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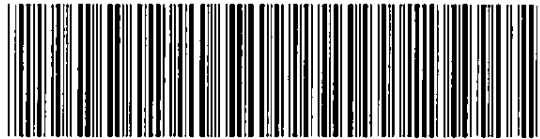
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COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: KINGS LANDING OWNERS ASSOCIATION, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☒ \$78.75 + 2 pgs - ☐ \$87.50
Filing Fee \$80.75 Filing Fee,
& Certified Copy Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Alexandra M. Amador, Esq. / McCabe & Ronsman
Name (Printed or typed)

110 Solana Road, Suite 102
Address

Ponte Vedra Beach, FL 32082
City, State & Zip

904-396-0090 x1226
Daytime Telephone number

mike.murray@tpam.biz

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

NOTE: Please provide the original and one copy of the articles.

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**ARTICLES OF INCORPORATION OF
KINGS LANDING OWNERS ASSOCIATION, INC.**
In compliance with Chapter 617, F.S.. (Not-for-Profit)

The undersigned incorporator, for the purpose of forming a Florida not-for-profit corporation, hereby adopts the following Articles of Incorporation:

ARTICLE I. NAME AND DEFINITIONS.

The name of this corporation shall be Kings Landing Owners Association, Inc. (the "Association"). All defined terms contained in these Articles shall have the same meanings as such terms are defined by the Declaration of Covenants and Restrictions for Kings Landing, recorded or to be recorded in the public records of Duval County, Florida (the "Declaration").

ARTICLE II. PRINCIPAL OFFICE AND MAILING ADDRESS.

The location of the Association's principal office and mailing address shall be 1819 Goodwin St., Jacksonville, Florida, 32204, or at such other place as may be established by resolution of the Association's Board of Directors from time to time.

ARTICLE III. PURPOSES

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 and preservation of the Common Areas and architectural control of the Lots and within that certain property described in the Declaration. The general nature, objects and purposes of the Association are:

A. To promote matters of common interest and concern of the Owners of property within the real property subject to the terms and provisions of the Declaration.

B. To own, maintain, repair and replace the Common Area, including without limitation the structures, landscaping 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 all permits issued by the St. Johns River Water Management District and the United States Army Corps of Engineers, and all laws and regulations pertaining thereto, and to assist in the enforcement of the Declaration which relate to the Surface Water or Stormwater Management System.

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, equipment, and to provide such other services for the benefit of the members of the Association, as the Board of Directors 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 of Directors pursuant to the terms and conditions of the Declaration.

ARTICLE IV. GENERAL POWERS

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

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, including without limitation, governing the use of Lots and Common Areas.

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

D. To purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of real or personal property, to enter into, make, perform or carry out contracts of every kind with any person, firm, corporation or association (including without limitation contracts for services to provide for operation and routine custodial maintenance of the Surface Water or Stormwater Management System); 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 of Incorporation and not forbidden by the laws of the State of Florida.

E. To fix assessments to be levied against all or any portion of the Property to defray expenses and costs of effectuating the objects and purposes of the Association and to create reasonable reserves for such expenditures, and to authorize its Board of Directors to enter into agreements with other property owner's associations or maintenance entities for the collection of such assessments. 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 retention areas, drainage structures and drainage easements.

F. To charge recipients 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 property owned, accepted, or maintained by the Association.

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 corporation by the laws of the State of Florida, except as prohibited herein and by the terms and conditions set forth in the Declaration.

ARTICLE V. MEMBERS.

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 AND ASSESSMENTS.

A. Subject to the restrictions and limitations hereinafter set forth, each Member shall be entitled to the number of votes in the Association computed as follows:

1. The Members, other than the Developer, who are Owners shall have one (1) vote for each Lot owned by them. The votes of Members who are Owners shall be exercised directly by such Owners or their authorized representatives.
2. The Developer shall be entitled to ten (10) votes for each vote held by Class A Members. The Developer shall have such voting rights until the first to occur of: (i) three (3) months after ninety percent (90%) of the Lots in all phases of Property (including any lands which may be annexed into the Property pursuant to the Declaration) have been conveyed to Members other than builders, contractors, or others who purchase a Lot for the purpose of constructing improvements thereon for resale, or (ii) such earlier date as the Developer may elect to terminate such voting rights by notice to the Association. Thereafter, the Developer shall have one (1) vote for each Lot owned by the Developer.

B. When an owner who is a Member is comprised of one or more persons or entities, all such persons shall be Members, and the vote(s) for the applicable portions of the Property shall

be exercised as they among themselves shall determine. The votes allocated to an Owner cannot be divided for any issue and must be voted as a whole, except where otherwise required by law. The affirmative vote of a majority of the votes allocated to the Members cast at any meeting of the Members duly called at which a quorum is present, or cast by written ballot by a quorum of the membership, 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, as supplemented by the provisions of the Articles and Bylaws of the Association relating thereto. Any member who is delinquent in the payment of assessments due to the Association shall be deemed to be not in good standing with the Association for the period of time that such delinquency shall continue.

ARTICLE VII. BOARD OF DIRECTORS.

