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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned hereby files these Articles of Incorporation for the purpose of forming a corporation not for profit and does hereby certify:

ARTICLE I

NAME

The name of the corporation is Southampton Community Association, Inc. ("Association").

ARTICLE II

PRINCIPAL OFFICE

The principal office of the Association is located at 1914 Art Museum Drive, Jacksonville, Florida 32207.

ARTICLE III

REGISTERED AGENT AND ADDRESS

L. Randall Towers whose address is 1914 Art Museum Drive, Jacksonville, Florida 32207 is hereby appointed the initial registered agent of this Association.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residence Lots and Common Areas within that certain tract of property described in that certain Declaration of Covenants, Easements and Restrictions recorded or to be recorded in the current public records of Duval County, Florida ("Declaration") and to promote the health, safety and welfare of the residents within the above described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

(a) exercise all of the powers and privileges and perform all of the duties and obligations of the Association as set forth in the Declaration as the same may be amended from time to time as

therein provided, said Declaration being incorporated herein as if set forth at length;

(b) fix, levy, collect and enforce payment by any lawful means, all charges or 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 Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) 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 No. 4-019-0109-ERP requirements and applicable District rules and assist in the enforcement of the provisions of the Declaration which relate to the surface water or stormwater management system;

(d) levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the surface water or stormwater management system;

(e) 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;

(f) borrow money and, with the assent of two-thirds (2/3) of each class of members, mortgage, pledge, deed in trust or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(g) dedicate, sell or transfer all or any part of the Common Area to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members agreeing to such dedication, sale or transfer;

(h) participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members; and

(i) 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 by law may now or hereafter have or exercise.

ARTICLE V

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest to any Lot which is subject to covenants of record to assessment by the Association shall be a member of the Association, including contract sellers, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association.

ARTICLE VI

VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A members shall be all owners, with the exception of 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(s) shall be Declarant (as defined in the Declaration) and shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

(a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or

(b) on July 1, 2004.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of three (3) directors who need not be members of the Association. The number of directors may be changed by amendment of the Bylaws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

<u>Name</u>	<u>Address</u>
L. Randall Towers	1914 Art Museum Drive Jacksonville, Florida 32207
Virginia Q. Towers	1914 Art Museum Drive Jacksonville, Florida 32207
John J. Allen	1301 Riverplace Boulevard Suite 2552 Jacksonville, FL 32207

At the first annual meeting following such time as Declarant voluntarily relinquishes its right to vote as Declarant in Association matters, the members shall elect one (1) director for a term of one (1) year, one (1) director for a term of two (2) years and one (1) director for a term of three (3) years and at each annual meeting thereafter the members shall elect one (1) director for a term of three (3) years.

ARTICLE VIII

TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

No contract or transaction between the Association and one or more of its directors or officers or between the Association and any other corporation, partnership, association or other organization in which one or more of its directors or officers are directors or officers or in which they have a financial interest shall be invalid, void or voidable solely for this reason or solely because the director or officer is present at or participates in the meeting of the Board or committee thereof which authorizes the contract or transaction or solely because his/her or their votes are counted for such purpose. All such contracts or transactions shall, however, be fair and reasonable and upon terms reasonably comparable to those which could be obtained in arms length transactions with unrelated entities. No director or officer of the Association shall incur liability by reason of the fact that he/she is or may be interest in any such contract or transaction.

Interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

ARTICLE IX

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of the Association, other than

incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes. In all events upon termination, dissolution or final liquidation of the Association, 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 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.

ARTICLE X

DURATION

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Association shall exist in perpetuity.

ARTICLE XI

AMENDMENTS

Amendment of these Articles shall require the assent of seventy-five percent (75%) of the entire membership.

ARTICLE XII

DEFINITIONS

All defined terms contained in these Articles shall have the same meanings assigned to them by the Declaration.

ARTICLE XIII

FHA/VA APPROVAL

As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration (i) annexation of additional properties, (ii) mergers and consolidations, (iii) mortgaging of Common Area, (iv) dedication of Common Area, and (v) dissolution and amendment of these Articles.

IN WITNESS WHEREOF, for the purposes of forming this corporation under the laws of the State of Florida, we, the undersigned, constituting the incorporator(s) of this Association have executed these Articles of Incorporation as of the 3rd day of December, 1998.

L. Randall Towers
L. Randall Towers

STATE OF FLORIDA }
 }SS
COUNTY OF DUVAL }

The foregoing Articles of Incorporation were acknowledged before me this 3rd day of December, 1998, by L. Randall Towers, as Incorporator.

Donna G. Rash
(Print Name DONNA G. RASH)
NOTARY PUBLIC
State of Florida at Large
Commission # _____
My Commission Expires: _____
Personally known ✓
or Produced I.D. _____
[check one of the above]
Type of Identification Produced _____



CERTIFICATE NAMING AGENT UPON WHOM PROCESS
MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

Southampton Community Association, Inc., a corporation duly organized and existing under the laws of the State of Florida, with principal office, as indicated in the Articles of Incorporation at City of Jacksonville, County of Duval, State of Florida, hereby names L. Randall Towers located at 1914 Art Museum Drive, Jacksonville, Florida 32207, as its agent to accept service of process within this state.



L. Randall Towers, Incorporator

Date: December 3rd 1998.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with provisions relative to said office.



L. Randall Towers, Registered Agent

Date: December 3rd 1998.

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