and/or convenient.
- F. To operate without profit for the sole and exclusive benefit of its Members.
- G. To perform all of the functions contemplated for the Association and undertaken by the Board pursuant to the terms and conditions of the Declaration.

**ARTICLE V - GENERAL POWERS**

The general powers that the Association shall have are as follows:

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A. To hold funds solely and exclusively for the benefit of the Members for purposes set forth in these Articles of Incorporation.

B. To promulgate and enforce rules, regulations, bylaws, covenants, restrictions and agreements to effectuate the purposes for which the Association is organized.

C. To delegate power or powers where such is deemed in the interest of the Association.

D. To own Common Area and personal property related thereto, to enter into, make, perform or carry out contracts in furtherance of accomplishing the purposes for which the Association is formed of every kind with any person, firm, corporation or association; to do any and all acts necessary or expedient for carrying on any and all of the activities and pursuing any and all of the objects and purposes set forth in the Declaration and these Articles and not forbidden by the laws of the State of Florida.

E. To fix assessments to be levied against Lots to defray expenses and costs of effectuating the objects and purposes of the Association and to create reasonable reserves for such expenditures. The foregoing shall include the power to levy and collect adequate assessments against the Members for the costs of maintenance and operation of the Surface Water or Stormwater Management System. Such assessments shall be used for the maintenance and repair of the Surface Water or Stormwater Management System, including but not limited to, work within drainage structures and drainage easements.

F. To charge residents for services rendered by the Association and the users of the Association property where such is deemed appropriate by the Board of Directors of the Association and permitted by the Declaration.

G. To pay taxes and other charges, if any, on or against the Common Area and personal property related thereto.

H. To borrow money and, from time to time, to make, accept, endorse, execute and issue debentures, promissory notes or other obligations of the Association for monies borrowed, or in payment for property acquired, or for any of the other purposes of the Association, and to secure the payment of such obligations by mortgage, pledge, or other instrument of trust, or by lien upon, assignment of or agreement in regard to all or any part of the property rights or privileges of the Association wherever situated.

I. To merge with any other association which may perform similar functions located within the same general vicinity of the Property.

J. In general, to have all powers conferred upon a not-for-profit corporation by the laws of the State of Florida, except as prohibited herein or the Declaration.

#### **ARTICLE VI – MEMBERS**

The members ("Members") shall consist of each Owner.

#### **ARTICLE VII – VOTING AND ASSESSMENTS**

A. Subject to the restrictions and limitations hereinafter set forth, each Member shall have one vote for each Lot owned and may vote in person or by proxy at a duly called meeting of the Association at which a quorum is present or by mail ballot where authorized by these Articles or the Bylaws.

B. When an Owner is comprised of one or more persons or entities, all such persons shall be Members, and the vote(s) for the applicable Lot(s) (on the basis of one vote per Lot) shall be exercised as they among themselves shall determine. The vote allocated to any Owner pursuant to these Articles cannot be divided for any issue and must be voted as a whole, except where otherwise required by law. Except where a greater affirmative vote is required pursuant to these Articles, the Declaration or applicable law, the affirmative vote of a majority of the votes allocated

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to the Members cast at any meeting of the Members duly called at which a quorum is present shall be binding upon the Members and the Association.

C. The Association will obtain funds with which to operate by assessment of the Owners in accordance with the provisions of the Declaration.

D. The Association may conduct elections and other membership votes through an internet-based voting system pursuant to the provisions of Section 720.317, Florida Statutes as now in effect and hereafter supplemented, modified or amended.

#### **ARTICLE VIII – BOARD**

A. The affairs of the Association shall be managed by a Board consisting of three (3) Directors. The Declarant shall have the right to appoint Directors to the Board until such times as the Owners are entitled to elect a Director or a majority of the Directors to the Board in accordance with the provisions of Sections 720.307(1) and -(2), Florida Statutes (2019).

