

Division of Corporations

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Account Number : 075350000442
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FLORIDA NON-PROFIT CORPORATION

OLDE SUTTON OAKS OWNERS ASSOCIATION, INC.

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ARTICLES OF INCORPORATION
OF
OLDE SUTTON OAKS OWNERS ASSOCIATION, INC.,
a Florida not-for-profit corporation

The undersigned, acting as incorporators of a corporation pursuant to Chapter 617, Florida Statutes, adopt the following Articles of Incorporation for such corporation (herein the "Corporation").

ARTICLE I. NAME

The name of the Corporation is OLDE SUTTON OAKS OWNERS ASSOCIATION, INC. The principal address of the Corporation at the time of incorporation is 1730 Kingsley Avenue, Suite E, City of Orange Park, County of Clay, Florida, 32073.

ARTICLE II. DURATION

The duration of this Corporation is perpetual unless dissolved according to law.

Corporate existence will commence on the date these Articles of Incorporation are filed by the Department of State.

ARTICLE III. PURPOSE

(a) The specific and primary purpose for which this Corporation is organized is to promote the general welfare of its members.

(b) The general purposes for which this Corporation is organized are:

(1) to promote the welfare and benefit of the owners of lands lying within Olde Sutton Oaks, and such other units as may hereafter be annexed to the Corporation.

(2) to oversee, administer, support, refurbish and maintain the real and personal property of the Corporation.

(3) to assess, collect and enforce the payment of dues to defray costs incident to the foregoing.

(4) to 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 issued with respect to the property described in Exhibit A attached hereto and applicable District rules, and to assist in the enforcement of the restrictions and covenants contained therein.

Prepared by:
John S. Duss, IV, Attorney-At-Law, Florida Bar No. 104019
10110 San Jose Blvd., Jacksonville, Florida 32257
Phone: (904) 268-7227

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(5) to levy and collect adequate assessments against members of the Corporation for the costs of maintenance and operations of the surface water or stormwater management system, which assessments will be used for the maintenance and repair of the surface water or stormwater management systems, including, but not limited to, work within the retention areas, drainage structures and drainage easements.

(c) This Corporation is formed and will be operated exclusively for non-profit purposes. No part of any net earnings will inure to the benefit of any member, trustee, or officer of the Corporation except as provided by law.

(d) This Corporation will have and exercise all powers conferred upon not-for-profit corporations under the laws of the State of Florida generally, and specifically as provided in §617.021 of the Florida Not For Profit Corporation Act, provided, however, that this Corporation has no power to engage in any activity that in itself is not in furtherance of its purposes as set forth in subparagraphs (a) through (c) of this Article.

(e) The annexation of additional properties, the merger or consolidation of or with the Corporation, the mortgaging of Common Areas, the dissolution of the Corporation, and the amendment of these Articles requires the prior approval of HUD/VA as long as there is a Class B membership.

ARTICLE IV. QUALIFICATION AND ADMISSION OF MEMBERS

All owners of Lots within Olde Sutton Oaks, as shown on plat thereof recorded or to be recorded in the public records of Clay County, Florida, said plat being a subdivision of lands described in Exhibit A attached hereto, will be members of this Corporation (herein, a lot within the subdivision created by the Plat is referred to as a "Lot"). Other members may be admitted in the event additional lands are annexed to and made subject to the administration of this Corporation. The annexation of such additional lands will be evidenced by amendment to these Articles of Incorporation. Membership is transferable and is inseparable from ownership of a Lot. Two classes of membership exist:

Class A Membership: Each owner of a Lot (except Olde Sutton Oaks, Inc.) will be a Class A member of the Corporation. Regardless of the number of parties owning an interest in a Lot, each Lot is allocated one vote.

Class B Membership: Olde Sutton Oaks, Inc. is the sole Class B member of the Association and is allocated ten (10) votes for each Lot owned by it. Class B membership will cease on the earlier of: (a) January 1, 2010, OR (b) when Olde Sutton Oaks, Inc. no longer owns any Lot, OR (c) upon the Olde Sutton Oaks, Inc.'s election to terminate Class B membership, which election will be effective upon Olde Sutton Oaks, Inc.'s filing of written notice thereof in the public records of Clay County, Florida, OR (d) when seventy-five percent (75.0%) of the Lots have been conveyed by Olde Sutton Oaks, Inc. to Owners.

