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GLENN K ALLEN
PROFESSIONAL ASSOCIATION
ATTORNEY AND COUNSELOR AT LAW
353 EAST FORSYTH STREET
JACKSONVILLE, FLORIDA 32202

(904) 355 7506
FAX 353 8814

February 27, 1995

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

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****122.50 ****122.50

Re: **ORANGE PARK COUNTRY CLUB RESIDENTS
ASSOCIATION, INC.**

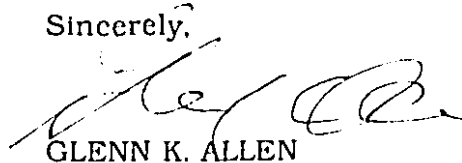
Dear Sirs:

Please find enclosed an original and one copy of Articles of Incorporation of **ORANGE PARK COUNTRY CLUB RESIDENTS ASSOCIATION, INC.**, and a check in the amount of \$122.50 for filing fees.

Please file the original of the enclosed Articles of Incorporation and return a certified copy to me for our records.

If you have any questions, please do not hesitate to contact me.

Sincerely,


GLENN K. ALLEN

GKA:nw
Enclosures

RECEIVED
MAR 1 1995
FBI - TAMPA

N.P.
3/10/95
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3/13/95
Per Mr. Allen, add
manner of election of
directors.
BLS

**ARTICLES OF INCORPORATION
OF
ORANGE PARK COUNTRY CLUB RESIDENTS ASSOCIATION, INC.
A CORPORATION NOT-FOR-PROFIT**

The undersigned, being desirous of forming a corporation not for profit, under the provisions of Chapter 617 of the Florida Statutes, hereby subscribe to these Articles for the purpose of forming a corporation with the powers herein specified. All terms used herein shall have the same meaning and definitions as are contained in the Declaration (as herein defined).

ARTICLE I. NAME

The name of this corporation shall be:

ORANGE PARK COUNTRY CLUB RESIDENTS ASSOCIATION, INC., (hereinafter referred to as the "Association").

ARTICLE II. OFFICE

The principal office of the Association shall be **2155 Loch Rane Boulevard, Orange Park, Florida 32073**, or such other place as the Board of Directors may designate.

ARTICLE III. REGISTERED AGENT AND OFFICE

Glenn K. Allen, whose address is **353 East Forsyth Street, Jacksonville, Florida 32202**, is hereby appointed the initial registered agent of this Association.

**ARTICLE IV. PURPOSE AND POWERS
OF THE ASSOCIATION**

A. The purposes and object of the Association shall be to provide for guidance and information to the Orange Park Country Club Owners Association, Inc. in the maintenance, preservation and control of the common areas described in the Declaration of Covenants and Restrictions of Orange Park Country Club.

B. The Association does not contemplate pecuniary gain or profit to the Members thereof and shall undertake and perform all acts and duties incident to the operation, management, preservation and control of the Property in accordance with the terms, provisions and conditions of these Articles of Incorporation and the Bylaws of the Association. The Association shall further promote the health, safety and welfare of the Members of the Association in the Orange Park Country Club.

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C. The Association shall have the following powers:

1. All of the powers and privileges granted to the corporations not for profit under the laws of the State of Florida as the same may be amended from time to time as therein provided.

2. All of the powers reasonably necessary to implement and effectuate the purposes of the Association, including, without limitation, the power, authority and right to undertake all powers and duties set forth in these Articles and Bylaws as the same may be amended from time to time, the Bylaws being incorporated herein as if set forth in full.

3. The right to fix, levy, collect and enforce payment by any lawful means, all charges or dues to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association.

ARTICLE V. QUALIFICATION OF MEMBERS

The qualifications of members, manner of their admission to and termination of membership shall be as follows:

A. Every person who is a record owner of a fee simple interest in any home which is subject to the Declaration, and who occupies any such home, shall be a Member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any home which is subject to the Declaration. If two or more persons are the record owners of a fee simple interest in one house, they shall select one of them to be the designated member of this association with the right to exercise the power to vote on any matters which might require a vote of the members of the Association.

B. The membership of any person or entity shall be automatically terminated upon his being divested of his title or interest in such home.

C. Transfer of membership shall be recognized by the Association upon its being provided with a copy of the recorded deed conveying such fee simple title to a home to the new member.

D. Except as an appurtenance to his home, no Member can assign, hypothecate or transfer in any manner, his membership in the Association or his interest in the funds and assets of the Association. The funds and assets of the Association shall belong solely to the Association subject to the limitation that the same be expended, held or used for the benefit of the membership and for the purposes authorized herein, or in the Bylaws hereof.