B. Elections shall be by plurality vote. At the first annual meeting of the Association after the transition of control of the Association from Declarant to the Members of the Association, the term of office of one (1) Director elected by the Owners shall be established at one (1) year, and the terms of office of two (2) Directors shall be established at two (2) years each. Thereafter, as many Directors shall be elected as there are regular terms of office of Directors expiring at such time; and the term of each Director so elected at each annual meeting shall be for two (2) years expiring at the second annual meeting following their election, and thereafter until their successors are duly elected and qualified, or until removed from office with or without cause by the affirmative vote of a majority of the Members. In no event can a Board member appointed by the Declarant be removed except by action of the Declarant. Any Director appointed by the Declarant shall serve at the pleasure of the Declarant, and may be removed from office, and a successor Director may be appointed, at any time by the Declarant.

C. The names and addresses of the members of the first Board who shall hold office until until such times as the Owners are entitled to elect a Director or a majority of the Directors to the Board in accordance with the provisions of Sections 720.307(1) and -(2), Florida Statutes (2019) and until their successors are elected or appointed and have qualified, are as follows:

Jennifer Grose  
4220 Race Track Road  
St. Johns, FL 32259

Mark Zalik  
4220 Race Track Road  
St. Johns, FL 32259

Brett S. Infante  
4220 Race Track Road  
St. Johns, FL 32259

#### **ARTICLE IX - OFFICERS**

A. The Officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board may from time to time by resolution create. Any two (2) or more offices may be held by the same person except the offices of President and Secretary. Officers shall be elected for one (1) year terms in accordance with the procedure set forth in the Bylaws. The names of the officers who are to manage the affairs of the Association until the first annual meeting of the Members and until their successors are duly elected and qualified are:

President  
Vice President  
Secretary and Treasurer

Jennifer Grose  
Mark Zalik  
Brett S. Infante

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#### **ARTICLE X – CORPORATE EXISTENCE**

The Association shall have perpetual existence. These Articles shall become effective upon filing as prescribed by law. Existence of the Association shall commence with the filing of these Articles with the Secretary of State, Tallahassee, Florida.

#### **ARTICLE XI - BYLAWS**

The Board shall adopt Bylaws consistent with these Articles. Such Bylaws may be altered, amended or repealed by resolution of the Board of Directors.

#### **ARTICLE XII - AMENDMENTS TO ARTICLES OF INCORPORATION**

These Articles may be altered, amended or repealed upon the affirmative vote of Members holding a majority of the total votes allocated to the Members pursuant to these Articles.

#### **ARTICLE XIII - INCORPORATOR**

The name and address of the Incorporator is as follows:

Mark C. Dearing, Esq.  
4220 Race Track Road  
St. Johns, FL 32259

#### **ARTICLE XIV - INDEMNIFICATION OF OFFICERS AND DIRECTORS**

A. To the extent allowed by law, the Association hereby indemnifies any Director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

1. Whether civil, criminal, administrative, or investigative, other than one by or in the right of the Association to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as a Director or officer of the Association or as a director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association, and in criminal actions or proceedings, without reasonable grounds for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in the best interest of the Association or that he had reasonable grounds for belief that such action was unlawful.

2. By or in the right of the Association to procure a judgment in its favor by reason of his being or having been a Director or officer of the Association, or by reason of his being or having been a director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against the reasonable expenses including attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein if such person acted in good faith in the reasonable belief that such action was in the best interest of the Association. Such person shall not be entitled to indemnification in relation to matters to which such person has been adjudged to have been guilty of gross negligence or misconduct in the performance of his duty to the Association unless, and only to the extent that, the court, administrative agency, or investigative body before which such action, suit or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

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B. The Board shall determine whether amounts for which a Director or officer seek indemnification were properly incurred and whether such Director or officer acted in good faith in a manner he reasonably believed to be in the best interests of the Association, and whether, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding.

C. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Association to indemnify under applicable law.