ARTICLE V. REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's initial registered office is 10110 San Jose Blvd., Jacksonville, Florida, 32257, and the name of the corporation's initial registered agent at such address is John S. Duss, IV.

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ARTICLE VI. FIRST BOARD OF DIRECTORS

The following three (3) persons will serve the Corporation as directors until the first annual meeting or other meeting called to elect directors:

<u>Name</u>	<u>Address</u>
William R. Howell	1730 Kinglsey Ave., Suite E Orange Park, FL 32073
Sandra Spencer	1730 Kingsley Ave., Suite E Orange Park, FL 32073
Patrick Wallace	1730 Kingsley Ave., Suite E Orange Park FL 32073

ARTICLE VII. BASIS UNDER WHICH CORPORATION ORGANIZED

This Corporation is organized under a non-stock basis.

The Corporation is a not-for-profit corporation as defined by the Not For Profit Corporation Act in §617.01 of the Florida Statutes. As such, it is not organized for the pecuniary gain or profit of, and its net earnings nor any part thereof is distributable to, its members, officers, or other private persons except as specifically permitted under the provisions of the Florida Not For Profit Corporation Act.

ARTICLE VIII. MANAGEMENT OF CORPORATE AFFAIRS

(a) Board of Directors. The powers of this Corporation will be exercised, its properties controlled, and its affairs conducted by a board of three (3) directors. The number of directors provided for in these Articles of Incorporation may be changed by a bylaw adopted by the members.

(b) Election of Directors. The method of electing directors is set forth in the Bylaws.

(c) Elective Officers. The officers of this Corporation are a president, a vice president, a secretary and a treasurer. Other offices and officers may be established or appointed by the members of this Corporation at any regular annual meeting or any special meeting of members called for such purpose. The qualifications, the time and manner of electing or appointing, the duties of, the terms of office, and the manner of removing officers are set forth in the Bylaws.

ARTICLE IX. INCORPORATOR

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
John S. Duss, IV	10110 San Jose Blvd. Jacksonville, Florida 32257

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ARTICLE X. BYLAWS

Bylaws will be hereafter adopted at the first meeting of the board of directors. Such Bylaws may be amended, repealed, in whole or in part, in the manner provided in the Bylaws. Any amendment to the Bylaws will be binding on all members of this Corporation.

ARTICLE XI. AMENDMENT OF ARTICLES

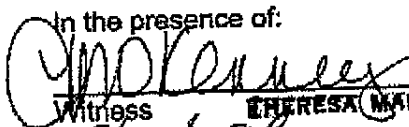

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of the members for their vote. Amendments require the approval of at least two-thirds (2/3rds) of the lot owners but may otherwise be adopted as provided in the Bylaws.

ARTICLE XII. ASSETS UPON DISSOLUTION

In the event the Corporation is dissolved, the assets shall be dedicated to a public body or conveyed to a non-profit organization with similar purposes. In the event of termination, dissolution or final liquidation of the Corporation, 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 §40C-42.027, F.A.C., and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 19th day of April, 1999.

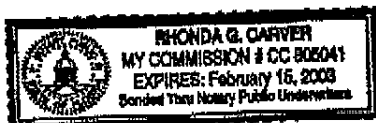
In the presence of:



Witness TERESA MARIE KENNEY

Witness


JOHN S. DUSS, IV

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 19th day of April, 1999, by JOHN S. DUSS, IV, who is personally known to me or who has produced _____ as identification.




Notary Public, State and County
Aforesaid (Signature)

RHONDA G. CARVER
Name of Notary Public
(Typed, Printed or Stamped)
My Commission Expires: 2-15-2003

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CERTIFICATE NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, be it known that OLDE SUTTON OAKS OWNERS ASSOCIATION, INC., a corporation duly organized and existing under the laws of the State of Florida, with its initial registered office at 10110 San Jose Blvd., Jacksonville, Florida, 32257, has named JOHN S. DUSS, IV, as its agent to accept service of process within this state.

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


JOHN S. DUSS, IV

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TALLAHASSEE, FLORIDA

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EXHIBIT A

A PARCEL OF LAND SITUATED IN SECTION 3, TOWNSHIP 4 SOUTH, RANGE 25 EAST, CLAY COUNTY, FLORIDA, AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS: BEGIN AT THE SOUTHEAST CORNER OF LOT 22, OLDE SUTTON FOREST, ACCORDING TO MAP THEREOF, RECORDED IN PLAT BOOK 31, PAGES 48, 49, 50 AND 51 OF THE PUBLIC RECORDS OF SAID COUNTY; THENCE ON THE MOST EASTERLY BOUNDARY OF SAID OLDE SUTTON FOREST, NORTH 00 DEGREES 10 MINUTES 13 SECONDS EAST, 65.15 FEET; THENCE SOUTH 83 DEGREES 28 MINUTES 35 SECONDS EAST, 17.38 FEET; THENCE NORTH 02 DEGREES 54 MINUTES 55 SECONDS WEST, 21.92 FEET; THENCE NORTH 15 DEGREES 22 MINUTES 28 SECONDS EAST, 28.01 FEET; THENCE SOUTH 80 DEGREES 36 MINUTES 24 SECONDS EAST, 57.46 FEET; THENCE NORTH 88 DEGREES 25 MINUTES 54 SECONDS EAST, 25.74 FEET; THENCE SOUTH 86 DEGREES 25 MINUTES 41 SECONDS EAST, 48.10 FEET; THENCE NORTH 71 DEGREES 22 MINUTES 55 SECONDS EAST, 54.45 FEET; THENCE NORTH 47 DEGREES 36 MINUTES 14 SECONDS EAST, 40.75 FEET; THENCE SOUTH 44 DEGREES 05 MINUTES 27 SECONDS EAST, 27.48 FEET; THENCE SOUTH 52 DEGREES 33 MINUTES 28 SECONDS EAST, 41.12 FEET; THENCE SOUTH 54 DEGREES 20 MINUTES 45 SECONDS EAST, 40.64 FEET; THENCE SOUTH 74 DEGREES 24 MINUTES 34 SECONDS EAST, 89.57 FEET; THENCE NORTH 84 DEGREES 26 MINUTES 56 SECONDS EAST, 72.25 FEET; THENCE SOUTH 67 DEGREES 23 MINUTES 57 SECONDS EAST, 43.25 FEET; THENCE NORTH 83 DEGREES 54 MINUTES 32 SECONDS EAST, 42.44 FEET; THENCE SOUTH 37 DEGREES 25 MINUTES 11 SECONDS EAST, 52.73 FEET; THENCE SOUTH 61 DEGREES 08 MINUTES 08 SECONDS EAST, 45.34 FEET; THENCE NORTH 59 DEGREES 32 MINUTES 02 SECONDS EAST, 48.84 FEET; THENCE NORTH 30 DEGREES 30 MINUTES 11 SECONDS EAST, 60.27 FEET; THENCE NORTH 54 DEGREES 56 MINUTES 44 SECONDS EAST, 44.07 FEET; THENCE NORTH 80 DEGREES 57 MINUTES 24 SECONDS EAST, 61.39 FEET; THENCE NORTH 36 DEGREES 38 MINUTES 34 SECONDS EAST, 44.07 FEET; THENCE NORTH 21 DEGREES 47 MINUTES 20 SECONDS EAST, 48.13 FEET; THENCE NORTH 35 DEGREES 44 MINUTES 30 SECONDS EAST, 136.68 FEET; THENCE NORTH 06 DEGREES 20 MINUTES 07 SECONDS EAST, 75.52 FEET; THENCE NORTH 02 DEGREES 26 MINUTES 12 SECONDS EAST, 115.29 FEET; THENCE NORTH 10 DEGREES 10 MINUTES 27 