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SECRETARY OF STATE
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FLORIDA NON-PROFIT CORPORATION
WOODPECKER COVE HOMEOWNERS ASSOCIATION, INC.

Certificate of Status	1
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ARTICLES OF INCORPORATION
OF
WOODPECKER COVE HOMEOWNERS 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 WOODPECKER COVE HOMEOWNERS ASSOCIATION, INC.. The principal address of the Corporation at the time of incorporation is P.O. Box 240, City of Orange Park, 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 Woodpecker Cove, 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
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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 Woodpecker Cove, 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 Clay County Habitat for Humanity, 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: Clay County Habitat for Humanity, 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 Clay County Habitat for Humanity, Inc. no longer owns any Lot, OR (c) upon the Clay County Habitat for Humanity, Inc.'s election to terminate Class B membership, which election will be effective upon Clay County Habitat for Humanity, 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 Clay County Habitat for Humanity, Inc. to Owners.

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ARTICLE V. REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's initial registered office is 142 Kingsley Avenue, Orange Park, Florida, 32073, and the name of the corporation's initial registered agent at such address is Steve Latham.

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>
Steve Latham	P.O. Box 240 Orange Park, FL 32067-0240
Sandy Treffinger	P.O. Box 240 Orange Park, FL 32067-0240
Joel Trestik	P.O. Box 240 Orange Park, FL 32067-0240
Jay Olizerio	P.O. Box 240 Orange Park, FL 32067-0240

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 four (4) 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.

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ARTICLE IX INCORPORATOR

The name and address of the incorporator is: Steve Latham, P.O. Box 240, Orange Park, Florida, 32067-0240.

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 17 day of May, 1999.

In the presence of:

Witness

Witness

STEVE LATHAM

STATE OF FLORIDA
COUNTY OF CLAY

The foregoing instrument was acknowledged before me this 17 day of May, 1999, by STEVE LATHAM, who is personally known to me or who has produced _____ as identification.

Notary Public, State and County Aforesaid (Signature)

JERRIS E. MULLIS

Name of Notary Public (Typed, Printed or Stamped)

My Commission Expires:

NOTARY PUBLIC - STATE OF FLORIDA
JERRIS E. MULLIS
COMMISSION # 00706280
EXPIRES 12/18/2002
BONDED THRU ASA 1-888-NOTARYFL

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CERTIFICATE NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, be it known that WOODPECKER COVE HOMEOWNERS ASSOCIATION, INC., a corporation duly organized and existing under the laws of the State of Florida, with its initial registered office at 142 Kingsley Avenue, Orange Park, Florida, 32073, has named STEVE LATHAM, 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.



STEVE LATHAM

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TALLAHASSEE, FLORIDA