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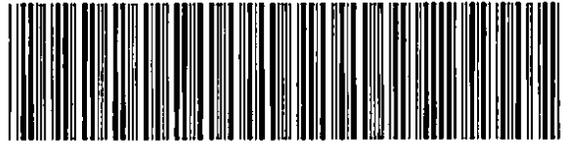
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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Ellis Station Homeowners Association, Inc.

DOCUMENT NUMBER: N23000003470

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Alexandra M. Amador, Esq.

(Name of Contact Person)

McCabe & Ronsman

(Firm/ Company)

110 Solana Rd., Suite 102

(Address)

Ponte Vedra Beach, FL 32034

(City/ State and Zip Code)

mike.murray@tpam.biz

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Alexandra M. Amador

(Name of Contact Person)

at 904

(Area Code)

396-0090 xt 226

(Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|--|--|--|--|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed) |
|--|--|--|--|

Mailing Address

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

ARTICLES OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION OF
ELLIS STATION HOMEOWNERS ASSOCIATION, INC

(a corporation not-for-profit)

Document Number: N23000003470

Pursuant to the provisions of section 617.1006, Florida Statutes, this Florida Not For Profit Corporation adopts the following Amended and Restated Articles of Incorporation of Ellis Station Homeowners Association, Inc. as follows:

ARTICLE I
NAME

The name of the corporation is Ellis Station Homeowners Association, Inc., hereafter called the "Association."

ARTICLE II
PRINCIPAL OFFICE

The principal office of the Association is located at 1819 Goodwin Street, Jacksonville, FL 32204.

ARTICLE III
REGISTERED AGENT

Total Professional Association Management, whose address is 327 Office Plaza Drive, Suite 211, Tallahassee, FL 32301 is hereby appointed as initial registered agent of the Association.

ARTICLE IV
PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purpose for which it is formed are to provide for maintenance, preservation and architectural control of the residence Lots and Common Areas within that certain property described in the Declaration of Covenants and Restrictions for Ellis Station, ("Declaration") and to promote the health, safety and welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

(a) exercise all of the powers and privileged and to perform all of the duties and obligations of the Association as set forth in that certain Declaration and Bylaws applicable to the property, as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length:

(b) fix, levy, collect, and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes, or governmental charges levied or imposed against the property of the Association;

(c) acquire (by gift, purchase, or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use, or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) borrow money, and with the assent of two-thirds (2/3) of each class of members mortgage, pledge, deed in trust, or hypothecate any and all of its real or personal property as security for money borrowed or debts incurred;

(e) dedicate, sell, or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless approved by the affirmative vote or by written consent of two-thirds (2/3) of each class of members agreeing to such dedication, sale, or transfer;

(f) participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation, or annexation shall have the assent of two-thirds (2/3) of each class of members;

(g) have and to exercise any and all powers, rights, and privileges which a corporation organized under the Non-profit Corporation Law of the State of Florida by law may not or hereafter have or exercise.

ARTICLE V MEMBERSHIP

Every person or entity who is an Owner, as defined in the Declaration, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership or any Lot which is subject to assessment by the Association and there shall be no other qualifications for membership in the Association.

ARTICLE VI VOTING RIGHTS

The Association shall have two classes of voting membership:

(a) **Class A Members.** Class A Members shall be all Owners, with the exception of Developer, who shall be entitled to one (1) vote for each Lot owned. When more than one (1)

person holds an interest in any Lot, all such persons shall be Members. However, the vote for any such Lot shall be exercised as Owner's thereof shall determine, but in no event shall more than one (1) vote be cast with respect to any Lot.

(b) **Class B Members.** Class B Member shall be Developer who shall be entitled to ten (10) votes for each vote held by Class A Members. The Class B Membership shall cease and be converted to Class A Membership on the happening of either of the following events, whichever occurs earlier:

(i) Three (3) months after ninety percent (90%) of the Lots or other parcels located within all phases of the Subdivision that will ultimately be subject to administration by the Association have been conveyed to members of the Association other than builders, contractors, or others who purchased a Lot or parcel for the purpose of constructing improvements thereon for resale; or

(ii) Such earlier date as Developer may choose to terminate the Class B Membership upon notice to the Association.

(iii) Upon the Developer abandoning or deserting its responsibility to maintain and complete the amenities or infrastructure as disclosed in the governing documents. There is a rebuttable presumption that the developer has abandoned and deserted the property if the Developer has unpaid Assessments or guaranteed amounts under s. 720.308 for a period of more than 2 years;

(iv) Upon the developer filing a petition seeking protection under chapter 7 of the federal Bankruptcy Code;

(v) Upon the developer losing title to the property through a foreclosure action or the transfer of a deed in lieu of foreclosure, unless the successor owner has accepted an assignment of developer rights and responsibilities first arising after the date of such assignment; or

(vi) Upon a receiver for the developer being appointed by a circuit court and not being discharged within 30 days after such appointment, unless the court determines within 30 days after such appointment that transfer of control would be detrimental to the association or its members.