SECONDS EAST, 89.98 FEET; THENCE NORTH 51 DEGREES 10 MINUTES 13 SECONDS EAST, 57.39 FEET; THENCE SOUTH 86 DEGREES 34 MINUTES 30 SECONDS EAST, 151.80 FEET; THENCE SOUTH 08 DEGREES 46 MINUTES 03 SECONDS EAST, 156.63 FEET; THENCE ON THE ARC OF A CURVE CONCAVE NORTHERLY AND HAVING A RADIUS OF 30.00 FEET, AN ARC DISTANCE OF 17.10 FEET, SAID ARC BEING SUBTENDED BY A CHORD BEARING AND DISTANCE OF NORTH 70 DEGREES 57 MINUTES 07 SECONDS EAST, 16.87 FEET; THENCE SOUTH 35 DEGREES 22 MINUTES 33 SECONDS EAST, 50.00 FEET; THENCE ON THE ARC OF A CURVE CONCAVE SOUTHEASTERLY AND HAVING A RADIUS OF 125.00 FEET, AN ARC DISTANCE OF 47.10 FEET, SAID ARC BEING SUBTENDED BY A CHORD BEARING AND DISTANCE OF SOUTH 43 DEGREES 22 MINUTES 21 SECONDS WEST, 48.78 FEET; THENCE SOUTH 32 DEGREES 07 MINUTES 14 SECONDS WEST, 15.82 FEET; THENCE SOUTH 57 DEGREES 52 MINUTES 46 SECONDS EAST, 87.36 FEET; THENCE SOUTH 23 DEGREES 05 MINUTES 47 SECONDS EAST, 11.13 FEET; THENCE SOUTH 83 DEGREES 17 MINUTES 43 SECONDS EAST, 14.82 FEET; THENCE NORTH 63 DEGREES 09 MINUTES 37 SECONDS EAST, 33.78 FEET; THENCE SOUTH 74 DEGREES 56 MINUTES 50 SECONDS EAST, 37.05 FEET; THENCE SOUTH 52 DEGREES 02 MINUTES 43 SECONDS EAST, 42.02 FEET; THENCE SOUTH 52 DEGREES 31 MINUTES 36 SECONDS EAST, 61.8 FEET; THENCE SOUTH 59 DEGREES 40 MINUTES 03 SECONDS EAST, 30.96 FEET; THENCE SOUTH 07 DEGREES 22 MINUTES 31 SECONDS EAST, 47.77 FEET; THENCE SOUTH 36 DEGREES 04 MINUTES 25 SECONDS EAST, 56.61 FEET; THENCE SOUTH 12 DEGREES 00 MINUTES 43 SECONDS WEST, 72.74 FEET; THENCE SOUTH 37 DEGREES 08 MINUTES 07 SECONDS EAST, 61.60 FEET; THENCE SOUTH 23 DEGREES 42 MINUTES 59 SECONDS WEST, 47.05 FEET; THENCE SOUTH 00 DEGREES 32 MINUTES 08 SECONDS EAST, 48.88 FEET; THENCE SOUTH 74 DEGREES 48 MINUTES 18 SECONDS WEST, 28.56 FEET; THENCE SOUTH 01 DEGREES 24 MINUTES 06 SECONDS EAST, 27.54 FEET; THENCE SOUTH 01 DEGREES 10 MINUTES 43 SECONDS EAST, 45.26 FEET; THENCE SOUTH 77 DEGREES 43 MINUTES 35 SECONDS EAST, 32.23 FEET; THENCE SOUTH 80 DEGREES 43 MINUTES 31 SECONDS EAST, 45.75 FEET; THENCE SOUTH 69 DEGREES 11 MINUTES 30 SECONDS EAST, 29.09 FEET; THENCE SOUTH 77 DEGREES 58 MINUTES 37 SECONDS EAST, 46.82 FEET; THENCE SOUTH 25 DEGREES 58 MINUTES 41 SECONDS EAST, 34.11 FEET; THENCE SOUTH 20 DEGREES 33 MINUTES 08 SECONDS WEST, 64.58 FEET; THENCE SOUTH 15 DEGREES 25 MINUTES 58 SECONDS WEST, 32.52 FEET; THENCE SOUTH 27 