

N 99000002148

J. HOWARD SHEFFIELD, P. A.  
ATTORNEYS AT LAW

J. HOWARD SHEFFIELD  
SCOTT R. BOATRIGHT

4209 BAYMEADOWS ROAD, SUITE 4  
JACKSONVILLE, FLORIDA 32217  
TELEPHONE: (904) 733-7900  
FACSIMILE: (904) 730-4111

REPLY TO:

Baymeadows Road

55015 WELLS ROAD  
ORANGE PARK, FLORIDA 32073  
TELEPHONE: (904) 264-4700  
FACSIMILE: (904) 264-0044

March 24, 1999

Secretary of State  
Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

200002813552--5  
-03/26/99-01030-003  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: HEART OF THE SHEPHERD CHRISTIAN FELLOWSHIP, INC.

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation for the above referenced corporation with resident agent designation attached. Also enclosed is our check in the amount of \$78.75 for the filing fee as follows:

Filing Fee	\$ 35.00
Certified Copy	8.75
Registered Agent Designation	<u>35.00</u>
Total	<u>\$78.75</u>

FILED  
99 APR -6 PM 3:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Please return the certified copy to us. Thank you for your assistance.

Sabrina GAVE

AUTHORIZATION BY PHONE TO

CORRECT

DATE

DOC. EXAM.

/slr

Enclosures

Very truly yours,

Sabrina L. Roper  
Sabrina L. Roper  
Legal Assistant

w7650

**ARTICLES OF INCORPORATION**  
**OF**  
**HEART OF THE SHEPHERD CHRISTIAN FELLOWSHIP, INC.**  
**A CORPORATION NOT-FOR-PROFIT**

We, the undersigned, being desirous of forming a corporation not for profit, do hereby associate ourselves into a corporation for the purposes and with the powers herein specified and do hereby agree to the following Articles of Incorporation:

**ARTICLE I. NAME**

The name of this corporation shall be: HEART OF THE SHEPHERD CHRISTIAN FELLOWSHIP, INC. (hereinafter referred to as the "Fellowship").

**ARTICLE II. PURPOSE**

The purposes and object of the Fellowship shall be to include, without limitation, religious and charitable works, pursuant to Chapter 617.0301, Florida Statutes.

The Fellowship does not contemplate pecuniary gain or profit to the members thereof and shall undertake and perform all acts and duties incident to the management, preservation and control of the common areas of the Development in accordance with the terms, provisions, and conditions of these Articles of Incorporation, the By-Laws of the Fellowship and the Declaration.

**ARTICLE III. POWERS**

The Fellowship shall have the following powers:

A. All of the powers and privileges granted to corporations not for profit under the laws of the State of Florida and the Declaration as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth in length.

B. All of the powers reasonably necessary to implement and effectuate the purposes of the Fellowship.

FILED  
99 APR -6 PM 3:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#### ARTICLE IV. QUALIFICATION OF MEMBERS

The qualifications of members, manner of their admission to and termination of membership shall be as follows:

A. The owners of all Lots in the Development are eligible to be members of the Fellowship, and no other persons or entities shall be entitled to membership.

B. A person can become a Member by the acquisition of a vested present interest in the fee title to a Lot in the Development. The membership of any person or entity shall be automatically terminated upon his being divested of his title or interest in such Lot. Further, membership is dependent upon the owner paying the dues as enacted by the Fellowship.

C. Except as an appurtenance to his Lot, no Member can assign, hypothecate or transfer in any manner, his membership in the Fellowship or his interest in the funds and assets of the Fellowship. The funds and assets of the Fellowship shall belong solely to the Fellowship subject to the limitation that the same be expended, held or used for the benefit of the membership and for the purposes authorized herein, in the Declaration, and the By-Laws hereof.

#### ARTICLE V. VOTING

On all matters upon which the membership shall be entitled to vote, there shall be only one vote for each lot in the Development. Such vote may be exercised or cast by the owner or owners in such manner as may be provided in the By-Laws of this Fellowship. Any item up for consideration and vote shall require for approval the vote of  $\frac{2}{3}$  of the total membership.

#### ARTICLE VI. TERM OF EXISTENCE

Existence of this Fellowship shall commence with the filing of these Articles with the Secretary of State, Tallahassee, Florida. The Fellowship shall have perpetual existence.

#### ARTICLE VII. OFFICE

The principal office of the Fellowship shall be 2301 Park Avenue, Suite 208, Jacksonville, Florida 32073, or such other place as the Board of Directors may designate. The address of the registered office and the name of the initial Registered Agent are: J. Howard Sheffield, Esq., J. Howard Sheffield, P.A., 4209 Baymeadows Road, Suite 4, Jacksonville, Florida 32217.

## ARTICLE VIII. BOARD OF DIRECTORS

A. The business affairs of this Fellowship shall be managed by the Board of Directors. The number of members of the Board of Directors shall be four including the President of the Fellowship.

B. Subject to the Declaration, the Board of Directors shall be elected by the Members of the Fellowship from among the membership at the annual membership meeting.

## ARTICLE IX. OFFICERS

A. The officers of the Fellowship shall be a President, Secretary and Treasurer who shall perform the duties of such offices customarily performed by like officers of corporations in the State of Florida subject to the directors of the Board of Directors.

B. The persons who are to serve as officers of the Fellowship until their successors are chosen are:

<u>Officer</u>	<u>Name</u>	<u>Address</u>
President/Treasurer	Steve Johnson	2301 Park Avenue, Suite 208 Orange Park, FL 32073
Vice President/Secretary	Linda Johnson	2301 Park Avenue, Suite 208 Orange Park, FL 32073

C. The officers shall be elected by the members of the Fellowship at their annual meeting. Any vacancies in any office shall be filled by the Board of Directors at any meeting duly held. The annual meeting shall be held in January. Other meetings of the Fellowship shall be held at least quarterly. Any two (2) members can call a meeting by notifying the President.

## ARTICLE X. BY-LAWS

- A. The members shall adopt by a majority vote the original By-Laws of the Fellowship.
- B. The By-Laws may be amended in accordance with the procedures set forth in the By-Laws.

## ARTICLE XI. AMENDMENT OF ARTICLES

- A. These Articles of Incorporation may be amended as follows:
  - 1. Amendments shall be proposed by a majority of the Board of Directors.
  - 2. The President, or acting Chief Executive Officer of the Fellowship in the absence of the President, shall thereupon call a special meeting of the Members of the Fellowship for a date not sooner than twenty (20) days nor later than sixty (60) days from the date on which the Board of Directors approve the amendment proposal. Each Member shall be given written notice of such meeting stating the time and place of the meeting and reciting the proposed amendment or amendments in reasonably detailed form, which notice shall be mailed or presented personally to each Member not less than ten (10) days nor more than thirty (30) days before the date set for such meeting. Such notice shall be deemed properly given when deposited in the United States mail, addressed to the Member at his post office address as it appears on the records of the Fellowship. At such meeting, the amendment or amendments proposed must be approved by an affirmative vote of at least a majority of the members. If so approved, a certified copy of the said amendment or amendments shall be filed in the Office of the Secretary of State of the State of Florida and recorded in the public records of Duval County, Florida.

## ARTICLE XII. INDEMNITY

Every Director and every officer of the Fellowship shall be indemnified by the Fellowship against all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed upon him in connection with 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 Fellowship, whether or not he is a Director or officer at the time such expenses are incurred, except in such cases where the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided, that in the event any claim for reimbursement or indemnification hereunder is based upon a settlement by the Director or officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interests of the Fellowship. 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 XIII. NON-PROFIT STATUS

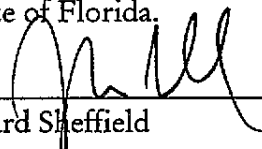
No part of the income of this corporation shall be distributed to the Members except upon dissolution or final liquidation and as permitted by the court having jurisdiction thereof.

## ARTICLE XV. SUBSCRIBERS

The names and addresses of the subscribers to these Articles are:

<u>NAME</u>	<u>STREET ADDRESS</u>
Steve Johnson President/Treasurer	2301 Park Avenue, Suite 208 Orange Park, FL 32073
Linda Johnson Vice President/Secretary	2301 Park Avenue, Suite 208 Orange Park, FL 32073

IN WITNESS WHEREOF, we, the undersigned subscribing incorporators have hereunto set our hands and seal this 1st day of April, 1999, for the purpose of forming this corporation not for profit under the laws of the State of Florida.

  
\_\_\_\_\_  
J. Howard Sheffield

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted:

That HEART OF THE SHEPHERD CHRISTIAN FELLOWSHIP, 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 at City of Jacksonville, County of Duval, State of Florida, has named J. Howard Sheffield, Esq., located at 4209 Baymeadows Road, Suite 4, Jacksonville, Florida 32217, as its agent to accept service of process within this state.

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

REGISTERED AGENT

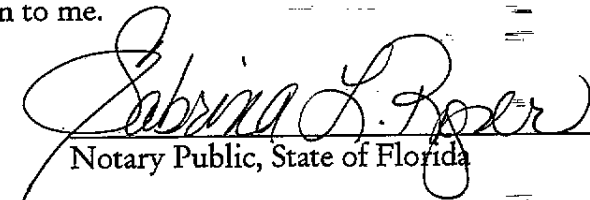
  
\_\_\_\_\_  
J. HOWARD SHEFFIELD


FILED  
99 APR -6 PM 3.35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA

COUNTY OF DUVAL

Sworn to and subscribed before me this 1<sup>st</sup> day of April, 1999, by J. HOWARD SHEFFIELD who is personally known to me.

  
\_\_\_\_\_  
Notary Public, State of Florida

 Sabrina L. Roper  
My Commission CC761559  
Expires July 22, 2002