

N95000003217

TODD A. STERZOY
Holland and Knight

(Requestor's Name)

315 South Calhoun Street Suite 600

(Address)

Tallahassee, Florida 32302

(City, State, Zip)

(Phone #)

RECEIVED

95 JUL -7 AM 10:06

DIVISION OF CORPORATION

OFFICE USE ONLY

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Soutel Drive Home Owners Association, Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in

☒ Pick up time

1:00

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input checked="" type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

BROWN JUL - 7 1995

Examiner's Initials

**ARTICLES OF INCORPORATION
OF
SOUTEL DRIVE HOMES OWNERS ASSOCIATION, INC.**

In compliance with the laws of the State of Florida, the undersigned hereby voluntarily associate for the purpose of forming a corporation not-for-profit for the purposes and with powers set forth herein. All capitalized terms set forth herein, to the extent not defined herein, shall have the meanings set forth in the Declaration of Covenants, Conditions, Restrictions and Easements for Soutel Drive Homes recorded in Official Records Volume 8105, page 2338, of the current public records of Duval County, Florida, as it may be modified and supplemented from time to time ("Declaration").

ARTICLE I - NAME

The name of the corporation is SOUTEL DRIVE HOMES OWNERS ASSOCIATION, INC., hereinafter referred to as the "Association".

ARTICLE II - REGISTERED AGENT

The name and address of the Registered Agent of the Association is:

Ella Patricia Warren
600 Wharfside Way
Jacksonville, Florida 32207

ARTICLE III - PRINCIPAL OFFICE

The principal office of the Association shall be located at 600 Wharfside Way, Jacksonville, Florida 32207; but the Association may maintain offices and transact business in such places, within or without the State of Florida, as may from time to time be designated by the Board of Directors.

ARTICLE IV - PURPOSE AND POWERS

The Association does not contemplate pecuniary gain or profit to its Members. The specific purposes for which it is formed are to operate as a not-for-profit corporation pursuant to Chapter 617, Florida Statutes, and to provide for the maintenance, preservation and architectural control of all improvements on the Property and the Common Property, all within that certain tract of land described in the Declaration ("Property"), as such is supplemented from time to time, all for the mutual advantage and benefit of the Members of this Association, who shall be the Owners of the Lots. For such purposes, the Association shall have and exercise the following authority and powers:

(1) To 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, these Articles, and the Bylaws, as the same may be amended from time to time, and as may be reasonably necessary or convenient to effectuate the purposes of the Association. The Declaration is incorporated herein by this reference as if set forth in detail.

(2) To fix, levy, collect, and by any lawful means enforce payment of all Assessments pursuant to the terms of the Declaration, and 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.

(3) To 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 or any improvements thereon in connection with the affairs of the Association.

(4) To borrow money and, with the assent of seventy-five percent (75%) of the Class A Members, to mortgage, pledge, or hypothecate all or any part of the Association's real or personal property as security for money borrowed or debts incurred, as more fully provided in the Declaration.

(5) To dedicate, sell, transfer, or grant permits and licenses over 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 Board of Directors, as more fully provided in the Declaration.

(6) To participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, as more fully provided in the Declaration.

(7) To make, establish and amend reasonable rules and regulations governing the use of the Lots and Common Property.

(8) To maintain, repair, replace, operate and manage the Common Property.

(9) To maintain, repair, replace, operate and manage the Stormwater Management System in a manner consistent with the requirements of St. Johns River Water Management District Permit No. 42-031-2514N and applicable District rules, and to assist in the enforcement of the provisions of the Declaration which relate to the Stormwater Management System.

(10) To employ personnel, agents, or independent contractors to perform the services required for the proper operation of the Common Property.

(11) To exercise architectural control over the improvements within the Property pursuant to the rights granted to the Association in the Declaration.

(12) To have and to exercise all powers, rights, and privileges which a corporation organized under the laws of the State of Florida may now or hereafter have or exercise.

All of the Association's assets and earnings shall be used exclusively for the purposes set forth herein and in accordance with Section 528 of the Internal Revenue Code of 1986, as amended ("Code"), and no part of the assets of this Association shall inure to the benefit of any individual Member or any other person. The Association may, however, reimburse its Members for actual expenses incurred for or on behalf of the Association, and may pay compensation in a reasonable amount to its Members for actual services rendered to the Association, as permitted by Section 528 of the Code, other applicable provisions of the Code, federal and state law. In addition, the Board of Directors shall also have the right to exercise the powers and duties set forth in the Bylaws.

