Form A. Articles of Incorporation

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1994 MAR 14 PM 1:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
A FLORIDA NONPROFIT CORPORATION

Article 1. Name. The name of the Corporation is: Oakbrook Property Owners Association, Inc.

Article 2. Duration. The duration of the Corporation is perpetual.

Article 3. Purposes. The purpose of the corporation is as follows:

A. This corporation is a not-for-profit corporation organized under Chapter 617, Florida Statutes. It is not organized for the private gain of any person. The specific purposes of this corporation are (State specific purposes including limitations required by IRS): Benefit of the Home Owners of the Oakbrook Subdivision.

B. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations.

C. Provided, however, that the corporation shall not engage in any action which is not permitted to be carried on by nonprofit corporations under the Internal Revenue Code and no part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its members, directors, or officers; but the Corporation shall be authorized and empowered to pay reasonable compensation to these people for services rendered, and to make payments and distributions in furtherance of its stated purposes.

Article 4. Members. The Corporation shall have Voting Members, who shall be elected (and may be removed) by the Voting Members, and who shall have all the rights and privileges of members of the Corporation. The Bylaws may provide for Nonvoting Members of one or more classes, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the Bylaws, but who shall not have the right to vote. The name and address of each initial Voting Member is as follows:

Name	Address
William L. Pace	805 White Eagle Circle, St. Augustine, FL 32086
Lori Held	852 White Eagle Circle, St. Augustine, FL 32086
Robert T. Held	2000 NE 47th St., Ft. Lauderdale, FL 33308

Article 5. Initial Registered Agent and Office. The initial registered agent is Michael J. Held and the initial registered office 4545 North Federal Highway, Ft. Lauderdale, FL 33308, Florida. The principal office address is the same as the registered office.

Article 6. Initial Board of Directors. The initial Board of Directors shall have 3 members whose names and addresses are:

Name	Address
Michael J. Held	4545 N Federal Hwy, Ft. Lauderdale, FL 33308
John C. Stamm	23 Seneca Rd., Ft. Lauderdale, FL 33308
Robert T. Held	2000 NE 47th St., Ft. Lauderdale, FL 33308

The number of directors may be raised or lowered by amendment of the bylaws but shall in no case be less than three.

Article 7. Officers. The officers of the Corporation shall consist of a President, Secretary, and Treasurer. Other officers may be provided for in the Bylaws. Each Officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws. The name and address of each initial Officer of the Corporation is as follows:

Title	Name	Address
President	Michael J. Held	4545 N Federal Hwy, Ft. Lauderdale, FL 33308
Secretary	John C. Stamm	23 Seneca Rd., Ft. Lauderdale, FL 33308
Treasurer	William L. Pace	805 White Eagle Circle, St. Augustine, FL 32086

Article 8. Incorporators. The names and addresses of the incorporators of this corporation are::

Name	Address
Michael J. Held	4545 N Federal Hwy, Ft. Lauderdale, FL 33308
John C. Stamm	23 Seneca Rd., Ft. Lauderdale, FL 33308
Robert T. Held	2000 NE 47th St., Ft. Lauderdale, FL 33308

Article 9. Nonstock Basis. The Corporation is organized (and shall be operated) on a nonstock basis within the meaning of the Florida Not For Profit Corporation Act, and shall not have the power to issue shares of any type or class of stock, but may issue membership certificates if so provided in the bylaws. The matter of election of directors shall be as stated in the By-Laws.

IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 3rd day of January, 1994.

Michael J. Held
John C. Stamm
Robert T. Held
(Signatures of Incorporators)

STATE OF FLORIDA)
COUNTY OF Broward)

Before me personally appeared Robert T. Held, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that he executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 3rd day of January, 1994

Caroline E. Elander
Notary Public, State of Florida at Large
My Commission expires: 1/19/1997
(SEAL)

CAROLINE E. ELANDER
MY COMMISSION # CC253935 EXPIRES
January 19, 1997
BONDED THRU TROY FAIN INSURANCE, INC.

