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DIVISION OF CORPORATION

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PREMIER MAIL
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ACCOUNT NO. : 07210 100032

REFERENCE : 104696 7116583

AUTHORIZATION :

Patricia Pizito

COST LIMIT : \$ 70.00

ORDER DATE : October 1, 1996

ORDER TIME : 9:58 AM

ORDER NO. : 104696

500001961305

CUSTOMER NO: 7116583

CUSTOMER: Mr. Kenneth Lapointe
MONTGOMERY LAND COMPANY

Suite 9
9440 Phillips Highway
Jacksonville, FL 32256

DOMESTIC FILING

NAME: THE HAMLET HOMEOWNERS'
ASSOCIATION, INC.

EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XXX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrea C. Mabry

EXAMINER'S INITIALS:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KR
10-1-96

ARTICLES OF INCORPORATION
OF
THE HAMLET HOMEOWNERS' ASSOCIATION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned, all of whom are residents of Florida, and all of whom are of full aged, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I

Name

The name of the corporation is THE HAMLET HOMEOWNERS' ASSOCIATION, INC., hereinafter called the "Association".

ARTICLE II

Initial Registered Office and Agent

The initial registered office of the Association is 124 Cypress Lagoon Court, Ponte Vedra Beach, Florida 32082. The initial registered agent of the association is Kenneth J. LaPointe, whose address is 124 Cypress Lagoon Court, Ponte Vedra Beach, Florida 32082. The principal business office of the Association is 124 Cypress Lagoon Court, Ponte Vedra Beach, Florida 32082, and the office of the Association may thereafter be at such place as the Board of Directors of the Association (Board) may designate from time to time.

ARTICLE III

Purpose and Powers of the Association

This Association does not contemplate pecuniary gain or profit to the members thereof ("Members"). The specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the Lots, Master Drainage System and Common Areas, to include entrance right-of-way and entrance sign located within that certain tract of property in Duval County, Florida, more particularly described in Exhibit "A" attached hereto ("Property"), and the right-of-way along Blair Road that abuts The Hamlet Units One and Two-A, to promote the health, safety and welfare of the residents within the Property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose. The Association shall have all the powers and duties reasonably necessary to operate and maintain the Association for the purposes for which it was formed including, but not limited 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 The Hamlet Units One Two-A, hereafter called the "Declaration", applicable to the Property and recorded in the Current Public Records of Duval 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 with all definitions of terms set forth therein being applicable to such terms in these Articles;

(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; to 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. Said assessments will be used for the maintenance and repair of the surface water or stormwater management systems including but not limited to work within retention areas, drainage structures and drainage easements;

(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 to 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 Areas 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 Areas, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members;

(g) have and exercise any and all powers, rights and privileges which a corporation organized under the Corporations Not for Profit Law of the State of Florida by law may now or hereafter have or exercise and not in conflict with these Articles.

(h) maintain, repair, replace and operate the Common Areas;

(i) maintain and manage the surface water or stormwater management system(s) in a manner consistent with the St. Johns River Water Management District requirements and applicable District rules, and shall assist in the enforcement of the restrictions and covenants contained herein;

(j) purchase insurance upon the Common Areas and insurance for the protection of the Association and its Members;

(k) reconstruct improvements to the Common Areas after casualty and further improve the Common Areas;

(l) make and amend reasonable rules and regulations respecting the maintenance, upkeep, and use of the Common Areas;

(m) employ personnel to perform the services required for the proper operation, maintenance and upkeep of the Common Areas and the operation of the Association; and

(n) contract for the management of the Association and the performance of its duties with a third party and delegate to said third party all of the powers and duties of the Association except those required by these Articles or the Declaration to have the approval of the Board or the Members.

ARTICLE IV

Qualification of Members

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, 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. The Developer as identified and defined in the Declaration ("Developer") shall be a member.

ARTICLE V

Voting Rights

The Association shall have two classes of voting membership:

Class A: Class A members shall be all Owners, with the exception of the Developer and 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, among themselves, shall determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B: The Class B member(s) shall be the Developer (as defined in the Declaration), and shall be entitled to the number of votes equal to the number of votes held by Class A members, plus one. The Class B membership shall cease and be converted to Class A membership when the Developer no longer owns more than 50% of the lots within the development.

ARTICLE VI

Board of Directors

The affairs of this Association shall be managed by a Board of Directors consisting of not less than three (3) nor more than nine (9) Directors who, for a period of five (5) years after the issuance of the Association's Certificate of Incorporation need not be Members. The initial Board and the succeeding Boards during said five (5) year period shall be comprised of three (3) Members. Directors shall be elected in accordance with the By-Laws at the annual members' meeting held on the second Tuesday of March of each year. The names and addresses of the persons who are to act in the capacity of Directors until the election of their successors are:

<u>Name</u>	<u>Address</u>
Kenneth J. LaPointe	124 Cypress Lagoon Court Ponte Vedra Beach, Florida 32082
William R. Howell	2718 Park Street Jacksonville, Florida 32204

Claire K. LaPointe

124 Cypress Lagoon Court
Ponte Vedra Beach, Florida 32082

If any vacancy shall occur in the first Board of Directors before the election and qualification of their successors, said vacancy shall be filled by the remaining Directors on such Board.

ARTICLE VII

Officers

The Association shall be administered by the Officers designated in the By-Laws. The Officers shall be elected by the Board at its first meeting following the annual meeting of the Members and shall serve at the pleasure of the Board. The names and addresses of the Officers who shall serve until their successors are designated by the Board as follows:

<u>Name</u>	<u>Address</u>
Kenneth J. LaPointe President	124 Cypress Lagoon Court Ponte Vedra Beach, Florida 32082
William R. Howell Vice President	2718 Park Street Jacksonville, Florida 32204
Claire K. LaPointe Secretary/Treasurer	124 Cypress Lagoon Court Ponte Vedra Beach, Florida 32082

ARTICLE VIII

By-Laws

The first By-Laws of the Association shall be adopted by the Board and may be altered, amended or rescinded by the Board in the manner provided by the By-Laws.

ARTICLE IX

Indemnification

Every Director and Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by, or imposed upon him, in connection with any proceeding or settlement of 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 of the Association at the time such expenses are incurred, but the provisions of this Article shall not apply if a Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided, that in the event of a settlement, the indemnification provided herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest 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 X

Dissolution

The Association may be dissolved in the manner provided by the laws of Florida. 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 nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE XI

Term

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

ARTICLE XII

Amendments

Amendments to these Articles shall be proposed and adopted in the following manner:

(a) A notice of the subject matter of the proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered.

(b) A resolution for the adoption of the proposed amendment may be proposed by either the Board or the Members. Directors and Members not present in person or by proxy at a meeting considering an amendment may express their approval in writing provided that such approval is delivered to the Secretary of the Association at or prior to the meeting. Amendment of these Articles shall require the assent of a majority of each class of members. When the Class B membership ceases and is converted to Class A membership, amendment of these Articles shall require the assent of a majority of the entire membership.

(c) A copy of each amendment shall be filed with the Secretary of State and recorded among the public records of Duval County, Florida.

ARTICLE XIII

FHA/VA Approval

As long as there is Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: annexation of additional properties, mergers and consolidations, mortgaging of Common Areas, dedication of Common Areas, dissolution and amendment of these Articles.

ARTICLE XIV

Incorporators

The names and residences of the Incorporators of these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Kenneth J. LaPointe	124 Cypress Lagoon Court Ponte Vedra Beach, Florida 32082
William R. Howell	2718 Park Street Jacksonville, Florida 32204
Claire K. LaPointe	124 Cypress Lagoon Court Ponte Vedra Beach, Florida 32082

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation, this 5th day of May, 1996.

Kenneth J. LaPointe
KENNETH J. LAPOINTE
William R. Howell
WILLIAM R. HOWELL
Claire K. LaPointe
CLAIRE K. LAPOINTE

STATE OF FLORIDA)
COUNTY OF DUVAL)

The foregoing instrument was acknowledged before me this 5th day of May, 1996, by Kenneth J. LaPointe, William R. Howell and Claire K. LaPointe. They are individuals personally known to me and they did not take an oath.

Elsa B. Murphy
Elsa B. Murphy
Notary Public, State of Florida

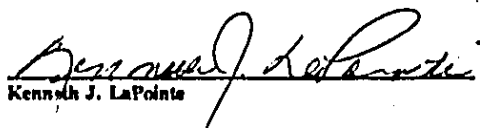
My Commission Expires:

ELSA B. MURPHY
NOTARY PUBLIC, STATE OF FLORIDA
My Commission Expires Feb. 9, 1998
Commission No. CC 347292

ACCEPTANCE BY REGISTERED AGENT

The undersigned, having been designated and appointed as registered agent of THE HAMLET HOMEOWNERS' ASSOCIATION, INC., in the foregoing Articles of Incorporation, does hereby accept the said appointment and designation as registered agent, to act as contemplated by the Florida General Corporation Act.

