

N98000005456

WILBUR & ALLEN

A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS

112 WEST ADAMS STREET #1700

JACKSONVILLE, FLORIDA 32202-3895

JOHN H. WILBUR P.A.
DUDLEY D. ALLEN P.A.

TELEPHONE (904) 356-4211
FAX (904) 356-4214

August 13, 1998

PLEASE REPLY TO:
POST OFFICE BOX 58
JACKSONVILLE, FLORIDA 32201

State of Florida Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

300002616993--5
-08/17/98--01018--011
*****70.00 *****70.00

Re: Northbank, Inc.

Gentlemen:

I enclose original and 1 copy of Articles of Incorporation and Certificate designating place of business or domicile for service of process and naming agent upon whom process may be served.

I also enclose my check in the amount of \$70.00 representing payment of your fees.

I request these Articles of Incorporation be filed and approved and a stamped copy be returned to me for my records.

Very Truly Yours,

John/mnw

John H. Wilbur

JHW:mnw
Enclosures

FILED
98 SEP 17 PM 1:53
SECRETARY OF STATE
TALLAHASSEE FLORIDA

SEP 19 1998
[Signature]

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 19, 1998

WILBUR & ALLEN
JOHN H. WILBUR, ESQUIRE
POST OFFICE BOX 58
JACKSONVILLE, FL 32202-3895

SUBJECT: NORTHBANK, INC.
Ref. Number: W98000018946

We have received your document for NORTHBANK, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Written approval and clearance of the terms BANK, BANKER, BANC, BANKING, TRUST COMPANY, BANCSHARES, SAVINGS & LOAN ASSOCIATION, SAVINGS BANK, or CREDIT UNION must be obtained from the Division of Banking and Finance, pursuant to section 655.922(2a), Florida Statutes. The address is:

Division of Banking
Director's Office
101 E. Gaines St.
Fletcher Bldg., 6th Floor.
Tallahassee, FL 32399-0350
(850) 488-1111.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6933.

Dana Calloway
Document Specialist

Letter Number: 298A00043043

LAW OFFICES OF
WILBUR & ALLEN
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
112 WEST ADAMS STREET #1700
JACKSONVILLE, FLORIDA 32202-3895

JOHN H. WILBUR P.A.
DUDLEY D. ALLEN P.A.

TELEPHONE (904) 356-4211
FAX (904) 356-4214

PLEASE REPLY TO:
POST OFFICE BOX 58
JACKSONVILLE, FLORIDA 32201

September 18, 1998

State of Florida Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Coursey Enterprises, Inc.

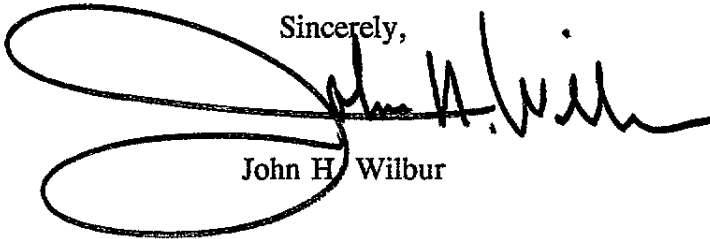
Gentlemen:

I enclose herewith Original and one (1) copy of the Article of Incorporation of Coursey Enterprises, Inc., a non-profit Corporation.

I also enclose letter received from your office indicating that the earlier filing for this Corporation in the name of "Northbank, Inc." was not acceptable because of the use of the word "bank" in the name.

I request the Articles now be filed and you return to me a stamped filed copy for our records.

Sincerely,



John H. Wilbur

JHW:mnw
Enclosures

ARTICLES OF INCORPORATION
OF
COURSEY ENTERPRISES, INC.

FILED
98 SEP 17 PM 1:53
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 age, 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 Coursey Enterprises, Inc., hereinafter called "Coursey
Enterprises" or the "Association".

ARTICLE II
REGISTERED AGENT AND OFFICE

The principal office of the Association shall be located at 2554 Blanding Blvd.,
Middleburg, Florida, and the name of its registered agent at said address shall be William P.
Coursey, Jr.

ARTICLE III
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 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 maintenance,
preservation and control of the stormwater retention system (including the lake) and all
common areas within that certain tract of property described as:

Lots 1- 17 Coursey Enterprises, Inc., as a recorded in Plat Book 30, pages 5 and 6, public records of Clay County, Florida.

Subject to certain restrictive uses, easements, right-of-ways and conditions and any additions thereto as may hereafter be brought within the jurisdiction of this Association for the purpose 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, Conditions and Restrictions, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the official records of Clay County, Florida, and as the name may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;
- (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 conduct the business of the Association;
- (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 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 Area 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 the 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 Lake Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of the members;

(g) 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;

(h) operate, maintain and manage the stormwater management system(s) in a manner consistent with the St. Johns River Water Management District permit no. 40-019-0124 - ERP requirements and applicable District rules, and shall assist in the enforcement of the restrictions and covenants contained herein;

(i) levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the stormwater management system;

(j) assessments shall be used for the maintenance and repair of the stormwater management systems including, but not limited to, work within retention areas, drainage structures and drainage easements.

ARTICLE V MEMBERSHIP

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.

