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March 24, 1997

Corporate Records Bureau
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

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Re: Julington Landing Owners Association, Inc.

Ladies/Gentlemen:

Enclosed please find the following documents in connection with the incorporation of Julington Landing Owners Association, Inc.:

1. Articles of Incorporation and copy for certification; and
2. A check in the amount of \$122.50 to cover the following items: (a) \$35.00 for filing fee, (b) \$52.50 for one certified copy of the Certificate of Incorporation, and (c) \$35.00 for certificate designating registered agent.

Please file the Articles and return the certified copy to me. Your assistance in this matter is appreciated. Should you have any questions or comments regarding the above, please do not hesitate to contact me.

Very truly yours,


Frank E. Miller

FEM;wm
Enclosures

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98 APR -1 AM 9:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TA-4/3/98

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
JULINGTON LANDING OWNERS ASSOCIATION, INC.

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned hereby files these Articles of Incorporation for the purpose of forming a corporation not-for-profit and does hereby certify:

ARTICLE I

NAME

The name of the corporation is Julington Landing Owners Association, Inc. ("Association").

ARTICLE II

PRINCIPAL OFFICE

The principal office of the Association is located at 9471 Baymeadows Road, Suite 403, Jacksonville, Florida 32256.

ARTICLE III

REGISTERED AGENT AND ADDRESS

James R. Young whose address is 9471 Baymeadows Road, Suite 403, Jacksonville, Florida 32256 is hereby appointed the initial registered agent of this Association.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof and the specific purposes for which it is formed are to provide for architectural control of the Parcels and maintenance and preservation of the Common Areas within that certain tract of land ("Property") described in that certain Declaration of Covenants, Easements and Restrictions ("Declaration") to be recorded in current public records of Duval County, Florida, and to promote the matters of common interest and concern to the Owners of the Property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

(a) exercise all of the powers and privileges and perform all of the duties and obligations of the Association as set forth in the Declaration applicable to the Property and recorded or to be

recorded in the Office of the Clerk of Court 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 stormwater management system(s) in a manner consistent with the St. Johns River Water Management District Permit No. 4-109-0515A requirements and applicable District rules and shall assist in the enforcement of the terms of the Declaration which relate to the surface water or stormwater management system;

(c) 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;

(d) 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;

(e) 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;

(f) borrow money, mortgage, pledge, deed in trust or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(g) dedicate, sell or transfer all or any part of the Common Area to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the members;

(h) participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional property and common area; and

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

ARTICLE V

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest to any Parcel which is subject to covenants of record to assessment by the Association 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 Parcel which is subject to assessment by the Association.

ARTICLE VI

VOTING RIGHTS

Subject to the restrictions and limitations hereinafter set forth, each member shall be entitled to the number of votes in the Association computed as follows:

(a) the members, other than Declarant, who are Owners shall have one (1) vote for each Parcel owned by them. The votes of members who are Owners shall be exercised directly by such Owner(s) or their authorized and designated representative;

(b) Declarant shall have the number of votes equal to the number of votes allocated to the members other than Declarant, plus one (1) vote. Declarant shall have such voting rights until such time as Declarant shall voluntarily relinquish its right to vote as Declarant in Association matters. At such time as Declarant voluntarily relinquishes its right to vote as Declarant in Association matters, Declarant shall thereafter vote as an Owner in Association matters so long as it owns any portion of the Property.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of three (3) directors who need not be members of the Association. The number of directors may be changed by amendment of the Bylaws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

<u>Name</u>	<u>Address</u>
Ellis Warren	233 East State Street Jacksonville, Florida 32202
James R. Young	9471 Baymeadows Road, Suite 403 Jacksonville, Florida 32256
<u>Jeffrey G. Meyer</u>	<u>8555 Plummer Road</u> <u>Jacksonville, FL 32219</u>

At the first annual meeting following such time as Declarant voluntarily relinquishes its right to vote as Declarant in Association matters, the members shall elect one (1) director for a term of one (1) year, one (1) director for a term of two (2) years and one (1) director for a term of three (3) years and at each annual meeting thereafter the members shall elect one (1) director for a term of three (3) years.

