

FROM: FORD, JETER & BOWLUS

TO: 119049224000

1996.02-27

03:41PM H011 P.01/07

N960000001064

2/27/96

FLORIDA DIVISION OF CORPORATIONS
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3:18 PM

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TALLAHASSEE, FL 32399

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DOCUMENT TYPE: FLORIDA NON-PROFIT CORPORATION

NAME: SWEETBRIAR HOMEOWNERS' ASSOCIATION, INC.

FAX AUDIT NUMBER: H96000002786

CURRENT STATUS: REQUESTED

DATE REQUESTED: 02/27/1996

TIME REQUESTED: 15:18:43

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 6

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 075350000442

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FROM: FORD, JETER & KOLB
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TO: 19049224000

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**ARTICLES OF INCORPORATION
OF**

**SWEETBRIAR HOMEOWNERS' ASSOCIATION, INC.,
a Florida not-for-profit corporation**

The undersigned, acting as incorporator of a corporation pursuant to Chapter 617, Florida Statutes, adopt the following Articles of Incorporation for such corporation (herein the "Corporation").

ARTICLE I. NAME

The name of the Corporation is SWEETBRIAR HOMEOWNERS' ASSOCIATION, INC.

The principal address of the Corporation at the time of incorporation is 9471 Baymeadows Rd., Suite 403, City of Jacksonville, County of Duval, Florida.

ARTICLE II. DURATION

The duration of this Corporation is perpetual unless dissolved according to law.

Corporate existence will commence on the date these Articles of Incorporation are filed by the Department of State.

ARTICLE III. PURPOSE

(a) The specific and primary purpose for which this Corporation is organized is to promote the general welfare of its members.

(b) The general purposes for which this Corporation is organized are:

(1) to promote the welfare and benefit of the owners of lands lying within Sweetbriar Units 1 and 2, and such other units as may hereafter be annexed to the Corporation.

(2) to oversee, administer, support, refurbish and maintain the real and personal property of the Corporation.

(3) to assess, collect and enforce the payment of dues to defray costs incident to the foregoing.

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This Instrument Prepared by: Robert A. Ford, Attorney-At-Law (Florida Bar #187810)
10110 San Jose Blvd., Jacksonville, FL 32257 (Phone: 904-268-7227)

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(4) to operate, maintain and manage the surface water or stormwater management system(s) in a manner consistent with the St. Johns River Water Management District Permit No. 4-019-0046AM requirements and applicable District rules, and to assist in the enforcement of the restrictions and covenants contained therein.

(5) to levy and collect adequate assessments against members of the Corporation for the costs of maintenance and operations of the surface water or stormwater management system, which assessments will be used for the maintenance and repair of the surface water or stormwater management systems, including, but not limited to, work within the retention areas, drainage structures and drainage easements.

(c) This Corporation is formed and will be operated exclusively for non-profit purposes. No part of any net earnings will inure to the benefit of any member, trustee, or officer of the Corporation except as provided by law.

(d) This Corporation will have and exercise all powers conferred upon not-for-profit corporations under the laws of the State of Florida generally, and specifically as provided in §617.021 of the Florida Not For Profit Corporation Act, provided, however, that this Corporation has no power to engage in any activity that in itself is not in furtherance of its purposes as set forth in subparagraphs (a) through (c) of this Article.

(e) The annexation of additional properties, the merger or consolidation of or with the Corporation, the mortgaging of Common Areas, the dissolution of the Corporation, and the amendment of these Articles requires the prior approval of HUD/VA as long as there is a Class B membership.

ARTICLE IV. QUALIFICATION AND ADMISSION OF MEMBERS

All owners of Lots within Sweetbriar Units 1 and 2 as shown on plat thereof recorded in Plat Book 29, pages 17 through 19, and Plat Book 29, pages 20 through 23, respectively, of the public records of Clay County, Florida, will be members of this Corporation (herein, a lot within the subdivision created by the Plat is referred to as a "Lot"). Other members may be admitted in the event additional lands are annexed to and made subject to the administration of this Corporation. The annexation of such additional lands will be evidenced by amendment to these Articles of Incorporation. Membership is transferable and is inseparable from ownership of a Lot. Two classes of membership exist:

Class A Membership: Each owner of a Lot (except Sweetbriar of Orange Park, Inc.) will be a Class A member of the Corporation. Regardless of the number of parties

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owning an interest in a Lot, each Lot is allocated one vote.

