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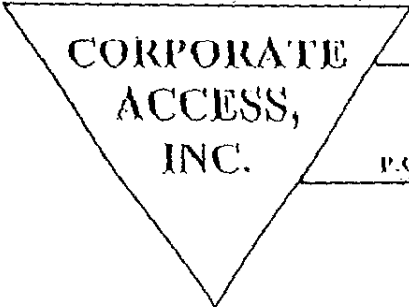


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1.) Oak Bluff Estates Homeowners Association, Inc  
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SPECIAL INSTRUCTIONS

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04 AUG 30 AM 11:16  
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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
OAK BLUFF ESTATES  
HOMEOWNERS ASSOCIATION, INC.**

*a Florida Corporation Not-for-Profit*

The undersigned hereby associate themselves for the purpose of forming a corporation not-for-profit pursuant to Chapter 617, Florida Statutes, and do hereby agree to adopt the following Articles of Incorporation:

I. ARTICLES NAME

The name of this corporation is OAK BLUFF ESTATES HOMEOWNERS ASSOCIATION, INC. (hereinafter referred to as the "Association").

II. ARTICLES PURPOSE

The purposes and object of the Association shall be to administer the operation and management of OAK BLUFF ESTATES, a residential development (hereinafter "the Development"), to be established upon that certain real property located and situate in Duval County, Florida; to perform and carry out the acts and duties incident to the administration, operation and management of the Development in accordance with the terms, provisions and conditions set forth in these Articles of Incorporation, and in the Declaration of Covenants, Conditions and Restrictions for OAK BLUFF ESTATES (the "Declaration"), which shall be recorded in the current public records of Duval County, Florida; to operate, maintain and manage the Development's stormwater management system ("Stormwater Management System") in a manner consistent with the requirements and applicable rules of the St. Johns River Water Management District, relating to the regulation of stormwater management systems and the grant of environmental resource permits, as set forth in Chapter 40 C-42, Florida Administrative Code; and otherwise deal with such property, whether real or personal, as may be necessary or convenient in the administration of the Development.

The Association does not contemplate pecuniary gain or profit to the members thereof and shall undertake and perform all acts and duties incident to the operation and management preservation and architectural control of the residence lots and common areas of the Development in accordance with the terms, provisions, and conditions of these Articles of Incorporation, the Bylaws of the Association and the Declaration.

III. ARTICLE POWERS

The Association shall have all of the powers and privileges granted to corporations not for profit under the laws of the State of Florida, as the same may be amended from time to time, and

all powers reasonably necessary to implement the powers of the Association, which powers shall include, but are not limited to, the following:

- A. Exercise all of the powers and privileges and perform all of the duties, and obligations of the Association under the Declaration;
- B. Make and establish reasonable rules and regulations governing the use of the Lots and Stormwater Management System, as such terms are defined in the Declaration;
- C. Own, hold, improve, build upon, maintain, operate, lease, sell, manage, transfer, dedicate for public use, and otherwise dispose of and deal with such real and personal property as may be necessary or convenient in connection with the affairs of the Association;
- D. Tax, levy, collect and enforce payment by all lawful means all charges or assessments against members of the Association and the Lots (as defined in the Declaration) to provide funds to pay the expenses of the Development, as provided for in the Declaration and the Bylaws, including the right to levy and collect assessments for the purpose of acquiring, owning, holding, operating, leasing, encumbering, selling, conveying, exchanging, managing and otherwise dealing with the Development, the Stormwater Management System and other property owned by the Association, which may be necessary or convenient in the operation and management of the Development and to pay all expenses, including office expenses, licenses, taxes, or governmental charges levied or imposed against the property of the Association, incident to the conduct of business of the Association, and to pay the cost of maintenance and operation of the Stormwater Management System (including work performed in the retention areas, drainage structures and drainage easements);
- E. Maintain, repair, replace, operate and manage the Stormwater Management System and any property that the Association has the duty or right to maintain, repair, replace and operate under these Articles, the Declaration, the Bylaws or any other document governing the operation of the Association, including the right to reconstruct improvements after casualty and to further improve and add to any other property owned by the Association;
- F. Contract for the management of the Development, the Stormwater Management System, and other property owned by the Association and, in connection therewith, to delegate any and/or all of the powers and duties of the Association to the extent and in the manner permitted by the Declaration and the Bylaws;
- G. Enforce by legal action the provisions of these Articles, the Declaration, the Bylaws, and all rules and regulations governing the use of the Development, Lots, and the Stormwater Management System, which may hereafter be established;
- H. Purchase insurance upon the Development and any other property owned by the Association in order to protect the Association and its members.

IV.

ARTICLE QUALIFICATION OF MEMBERS

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

A. Each person or entity who is a record owner (hereinafter referred to as "Owner" or collectively, as "Owners") of a fee or individual fee interest in any Lot in the Development shall be a member of the Association ("Member"), and no other persons or entities shall be entitled to membership, except the subscribers hereof.

