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Patricia Pizito

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CUSTOMER NO: 4323393

CUSTOMER: Robert M. Poppell, Esq
MAGUIRE VOORHIS & WELLS, P.A.

2 S. Orange Avenue
P.O. Box 633
Orlando, FL 32801

FILED
97 OCT 30 PM 2:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOMESTIC FILING

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NAME: ST. JOHNS COMMUNITY
ASSOCIATION, INC.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Andrew Cumper

EXAMINER'S INITIALS: _____

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SECRETARY OF CORPORATION

SN OCT 30 1997

ARTICLES OF INCORPORATION

OF

ST. JOHNS LANDING COMMUNITY ASSOCIATION, INC.

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97 OCT 30 PM 2:19
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TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this corporation shall be ST. JOHNS LANDING COMMUNITY ASSOCIATION, INC. For convenience, the corporation shall be referred to in these Articles of Incorporation as the "Association."

ARTICLE II

DURATION

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, State of Florida. The Association shall have perpetual existence.

ARTICLE III

PURPOSE AND POWERS OF THE ASSOCIATION

The Association is organized for the purpose of enforcing, and fulfilling the objectives and purposes stated in, the Declaration of Covenants, Conditions, Easements and Restrictions for St. Johns Landing (the "Declaration") recorded in the Public Records of Seminole County, Florida, including, but not limited to, the operation, maintenance and management of the Surface Water Management System in a manner consistent with the St. John's River Water Management District Environmental Resource Permit No. 40-117-0381-ERP requirements and applicable district rules and assistance in the enforcement of the restrictions and covenants contained in the Declaration which relate to the Surface Water Management System. Capitalized terms used herein without definition shall have the same meanings given to such terms in the Declaration. The Association shall have all the powers of a nonprofit corporation organized under Chapter 617 of the laws of the State of Florida, subject, however, only to such limitations upon the exercise of such powers as are expressly set forth in these Articles of Incorporation, the Bylaws of the Association, or the Declaration. The Association shall have the power and duty to do any and all lawful things which may be authorized, assigned, required or permitted to be done by the Declaration, these Articles of Incorporation and the Bylaws of the Association, including, but not limited to, the levy and collection of Assessments against Members of the Association

adequate for the cost of maintenance and operation of the Stormwater Management System, and to do and perform any and all acts which may be necessary or proper for, or incidental to, the exercise of any of the duties or powers of the Association. Unless otherwise specifically prohibited, any and all functions, duties and powers of the Association shall be fully transferable in whole or in part. Any instrument affecting such a transfer shall specify the duration thereof and the means of revocation. The Association is not formed for pecuniary profit and the Association shall not pay dividends, and no part of any income or assets of the Association shall be distributed to its Members, directors or officers.

ARTICLE IV

PRINCIPAL OFFICE

The initial principal office and mailing address of the Association is located at One Urban Centre, Suite 740, 4830 West Kennedy Boulevard, Tampa, Florida 33609.

ARTICLE V

REGISTERED OFFICE AND AGENT

Richland Management, Inc., a Florida corporation, whose address is One Urban Centre, Suite 740, 4830 West Kennedy Boulevard, Tampa, Florida 33609, is hereby appointed the initial registered agent of the Association and the registered office shall be at said address.

ARTICLE VI

DISSOLUTION OF THE ASSOCIATION

Upon dissolution of the Association, all of its assets remaining after provision for creditors and payment of all costs and expenses of such dissolution shall be distributed in the following manner:

6.1 Real property contributed to the Association without the receipt of other than nominal consideration by the Class B member (or its predecessor in interest) shall be returned to the Class B member (whether or not a Class B member at the time of such dissolution), unless it refuses to accept the conveyance (in whole or in part).

6.2 Dedication to any applicable municipal or other governmental authority of any property and responsibilities determined by the Board of Directors of the Association to be appropriate for such dedication and which the authority is

willing to accept. If said agency is unable or unwilling to accept the conveyance, then the property and responsibilities shall be dedicated to a non-profit corporation similar to the Association which shall then be responsible for the operation and maintenance thereof. With respect to the Association's responsibility for the operation and maintenance of the Surface Water or Stormwater Management System, such obligation must be transferred to and accepted by an entity which would comply with Section 40C-42.027, Florida Administrative Code, and be approved by the St. John's River Water Management District prior to dissolution.