A. The affairs of the Association shall be managed by a Board of Directors consisting of three (3) Directors. Directors other than those appointed by the Developer shall be Members of the Association and need not be residents of the State of Florida. Until such time that the Members other than the Developer become entitled to elect a majority of the members of the Board of Directors pursuant to Section 720.307, Florida Statutes, the Developer shall have the right to appoint all of the Directors; provided, however, the Members other than the Developer shall be entitled to elect one (1) Director at the annual meeting of the Association following the date that fifty percent (50%) of the Lots in all phases of Property (including any lands which may be annexed into the Property pursuant to the Declaration) have been conveyed to Members other than builders, contractors, or others who purchase a Lot for the purpose of constructing improvements thereon for resale. The Developer shall be entitled to elect at least one (1) Director for so long as the Developer holds for sale in the ordinary case of business, at least five percent (5%) of the Lots in all phases of the Property (including any lands which may be annexed into the Property pursuant to the Declaration). To the fullest extent permitted by law, Developer's determination of phasing and the number of Lots to be developed on the Property (as may be expanded) shall be controlling for all purposes of these articles.

B. Elections shall be a plurality vote and in the manner set forth in the Bylaws. In no event can a board member appointed by the Developer be removed except by action of the Developer. Any Director appointed by the Developer shall serve at the pleasure of the Developer, and may be removed from office, and a successor Director may be appointed, at any time by the developer.

C. The names and addresses of the members of the first Board of Directors who shall hold office until the first annual meeting of the Members and until their successors are elected or appointed and have qualified, are as follows:

Christian A. Allen
1819 Goodwin St.
Jacksonville, Florida 32204

George Leone
1819 Goodwin St.
Jacksonville, Florida 32204

Michael O'Neal
1819 Goodwin St.
Jacksonville, Florida 32204

ARTICLE VIII. OFFICERS.

The Officers of the Association shall be President, 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 are qualified are:

| | |
|---------------------|--------------------|
| President | Christian A. Allen |
| Vice President | George Leone |
| Treasurer/Secretary | Michael O'Neal |

ARTICLE IX. CORPORATE EXISTENCE.

The Association shall have perpetual existence. These Articles shall become effective upon filing as prescribed by law.

ARTICLE X. BYLAWS.

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

ARTICLE XI. AMENDMENTS TO ARTICLES OF INCORPORATION AND BYLAWS.

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 XII. INCORPORATOR.

The name and address of the Incorporator is as follows:

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

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FRI 3:04

ARTICLE XIII. 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 officers of the Association or as 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 grounds that such action was unlawful. The termination of 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 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 or 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 was in the best interest of the Association. Such person shall not be entitled to indemnification in relation to matters of gross negligence or misconduct in the performance of 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 adjunction of liability entitled to indemnification for such expenses which shall tribunal shall deem proper.

B. The Board of Directors 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 of Directors 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 XIV.
TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

A. No contract or transition 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 of committee thereof which authorizes the contract or transition, 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 quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

C. If the association enters into a contract or other transaction with any of its directors or a corporation, firm, association that is not an affiliated homeowners' association, or other entity in which an association director is also a director or officer or is financially interested, the board must:

1. Comply with the requirements of section 617.0832, Florida Statutes.
2. Enter the disclosures required by section 617.0832, Florida Statutes, into the written minutes of the meeting.
3. Approve the contract or other transaction by an affirmative vote of two-thirds of the directors present.
4. At the next regular or special meeting of the Members, disclose the existence of the contract or other transaction to the Members. Upon motion of any Member, the contract or transaction shall be brought up for a vote and may be canceled by a majority vote of the members present. If the Members cancel the contract, the association is only liable for the reasonable value of goods and services provided up to the time of cancellation and is not liable for any termination fee, liquidated damages, or other penalty for such cancellation.

D. Directors and officers must disclose to the association any activity that may be reasonably construed to be a conflict of interest at least 14 days before voting on an issue or entering into a contract that is the subject of the conflict. A rebuttable presumption of a conflict of interest exists if any of the following acts occur without prior disclosure to the association:

1. A director or an officer, or a relative of a director or an officer, enters into a contract for goods or services with the association.
2. A director or an officer, or a relative of a director or an officer, holds an interest in a corporation, limited liability company, partnership, limited liability

partnership, or other business entity that conducts business with the association or proposes to enter into a contract or other transaction with the association.

ARTICLE XV.
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 the 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 proceeding 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 the event of termination, dissolution, merger, or final liquidation of the 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 that would comply with Section 40C-42.027, Florida Administrative Code, and be approved by the St Johns River Water Management District prior to such termination, dissolution, merger, or liquidation shall require the approval of the Army Corps of Engineers.

ARTICLE XVI.
MERGERS AND CONSOLIDATIONS.

Subject to the provisions of the Declaration applicable to the Property and to extent permitted by law, the association may participate in mergers and consolidations with other nonprofit 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 Developer shall own any portion of the Property, any such merger or consolidation shall require the Developer's prior approval.

ARTICLE XVII.
EFFECTIVE DATE


The effective date for this corporation shall be the date these Articles are filed with the Secretary of State.

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.

Kings Landing Owners 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 Dr., 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

8/31/23
Date

Printed Name: Christian A. Allen

2023/08/31 PM 3:04

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

9/5/23
Date

Michael Murren
Print Name

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

2023
SEP 15 PM 3:04