**ARTICLE XV - TRANSACTION IN WHICH DIRECTORS  
OR OFFICERS ARE INTERESTED**

A. No contract or transaction between the Association and one or more of its Directors or officers, or between the Association and any other corporation, partnership, association, or other organization in which one or more of its Directors or officers are Directors or officers, or in which they have a financial interest, shall be invalid, void or voidable solely for this reason, or solely because the Director or officer is present at or participates in the meeting of the Board or committee thereof which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose. All such contracts or transactions shall, however, be fair and reasonable and upon terms reasonably comparable to those which could be obtained in arms length transactions with unrelated entities. No Director or Officer of the Association shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.

B. Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

**ARTICLE XVI - DISSOLUTION OF THE ASSOCIATION**

A. Upon dissolution of the Association, all of its assets remaining after provisions for creditors and payment of all costs and expenses of such dissolution shall be distributed in the following manner:

1. Dedication to any applicable municipal or other governmental authority of any property determined by the Board of Directors of the Association to be appropriate for such dedication and which the authority is willing to accept.

2. Remaining assets shall be distributed among the Members, subject to the limitation set forth below, each Member's share of the assets to be determined by multiplying such remaining assets by a fraction the numerator of which is all amounts assessed by the Association since its organization against the portion of Property which is owned by the Member at that time, and the denominator of which is the total amount (excluding penalties and interest) assessed by the Association against all properties which at the time of dissolution are part of the Property. The year of dissolution shall count as a whole year for purposes of the preceding fractions.

B. The Association may be dissolved upon a resolution to that effect being approved by a majority of the Board of Directors and by two thirds (2/3) of the Members. In the event of incorporation by annexation or otherwise, of all or part of the Property by a political subdivision of the State of Florida, the Association may be dissolved in the manner set forth above.

C. In no event shall the Association be dissolved, and any attempt to do so shall be ineffective, unless and until maintenance responsibility for the Surface Water or Stormwater Management System and discharge facilities located within the Property is assumed by an entity in compliance with Rule 62-330.310, Florida Administrative Code, and Applicant's Handbook Volume I, Section 12.3, acceptable to the St. Johns River Water Management District, Florida Department of Environmental Regulation, or other governmental authority having jurisdiction, pursuant to the requirements of Rule 62-330, Florida Administrative Code, or other administrative regulation of similar import. Further, such dissolution shall require the prior approval of the Army Corps of Engineers.

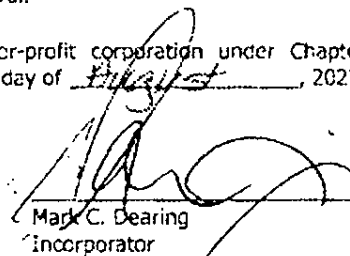
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**ARTICLE XVII - MERGERS AND CONSOLIDATIONS**

Subject to the provisions of the Declaration applicable to the Property and to the extent permitted by law, the Association may participate in mergers and consolidations with other not-for-profit corporations organized for the same purposes, provided that any such merger or consolidation shall be approved in the manner provided by Chapter 617, Florida Statutes as the same may be amended from time to time. For purposes of any vote of the Members required pursuant to said statutes, for so long as the Builder shall own any portion of the Property, any such merger or consolidation shall require the Builder's prior approval.

For the purpose of organizing a not-for-profit corporation under Chapter 617, Florida Statutes, the Incorporator hereby signs this document this 29 day of August, 2022.

  
\_\_\_\_\_  
Mark C. Dearing  
Incorporator

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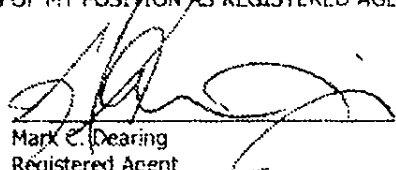
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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the below named 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 Discovery Trails Owners Association, Inc.
2. The name and address of the registered agent and office are Mark C. Dearing, 4220 Race Track Road, St. Johns, FL 32259.

HAVING BEEN NAMED AS REGISTERED AGENT AND 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 FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
\_\_\_\_\_  
Mark C. Dearing  
Registered AgentDate: 8/29/22

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