I accept designation as registered agent:

Michael J. Held

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TALLAHASSEE, FLORIDA

6/20/94 CORPORATE DETAIL RECORD SCREEN 12:43 AM

NUM: N27288 ST:FL ACTIVE/FL NON-PROF FLD: 07/06/1988
LAST: REINSTATEMENT FLD: 06/06/1994
FEI#: NOT APPLICABLE
NAME : WELLINGTON OAKS PROPERTY OWNERS ASSOCIATION, INC.
PRINCIPAL: 3290 KINGS ROAD SOUTH CHANGED: 06/06/94
ADDRESS ST. AUGUSTINE, FL 32086
RA NAME : BAILEY, JOHN D JR. NAME CHG: 06/06/94
RA ADDR : 780 NORTH PONCE DE LEON BLVD. ADDR CHG: 06/06/94
ST. AUGUSTINE, FL 32084 US
ANN REP : (1992) IN 06/06/94 (1993) IN 06/06/94 (1994) IN 06/06/94

1. MENU, 3. OFFICERS, 4. EVENTS

ENTER SELECTION AND CR:

N27288

CONN and JOYCE, P.A.
Attorneys at Law

Suite B, 1750 AIA South • St. Augustine, Florida 32084 • (904) 471-2120

DAVID G. CONN
RICHARD F. JOYCE III

July 1, 1988

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Wellington Oaks Property Owners Association, Inc.

Dear Reader:

Enclosed please find an original and one copy of the Articles of Incorporation and the original Registered Agent Form for Wellington Oaks Property Owners Association, Inc. Please file accordingly and return to this office. Also enclosed is a check in the amount of Fifty-five and no/100Ths ($55.00) Dollars to cover filing fees. Thank you in advance for your immediate attention to this matter.

Sincerely,
Alicia Watson
Alicia Watson
Secretary to Richard F. Joyce

/amw
Enclosure

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88 JUL -6 PM 12:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name Availability
Document Examiner
Updater
Updater Verifyer
Acknowledgement
W. P. Verifyer

Mailing Address
P.O. Box 5239 • St. Augustine, Florida 32085-5239

ARTICLES OF INCORPORATION
OF
WELLINGTON OAKS PROPERTY OWNERS ASSOCIATION, INC.
A CORPORATION NOT FOR PROFIT

The undersigned, being desirous of forming a corporation not for profit, under the provisions of Chapter 617 of the Florida Statutes, hereby subscribes to these articles for the purpose of forming a corporation and with the powers herein specified.

ARTICLE 1

NAME

The name of this corporation shall be WELLINGTON OAKS PROPERTY OWNERS ASSOCIATION, INC., (hereinafter referred to as the "Corporation").

ARTICLE 2

OFFICE

The principal office of the corporation shall be at 5401 AIA South, St. Augustine, Florida 32084, or at such other place as may be subsequently designated by the Board of Director for the corporation.

ARTICLE 3

REGISTERED AGENT AND OFFICE

Ray C. McCall, whose address is 5401 AIA South, St. Augustine, Florida 32084 is hereby appointed the initial Registered Agent of this corporation.

ARTICLE 4

PURPOSE

The purpose and objectives of the corporation is to establish a homeowners association to provide for the maintenance, improvements, upkeep and repair of streets and common areas of the subdivision known as Wellington Oaks situate in St. Johns County, Florida, for the benefit of those persons who are now or hereafter shall be members of this corporation. The corporation does not contemplate pecuniary gain or profit to the members thereof and shall undertake and perform all acts and duties incident to the operation, management, preservation, and architectural control of the property in accordance with the terms, provisions and conditions of these Articles of

Incorporation, the By-Laws of the corporation as amended from time to time and Wellington Oaks Declaration of Covenants, Conditions, and Restrictions to be recorded in the public records of St. Johns County, Florida (Declaration) by Darcy Partnership, Ltd., a Limited Partnership authorized to do and doing business in the State of Florida (Declarant). The corporation shall further promote the health, safety and welfare of the members of the corporation in the community.

ARTICLE 5

POWERS OF THE CORPORATION

The corporation shall have the following powers:

1. All 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 as therein provided.

2. All the powers reasonably necessary to implement and effectuate the purposes of the corporation, including, without limitation, the power, authority and right to undertake all powers and duties set forth in the Declaration, these Articles and By-Laws as the same may be amended from time to time, the Declaration and By-Laws being incorporated herein as if set forth in full.

