

N 99 00000 6829

TRANSMITTAL LETTER

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

000003047180--9
-11/17/99--01056--005
*****87.50 *****87.50

SUBJECT: MORNING WOOD HOMEOWNERS ASSOCIATION, INC.
(Proposed corporate name - must include suffix)

FILED
99 NOV 17 PM 2:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Amy H. Bray
c/o Hyatt & Stubblefield, P.C.
Name (Printed or typed)

225 Peachtree Street, N.E.
Suite 1200

Address

Atlanta, Georgia 30303
City, State & Zip

(404) 659-6600
Daytime Telephone number

RECEIVED

NOV 18 1999

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF
MORNING WOOD HOMEOWNERS ASSOCIATION, INC.
(A Florida Not For Profit Corporation)**

99 NOV 17 PM 2:02
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, by these Articles, associate themselves for the purpose of forming a not for profit corporation under Chapter 617, Florida Statutes, and certify as follows:

Article 1. Name. The name of the corporation shall be Morning Wood Homeowners Association, Inc. For convenience, the Corporation shall be referred to in this instrument as the "Association."

Article 2. Address. The address of the initial principal office of the Association and the initial mailing address of the Association is 8130 Baymeadows Circle W., Suite 106, Jacksonville, Florida 32256.

Article 3. Purposes. The purposes for which the Association is organized are:

(a) to be and constitute the Association to which reference is made in the Declaration, to perform all obligations and duties of the Association, and to exercise all rights and powers of the Association, as specified therein, in the Bylaws of the Association (the "Bylaws"), and as provided by law; and

(b) to provide an entity for the furtherance of the interests of the owners of real property subject to the Declaration.

Article 4. Directors.

A. The affairs of the Association shall be conducted, managed, and controlled by a Board of Directors. The initial Board of Directors shall consist of three (3) directors. The number of directors shall be increased in accordance with the Bylaws.

B. The names of the members of the initial Board of Directors, who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

Ed Woodland
Anthony W. Oxley
David Weber

C. The method of election, removal, and filling of vacancies on the Board of Directors and the term of office of directors shall be as set forth in the Bylaws. The Declarant shall have the right to appoint or remove any member of the Board of Directors until (a) seven years after the Declaration is recorded, (b) seventy-five percent (75%) of the Lots planned to be part of the Community are conveyed to purchasers other than builders, or (c) Declarant

surrenders its authority to do so in writing. Owner-elected directors shall be elected and hold office in accordance with the provisions of Article III of the Bylaws.

D. The Board may delegate its operating authority to such corporations, individuals, and committees as it, in its discretion, may determine.

Article 5. Powers. The Association shall have all of the powers conferred upon a not for profit corporation under Florida statutory and common law and all of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles, the Bylaws, and the Declaration, including, without limitation, the power:

(i) to fix and to collect assessments and other charges to be levied against the Units;

(ii) to manage, control, operate, maintain, repair, and improve property subject to the Declaration or any other property for which the Association, pursuant to the Declaration, other covenants, easements or contracts, has a right or duty to provide such services;

(iii) to make rules and regulations and to enforce covenants, conditions, or restrictions affecting any property to the extent the Association may be authorized to do so under the Declaration or Bylaws;

(iv) to engage in activities which will actively foster, promote, and advance the common interests of all owners of real property subject to the Declaration;

(v) to buy or otherwise acquire, sell, or otherwise dispose of, mortgage, or otherwise encumber, exchange, lease, hold, use, operate, and otherwise deal in and with real, personal, and mixed property of all kinds and any right or interest therein for any purpose of the Association, subject to such limitations as may be set forth in the Declaration or Bylaws;

(vi) to borrow money for any purpose, subject to such limitations as may be contained in the Declaration and Bylaws;

(vii) to enter into, make, perform, or enforce contracts of every kind and description, and to do all other acts necessary, appropriate, or advisable in carrying out any purpose of the Association, with or in association with any other association, corporation, tax-exempt foundation, or other entity or agency, public or private;

(viii) to act as agent, trustee, or other representative of other corporations, firms, or individuals, and as such to advance the business or ownership interests in such corporations, firms, or individuals;

(ix) to adopt, alter, and amend or repeal such Bylaws as may be necessary or desirable for the proper management of the affairs of the Association; provided, however, such Bylaws may not be inconsistent with or contrary to any provisions of the Declaration;

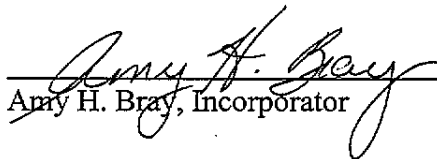
assets of the Association shall be dedicated to a public body or conveyed to another nonprofit organization with a purpose similar to that of the Association.