ARTICLE VIII

OFFICERS

The officers of the Association shall be a President, Secretary and Treasurer and such other officers as the Board may from time to time by resolution create. Any two (2) or more offices may be held by the same person. Officers shall be elected for one (1) year terms in accordance with the procedure set forth in the Bylaws. The names of the officers who are to manage the affairs of the Association until the first annual meeting of the Members and until their successors are duly elected and qualified are:

Ellis Warren	President
James R. Young	Secretary/Treasurer

ARTICLE VIII

TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

No contract or transaction between the Association and one or more of its directors or officers or between the Association and any other corporation, partnership, association or other organization in which one or more of its directors or officers are directors or officers or in which they have a financial interest shall be invalid, void or voidable solely for this reason or solely because the director or officer is present at or participates in the meeting of the Board or committee thereof which authorizes the contract or transaction or solely because his/her or their votes are counted for such purpose. All such contracts or transactions shall, however, be fair and reasonable and upon terms reasonably comparable to those which could be obtained in arms-length transaction with unrelated entities. No director or officer of the Association shall incur liability by reason of the fact that he/she is or may be interested in any such contract or transaction.

Interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

ARTICLE IX

DISSOLUTION

In the event of termination, dissolution or final liquidation of the Association, 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 Section 40C-42.027, Florida Administrative Code, and be approved by the District prior to such termination, dissolution or liquidation.

ARTICLE X

DURATION

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 XI

AMENDMENTS

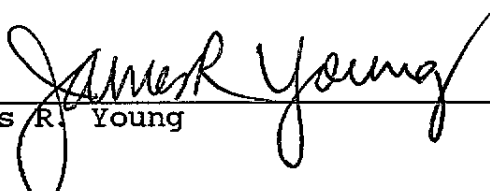
Amendment of these Articles shall require the assent to seventy-five percent (75%) of the entire membership.

ARTICLE XII

DEFINITIONS

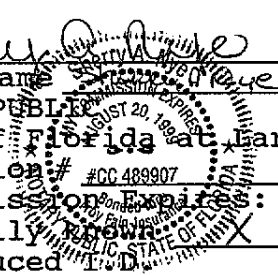
Unless the context otherwise requires, all defined terms contained in these Articles shall have the same meanings assigned to them by the Declaration.

IN WITNESS WHEREOF, for the purposes of forming this corporation under the laws of the State of Florida, the undersigned, constituting the sole incorporator of this Association has executed these Articles of Incorporation as of the 31 day of January, 1998.


James R. Young

STATE OF FLORIDA }
 }SS
COUNTY OF DUVAL }

The foregoing Articles of Incorporation were acknowledged before me this 31 day of January, 1998, by James R. Young, as Incorporator.

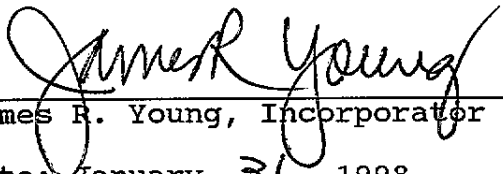


(Print Name Sherry D. Aye)
NOTARY PUBLIC
State of Florida at Large
Commission # #CG 489907
My Commission Expires:
Personally Known ☒
or Produced by Public Records ☐
[check one of the above]
Type of Identification Produced

**CERTIFICATE NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED**

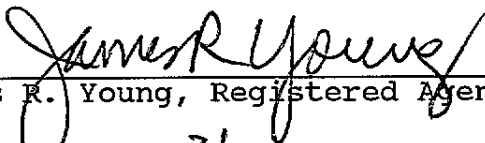
In compliance with Section 48.091, Florida Statutes, the following is submitted:

Julington Landing Owners Association, Inc., a corporation duly organized and existing under the laws of the State of Florida, with principal office, as indicated in the Articles of Incorporation at City of Jacksonville, County of Duval, State of Florida, hereby names James R. Young located at 9471 Baymeadows Road, Suite 403, Jacksonville, Florida 32256, as its agent to accept service of process within this state.



James R. Young, Incorporator
Date: January 31, 1998

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 provisions relative to said office.



James R. Young, Registered Agent
Date: January 31, 1998

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA