

# N95000002959

## TRANSMITTAL LETTER

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

5000001515858  
-06/16/95--0001--014  
\*\*\*131.25 \*\*\*131.25

SUBJECT: MOULTRIE HEIGHTS 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

☐ \$122.50  
Filing Fee  
& Certified Copy

☒ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

FROM: James L. Smith  
Name (Printed or typed)

390 A1A Beach Blvd., #40  
Address

St. Augustine, FL 32084  
City, State & Zip

1-904-471-3622  
Daytime Telephone number

FILED  
95 JUN 16 AM 2:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*James L. Smith  
gave auth. by phone  
to add the principal  
office (Article XII).  
6/21/95  
DME*

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

ARTICLES OF INCORPORATION OF  
MOULTRIE HEIGHTS OWNERS' ASSOCIATION, INC.,  
A NON-PROFIT CORPORATION

FILED

95 JUN 16 AM 2:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned natural persons competent to contract, associate ourselves for the purpose of forming a corporation not for profit under Chapter 617 of the Florida Statutes, and certify as follows:

I

NAME

The name of the corporation shall be MOULTRIE HEIGHTS OWNERS' ASSOCIATION, INC., a non-profit corporation.

II

PURPOSE

The purpose for which this corporation is organized is to provide for maintenance, preservation and architectural control of the lots and Common Property within that certain parcel of real property described as:

Section 18, Township 8 South, Range 30 East, Lots 1 through 18 inclusive, Block 1; Lots 1 through 18 inclusive, Block 2; East on-half of Block 3; West one-half of Block 3; Lots 1 through 18 inclusive, Block 4; Lots 1 through 18 inclusive, Block 5; Lots 1 through 16 inclusive, Block 6; Lots 1 through 18 inclusive, Block 7; Lots 1 through 18 inclusive, Block 8; and Lots 1 through 16 inclusive, Block 9, MOULTRIE HEIGHTS, according to plat thereof recorded in Map Book 4, page 51, of the public records of St. Johns County, Florida.

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 such purpose.

In furtherance of such purpose, the Association shall have power 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 that certain Declaration of Covenants and Restrictions for MOULTRIE HEIGHTS SUBDIVISION BLOCKS 1 through 9 inclusive, hereinafter called the "Declaration" applicable to the property, which shall be recorded in the Public Records of St. Johns County, Florida, and as the same may be amended from time to time as therein provided, and 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 or 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 Property 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 an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;

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

(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 now or hereafter have or exercise.

(h) operate, maintain and manage the surface water or stormwater management system(s) within the above described property in a manner consistent with the St. Johns River Water Management District permit number \_\_\_\_\_ (to be determined), requirements and applicable rules, and shall assist in enforcement of the restrictions and covenants contained therein.

(i) levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the surface water or stormwater management system with the above described property. Such assessments shall be used for

The maintenance and repair of the said surface water or storm-water management system(s) including, but not limited to, work within retention areas, drainage structures and drainage easements.

### III

#### MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subject by covenants of record to assessment by the Association, including contract sellers, but excluding persons or entities holding title merely as security for performance of an obligation, shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to assessment by the Association.

### IV

#### CLASSES OF MEMBERSHIP

Class A. Class A members shall be all Owners, with the exception of the Declarant (as defined in the Declaration). Each Owner shall be entitled to one vote for each lot owned. When more than one person holds an interest in any lot, all such persons shall be members. The vote for such lot shall be exercised as they determine, but in no event shall more than the assigned votes be cast with respect to any lot.

Class B. The Class B member(s) shall be the Declarant (as defined in the Declaration), who shall be entitled to five (5) votes for each lot owned. The Class B membership shall cease and be converted to Class A membership on the

happening of either of the following events, whichever occurs first:

(a) When the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or

(b) Ten (10) years following the date of conveyance of the first lot, whichever occurs first.

#### V

#### EXISTENCE

The corporation shall have perpetual existence, commencing with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida.