Article 13. HUD/VA Approval. So long as the Declarant may appoint and remove a majority of the Board of Directors and so long as HUD and/or VA is holding, insuring, or guaranteeing any loan secured by property subject to the Declaration, the following actions shall require the prior approval of HUD and/or VA, respectively: annexation of additional property other than that described on Exhibit "B" of the Declaration, any dedication or mortgage of the Common Property, any merger or consolidation in which the Association is a participant, dissolution of the Association, or material amendment of these Articles.

Article 14. Incorporator. The name of the incorporator of the Association is Amy H. Bray and such incorporator's address is 225 Peachtree Street, N.E., Suite 1200, Atlanta, Georgia 30303.

Article 15. Registered Agent and Office. The initial registered agent of the Association is C.T. Corporation System, and the Florida street address of the initial registered office is 1200 South Pine Island Road, Plantation, Florida 33324.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 12th day of November, 1999.



Amy H. Bray, Incorporator

(x) to provide any and all supplemental municipal services to the real property subject to the Declaration as the Board of Directors may determine necessary or proper; and

(xi) to sue and be sued.

The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other rights and powers which may now or hereafter be permitted by law; the powers specified in each of the paragraphs of this Article 5 are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph of this Article 5.

Article 6. Members. The Association shall be a membership corporation without certificates or shares of stock. The Owner of each Lot, as those terms are defined in the Declaration, shall be a member of the Association and shall be entitled to vote as provided in the Declaration and in the Bylaws.

Article 7. Term. The Association shall be of perpetual duration.

Article 8. Definitions. All capitalized terms used herein which are not defined shall have the same meaning as set forth in the Declaration of Protective Covenants for Morning Wood Subdivision, recorded or to be recorded by D.R. Horton, Inc. - Torrey, in the Official Records of Duval County, Florida, as the same may be amended from time to time (the "Declaration").

Article 9. Bylaws. The Bylaws shall be adopted by the Board of Directors and may be altered, amended, or rescinded in the manner provided in the Bylaws.

Article 10. Liability of Directors. To the fullest extent that the Florida Not For Profit Corporation Act, as it exists on the date hereof or as it may hereafter be amended, permits the limitation or elimination of the liability of directors, no director of the Association shall be personally liable to the Association or its members for monetary damages for breach of duty of care or other duty as a director. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of the Association for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

Article 11. Amendment. These Articles may be amended upon the affirmative vote or written consent, or any combination thereof, of at least two thirds (2/3) of the Total Association Vote; provided, however, that the U.S. Department of Veterans Affairs (if it is then guaranteeing Mortgages in the Community or has issued a project approval for the guaranteeing of such Mortgages) and/or the U.S. Department of Housing and Urban Development (if it is then insuring any Mortgage in the Community or has issued a project approval for the insuring of such Mortgages) shall have the right to veto amendments to these Bylaws for as long as the Declarant has the right to appoint and remove the directors and officers of the Association.

Article 12. Dissolution The Association may be dissolved only as provided in the Declaration, Bylaws, and laws of the State of Florida. If the Association is dissolved, the net

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

Morning Wood Homeowners Association, Inc.

2. The name and address of the registered agent and office is:

C. T. Corporation System
(Name)

1200 South Pine Island Road
(P.O. Box Not Acceptable)

Plantations, Florida 33324
(City/State/Zip)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 NOV 17 PM 2:02

FILED

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

C.T. CORPORATION SYSTEM

By: Dale W. Morris
DALE W. MORRIS

Title: ASSISTANT VICE PRESIDENT

Date: 11/16/99