ARTICLE VII

MEMBERSHIP

Every person or entity which qualifies as a Member of the Association in accordance with the Declaration shall be a Member of the Association, and such membership shall carry all rights, restrictions, benefits, interests and limitations granted pursuant to the Declaration, these Articles of Incorporation, the Bylaws of the Association, any rules and regulations promulgated by the Association, and the Florida Not-For-Profit Corporation Act.

ARTICLE VIII

VOTING RIGHTS

A Member's right to vote shall vest immediately upon such Member's qualification for membership as provided in the Declaration and these Articles of Incorporation. All voting rights of a Member shall be exercised in accordance with and subject to the restrictions and limitations provided in the Declaration, these Articles of Incorporation, and the By-Laws of the Association.

8.1 The Association shall have two (2) classes of voting membership as follows:

(a) Class A. Class A Members shall be all Owners of Lots, with the exception of Developer until such time as Class B membership has been converted to Class A membership as provided in Subsection 13.6.2 of the Declaration and in these Articles of Incorporation, and after such conversion all Owners of Lots classified as Residential Property shall be Class A Members. Class A Members shall be entitled to one (1) vote for each Lot in which they hold the ownership interest required for membership; provided, however, that in the event that (i) two (2) or more contiguous Lots or (ii) one (1) Lot and a portion of another Lot contiguous thereto

are owned in common by the same Owner and combined, developed and improved by such Owner as a single unified residential homesite, the Owner of any such combination of Lots shall only be entitled to one (1) vote for each such combination of Lots so owned. When more than one person or entity holds the ownership interest required for membership in the Association, each such person or entity shall be a Member, but the single vote of such Members with respect to the Lot owned by them shall be exercised as those holding a majority interest in the Lot determine. However, in no event shall more than one (1) Class A vote be cast with respect to any Lot which is owned by more than one person or entity. The Association may, but shall not be obligated to, recognize the vote or written assent of any co-owner of a Lot, but the Association shall recognize the vote or written assent of a particular co-owner who or which is designated in writing by a majority interest of all co-owners entitled to cast the vote attributable to the Lot owned by such co-owners, provided that such written designation shall be delivered to the Association not less than twenty-four (24) hours prior to the taking of the particular vote in question.

(b) Class B. The Class B Member shall be Developer. The Class B Member shall be entitled to five (5) votes for each Lot in which it holds the ownership interest required for membership; provided, however, that Class B membership shall cease and be converted to Class A membership when the total votes outstanding in Class A membership exceeds the total votes outstanding in Class B membership, at which time Class B membership shall be terminated and the Class B member shall be entitled and required to vote as a Class A member. Notwithstanding the foregoing, St. Johns Landing may be developed in phases, with the recordation of more than one (1) plat affecting the Subject Property. Developer intends to develop thirty-one (31) Lots in the Subject Property, and effective as of the date of these Articles of Incorporation Developer shall have five (5) Class B votes for each of such thirty-one (31) Lots, regardless of whether any or all of such Lots have been included in a recorded plat of all or a portion of the Subject Property at the time these Articles become effective. Further, in the event that the plats of the Subject Property create more than thirty-one (31) Lots, Developer shall also have five (5) Class B votes for each Lot in excess of the original estimate of thirty-one (31) Lots, from the date of recordation of the plat(s) which incorporate the increase in the number of Lots.

8.2 Notwithstanding anything in the foregoing provisions of this Article VIII or the Bylaws of the Association to the contrary, and notwithstanding the fact that Developer may no

longer own a sufficient number of Lots to provide the Developer with sufficient voting power to elect directors to the Board of Directors of the Association, the Developer shall have the power at all times while the Developer holds for sale in the ordinary course of business at least five percent (5%) of the Lots, exercisable in Developer's sole discretion, to elect at least one (1) director to the Board of Directors of the Association. Nothing contained in the foregoing, however, is intended, nor shall be deemed, to create any obligation upon the Developer to exercise such right to elect such one (1) director.