DATE: May 5, 1996


Kenneth J. LaPointe

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT "A"

THE HAMLET UNITS ONE AND TWO-A LEGAL DESCRIPTION

THE HAMLET UNIT ONE

CAPTION

A portion of Lots 7 and 8, Block 12, and a portion of Lots 1, 2, 3, 5, 6, 7, and 8, Block 13 and together with a portion of Edna Lee Avenue (closed by City Ordinance 74-1206-639) as shown on the plat of White City as recorded in Plat Book 5, Pages 70, and 70A of the Current Public Records of Duval County, Florida and being more particularly described as follows: COMMENCE at Southwest corner of Section 20, Township 2 South, Range 25 East of said County; thence North 88°35'56" East along the South line of said Section 20, a distance of 220.11 feet; thence North 01°21'50" West, 100.00 feet to the POINT OF BEGINNING, said point being situate in the Easterly line of that certain Jacksonville Electric Authority right of way as recorded in Official Records Volume 3443, Page 1098 (Parcel "F") of said Current Public Records; thence continue North 01°21'50" West along last said line, 80.90 feet; thence South 54°44'04" West, 190.00 feet to the point of curvature of the curve concave Southeasterly having a radius of 270.00 feet; thence Southwesterly along and around the arc of said curve 32.94 feet said arc being subtended by a chord bearing and distance South 51°14'22" West, 32.92 feet to a point situate in the Easterly right of way line of Blair Road (a 80 foot right of way as now established); thence North 26°44'54" East along last said line, 132.14 feet; thence North 54°44'04" East, 155.29 feet to a point situate in said Easterly line of Official Record Volume 3443, Page 1098 (Parcel "F"); thence North 01°21'50" West along last said line 202.79 feet; thence North 60°38'02" East, 120.00 feet; thence North 01°21'50" West, 10.00 feet; thence North 88°38'02" East, 50.00 feet; thence South 01°21'50" East, 33.07 feet; thence North 88°38'02" East, 120.00 feet; thence North 01°21'50" West, 390.00 feet; thence North 88°38'02" East, 249.00 feet; thence South 64°31'50" East, 110.67 feet; thence North 88°38'02" East, 340.76 feet; thence South 00°00'45" West, 307.44 feet to its intersection with an arc of a curve concave Southerly and having a radius of 1703.65 feet; thence Easterly along and around arc of said curve 37.41 feet said arc being subtended by chord bearing and distance South 89°21'31" East, 37.41 feet to the point of tangency of said curve; thence South 88°39'59" East, 40.89 feet; thence South 01°24'04" East, 171.49 feet; thence North 88°35'56" East, 100.93 feet; thence North 81°28'28" East, 325.00 feet, thence North 66°24'20" East, 326.13 feet to a point situate in the East line of said Lot 7, Block 12, of White City; thence South 00°50'20" East along last said line 470.33 feet; thence South 88°35'56" West along the Northerly line of that certain Jacksonville Electric Authority right of way as recorded in Official Records Volume 3443, Page 1098 (Parcel "G" & "H") of said Current Public Record a distance of 1798.61 feet to the POINT OF BEGINNING.

Containing 23.207 acres, more or less.

THE HAMLET UNIT TWO-A

CAPTION

A portion of Lots 3, 4, 7, and 8, Block 12, and a portion of Lots 1 and 5, Block 13, and together with a portion of Edna Lee Avenue (a 50 foot right of way closed by City Ordinance 74-1206-639), as shown on the plat of White City, as recorded in Plat Book 5, Pages 70 and 70A of the Current Public Records of Duval County, Florida, being more particularly described as follows: COMMENCE at the Southwest corner of Section 20, Township 2 South, Range 25 East of said County; thence North 88°35'56" East along the South line of said Section 20, a distance of 1296.97 feet; thence North 01°24'04" West, a distance of 414.82 feet to the POINT OF BEGINNING, thence continue North 01°24'04" West, a distance of 171.49 feet; thence North 88°39'59" West, a distance of 40.89 feet to the point of curvature of a curve concave Southerly and having a radius of 1,703.65 feet; thence Westerly along and around the arc of said curve 37.41 feet, said arc being subtended by a chord bearing and distance North 89°21'31" West, 37.41 feet; thence North 00°00'45" East, a distance of 307.44 feet; thence North 88°38'02" East, a distance of 620.24 feet; thence North 74°47'32" East, a distance of 103.02 feet to a point situate in the Easterly line of said Lot 3, Block 12, White City; thence South 00°50'20" East along last said line and along the Easterly line of said Lot 7, Block 12, White City, a distance of 362.12 feet; thence South 66°24'20" West, a distance of 326.13 feet; thence South 81°28'28" West, a distance of 325.00 feet; thence South 88°35'56" West, a distance of 100.93 feet to the POINT OF BEGINNING.

Containing 7.80 acres, more or less.