ARTICLE V - MEMBERSHIP

(1) Every person or entity who is the record owner of a fee or undivided fee interest in any Lot, including Affordable Housing and Community Development Corporation, Inc., a Florida not-for-profit corporation ("Developer"), and contract sellers, 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 of any Lot which is subject to assessment by the Association.

(2) The transfer of the membership of any Owner shall be established by the recording in the public records of Duval County of a deed or other instrument establishing a transfer of record title to any Lots for which membership has already been established. Upon such recordation the membership interest of the transferor shall immediately terminate. Notwithstanding the foregoing, the Association shall not be obligated to recognize such a transfer of membership until such time as the Association receives a copy of the deed or other instrument establishing the transfer of ownership of the Lot. It shall be the responsibility and obligation of the former and new Owner of the Lot to provide such copy to the Association.

(3) The interest of a Member in the funds and assets of the Association cannot be assigned, hypothecated, or transferred in any manner, except as an appurtenance to the Lot owned by such Member.

ARTICLE VI - VOTING RIGHTS

The Association shall have two (2) classes of voting Members, as follows:

(1) Class A. Class A Members shall be the Owners, with the exception of Developer while Developer is a Class B Member, and 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 of the Association. The vote for such Lot shall be exercised as they may determine among themselves, but in no event shall more than one (1) vote be cast with respect to any one (1) Lot. Notwithstanding the foregoing, if title to any Lot is held by a husband and wife, either spouse may cast the vote for such Lot unless an until a written voting authorization is filed with the Association. When title to a Lot is in a corporation, partnership, association, trust, or other entity, such entity must designate in writing to the Association the name of the officer or persons who will occupy such Lot and be designated as a voting Member of this Association.

(2) Class B. The Class B Member shall be Developer, who shall be entitled to three (3) votes for each Class A vote. The Class B Membership shall terminate and be converted to Class A Membership upon the occurrence of the earlier of the following events:

(a) The date on which Developer (which term, for purposes hereof, shall include any building constructing a Residence on a Lot for sale to third parties) no longer owns any Lots within the Property;

(b) Ten (10) years after the recording of the Declaration; or

(c) Such earlier date as Developer, in its sole discretion, may determine in writing.

ARTICLE VII - BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of Directors, who shall be Members of the Association; provided, however, that until the Class B Membership has terminated, the Directors need not be Members of the Association. The number of Directors of the Association shall be not less than three (3) nor more than seven (7). The names and addresses of the persons who are to act in the initial capacity of Directors until the selection and qualification of their successors are:

<u>Name</u>	<u>Address</u>
Rudolph W. McKissick	600 Wharfside Way Jacksonville, Florida 32207
Cynthia Austin	600 Wharfside Way Jacksonville, Florida 32207
Ruth Lott	600 Wharfside Way Jacksonville, Florida 32207

As long as the Class B Membership exists, the Board of Directors shall consist of Directors appointed by the Class B Member, who shall serve until the termination of the Class B Membership.

At the first annual meeting after the Class B Membership has terminated, the Members shall elect one-third (1/3) of the Directors for a term of one (1) year, one-third (1/3) of the Directors for a term of two (2) years, and one-third (1/3) of the Directors for a term of three (3) years. Should the membership of the Board of Directors not be divisible by three, then the classes of directors should be made as nearly equal as possible. At each annual meeting thereafter, the Members shall elect Directors for terms of three (3) years. Any vacancy on the Board of Directors shall be filled for the unexpired term of the vacated office by the remaining Directors.

ARTICLE VIII - TERM OF EXISTENCE

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the provisions herein contained or in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE IX - DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than seventy-five percent (75%) of the Class A Members and of the Class B Member, if any, in accordance with the provisions of the Declaration. 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, or for the general welfare of the residents of the county in which the Property is located. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust, or other organization to be devoted to similar purposes. In addition, prior to the conveyance of any portion of the Stormwater Management System, or the transfer of any maintenance obligations pertaining to the Stormwater Management System, the approval of the St. Johns River Water

Management District must be obtained. In the event of the 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 would comply with Section 40C-42.027, Florida Administrative Code, and has been approved by the St. Johns River Water Management District prior to such termination, dissolution, or liquidation.

ARTICLE X - OFFICERS

Subject to the direction of the Board of Directors, the affairs of this Association shall be administered by its officers, as designated in the Bylaws of this Association. Said officers shall be elected annually by the Board of Directors. The names and addresses of the officers who shall serve until the first annual meeting of the Board of Directors are:

<u>Name and Title</u>	<u>Address</u>
James S. Bryant, Jr. President	600 Wharfside Way Jacksonville, Florida 32207
Rudolph W. McKissick Vice President	600 Wharfside Way Jacksonville, Florida 32207
Ruth Lott Secretary	600 Wharfside Way Jacksonville, Florida 32207
Cynthia Austin Treasurer	600 Wharfside Way Jacksonville, Florida 32207

ARTICLE XI- BYLAWS

The Bylaws of this Association shall be adopted by the first Board of Directors, which Bylaws may be altered, amended, modified or repealed in the manner set forth in the Bylaws.

ARTICLE XII - AMENDMENTS

The Association shall have the right to amend or repeal any of the provisions contained in these Articles or any amendments hereto, provided, however, that any such amendment shall require the assent of the Class A Members holding seventy-five percent (75%) of the voting rights and of the Class B Member, if any, and provided, further, that no amendment shall conflict with any provisions of the Declaration. The consent of any Mortgagees shall be required for any amendment to these Articles which impairs the rights, priorities, remedies or interest of such Mortgagees, and such consent shall be obtained in accordance with the terms and conditions, and subject to the time limitations, set forth in the Declaration. Any amendments to these articles which affect the rights of the St. Johns River Water Management District shall be subject to the approval of the St. Johns River Water Management District.

ARTICLE XIII - INDEMNIFICATION

This Association shall indemnify any of its directors, officers, employees or agents, or former directors permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid

or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party by reason of his being or having been a director, officer, employee or agent, as herein provided. The foregoing right of indemnification shall not be inclusive of any other rights to which any such person may be entitled as a matter of law or which he may be lawfully granted. It shall be the obligation of the Association to obtain and keep in force a policy of officers' and directors' liability insurance.

ARTICLE XIV - FHA AND VA PROVISIONS

Notwithstanding anything else herein contained to the contrary, for as long as the Class B Membership exists, the following actions shall require the prior written approval of the Veteran's Administration ("VA") or Federal Housing Administration ("FHA") in accordance with the regulations of the U.S. Department of Housing and Urban Development, if the FHA or VA is the insurer of any Mortgage encumbering a Lot: the merger or consolidation of the Association, the dissolution of the Association; the dedication of any part of the Common Property for public use (other than the roads and the Stormwater Management System as shown on the plat of the Property), or the conveyance (to any party other than the Association), mortgaging, or encumbrance of any part of the Common Property; the annexation of any additional lands into the Property; and any amendment to these Articles of Incorporation.

ARTICLE XV - SUBSCRIBER

The name and address of the Subscriber of the corporation is:

Ella Patricia Warren
600 Wharfside Way
Jacksonville, Florida 32207

IN WITNESS WHEREOF, for the purpose of forming this Association under the laws of the State of Florida, the undersigned has executed these Articles of Incorporation this 21st day of June, 1995.

Signed, sealed and delivered
in the presence of:

Debra Lynn Ham
Print Name: DEBRA LYNN HAM

Bonita Price
Print Name: BONITA PRICE

Ella Patricia Warren
ELLA PATRICIA WARREN

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 21st day of June, 1995,
by Ella Patricia Warren, who is personally known to me or who has produced (shown)
as identification.

Christine J. Valentine

Print Name: Christine J. Valentine

Notary Public, State of Florida

My Commission Expires:

Commission Number:

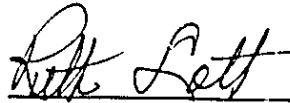
CHRISTINE J. VALENTINE
NOTARY PUBLIC, STATE OF FLORIDA
My commission expires July 11, 1998
Commission No. CC 391408

JUN 21 1995
CLERK - 7 PM 12:13

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

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

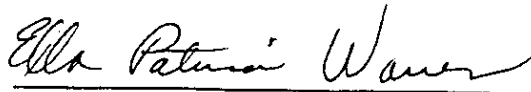
SOUTFL DRIVE HOMES OWNERS ASSOCIATION, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the City of Jacksonville, County of Duval, State of Florida, has named Ella Patricia Warren, whose address is 600 Wharfside Way, Jacksonville, Florida 32207, as its agent to accept service of process within Florida.



RUTH LOTT, Its Secretary

Date: June 20, 1995

Having been named to accept service of process for the above stated corporation, at the place designated in the certificate, I 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.



Ella Patricia Warren

Date: June 21, 1995