Class B Membership: Sweetbriar of Orange Park, Inc. is the sole Class B member of the Association and is allocated ten (10) votes for each Lot owned by it. Class B membership will cease on the earlier of: (a) September 15, 1998, OR (b) when Sweetbriar of Orange Park, Inc. no longer owns any Lot, OR (c) upon the Sweetbriar of Orange Park, Inc.'s election to terminate Class B membership, which election will be effective upon Sweetbriar of Orange Park, Inc.'s filing of written notice thereof in the public records of Clay County, Florida, OR (d) when seventy-five percent (75.0%) of the Lots have been conveyed by Sweetbriar of Orange Park, Inc. to Owners.

ARTICLE V. REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's initial registered office is 9471 Baymeadows Rd., Suite 403, City of Jacksonville, County of Duval, Florida, and the name of the corporation's initial registered agent at such address is James Ricky Wood.

ARTICLE VI. FIRST BOARD OF DIRECTORS

The following three (3) persons will serve the Corporation as directors until the first annual meeting or other meeting called to elect directors:

<u>Name</u>	<u>Address</u>
James Ricky Wood	9471 Baymeadows Rd., Suite 403 Jacksonville, FL 32256
E. Chester Stokes, Jr.	9551-4 Baymeadows Road Jacksonville, FL 32256
Sandy Leigh	9471 Baymeadows Rd., Suite 403 Jacksonville, FL 32256

ARTICLE VII. BASIS UNDER WHICH CORPORATION ORGANIZED

This Corporation is organized under a non-stock basis.

The Corporation is a not-for-profit corporation as defined by the Not For Profit Corporation Act in §617.01 of the Florida Statutes. As such, it is not organized for the pecuniary gain or profit of, and its net earnings nor any part thereof is distributable to, its members, officers, or other private persons except as specifically permitted under the provisions of the Florida Not For Profit Corporation Act.

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ARTICLE VIII. MANAGEMENT OF CORPORATE AFFAIRS

(a) *Board of Directors.* The powers of this Corporation will be exercised, its properties controlled, and its affairs conducted by a board of three (3) directors. The number of directors provided for in these Articles of Incorporation may be changed by a bylaw adopted by the members.

(b) *Election of Directors.* The method of electing directors is set forth in the bylaws.

(c) *Elective Officers.* The officers of this Corporation are a president, a vice president, a secretary and a treasurer. Other offices and officers may be established or appointed by the members of this Corporation at any regular annual meeting or any special meeting of members called for such purpose. The qualifications, the time and manner of electing or appointing, the duties of, the terms of office, and the manner of removing officers are set forth in the bylaws.

ARTICLE IX. INCORPORATOR

The name and address of the incorporator is James Ricky Wood, 9471 Baymeadows Rd., Suite 403, City of Jacksonville, County of Duval, Florida.

ARTICLE X. BYLAWS

Bylaws will be hereafter adopted at the first meeting of the board of directors. Such bylaws may be amended, repealed, in whole or in part, in the manner provided in the bylaws. Any amendment to the bylaws will be binding on all members of this Corporation.

ARTICLE XI. AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of the members for their vote. Amendments require the approval of at least two-thirds (2/3rds) of the lot owners but may otherwise be adopted as provided in the bylaws.

ARTICLE XII. ASSETS UPON DISSOLUTION

In the event the Corporation is dissolved, the assets shall be dedicated to a public body or conveyed to a non-profit organization with similar purposes. In the event of termination, dissolution or final liquidation of the Corporation, the responsibility for the operation and maintenance of the surface water or stormwater management system must be transferred to and accepted by an entity which would comply with S40C-42.027, F.A.C., and be approved by the

St. Johns River Water Management District prior to such termination, dissolution or liquidation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 27th day of February, 1996.

In the presence of:

[Signature]
Witness [Signature]
[Signature]
Witness [Signature]

[Signature]
JAMES RICKY WOOD

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 27th day of February, 1996, by James Ricky Wood, who is personally known to me or who has produced no identification.

[Signature]
Notary Public, State and County
Aforesaid (Signature)



Name of Notary Public
(Typed, Printed or Stamped)
My Commission Expires: _____

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CERTIFICATE NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, be it known that SWEETHRIAR HOMEOWNERS' ASSOCIATION, INC., a corporation duly organized and existing under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, has named JAMES RICKY WOOD, as its agent to accept service of process within this state.

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 that capacity, and agree to comply with the provisions of said Florida Statute relative to keeping open said office.


JAMES RICKY WOOD

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