ARTICLE VI VOTING RIGHTS

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

- (1) Class A: Class A members shall be all Owners, with the exception of the Declarant, (as defined in the Declaration), 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 determine, but in no event shall more than one vote be cast with respect to any lot.
- (2) Class B: Class B members shall be Declarant (as defined in the Declaration), and he shall be entitled to three (3) votes for each lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, which ever occurs earlier;
 - (a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership, or
 - (b) December 31, 2002.

ARTICLE VII SUBSCRIBERS

The names and residence of the subscribers of this association are as follows:

William Coursey
Coursey Construction Co.
2554 Blanding Blvd.
Middleburg, FL 32068

Kevin Coursey
Coursey Construction Co.
2554 Blanding Blvd.
Middleburg, FL 32068

Craig St. Peter
Coursey Construction Co.
2554 Blanding Blvd.
Middleburg, FL 32068

ARTICLE VIII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation in the State of Florida is:

2554 Blanding Blvd.
Middleburg, FL 32068

The name of the initial registered agent of this corporation at that address is:

William Coursey
Coursey Construction Co.
2554 Blanding Blvd.
Middleburg, FL 32068

ARTICLE IX
BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of not less than three (3) nor more than nine (9) Directors, who need not be members of the Association. The number of directors may be changed by amendment of the by-laws of the Association. The names and business addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

William Coursey
Coursey Construction Co.
2554 Blanding Blvd.
Middleburg, FL 32068

Kevin Coursey
Coursey Construction Co.
2554 Blanding Blvd.
Middleburg, FL 32068

Craig St. Peter
Coursey Construction Co.
2554 Blanding Blvd.
Middleburg, FL 32068

At the first annual meeting the members shall elect three directors for a term of one year, three directors for a term of two years and three directors for a term of three years; and at each meeting thereafter the members shall elect three directors for a term of three years.

ARTICLE X CORPORATE OFFICERS

The Board of Directors shall elect the following officers: President, Vice President, Secretary and Treasurer, and such other officers as the by-laws of this Association may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as officers:

President - William Coursey

Vice President - Kevin Coursey

Secretary - Treasurer - Craig St. Peter

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. 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 non-profit corporation, association, trust or other organization to be devoted to such similar purposes. In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the stormwater management 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 Water Management District prior to such termination, dissolution or liquidation.

ARTICLE XI AMENDMENTS TO BY-LAWS

The by-laws of the Association may be amended, at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy, except that the Federal Housing Administration or the Veterans Administration shall have the right to veto amendments while there is Class B membership.

ARTICLE XII AMENDMENTS TO ARTICLES OF INCORPORATION

Amendment of these Articles shall require assent of 50 percent (50%) of the entire membership.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws

of the State of Florida, we, the undersigned, Constituting the incorporators and subscribers of this Association, have executed these Articles of Incorporation, this 15th day of September 1998.



William Coursey



Kevin Coursey

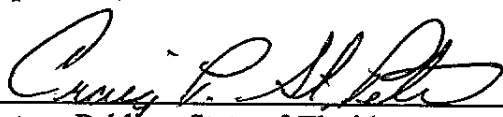


Craig St. Peter

STATE OF FLORIDA)
 :SS
COUNTY OF CLAY)

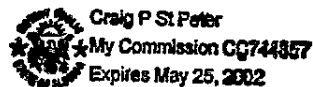
Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared William Coursey Known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 15th day of September, 1998.



Notary Public - State of Florida
at Large.

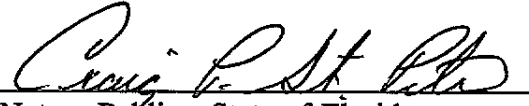
My Commission Expires:



STATE OF FLORIDA)
 :SS
COUNTY OF CLAY)

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared KEVIN COURSEY, Known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

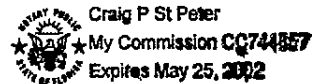
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 15 day of September, 1998.



Notary Public - State of Florida
at Large.

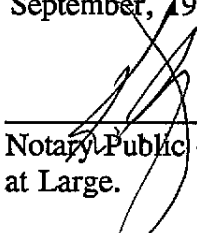
My Commission Expires:

STATE OF FLORIDA)
 :SS
COUNTY OF CLAY)



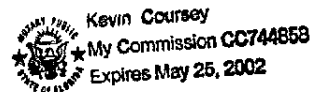
Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared CRAGG ST. PETER, Known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 15th day of September, 1998.



Notary Public - State of Florida
at Large.

My Commission Expires:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

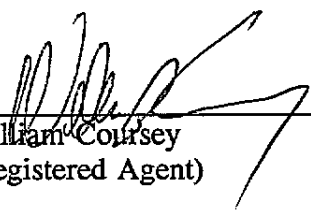
COURSEY ENTERPRISES, INC.

Pursuant to Section 617.0501, Florida Statutes, the following is submitted in
compliance with said Act:

First--That Coursey Enterprises, Inc. desiring
to organize under the laws of the State of Florida with its principal office, as indicated in the
Articles of Incorporation of at City of Middleburg, County of Clay, State of Florida, has
named William Coursey, located at 2554 Blanding Boulevard, Middleburg, Florida 32068,
City of Middleburg, County of Clay, State of Florida, as its agent to accept service of
process within this State:

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at
place designated in this certificate, I hereby accept to act in this capacity, and agree to
comply with the provision of said Act relative to keeping open this office.

By 
William Coursey
(Registered Agent)

FILED
98 SEP 17 PM 1:53
SECRETARY OF STATE
TALLAHASSEE FLORIDA