

RONALD E. CLARK  
ATTORNEYS AT LAW

RONALD E. CLARK  
CHERYL L. ANDERSON  
TANCE E. ROBERTS

REPLY TO PALATKA

July 20, 1995

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

Ladies:

Please find enclosed original and copy of the Articles of Incorporation of Larkspur Vista Subdivision Homeowners' Association, Inc. for filing. Also enclosed is a check in the amount of \$122.50 as the filing fee and for a certified copy. Please return the certified copy to this office after filing. Thank you.

Sincerely,



Connie Thomas  
Secretary to Mr. Clark

/ert  
Enclosures

SN

7/26/95

N95000003547

501 ST. JOHNS AVENUE  
POST OFFICE BOX 2138  
PALATKA, FLORIDA 32178-2138  
(904) 328-2778

303 EAST MOODY BOULEVARD  
POST OFFICE BOX 10  
BUNNELL, FLORIDA 32110  
(904) 437-5686

ST. AUGUSTINE  
(904) 471-8680

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95 JUL 26 PM 3:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
LARKSPUR VISTA SUBDIVISION HOMEOWNERS' ASSOCIATION, INC.

**FILED**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

ARTICLE I

The name of the corporation shall be the Larkspur Vista Subdivision Homeowners' Association, Inc., a non-profit corporation.

ARTICLE II

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

All of the land described and contained in the plat of Larkspur Vista Subdivision, according to plat thereof recorded in Map Book 28, pages 38 and 39, 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 the 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 Larkspur Vista Subdivision, 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, said Declaration being incorporated herein as if set forth at length;

(b) operate, maintain and manage the surface water or storm water management system(s) in a manner consistent with the St. Johns River Water Management District Permit No. 4-109-0153A requirements and applicable District rules, and shall assist in the enforcement of the Declaration of Covenants and Restrictions which relate to

the surface water or storm water management system.

The Association shall levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the surf or storm water management system.

(c) fix, levy, collect and enforce payment by any lawful means or assessments pursuant to the terms of the Declaration; to pay all expenses .. on 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.

(d) 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.

(e) 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;

(f) 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;

(g) participate in mergers and consolidations with other non-profit corporation 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

(h) have and to exercise any and all powers, rights and privileges which a corporation organized un the Non-Profit Corporation Law of the State of Florida by law may now or hereafter have or exercise.

### ARTICLE III

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.

#### ARTICLE IV

The classes of membership are as follows:

Class A. Class A member(s) shall be all Owner(s), 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.

#### ARTICLE V

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Association shall exist in perpetuity.

#### ARTICLE VI

The names and residences of the subscribers to these Articles of Incorporation, are:

<u>NAME</u>	<u>ADDRESS</u>
Ray C. McCall	5401 A1A South St. Augustine, Florida 32084
Melvine D. McCall	5401 A1A South St. Augustine, Florida 32084
Ray S. McCall	5401 A1A South St. Augustine, Florida 32084

## ARTICLE VII

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 III of the Declaration. The number of Directors may be changed by amendment of the By-laws of the Association. The directors are elected as stated in the By-laws of the corporation. The names and addresses of the directors of this corporation, and the names of the officers for the first year of the corporations existence, or until their successors are elected and have qualified, are as follows:

### NAME

### ADDRESS

Ray C. McCall, President

5401 A1A South  
St. Augustine, Florida 32084

Ray S. McCall, Secretary

5401 A1A South  
St. Augustine, Florida 32084

Melvine D. McCall, Treasurer

5401 A1A South  
St. Augustine, Florida 32084

## ARTICLE VIII

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 storm water management system 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. Johns River Water Management District prior to such termination, dissolution or liquidation.

## ARTICLE IX

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.

#### ARTICLE X

The By-laws 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 By-laws of the Association shall be made and adopted by the Board of Directors.

#### ARTICLE XI

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.


#### ARTICLE XII

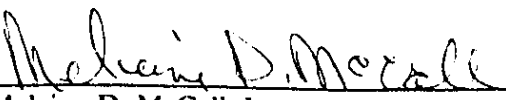
The post office address of the principal office of this corporation is 5401 A1A South, St. Augustine, Florida 32084. The street address of the principal office of this corporation is 5401 A1A South, St. Augustine, Florida 32084.

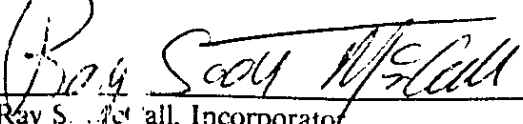
#### ARTICLE XIII

The name of the initial registered agent is Ray C. McCall, whose address is 5401 A1A South, St. Augustine, Florida 32084.

IN WITNESS WHEREOF, the undersigned have made and subscribed these Articles of Incorporation and authorize the same to be filed in the Office of the Secretary of the State of Florida, and they do hereunto set their hands and seals on this 18<sup>th</sup> day of July, 1995.

  
\_\_\_\_\_  
Ray C. McCall, Incorporator  
5401 A1A South  
St. Augustine, Florida 32084

  
\_\_\_\_\_  
Melvine D. McCall, Incorporator  
5401 A1A South  
St. Augustine, Florida 32084

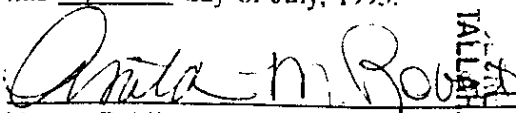
  
\_\_\_\_\_  
Ray S. McCall, Incorporator  
5401 A1A South  
St. Augustine, Florida 32084

STATE OF FLORIDA,  
COUNTY OF ST. JOHNS.


THIS DAY before me, the undersigned authority, personally appeared Ray C. McCall, Melvine D. McCall, and Ray S. McCall, known to me to be the persons who executed the foregoing Articles of Incorporation and acknowledged before me that they executed the same for the purposes therein expressed, and who is personally known to me or produced \_\_\_\_\_, as identification.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at St. Augustine, St. Johns County, Florida, on this 18<sup>th</sup> day of July, 1995.

ANITA M. ROBERTS  
Notary Public, State of Florida  
My comm. expires May 4, 1999  
Comm. No. CC 459640

  
\_\_\_\_\_  
Notary Public

I HEREBY ACCEPT the designation as resident agent for this corporation

  
\_\_\_\_\_  
Ray C. McCall

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TALLAHASSEE, FLORIDA