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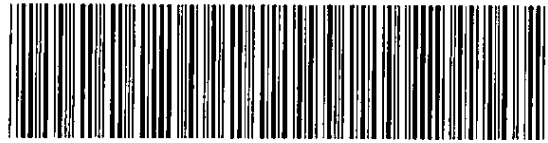
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INC

1. HEADWATERS AT LOFTON CREEK HOMEOWNERS ASSOCIATION, INC

(CORPORATE NAME AND DOCUMENT #)

2.

(CORPORATE NAME AND DOCUMENT #)

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(CORPORATE NAME AND DOCUMENT #)

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SPECIAL INSTRUCTIONS:

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**ARTICLES OF INCORPORATION
OF
HEADWATERS AT LOFTON CREEK HOMEOWNERS ASSOCIATION, INC.**

(A Florida Corporation Not for Profit)

THE UNDERSIGNED INCORPORATOR to these Articles of Incorporation hereby proposes the incorporation under Chapters 617 and 720, *Florida Statutes*, of a corporation not for profit, and hereby makes, subscribes, acknowledges and files with the Secretary of State of the State of Florida, Articles of Incorporation, and hereby certifies as follows:

ARTICLE I. NAME AND LOCATION

The name of this corporation shall be **Headwaters at Lofton Creek Homeowners Association, Inc.** (hereinafter referred to as the "**Association**"), and its initial office for the transaction of its affairs shall be 7785 Baymeadows Way, Suite 105, Jacksonville, Florida 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 Headwaters at Lofton Creek (hereinafter referred to as the "**Community**"), and the specific purpose is to perform the functions of the Association contemplated in the Declaration for the Community recorded or to be recorded in the public records of Nassau County, Florida (hereinafter referred to as the "**Declaration**"); all initially capitalized terms not defined herein shall have the meanings set forth in 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) 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 Areas as contemplated by the Declaration, and to enter into contracts for the provision of services to maintain and operate the Common Areas; 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. An Owner of more than one Lot is entitled to membership for each Lot owned. No person other than an Owner 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 an Owner who is a contract seller to such Owner'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; Turnover. The Association shall have two (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 Lot of the Community 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 Owners, including Declarant so long as such Declarant is an Owner. Members shall be entitled to cast votes in the manner specifically prescribed in the Bylaws and as further provided in the other Governing Documents. There shall be no cumulative voting for Directors or any other matters.

The right to elect or appoint directors prior to and after Turnover (meaning termination of Class B membership) shall be in accordance with the provisions of the Declaration and the Act. Upon Turnover, all provisions of the Declaration, Articles of Incorporation, Bylaws or the other Governing Documents 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. In the event the Association is dissolved, the Association shall ensure that the maintenance of the surface water management system, is delegated, transferred or assigned to a similar not-for-profit corporation which would comply with Section 62.330, F.A.C.

ARTICLE V. INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation is the following:

Carrolline Felver

7785 Baymeadows Way, Suite 105,
Jacksonville, Florida 32256

ARTICLE VI. MANAGEMENT

The affairs of the Association shall be managed by its Board of Directors, which shall consist of not less than 3 nor more than 7 individuals, the precise number to be fixed in the Bylaws 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 Bylaws, 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 Turnover. The Board shall elect a President, a Vice President, and a Secretary-Treasurer, 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 Declarant. 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 Bylaws of the Association. Vacancies occurring on the Board and among the officers shall be filled in the manner prescribed by the Bylaws 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 Class A Members shall be entitled to elect at least one member of the Board (but not a majority of the directors until Turnover has occurred) if 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 VII. INITIAL OFFICERS

The names of the initial officers who are to serve until their successors are elected under the provisions of these Articles of Incorporation and the Bylaws are the following:

Carrolline Felver – President
Jim Sprott – Vice President
Michael Owens – Secretary
Chris Trahan - Treasurer

ARTICLE VIII. INITIAL BOARD OF DIRECTORS

The number of persons constituting the Board of the Association shall be four (4) and the names and addresses of the members of such current Board, who shall hold office until their respective successors are elected pursuant to the provisions of these Articles of Incorporation and the Bylaws, are the following:

Carrolline Felver	7785 Baymeadows Way, Suite 105, Jacksonville, Florida 32256
Jim Sprott	7785 Baymeadows Way, Suite 105, Jacksonville, Florida 32256
Michael Owens	7785 Baymeadows Way, Suite 105, Jacksonville, Florida 32256
Chris Trahan	7785 Baymeadows Way, Suite 105, Jacksonville, Florida 32256

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ARTICLE IX. BYLAWS

The Bylaws of the Association have been adopted by the Board, as constituted under Article VIII above, at an organizational meeting of the Board. Thereafter, the Bylaws may be altered, amended, or rescinded only in the manner provided in the Bylaws.

ARTICLE X. AMENDMENTS

Amendments to these Articles of Incorporation shall be made in the following manner:

(a) Prior to Turnover, the Board shall be entitled to consider amendments to these Articles of Incorporation and shall approve any such amendments upon not less than a majority vote of the directors (and no vote of the Association membership or approval by any party shall be required for such an amendment, except as may be otherwise specifically required herein).

(b) Subsequent to Turnover, the Board shall adopt a resolution setting forth the proposed amendment, and the Board shall direct that it be submitted to a vote at a meeting of the Members, which may be either the annual or a special meeting. Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each Member of record entitled to vote thereon within the time and in the manner provided herein 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. At such meeting, a vote of the total voting interests eligible to vote thereon shall be taken on the proposed amendment, and the proposed amendment shall be adopted upon receiving the affirmative vote of a majority of the total voting interests in the Association.

(c) No amendment to these Articles of Incorporation shall be made which affects any of the rights and privileges provided to Declarant under the Governing Documents without the prior written consent of Declarant, which may be withheld for any reason whatsoever, as long as Declarant shall own any real property contained within the Community. If the prior written approval of any governmental entity or agency having jurisdiction is required by applicable law or governmental regulation for any amendment to these Articles, then the prior written consent of such entity or agency must also be obtained. No amendment which will affect any aspect of the surface water management system located within the Community shall be effective without the prior written approval of the South Florida Water Management District.

ARTICLE XI. 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:

Registered Agent Solutions, Inc.
2894 Remington Green Ln., Suite A
Tallahassee, FL 32308

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

[Signature follows on next page.]

Executed this 1st day of July, 2024.



Carrolline Felver, Incorporator

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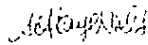
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ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

The undersigned, having been named as registered agent and to accept service of process for **Headwaters at Lofton Creek 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 its duties and is familiar with and accepts the obligations of its position as registered agent.

Dated this 1st day of July, 2024.

Registered Agent Solutions, Inc.

By: 
Name: Samantha Niets
Title: Assistant Secretary

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