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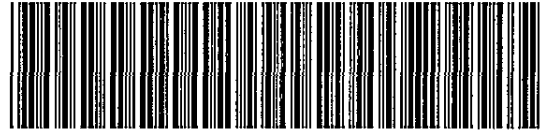
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TALLAHASSEE, FLORIDA

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## TRANSMITTAL LETTER

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

**SUBJECT:** The Shoppes at Nocotee Landing Condominium Owners' Association, Inc.

**(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)**

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: Blackburn and Company, L.C.

Name (Printed or typed)

5150 Belfort Road, South, Building 500

Address

Jacksonville, Florida 32256

City, State & Zip

904-296-7713

Daytime Telephone number

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

ARTICLES OF INCORPORATION  
FOR  
THE SHOPPES AT NOCATEE LANDING CONDOMINIUM  
OWNERS' ASSOCIATION, INC.

A FLORIDA NOT-FOR-PROFIT CORPORATION

The undersigned incorporator for a Florida corporation and developer of the condominium to be known as THE SHOPPES AT NOCATEE LANDING CONDOMINIUM OWNERS' ASSOCIATION (the "Condominium") hereby forms a not-for-profit corporation under the laws of the State of Florida.

ARTICLE I  
NAME

The name of the corporation is THE SHOPPES AT NOCATEE LANDING CONDOMINIUM OWNERS' ASSOCIATION, INC., hereinafter referred to as the "Association." The address of the Association is 3740 St. Johns Bluff Road S., Suite #16, Jacksonville, Florida 32224.

ARTICLE II  
REGISTERED AGENT

The initial Registered Agent of the Association is Dennis L. Blackburn. The street address of the Registered Agent is 5150 Belfort Road South, Building 500, Jacksonville, Florida 32236. The Association may appoint a new Registered Agent from time to time.

ARTICLE III  
PURPOSES

The Association does not contemplate pecuniary gain or profit to its members. The Association's specific purposes are to provide for the maintenance and preservation of the Condominium in accordance with its Declaration, recorded or to be recorded in the public records of Duval County, Florida (the "Declaration") for the mutual advantage and benefit of the members of the Association, who shall be owners of Units within the Condominium. To promote the health, safety and welfare of the owners of Units, the Association shall have and exercise the following authority and powers:

- (a) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration, which is hereby incorporated by reference.
- (b) To acquire, by gift, purchase or otherwise, own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association.
- (c) To borrow money and to mortgage, pledge or hypothecate any and all of its real or personal property as security for money borrowed or debts incurred.

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TALLAHASSEE

(d) To participate in mergers and consolidations with other nonprofit corporations organized for similar purposes.

(e) To have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Florida and serving as a condominium association under Chapter 718, Florida Statutes, as it may be amended from time to time (the "Condominium Act") may now or hereafter have or exercise.

#### ARTICLE IV MEMBERSHIP

Every person or entity who is a record owner of a Unit within the Condominium shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Unit.

#### ARTICLE V VOTING RIGHTS

Each Unit is assigned the right to vote on matters that come before the members of the Association for vote. The owner(s) of the Unit shall have the right exercise the right to vote associated with the Unit as the owner(s) of such Unit shall determine. Each Unit's vote shall be proportionate to the square footage included in the Unit as a percentage of the total square footage of the Condominium as established in the architectural plans prepared by Ebert, Norman and Brady, a copy of which plans will be provided by the developer of the Condominium to the Unit owners at the time of closing on the purchase of the Units. For purposes of determining the Unit owners' voting percentages, the total square footage of the Condominium is 55,099 square feet. For example, the voting percentage of a Unit that contains 5,500 square feet would be 9.982%. Until the occurrence of certain events as described in Section 6.3 of the Declaration, the developer of the Condominium shall have the right to elect a majority of the members of the Board. After the occurrence of the events described in Section 6.3 of the Declaration, the members of the Association shall elect the Board of directors by majority vote of the members of the Association based on the percentages of included in each Unit as described in this Article V.

#### ARTICLE VI BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors. Other than the initial Board of Directors, the members of the Board of Directors must be members of the Association or officers or managers of a member entity. The following individuals shall serve as the initial Board of Directors:

Larry E. Walshaw  
Heather E. Johnson  
James G. Brady

The address for all directors is 3740 St. Johns Bluff Road S., Suite #16, Jacksonville, Florida 32224. In the future, Directors shall be elected as provided in the Bylaws.

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ARTICLE VII  
TERM OF EXISTENCE

This corporation shall have perpetual existence unless sooner dissolved in accordance with the provisions herein contained or in accordance with the laws of the State of Florida.

ARTICLE VIII  
DISSOLUTION

If the Condominium is terminated, the Association may be dissolved by assent in writing of a majority of the members.

ARTICLE IX  
OFFICERS

Subject to the direction of the Board, the affairs of this Association shall be administered by its officers, as designated in the Bylaws of this Association. Said officers shall be elected annually by the Board in accordance with the Bylaws.

ARTICLE X BYLAWS

The Bylaws of this Association shall be adopted by the first Board and recorded in the public records of St. Johns County, Florida. The Bylaws may be altered, amended, modified or repealed as set forth in the Bylaws.

ARTICLE XI  
AMENDMENTS

This Association may amend or repeal any of the provisions contained in these Articles by a seventy-five percent (75%) vote of the membership.

ARTICLE XII  
SUPREMACY

These Articles and the Bylaws are subject to the Declaration and in the event of a conflict, the Declaration shall govern. In the event of a conflict between the Articles and Bylaws, the Articles shall govern.

ARTICLE XIII  
INDEMNIFICATION

This Association shall indemnify and hold harmless any and all of its present or former directors, officers, employees or agents, to the full extent permitted by law. Said indemnification shall include but not be limited to the expenses, including the cost of any judgments, lines, settlements and counsel's fees actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative, and any appeal thereof, to which any such persons or his legal representative may be made a party or may be threatened to be made a party by reason of his being or having been a director, officer, employee or agent. The foregoing right of indemnification shall not affect any other rights to which any director, officer, employee or agent may be entitled as a matter of law or which he may be lawfully granted.

ARTICLE XIV  
INCORPORATOR

The incorporator of the corporation, Dennis L. Blackburn, a natural person who is competent to contract and whose address is 5150 Belfort Road South, Building 500, Jacksonville, Florida 32256, has executed these Articles of Incorporation this 27<sup>th</sup> day of June, 2005.

WITNESS:

Barbara A. Black

Dennis L. Blackburn  
Dennis L. Blackburn

STATE OF FLORIDA  
COUNTY OF FLORIDA

The foregoing Articles of Incorporation were acknowledged before me this 27<sup>th</sup> day of June 2005, by Dennis L. Blackburn. He is personally known to me or has produced a Florida Drivers License as identification and did take an oath.

Barbara A. Black  
Notary Public, State of Florida at Large  
Serial Number:



Barbara G Black  
My Commission DD071381  
Expires November 13, 2005

REGISTERED AGENT CERTIFICATE

THE SHOPPES AT NOCATEE LANDING CONDOMINIUM OWNERS' ASSOCIATION, INC., a corporation duly organized under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation in Duval County, Florida, has named Dennis L. Blackburn as its agent to accept service of process within this state. The street address of the Registered Agent is 5150 Belfort Road South, Building 500, Jacksonville, Florida 32256.

THE SHOPPES AT NOCATEE LANDING  
CONDOMINIUM OWNERS' ASSOCIATION,  
INC.

Date: June 27th, 2005



By: Dennis L. Blackburn

Its: Incorporator

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 this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Dennis L. Blackburn