DEGREES 49 MINUTES 07 SECONDS EAST, 81.71 FEET; THENCE SOUTH 23 DEGREES 03 MINUTES 42 SECONDS EAST, 60.42 FEET; THENCE SOUTH 17 DEGREES 53 MINUTES 22 SECONDS EAST, 8.71 FEET; THENCE SOUTH 69 DEGREES 40 MINUTES 02 SECONDS WEST, 128.27 FEET; THENCE ON THE ARC OF A CURVE CONCAVE NORTHEASTERLY AND HAVING A RADIUS OF 20.83 FEET, AN ARC DISTANCE OF 28.81 FEET, SAID ARC BEING SUBTENDED BY A CHORD BEARING AND DISTANCE OF NORTH 73 DEGREES 27 MINUTES 46 SECONDS WEST, 25.00 FEET; THENCE SOUTH 69 DEGREES 40 MINUTES 02 SECONDS WEST, 10.00 FEET; THENCE SOUTH 20 DEGREES 11 MINUTES 58 SECONDS EAST, 10.14 FEET; THENCE SOUTH 69 DEGREES 24 MINUTES 45 SECONDS WEST, 270.00 FEET; THENCE SOUTH 20 DEGREES 11 MINUTES 58 SECONDS EAST, 12.92 FEET; THENCE SOUTH 69 DEGREES 40 MINUTES 02 SECONDS WEST, 212.63 FEET; THENCE NORTH 15 DEGREES 46 MINUTES 33 SECONDS EAST, 28.58 FEET; THENCE NORTH 49 DEGREES 58 MINUTES 13 SECONDS WEST, 44.84 FEET; THENCE NORTH 07 DEGREES 08 MINUTES 24 SECONDS EAST, 4.11 FEET; THENCE NORTH 48 DEGREES 21 MINUTES 53 SECONDS WEST, 50.56 FEET; THENCE NORTH 02 DEGREES 03 MINUTES 47 SECONDS WEST, 15.04 FEET; THENCE NORTH 34 DEGREES 36 MINUTES 39 SECONDS EAST, 130.69 FEET; THENCE ON THE ARC OF A CURVE CONCAVE SOUTHWESTERLY AND HAVING A RADIUS OF 270.00 FEET, AN ARC DISTANCE OF 169.86 FEET, SAID ARC BEING SUBTENDED BY A CHORD BEARING AND DISTANCE OF NORTH 73 DEGREES 22 MINUTES 44 SECONDS WEST, 167.07 FEET; THENCE SOUTH 58 DEGREES 35 MINUTES 54 SECONDS WEST, 154.20 FEET; THENCE ON THE ARC OF A CURVE CONCAVE SOUTHEASTERLY AND HAVING A RADIUS OF 445.00 FEET, AN ARC DISTANCE OF 222.02 FEET, SAID ARC BEING SUBTENDED BY A CHORD BEARING AND DISTANCE OF SOUTH 74 DEGREES 18 MINUTES 11 SECONDS WEST, 211.72 FEET; THENCE SOUTH 27 DEGREES 59 MINUTES 15 SECONDS EAST, 135.00 FEET; THENCE SOUTH 66 DEGREES 23 MINUTES 27 SECONDS WEST, 241.18 FEET; THENCE NORTH 89 DEGREES 49 MINUTES 47 SECONDS WEST, 483.00 FEET; THENCE NORTH 00 DEGREES 10 MINUTES 13 SECONDS EAST, 80.00 FEET; THENCE ON THE ARC OF A CURVE CONCAVE SOUTHEASTERLY AND HAVING A RADIUS OF 300.00 FEET, AN ARC DISTANCE OF 47.12 FEET, SAID ARC BEING SUBTENDED BY A CHORD BEARING AND DISTANCE OF NORTH 45 DEGREES 10 MINUTES 13 SECONDS EAST, 42.43 FEET; THENCE NORTH 00 DEGREES 10 MINUTES 13 SECONDS EAST, 80.00 FEET; THENCE SOUTH 89 DEGREES 49 MINUTES 47 SECONDS EAST, 75.00 FEET TO THE POINT OF BEGINNING.