3. The right to fix, levy, collect and enforce payment by any lawful means, all charges and assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the corporation, including all licenses, taxes or governmental charges levied or imposed against the property of the corporation;

4. The right 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 corporation, and to annex such property owned by it to the covenants and restrictions;

5. The right to borrow money, mortgage, pledge, deed and trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

6. The right to dedicate, sell, transfer, any part of the Common Property to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the Board. The corporation shall have the right to grant permits, easements or licenses to a public agency or utility company for utilities, roads, cable television service and other purposes reasonably necessary or useful in their judgment for the proper maintenance or operation of the property.

7. The right to participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Property.

ARTICLE 6

QUALIFICATION OF MEMBERS

The qualifications of Members, manner of their admission to and termination of membership shall be regulated by the By-laws or the Declaration as they may be amended from time to time.

ARTICLE 7

BOARD OF DIRECTORS

A. The business affairs of this corporation shall be managed by the Board of Directors who need not be Members of the corporation. The number of members of the first Board of Directors shall be five and the initial Board of Directors shall be appointed by the Declarant.

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

Director	Address
Robert T. Held, Jr.	5401 AIA South St. Augustine, Florida 32084
William L. Pace	5401 AIA South St. Augustine, Florida 32084
John C. Stamm	5401 AIA South St. Augustine, Florida 32084

Michael J. Held 5401 AIA South
St. Augustine, Florida 32084

Ray C. McCall 5401 AIA South
St. Augustine, Florida 32084

ARTICLE 8

OFFICERS

A. The officers of the corporation shall be a President, one or more Vice Presidents, Secretary and Treasurer and, if any, the Assistant Secretaries and Assistant Treasurers, who shall perform the duties of such offices customarily performed by like officers of corporations in the State of Florida subject to the directions of the Board of Directors.

B. Officers of the corporation may be compensated in the manner to be provided in the By-Laws. 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 Wellington Oaks and the affairs of the corporation, and any and all such person 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 corporation.

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

Office	Name
President	Michael J. Held
Vice-President	William L. Pace
Treasurer	John C. Stamm
Secretary	Ray C. McCall

D. The officers shall be elected by the Board of Directors at their annual meeting as provided in the By-Laws. Any vacancies in any office shall be filled by the Board of Directors.

ARTICLE 9

BY-LAWS

A. The Board of Directors shall adopt by a majority vote the original By-Laws of the corporation.

B. The By-Laws shall be amended by the procedure more fully set forth in the By-Laws.

ARTICLE 10

AMENDMENT OF ARTICLES

Amendment of these Articles shall require the assent of a majority vote of the corporation. Upon approval of any amendment the secretary shall cause a proper certificate of amendment to be filed with the Secretary of State.

ARTICLE 11

INDEMNITY

Every Director and every officer of the corporation shall be indemnified by the corporation 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 corporation, 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, the indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interest of the corporation. 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.

ARTICLE 12

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.

ARTICLE 13

DURATION

This corporation shall exist perpetually.

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TALLAHASSEE, FLORIDA

ARTICLE 14

SUBSCRIBER

The name and address of the subscriber to these Articles is Ray McCall whose address is 5401 AIA South, St. Augustine, Florida 32084.

IN WITNESS WHEREOF, the undersigned subscribing incorporator has hereunto set his hand and seal this 30th day of June, 1988, for the purpose of forming this corporation not for profit under the laws of the State of Florida.

Ray McCall

STATE OF FLORIDA
COUNTY OF ST. JOHNS

The foregoing ARTICLE OF INCORPORATION was acknowledged before me this 30th day of June, 1988, by Ray McCall, a subscriber.

Notary Public
Florida at Large
My Commission Expires: _____

Notary Public, State of Florida
My Commission Expires Jan. 4, 1990
Bonded Thru Troy Fain - Insurance Inc.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Section 48.091 and Section 607.034(3), Florida Statutes, the following is submitted in compliance with said Sections:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WELLINGTON OAKS PROPERTY OWNERS ASSOCIATION, INC. Corporation not-for-profit, desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, at City of St. Augustine, County of St. Johns, State of Florida, has named RAY C. McCALL, who is located at the following registered office: 5401 AIA South, St. Augustine, Florida 32084, as its registered agent to accept service of process within this state.

ACKNOWLEDGMENT AND ACCEPTANCE:

Having been named as the registered agent to accept service of process for the above corporation, at the registered office designated in this certificate, I hereby accept such appointment and agree to act in such capacity. I agree to comply with the provisions of said Sections relative to keeping open the registered office.

Ray C McCall

RAY C. McCALL
Registered Agent