B. A person shall become a Member by the acquisition of a vested present interest in the fee title to a Lot. The membership of any person or entity shall be automatically terminated upon his being divested of his title or interest in a Lot in the Development.

C. Transfer of membership shall be recognized by the Association upon its being provided with a certified copy of the recorded deed conveying such fee simple title to a Lot to the new Member.

D. Each Lot in the Development shall be entitled to one vote. If a corporation, partnership, joint venture or other entity is the fee simple title holder to a Lot, or the Lot is owned by more than one person, the Lot owner shall designate one person as the Member entitled to cast votes and/or to approve or disapprove matters as may be required or provided for in these Articles, the Bylaws or the Declaration. The designation of voting members shall be perfected in the manner provided in the Declaration.

E. Except as an appurtenance to a Lot, no Member may assign, hypothecate or transfer in any manner, his or her membership in the Association or his or her interest in the funds and assets of the Association. The funds and assets of the Association shall belong solely to the Association 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 Bylaws hereof.

F. Members shall be subject to all of the terms, conditions, restrictions and covenants contained in these Articles, the Declaration, and the Bylaws or as may hereinafter be adopted by the Association.

V.

ARTICLE VOTING

A. The Association shall have two classes of voting membership:

CLASS A — Class A members shall be all Owners, with the exception of the Declarant, 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.

CLASS B — The Class B member shall be the Declarant, its successors or assigns. Until termination of the Class B member, Class B members shall be entitled to five (5) votes for each Lot owned by the Declarant. Class B membership shall cease on the earlier of: (a) January 1, 2015, or (b) when Developer no longer owns any Lot, or (c) upon the Developer's election to terminate Class B membership, which election will be effective upon Developer's filing of written notice thereof in the public records of Duval County, Florida, or (d) when ninety percent (90.0%) of the Lots have been conveyed to Owners, or as otherwise provided in the Bylaws. A vote is sometimes herein referred to as a "voting interest".

Notwithstanding the foregoing:

(a) Members other than the Declarant are entitled to elect at least a majority of the members of the Board of Directors of the Association when the earlier of the following events occurs:

(i) Three (3) months after ninety percent (90.0%) of the Lots in all phases of the community that will ultimately be operated by the Association have been conveyed to Owners; or

(ii) Such other percentage of the Lots has been conveyed to Owners, or such other date or event has occurred, as is set forth in the governing documents in order to comply with the requirements of any governmentally chartered entity with regard to the mortgage financing of the Lots.

(b) For purposes of this section, the term "Owners" includes builders, contractors or others who purchase a Lot for the purpose of constructing improvements hereon for resale.

(c) The Declarant is entitled to elect at least one (1) member of the Board of Directors as long as the Declarant holds for sale in the ordinary course of business at least five percent (5.0%) of the Lots in all phases of the community. After the Declarant relinquishes control of the Association, the Declarant may exercise the right to vote any developer-owned voting interests in the same manner as any other Owner, except for purposes of reacquiring control of the Association or selecting the majority of the members of the Board of Directors.

B. On all matters upon which the membership shall be entitled to vote, there shall be only one vote for each Lot. Such vote may be exercised or cast by the owner or owners in such manner as may be provided in the Bylaws of this Association. Should any member own more than one Lot, each Member shall be entitled to exercise or cast one vote for each such Lot, in the manner provided for in the Bylaws. Notwithstanding the foregoing, the Declarant shall have the right to cast the number of votes allocated to it in the Declaration for so long as it owns any Lots, or until its right to such votes terminates as provided in the Declaration.

C. Until the recordation of Declaration in the public records of Duval County, Florida, the membership of the Association shall be comprised of the subscribers to these Articles, each of whom shall be entitled to cast a vote on all matters upon which the membership would be entitled to vote.

VI. ARTICLE TERM OF EXISTENCE

Existence of this Association shall commence with the filing of these Articles with the Secretary of State, Tallahassee, Florida. The Association shall exist perpetually.

VII. ARTICLE OFFICE

The principal office and registered office of the Association shall be located at 8323 Ramona Boulevard, Jacksonville, Florida 32221, or such other place as the Board of Directors may designate from time to time. The initial registered agent of the Association shall be Ronald W. Fussell or such other person as the Board of Directors may designate from time to time.

VIII. ARTICLE BOARD OF DIRECTORS

A. The business affairs of the Association shall be conducted by a Board of Directors, which shall consist of three (3) directors (the "Board of Directors" or alternatively the "Board").

B. The Board of Directors shall be elected annually by the Members of the Association entitled to vote; provided, however, that the Declarant shall have the right to elect a majority of the directors on the Board until the earlier of the following events occurs: (a) three (3) months after ninety percent (90%) of the parcels in all phases of the Land that will ultimately be operated by the Association have been conveyed to Members; or (b) at such earlier time as the Declarant may elect to voluntarily relinquish control of the Board of Directors, at Declarant's sole option. Upon the occurrence of the earlier of the foregoing events, owners of Lots other than the Declarant shall be entitled to elect at least a majority of the members of the Board of Directors.