#### VI

#### SUBSCRIBERS NAMES AND RESIDENCES

The name and residence of the subscriber to these Articles of Incorporation are:

Name	Address
<u>James L. Smith</u>	<u>390 A1A Beach Blvd, #40</u>
and	<u>St. Augustine, FL 32084</u>
<u>Michael L. Smith</u>	

#### VII

#### BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors, a President, Vice President, who shall at all times be members of the Board, and a Secretary/Treasurer. The Board shall consist of no fewer than three (3) nor more than five (5) members. After Class B membership ceases each member shall be the owner of a lot as provided in Article V

of the Declaration. The number of Directors may be changed by amendment of the Bylaws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

Name	Address
<u>James L. Smith</u>	<u>390 AIA Beach Blvd, #40</u> <u>St. Augustine, FL 32084</u>
<u>Michael L. Smith</u>	<u>2605 US 1 South, #22</u> <u>St. Augustine, FL 32086</u>
<u>Angela J. Smith</u>	<u>2605 US 1 South, #22</u> <u>St. Augustine, FL 32086</u>

#### VIII

##### DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. 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 agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or stormwater management

system within the property afore-described must be transferred to and accepted by an entity which would comply with Section 40C-42.027, F.A.C., and be approved by the St. Johna River Water Management District prior to such termination, dissolution or liquidation.

#### IX

##### AMENDMENT TO THE ARTICLES OF INCORPORATION

Amendments to the Articles of Incorporation may be proposed by any member of the Association. These Articles may be amended at any annual meeting of the Association, or at any special meeting duly called and held for such purpose, on the affirmative vote of two-thirds (2/3) of each class of members existing at the time of and present at such meeting.

#### X

##### AMENDMENTS TO BYLAWS

The Bylaws of the Association may be made, altered, or rescinded at any annual meeting of the Association, or at any special meeting duly called for such purpose, on the affirmative vote of two-thirds (2/3) of each class of members existing at the time of and present at such meeting, except that the initial Bylaws of the Association shall be made and adopted by the Board of Directors.

#### XI

##### INDEMNIFICATION

Every director and officer of the Association and every member of the Association serving the Association at its request shall be indemnified by the Association against all expenses and



liabilities, including attorneys' fees and appellate attorneys' fees, reasonably incurred by or imposed upon him or her in connection with any proceeding or any settlement of any proceeding to which he or she may be a party, or in which he or she may become involved by reason of his or her being or having been a director or officer of the Association, or by reason of his or her serving or having served the Association at its request, whether or not he or she is a director or officer or is serving at the time the expenses or liabilities are incurred; provided, that in the event of a settlement before entry of judgment, and also when the person concerned is adjudged guilty of gross negligence or willful misconduct, indemnification shall apply only when the Board of Directors approves the settlement and/or reimbursement as being in the best interest of the Association. The foregoing right of indemnification shall be in addition to and not in lieu of any and all other rights to which that person may be entitled.

XII

PRINCIPAL OFFICE/REGISTERED OFFICE AND AGENT

The initial registered office of the corporation is  
390 AIA Beach Blvd, #40 St. Augustine, FL 32084, and the  
registered agent at such address is James L. Smith.

STATE OF FLORIDA  
COUNTY OF St. Johns.

*Registered agent James L. Smith*  
*5530-452-47-333-0*

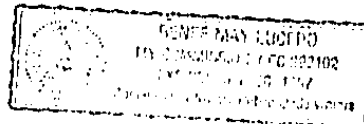
I HEREBY CERTIFY that on this day, before me, a notary  
public duly authorized in the State and County named above  
to take acknowledgements, personally appeared

James L. Smith,

to me well known to be the person described as subscriber  
in and who executed the foregoing Articles of Incorporation,  
and he acknowledged before me that he subscribed to those  
Articles of Incorporation.

WITNESS my hand and official seal in the County and  
State last aforesaid this 14th day of June, 1995.

*Renee May Lugo*  
Notary Public  
State of Florida at Large  
My Commission Expires: \_\_\_\_\_



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

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED 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.

**FILED**  
JUL 16 AM 2:34  
TALLAHASSEE, FLORIDA

1. The name of the corporation is:

MOULTRIE HEIGHTS OWNERS' ASSOCIATION, INC.,  
(must include suffix)

2. The name and address of the registered agent and office is:

James L. Smith

(NAME)

390 A1A Beach Blvd, #40

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

St. Augustine, FL 32084

(CITY/STATE/ZIP)

*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.*

James L. Smith  
(SIGNATURE)

6-14-95  
(DATE)

10

Renee May  
RENEE MAY  
MY COMMISSION # 002100  
EXPIRES: July 20, 1996  
I hereby certify that the undersigned is a duly qualified and licensed agent for the State of Florida.

6/14/95