8.3 Unless elsewhere otherwise specifically provided in the Declaration or these Articles of Incorporation, any provision of these Articles of Incorporation which requires the vote or approval of a majority or other specified fraction or percentage of the total voting power of the Association, shall be deemed satisfied by either of the following:

(a) The vote in person or by proxy of the majority or other specified fraction or percentage of the total voting power of the Association at a meeting duly called and noticed pursuant to the provisions of the By-Laws of the Association dealing with annual or special meetings of the Members of the Association.

(b) Written consents signed by the majority or other specified fraction or percentage of the total voting power of the Association.

8.4 Notwithstanding any provision in the Bylaws of this Association establishing a higher percentage of voting power necessary to establish a quorum, the quorum required to take any action authorized pursuant to subsection 10.9.6 and sections 10.10 and 10.11 of the Declaration shall be as follows:

At the first meeting called for the purpose of taking any such action the presence at such meeting, in person or by proxy, of Members of the Association entitled to cast thirty percent (30%) of the total voting power of the Association shall constitute a quorum. If the required quorum is not present at such first meeting, a subsequent meeting may be called for the same purpose, subject to the notice requirements set forth in said subsection 10.9.6 and sections 10.10 and 10.11, and the required quorum at any such subsequent meeting shall be one-half ($\frac{1}{2}$) of the required quorum at the first meeting provided that no such subsequent meeting shall be held more than sixty (60) days following the date of the first meeting.

ARTICLE IX

BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors who shall be elected by the Members in the manner set forth in the Bylaws of the Association. The number of directors constituting the initial Board of Directors shall be three (3). The number of directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three (3). So long as there shall be a Class B Member, directors need not be Members of the Association and need not be residents of the State of Florida; thereafter, all directors, other than any director elected by the Developer pursuant to Section 8.2 of these Articles of Incorporation, shall be Members of the Association and residents of the State of Florida. The term of office of the initial directors of the Association shall expire at the first meeting of Members at which directors are elected. The terms of office of all other directors will expire at the next annual meeting of Members following the election of such directors. Despite the expiration of a director's term, the director will continue to serve until a successor is elected and qualifies or until there is a decrease in the number of directors. Any director may be removed from office at any time, with or without cause, by the affirmative vote of a majority of the Members. The names and addresses of the persons who are to act in the capacity of initial directors until the election and qualification of their successors are:

<u>Name</u>	<u>Address</u>
J. Curt Wilkinson	One Urban Centre, Suite 740 4830 West Kennedy Boulevard Tampa, Florida 33609
Samuel K. Ross	One Urban Centre, Suite 740 4830 West Kennedy Boulevard Tampa, Florida 33609
Dale West	One Urban Centre, Suite 740 4830 West Kennedy Boulevard Tampa, Florida 33609

ARTICLE X

OFFICERS

The affairs of the Association shall be administered by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors at its first meeting, and they shall serve at the pleasure of the Board of Directors.

ARTICLE XI

AMENDMENT

11.1 Subject to the provisions of Section 11.2 of these Articles of Incorporation, these Articles of Incorporation may be changed, amended, or modified at any time and from time to time by the Members only upon the affirmative written consent or vote of not less than seventy-five percent (75%) of the total voting power of the Members of the Association; provided, however, that until Developer no longer holds an ownership interest in any Lot or other lands within the Subject Property, no such change, amendment or modification by the Association shall be effective without Developer's express written joinder and consent on the amending instrument.

11.2 Notwithstanding anything to the contrary set forth in these Articles of Incorporation, the rights to change, amend or modify these Articles of Incorporation shall at all times be subject to and limited and restricted as follows, to wit:

(a) These Articles of Incorporation shall at all times be subject to the rules, laws, ordinances and codes of the City.

(b) To the extent that any term or provision of these Articles of Incorporation may be included herein in satisfaction of any conditions to approval of the Land Use Plan for the Tusawilla PUD, as any conditions to approval may, from time to time, be changed, amended or modified by the City pursuant to appropriate law or by action of the City, such terms or provisions shall not be changed, amended, or modified or otherwise deleted or eliminated without the prior written consent and joinder of the City.

