

N950000374

ROGERS, TOWERS, BAILEY, JONES & GAY

(Requestor's Name)

106 South Monroe Street

(Address)

Tallahassee, FL 32301 222-7200

(City, State, Zip) (Phone #)

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OFFICE USE ONLY

PLEASE CALL <sup>FRANK</sup> PAT @ 222/7200 if problems.

RECEIVED  
AUG - 11 9:18  
ST. AUG - 11  
CALLING CENTER LORDS

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

1. The Drainage Association, Inc.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- Walk in     Pick up time \_\_\_\_\_     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

Please issue  
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Thanks

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

B. BROWN AUG - 7 1995

Examiner's Initials

ARTICLES OF INCORPORATION  
OF  
THE DRAINAGE ASSOCIATION, INC.

A CORPORATION NOT-FOR-PROFIT

FILED  
95 AUG -4 AM 9:18  
TALLAHASSEE, FLORIDA

We, the undersigned, being desirous of forming a corporation not for profit, do hereby associate ourselves into a corporation for the purposes and with the powers herein specified and do hereby agree to the following Articles of Incorporation:

ARTICLE I  
NAME

The name of this corporation shall be:

THE DRAINAGE ASSOCIATION, INC. (hereinafter referred to as the "Drainage Association" or "Association").

ARTICLE II  
PURPOSE

The purposes and object of the Drainage Association shall be to administer the operation and management of the integrated drainage system ("Overall Drainage System") which will be constructed within the Property as described on Exhibit A ("Property") and which will provide drainage for the Property to be discharged into the drainage canal located at the extreme northern boundary of the Property.

The Drainage 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 and management of the Overall Drainage System in accordance with the terms, provisions, and conditions of these Articles of Incorporation and the ByLaws of the Drainage Association.

ARTICLE III  
POWERS

The Drainage Association shall have the following powers:

A. All of the powers and privileges granted to corporations not for profit under the laws of the State of Florida.

B. All of the powers reasonably necessary to implement and effectuate the purposes of the Drainage Association, including, without limitation, the power, authority and right to:

1. Make and establish reasonable rules and regulations governing the use of the Overall Drainage System.
2. Own, hold, improve, build upon, maintain, operate, lease, buy, sell, manage, transfer, dedicate for public use, and otherwise dispose of and deal with such real and personal property as may be necessary or convenient in connection with the affairs of the Drainage Association.
3. To own, manage, administer and operate the Overall Drainage System and such other property as may be conveyed to it or for which maintenance responsibility is delegated to it.
4. Tax, levy, collect and enforce payment by all lawful means all charges or assessments against members of the Drainage Association and their Lots to defray the expenses of the Drainage Association, including the right to levy and collect assessments for the purpose of acquiring, owning, holding, operating, leasing, encumbering, selling, conveying, exchanging, managing and otherwise dealing with the Overall Drainage System, which may be necessary or convenient in the operation and management of the Overall Drainage System, and to pay all expenses, including office expenses, licenses, taxes, or governmental charges levied or imposed against the property of the Association, incident to the conduct of business of the Association.
5. Maintain, repair, replace, operate and manage the Overall Drainage System, and any property owned by the Association, including the right to reconstruct improvements after casualty and to further improve and add to the property owned by the Association.
6. Contract for the management of the Overall Drainage System, and other property owned or to be maintained by the Association and, in connection therewith, to delegate any and/or all of the powers and duties of the Association to the extent and in the manner permitted by the ByLaws.
7. Enforce the provisions of these Articles of Incorporation, the ByLaws, and all rules and regulations governing use of the Overall Drainage System which may hereafter be established.

**ARTICLE IV**  
**QUALIFICATION OF MEMBERS**

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

A. Each owner ("Owner") of any portion of the Property shall be a Member of the Association; provided, however, that in the event that a group of owners is represented or governed by a homeowners association (the "Homeowner's Association"), then the Homeowner's Association, and not the individual Lot owners, shall be the Member of the Drainage Association. Homeowner's Association shall mean and refer to any homeowner's association consisting of lot owners owning land within the Property. Each Owner or Homeowners' Association shall become a Member and shall become liable for assessments imposed by the Drainage Association commencing with the date that the roads within the property owned by the Owner or to be governed by the Homeowners' Association have been finally inspected and approved by the County.

B. 800 Acre Investment Partnership (the "800 Acre Partnership") as owner of the undeveloped portion of the Property shall be a Member of the Association for so long as it owns any of the Property.

C. No Member can assign, hypothecate or transfer in any manner, its membership in the Association or its interest in the funds and assets of the Association, except in connection with the transfer of title to a portion of the Property. 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 and in the ByLaws hereof.

**ARTICLE V**  
**VOTING**

A. There shall be two class of voting membership which classes are more fully defined below:

1. Class A shall consist of each of the Members qualified under Article IVA hereof.

2. Class B shall consist of the 800 Acre Partnership, its successors and assigns. Class B Membership shall terminate when 800 Acre Partnership, its successors and assigns no longer owns any of the Property.

B. On all matters upon which the membership shall be entitled to vote, each Class A Member shall have as many votes as the number of acres it owns, or, in the case of property governed by a Homeowners' Association, the number of members within its

Homeowner's Association (i.e., the number of lots within the Property it has been created to govern). Such votes shall be exercised or cast in such manner as may be provided in the ByLaws of the Association. Class B members shall have one (1) more vote than the aggregate of the Class A members.

**ARTICLE VI**  
**TERM OF EXISTENCE**

The Drainage Association shall have perpetual existence.

**ARTICLE VII**  
**OFFICE**

The principal office of the Community Association shall be 1300 Riverplace Boulevard, Suite 610, Jacksonville, Florida 32207, or such other place as the Board of Directors may designate.

**ARTICLE VIII**  
**BOARD OF DIRECTORS**

A. The business affairs of this Association shall be managed by the Board of Directors. The number of members of the first Board of Directors shall be three (3).

B. The Class A Members shall be entitled to designate one of its members as a Director. The Class B Member shall be entitled to designate two (2) Directors of the Association. Upon termination of the Class B membership, each Class A Member shall be entitled to designate one Director so that there shall be the same number of Directors as there are Members.

C. The names and addresses of the persons who are to serve as the initial Board of Directors until their successors are chosen, are as follows:

<u>Director</u>	<u>Address</u>
W. M. Brannen	1300 Riverplace Boulevard, Suite 610 Jacksonville, Florida 32207
H. R. James, Sr.	1300 Riverplace Boulevard, Suite 610 Jacksonville, Florida 32207
Charles B. James	1300 Riverplace Boulevard, Suite 610 Jacksonville, Florida 32207

**ARTICLE IX**  
**OFFICERS**

A. The officers of the Drainage 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 directions of the Board of Directors.

B. The persons who are to serve as officers of the Community Association until their successors are chosen are:

<u>Officer</u>	<u>Name</u>
President	H. R. James, Sr.
Vice President/Asst. Secretary	Charles B. James
Vice President Secretary/Treasurer	W. M. Brannen

C. The officers 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 at any meeting duly held.

**ARTICLE X**  
**BYLAWS**

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

B. The ByLaws may be amended in accordance with the procedures set forth in the ByLaws.

**ARTICLE XI**  
**AMENDMENT OF ARTICLES**

A. These Articles of Incorporation may be amended as follows:

1. Amendments shall be adopted by a majority of the Board of Directors.

**ARTICLE XII**  
**INDEMNITY**

The Association does hereby indemnify any person who is or was a director, officer, employee, or agent of the Association or is or was serving at the request of the Association as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against liability to the fullest extent and in accordance with all of the terms, conditions, restrictions and limitations set forth in Florida Statutes Section 607.0850. Every Director and every officer of 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 hereunder is based upon a settlement by the Director or officer seeking such 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 XIII**  
**NONPROFIT STATUS**

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

**ARTICLE XIV**  
**RULES OF THE ST. JOHNS RIVER WATER MANAGEMENT DISTRICT**

In the event of termination, dissolution or final liquidation of the Drainage Association, the responsibility for the operation and maintenance of the Overall Drainage 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 XV  
SUBSCRIBERS**

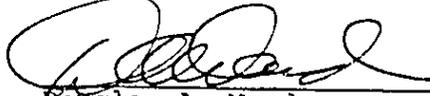
The name and address of the sole subscriber to these Articles is:

Douglas A. Ward                      1301 Riverplace Boulevard  
Suite 1500  
Jacksonville, Florida 32207

**ARTICLE XVI  
REGISTERED OFFICE**

The street address of the initial registered office of this corporation is 1301 Riverplace Boulevard, Suite 1500, Jacksonville, Florida 32207 and the name of the initial registered agent of this corporation at that address is Douglas A. Ward.

IN WITNESS WHEREOF, the undersigned subscribing incorporator, has hereunto set his hand and seal this 13<sup>th</sup> day of August, 1995, for the purpose of forming this corporation not-for-profit under the laws of the State of Florida.

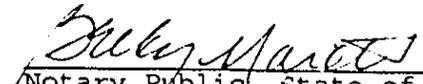


Douglas A. Ward

STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 13<sup>th</sup> day of August, 1995, by Douglas A. Ward, a subscriber, who is personally known to me.



Notary Public, State of Florida  
Name: \_\_\_\_\_



BECKY MARIOTTI  
MY COMMISSION # CC 127525 EXPIRES  
August 10, 1995

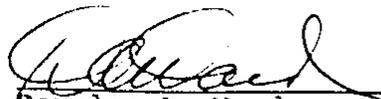
My Commission Expires: \_\_\_\_\_  
My Commission Number is: \_\_\_\_\_

CERTIFICATE NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Chapter 48.091, Florida Statutes, the following is submitted.

That THE DRAINAGE ASSOCIATION, INC., a corporation duly organized and existing under the laws of the State of Florida, has named **Douglas A. Ward** as its Registered Agent, located at 1301 Riverplace Boulevard, Suite 1500, Jacksonville, Florida 32207, 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 accept to act in this capacity and agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0505, Florida Statutes.

  
\_\_\_\_\_  
Douglas A. Ward

N 95000003741

ROGERS, TOWERS, BAILEY, JONES & GAY  
A PROFESSIONAL ASSOCIATION  
ATTORNEYS AT LAW  
1301 RIVERLACE BOULEVARD  
SUITE 1500  
JACKSONVILLE, FLORIDA 32207

CHARLES D. TOWERS, JR.  
JAMES M. McLEAN  
FRED M. PINOEL  
DAVID M. FOSTER  
C. WILLIAM REINEY  
ALLAN T. GEIGER  
G. KENNETH NORRIS  
DOUGLAS A. WARD  
PAUL P. SANFORD  
IRVIN M. WEINSTEIN  
ROBERT T. HYDE, JR.  
H. JOSEPH O'SHIELDS  
DONALD C. WRIGHT  
JOSEPH O. STROUD, JR.  
RICHARD B. SCHWALBE  
MICHAEL A. WOODRICH  
CECILE EVANS RIDER  
E. ALLEN MIEB, JR.  
J. KIRRY CHRISTTON  
T.R. HAINLINE, JR.  
CHRISTOPHER C. HAZELUP  
BUSAN C. McDONALD

BETSY COX MAHIN  
ANTHONY A. ANDERSON  
MARCIA PENNYMAN PARKER  
ANNE K. BUZBY  
KURT M. DUNKLE  
RICHARD L. MAQUIRE  
JAMES M. RILEY  
MARK M. ARNOLD  
C. DAVIS ELY  
RICK MONTE REZNICSEK  
WILLIAM A. O'LEARY  
REGINA ALHERINI YOUNG  
EMILY G. PIERCE  
GREGORY F. LUNNY  
JOHN R. IBACH  
CHERYL L. WORMAN  
JOHN A. SAPORA  
MARGARET M. BURNETT  
SANDRA J. MATTHEW  
DAVID E. GARDNER  
GILBERT L. FELTEL, JR.  
ADRIAN RUST

TELEPHONE: (904) 398-3911  
FAX: (904) 396-0463

WM. H. ROGERS - 1984-1987  
CHARLES D. TOWERS - 1984-1988  
CECA. C. BAILEY - 1981-1982  
TAYLOR JONES - 1911-1982  
J. EDWIN GAY - 1909-1984

TALLAHASSEE OFFICE  
108 SOUTH MONROE STREET  
P.O. BOX 1872  
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FAX (904) 222-7204

PAUL P. SANFORD  
GOVERNMENTAL CONSULTANT  
MARVIN ARRINGTON

SPECIAL COUNSEL  
HOWARD I. KORMAN  
ALFRED J. POMERANZ

WRITER'S DIRECT DIAL NUMBER:  
(904) 346-5527

June 12, 1996

Secretary of State  
State of Florida  
Corporate Filing Division  
P. O. Box 4080  
Tallahassee, Florida 32301

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-06/26/96--01098--002  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

RE: The Drainage Association, Inc.

Gentlemen:

Enclosed please find original executed Articles of Amendment to the Articles of Incorporation of The Drainage Association, Inc. along with our firm's check in the amount of \$87.50 which represents the fees due to file such Amendment and for the return of a certified copy of same.

Should you have any questions, please don't hesitate to contact me.

Sincerely,

*Douglas A. Ward*  
Douglas A. Ward

DAW/mi

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FILE  
SECRETARY OF STATE  
DIVISION  
96 JUN 26 AM 11:59

*Amend*

JUL 2 1996

ARTICLES OF AMENDMENT  
TO THE ARTICLES OF INCORPORATION  
OF  
THE DRAINAGE ASSOCIATION, INC.

SECRET FILED  
DIVISION OF CORPORATIONS  
96 JUN 26 AM 11:59

Pursuant to the provisions of Section 607.1006 of the Florida Statutes, the undersigned, being the Vice President of The Drainage Association, Inc. (the "Corporation"), a corporation existing under the laws of the State of Florida, does hereby state:

1. The name of this Corporation is The Drainage Association, Inc.

2. The amendment adopted is an amendment to Section XI, paragraph A of the Articles of Incorporation of this Corporation, which shall be amended to add the following language;

" . . . provided, however, that so long as there is a Class B Membership, the member of the Board designated by the Class A Members shall be required to approve any amendment which would materially and adversely affect Class A Members."

3. This amendment was approved by unanimous vote of all of the directors on ~~May~~ <sup>JUNE</sup> 7, 1996, pursuant to Article XI(A) of the Articles of Incorporation requiring approval of amendments by only a majority of the Board of Directors and not requiring any vote of the Members, and shall be effective on JUNE 7, 1996.

IN WITNESS WHEREOF, I have executed this Articles of Amendment this 7<sup>th</sup> day of ~~May~~ <sup>JUNE</sup>, 1996

THE DRAINAGE ASSOCIATION, INC.

By: William M. Brannen  
William M. Brannen,  
Its Vice President