ARTICLE VI. BOARD OF DIRECTORS

A. The business affairs of this Association shall be managed by the Board of Directors who shall be Members of the Association. The number of members of the first Board of Directors shall be five and the initial Board of Directors shall be the subscribers to these Articles.

B. The names and addresses of the persons who are to serve as the initial Board of Directors until their successors are appointed or chosen ~~are as follows:~~ as provided in the Bylaws of the corporation are as follows:

Director	Address
Charles A. Yow	761 Cherry Grove Road Orange Park, Florida 32073
John Dunlop	2466 Country Club Boulevard Orange Park, Florida 32073
Herb Ellerbe	2674 Country Club Boulevard Orange Park, Florida 32073
Bobby Gilliam	588 Cherry Grove Road Orange Park, Florida 32073
Ron Hollinger	557 Feather Oaks Court Orange Park, Florida 32073
Diane Lane	552 Little Fox Drive Orange Park, Florida 32073
Kenneth H. Loefgren	2558 Huntington Way Orange Park, Florida 32073
W. R. "Cotton" Morlock, II	780 Cherry Grove Road Orange Park, Florida 32073
Glenn Wimberly	603 Thornwood Lane Orange Park, Florida 32073

ARTICLE VII. OFFICERS

A. The officers of the Association shall be a President, one or more Vice Presidents, Secretary and Treasurer and, if any, the Assistant Secretaries and Assistant Treasurers, who shall perform the duties of such offices customarily performed by like officers of corporations in the State of Florida subject to the direction of the Board of Directors.

B. The officers of this Association shall be elected by the Board of Directors at their annual meeting as provided in the Bylaws. Any vacancies in any office shall be filled by the Board of Directors.

C. The President shall be elected from the membership of the Board, but no other officer need be a Director. The offices of Secretary and Treasurer may be held by the same person. No person shall simultaneously hold more than one of any of the other offices except Secretary and Treasurer.

ARTICLE VIII. BYLAWS

A. The Board of Directors shall adopt by a majority vote the original Bylaws of the Association.

B. The Bylaws shall be amended by the procedure more fully set forth in the Bylaws.

ARTICLE IX. AMENDMENT OF ARTICLES

Amendment of these Articles shall require the assent of a majority of the Association.

ARTICLE X. INDEMNITY

Every Director and every officer in the Association shall be indemnified by the Association against all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or officer of the Association, whether or not he is a Director or officer at the time such expenses are incurred, except in such cases where the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided, that in the event any claim for reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors 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 other rights to which such Director or officer may be entitled.

ARTICLE XI. NON-PROFIT STATUS

No part of the income of this Association shall be distributed to the Members except upon dissolution or final liquidation and as permitted by the Court having jurisdiction thereof.

ARTICLE XII. DISSOLUTION

This Association may be dissolved by the approval of two-thirds of the votes of the Association. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public charity.

ARTICLE XIII. DURATION

This Association shall exist perpetually.

ARTICLE XIV. SUBSCRIBERS

The names and addresses of the subscribers to these Articles are:

Name	Address
Charles A. Yow	761 Cherry Grove Road Orange Park, Florida 32073

IN WITNESS WHEREOF, the undersigned subscribing Incorporator has hereunto set his hand and seal this 24th day of February, 1995, for the purpose of forming this corporation not for profit under the laws of the State of Florida.

Charles A. Yow
CHARLES A. YOW

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 24th day of February, 199 by CHARLES A. YOW who is personally known to me or has produced a Florida Drivers License _____ as identification and who did take an oath.

Nancy W. Demetros
Print Name:
Notary Public, State of Florida
My commission expires:



NANCY W. DEMETROS
My Commission CC-08512
Expires Oct. 26, 1998

CERTIFICATE OF REGISTERED AGENT

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

In compliance with Section 48.091, Florida Statutes, the following
is submitted:

That **ORANGE PARK COUNTRY CLUB RESIDENTS
ASSOCIATION, INC.** desiring to organize or qualify under the laws of the
State of Florida, with its principal office as indicated in the Articles of
Incorporation, has named GLENN K. ALLEN, 353 East Forsyth Street,
Jacksonville, Florida 32202 as its agent to accept service of process
within Florida.

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 proper and complete performance
of my duties.

Date Signed

2/21/95



**GLENN K. ALLEN
RESIDENT AGENT**

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