C. The names and residence addresses of the persons who are to serve as the initial Board of Directors until their successors are chosen, are as follows:

<u>Director</u>	<u>Address</u>
Ronald W. Fussell	8323 Ramona Boulevard Jacksonville, Florida 32221
Krystal Watson	8323 Ramona Boulevard Jacksonville, Florida 32221
Doug Smith	8323 Ramona Boulevard Jacksonville, Florida 32221

IX.

ARTICLE OFFICERS

A. The officers of the Association shall consist of a President, Secretary and Treasurer and such other officers as the Board may determine to elect, each of whom 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. Officers of the Association may be compensated in the manner to be provided in the Bylaws. The Board of Directors, or the President with the approval of the Board of Directors, may employ a managing agent, agency, and/or other managerial and supervisory personnel or entity to administer or assist in the administration of the operation and management of the Land and the affairs of the Association, and any and all such persons and/or entity or entities may be so employed without regard to whether any such person or entity is a Member, Director or officer of the Association.

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

<u>Officer</u>	<u>Name</u>
President	Ronald W. Fussell
Vice President	Doug Smith
Secretary/Treasurer	Krystal Watson

D. The president shall be elected from the membership of the Board of Directors, but no other officer need be a Director. The same person may hold two offices, provided, however, that the office of President and Vice President shall not be held by the same person, nor shall the office of President and Secretary or Assistant Secretary be held by same person. Officers shall be elected annually by the Board of Directors at their annual meeting as provided in the Bylaws. Any vacancies in any office shall be filled by the Board of Directors at any meeting duly held.

X.

ARTICLE BYLAWS

The Board of Directors shall adopt by a majority vote the Bylaws governing the conduct of the affairs of the Association. The Bylaws may be amended in accordance with the procedures set forth therein.

XI.

ARTICLE AMENDMENT OF ARTICLES

A. These Articles of Incorporation may be amended as follows:

1. Amendments to the Articles of Incorporation shall be proposed by a majority



of the Board of Directors.

2. The President, or Secretary in the absence of the President, shall thereupon call a special meeting of the Members for a date not sooner than twenty (20) days nor later than sixty (60) days from the date on which a majority of the Board of Directors proposed an amendment of the Articles of Incorporation. 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 fourteen (14) 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 Association. At such meeting, the amendment or amendments proposed must be approved by an affirmative vote of at least a majority of the Members of each class entitled to vote and a majority vote of all Members entitled to vote in order for such amendment or amendments to become effective. 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.

XII. ARTICLE INDEMNITY

Every Director and every officer of the Association shall be indemnified by the Association 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 Association, 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 Association. 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.

XIII. ARTICLE 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.

XIV. ARTICLE RULES OF THE ST. JOHNS RIVER WATER  
MANAGEMENT DISTRICT

Amendments to any documents which alter the Stormwater Management System beyond maintenance in its original condition must receive approval of the St. Johns River Water Management District prior to taking effect. 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 the provisions of Section 40C - 42.027 Florida Administrative Code, and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

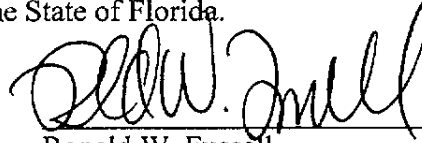
XV.

ARTICLE SUBSCRIBERS

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

<u>Name</u>	<u>Address</u>
Ronald W. Fussell	8323 Ramona Boulevard Jacksonville, Florida 32221

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator have hereunto set my hand and seal this 26<sup>th</sup> day of August, 2004, for the purpose of forming this corporation not for profit under the laws of the State of Florida.

  
\_\_\_\_\_  
Ronald W. Fussell


CERTIFICATE NAMING AGENT UPON WHOM DUE PROCESS  
MAY BE SERVED

Pursuant to Section 48.091, Florida Statutes, the following certificate is submitted:

That OAK BLUFF ESTATES HOMEOWNERS ASSOCIATION, INC., a corporation not-for-profit 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 Ronald W. Fussell, located at 8323 Ramona Boulevard, Jacksonville, Florida 32221 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 the Florida Statutes relative to keeping open said office.

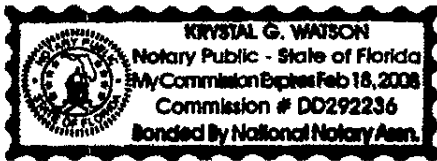
REGISTERED AGENT


  
\_\_\_\_\_  
Ronald W. Fussell

STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing was sworn to and subscribed before me this 26<sup>th</sup> day of August, 2004, by Ronald W. Fussell who is personally known to me ~~or who has produced~~ as verification.



  
\_\_\_\_\_  
Notary Public, State of Florida  
KRYSTAL G. WATSON  
My Commission Expires: 02/18/08  
Commission No.: DD292236

04 AUG 30 AM 11:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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