ARTICLE VII BOARD OF DIRECTORS

The Board of Directors of the Association shall be composed of not less than three (3) Directors, who shall be members of the Association. The number of directors may be changed by in accordance with the provision of the Bylaws of the Association.

ARTICLE VIII
MANNER OF ELECTION

The manner in which the directors are elected and appointed shall be as set forth in the Bylaws.

ARTICLE IX
OFFICERS

The affairs of the corporations shall be managed by a president and vice-president, which shall be members of the Board of Directors, a secretary and treasurer. Officers shall be elected annually by the Board of Directors at the first meeting of the Board of Directors following the annual meeting of the members. The officers of the corporation who shall serve until the first election are as follows:

Christian A. Allen– President
1819 Goodwin St.
Jacksonville, FL 32204

George Leone– Vice President
1819 Goodwin St.
Jacksonville, FL 32204

Michael O’Neal– Secretary
1819 Goodwin St.
Jacksonville, FL 32204

ARTICLE X
DURATION

Existence of the Association shall commence with the filing of these Articles with the Secretary of State, Tallahassee, Florida. The Association shall exist perpetually.

ARTICLE XI
AMENDMENTS

Amendment to these Articles may be proposed by the Board of Directors or by not less than thirty percent (30%) of the entire membership and adoption of any such amendment shall require the assent of a majority of each class of members.

ARTICLE XII
BYLAWS

The initial Bylaws of the corporation shall be adopted by the Board of Directors. Thereafter, bylaws may be adopted, altered, or rescinded in accordance with the terms set forth in the Bylaws.

ARTICLE XIII
INCORPORATOR

Name: Christian A. Allen
Address: 1819 Goodwin St.
Jacksonville, FL 32204

ARTICLE XIV
INDEMNIFICATION

Every Director, Officer, employee, and designated agent (as may be designated in other contracts with such agent) of the Association shall be indemnified by the Association and against all expenses and liabilities, including attorneys' fees and costs reasonably incurred or imposed upon the Director, Officer, employee, or designated agent in connection with any proceeding or settlement of a dispute to which the Director, Officer, employee, or designated agent may be a party, or in which the Director, Officer, employee, or designated agent may become involved by reason of being or having been a Director, Officer, employee, or designated agent of the Association, regardless of whether that person maintained his or her position at the time such expenses are incurred; provided, however, that no such Director, Officer, employee, or designated agent shall be entitled to indemnification in the event that such person: (i) committed a violation of criminal law, unless the Director, Officer, employee, or designated agent had reasonable cause to believe his or her conduct was lawful and not no reasonable cause to believe his or her conduct was unlawful; (ii) engaged in a transaction from which the Director, Officer, employee, or designated agent derived an improper personal benefit; (iii) made an unlawful distribution as provided by Florida law; or (iv) engaged in willful misconduct or a conscious disregard for the best interests of the Association in the performance of his or her duties. The Association may advance expenses, including attorneys' fees and costs, associated with any legal action instituted against a Director, Officer, employee, or designated agent upon approval of a majority of the Board of Directors, exclusive of any Director seeking indemnification; provided, however, that the Association shall be entitled to reimbursement if it is ultimately determined that the Director, Officer, employee, or designated agent was not entitled to indemnification in accordance with this Article. In the event of a settlement, the indemnification set forth herein shall apply only when the Board of Directors, exclusive of any Director seeking indemnification, approves such settlement and reimbursement as being in the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all of the rights to which Directors, Officers, employees, or designated agents may be entitled.

ARTICLE XV
DISSOLUTION

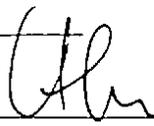
In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the stormwater management system must be transferred to and accepted by an entity which complies with Rule 62-330.310, F.A.C., and Applicant's Handbook Volume I, Section 12.3, and be approved by the Agency prior to such termination, dissolution or liquidation.

ARTICLE XVI
REQUIRED ADOPTION INFORMATION

Date of adoptions: These Amended and Restated Articles of Incorporation are adopted as of the date this document is signed below.

There are no members or members entitled to vote on the amendment(s). These Amended and Restated Articles of Incorporation were adopted by the board of directors.

I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

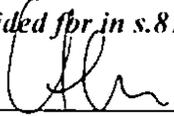
Dated: 4/7/23
Signature: 
Printed Name: Christian Allen
Title: President

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act.

Ellis Station Homeowners Association, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, County of Duval, State of Florida, has named Total Professional Association Management, 327 Office Plaza Drive, Suite 211, Tallahassee, FL 32301, as its agent to accept service of process within the State.

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.



Required Signature of Incorporator

4/7/23

Date

Printed Name: Christian A. Allen

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.


Required Signature of Registered Agent

4/7/23
Date

Michael Murray
Print Name

As C.O.O. of
Total Professional Association Management