(c) These Articles of Incorporation may not be changed, amended or modified in any fashion which will result in or facilitate the abandonment or termination of the obligation of the Association to maintain the Common Property.

(d) These Articles of Incorporation may not be changed, amended or modified in any fashion which would affect the Association's obligation to maintain the Stormwater

Management System for the Subject Property, without the prior written consent and approval of the SJRWMD and the City.

(e) These Articles of Incorporation may not be changed, amended or modified in such fashion as to change, amend, modify, eliminate or delete the provisions of this Section 11.2 without the prior written consent and joinder of Developer, in any case, and to the extent of any proposed change, amendment or modification which shall affect the rights of the City or the SJRWMD hereunder, the same shall require the written consent and joinder of the City or the SJRWMD, as the case may be.

ARTICLE XII

INDEMNIFICATION

12.1 Every director and every 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 whether civil, criminal, administrative or investigative, or any settlement of any proceeding, or any appeal from such 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, or having served at the Association's request as a director or officer of any other corporation, whether or not he is a director or officer at the time such expenses are incurred, regardless of by whom the proceeding is brought, except in relation to matters as to which any such director or officer shall be adjudged liable for gross negligence or willful misconduct, provided that in the event of a settlement, the indemnification shall apply only when the Board of Directors of the Association approves such settlement and reimbursement as being for 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.

12.2 Expenses incurred in defending a suit or proceeding whether civil, criminal, administrative or investigative may be paid by the Association in advance of the final disposition of such action, suit or proceeding if authorized by a majority of the directors upon receipt of an undertaking by or on behalf of the director or officer to repay such amount if it shall ultimately be determined that he is not to be indemnified by the Association as authorized by these Articles of Incorporation.

12.3 The Association shall have the power to purchase at its expense and maintain insurance on behalf of any person who is or was a director or officer of the Association, or is or was serving at the request of the Association as a director or officer of another corporation, against any liability asserted

against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of these Articles.

ARTICLE XIII

BYLAWS

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

ARTICLE IV

INCORPORATOR

The name and address of the Incorporator of this corporation is as follows:

<u>Name</u>	<u>Address</u>
Richland Management, Inc., a Florida corporation	One Urban Centre, Suite 740 4830 West Kennedy Blvd. Tampa, Florida 33609

ARTICLE V

NON-STOCK CORPORATION

The Association is organized on a non-stock basis and shall not issue shares of stock evidencing membership in the Association; provided, however, that membership in the Association may be evidenced by a certificate of membership which shall contain a statement that the Association is a corporation not for profit.

In witness whereof, the undersigned has signed this Articles of Incorporation this 27th day of October, 1997.

"INCORPORATOR"

RICHLAND MANAGEMENT, INC.,
a Florida corporation

By: J. Curt Wilkinson
J. Curt Wilkinson
Vice President

CERTIFICATE DESIGNATING REGISTERED AGENT FOR
SERVICE OF PROCESS

Pursuant to the provisions of Chapters 48 and 617, Florida Statutes, the corporation identified below hereby submits the following statement in designation of the Registered Office and Registered Agent in the State of Florida.

ST. JOHNS LANDING COMMUNITY ASSOCIATION, INC., desiring to organize as a corporation under the laws of the State of Florida, with its registered office at One Urban Centre, Suite 740, 4830 West Kennedy Boulevard, Tampa, Florida 33609, has named RICHLAND MANAGEMENT, INC., located at the above-registered office, as its Registered Agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named as Registered Agent for the above-stated corporation at the place designated in this Certificate, I hereby acknowledge that I am familiar with the obligations of a registered agent under the laws of the State of Florida and accept to act as Registered Agent for the above-stated corporation and agree to comply with the provisions of all laws applicable to the performance of such office.

RICHLAND MANAGEMENT, INC.,
a Florida corporation

By: [Signature]

J. Curt Wilkinson
Vice President

Dated: October

FILED
97 OCT 30 PM 2:19
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA