

File
Grays Landing
CC&R's

Book 8536 Pg 1672

SPECIAL AMENDMENT TO DECLARATION OF
COVENANTS, CONDITIONS, EASEMENTS
AND RESTRICTIONS FOR GRAY'S LANDING
AND NOTICE OF FORMATION OF
GRAY'S LANDING
HOMEOWNERS ASSOCIATION, INC.

Bk: 8536 - 1685
Pg: 1672
Doc# 97021287
Filed & Recorded
01/31/97
11:20:59 A.M.
HENRY W. COOK
CLERK CIRCUIT COURT
DUVAL COUNTY, FL
REC. \$ 64.50

THIS SPECIAL AMENDMENT, is made on the date hereinafter set forth by GRAY'S LANDING HOMEOWNERS ASSOCIATION, INC., a Florida not for-profit corporation, hereinafter referred to as Association. This Special Amendment shall be binding and inure to the benefit of the Association and all parties claiming title to or an interest in GRAY'S LANDING, being that property lying and being in Duval County, Florida, and more particularly described in Exhibit "A" to that certain Declaration of Covenants, Conditions, Easements and Restrictions for Gray's Landing recorded in Official Records Volumn 6581, page 881, et. seq., of the current public records of Duval County, Florida ("Declaration").

1. The Declaration provides for the establishment of a Committee by election of a majority of the homeowners in Section 29 in order to exercise the rights, powers, privileges, authorities and reservations given to or reserved by the Developer.

2. Pursuant to said provisions, the Committee was elected and established the GRAY'S LANDING HOMEOWNERS ASSOCIATION, INC., to formally carry out its duties, and hereby records this Special Amendment to the Declaration as well as a copy of the Articles of Incorporation of the Association as filed with the Secretary of State for the State of Florida.

IN WITNESS WHEREOF, the undersigned, being the Declarant herein, has hereunto set its hand and seal this 30th day of January, 1997.

Signed, sealed and delivered
in the presence of the
following witnesses:

[Signature]
D.M. DANVER (print)
Secretary

James Taylor
James Taylor (print)

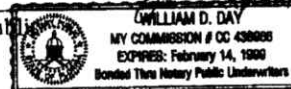
GRAY'S LANDING HOMEOWNERS
ASSOCIATION, INC.
a Florida Corporation

By Cary W. Haden
Its President
(Corporate Seal)

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 30th day of January, 1997, by Cary W. Haden, the President of GRAY'S LANDING HOMEOWNERS ASSOCIATION, INC., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced _____ as identification, and did take an oath.

Notary Public



PREPARED BY/RECORD & RETURN TO:
J&M Associates, Inc.
1503 Oak Street
Jacksonville, FL 32204

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of GRAY'S LANDING HOMEOWNERS ASSOCIATION, INC., a Florida corporation, filed on November 9, 1992, as shown by the records of this office.

The document number of this corporation is N92000000194.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Tenth day of November, 1992



CR2EO22 (2-91)

Jim Smith
Secretary of State

ARTICLES OF INCORPORATION

GRAY'S LANDING

HOMEOWNERS ASSOCIATION, INC.

(A corporation not for profit under
the laws of the State of Florida)

FILED
1992 NOV -9 AM 8:21
CLERK OF CIRCUIT COURT
JACKSONVILLE, FLORIDA

IN ORDER TO FORM A CORPORATION UNDER AND IN ACCORDANCE WITH THE PROVISIONS OF THE LAWS OF THE STATE OF FLORIDA FOR THE FORMATION OF CORPORATIONS NOT FOR PROFIT, WE, THE UNDERSIGNED, HEREBY ASSOCIATE OURSELVES INTO A CORPORATION FOR THE PURPOSES AND WITH THE POWERS HEREINAFTER MENTIONED; AND TO THAT END WE DO, BY THESE ARTICLES OF INCORPORATION, SET FORTH:

ARTICLE I

NAME

The name of the corporation shall be Gray's Landing Homeowners Association, Inc., and the principal business address is 225 Water Street, Suite 850, Jacksonville, Florida 32202-5141. For convenience, the corporation shall be referred to in this instrument as "The Association".

ARTICLE II

PURPOSE

2.1 THE PURPOSE FOR WHICH THE ASSOCIATION IS ORGANIZED IS TO PROVIDE AN ENTITY TO CARRY OUT AND ACCOMPLISH THE PURPOSES DESCRIBED IN THE DECLARATION OF COVENANTS, CONDITIONS, EASEMENTS AND RESTRICTIONS FOR GRAY'S LANDING (THE "DECLARATION"), AS RECORDED IN THE PUBLIC RECORDS OF DUVAL COUNTY, FLORIDA IN OFFICIAL RECORDS BOOK 6581, PAGES 881 THROUGH 897 AND OFFICIAL RECORD BOOK 6634, PAGES 1797 THROUGH 1803, INCLUSIVE, AND SUBSEQUENT RESIDENTIAL UNITS IN GRAY'S LANDING (THE "PROPERTY"), AND TO UNDERTAKE SUCH MANAGEMENT, MAINTENANCE, OPERATION, OWNERSHIP AND OTHER DUTIES WITH RESPECT TO THE PROPERTY INCLUDING, BUT NOT LIMITED TO, THE MANAGEMENT OF THE COMMON AREAS AND DRAINAGE SYSTEMS OF THE PROPERTY.

2.2 THE ASSOCIATION SHALL MAKE NO DISTRIBUTIONS OF INCOME TO ITS MEMBERS, DIRECTORS OR OFFICERS, AS IT IS CONDUCTED AS A NONPROFIT ORGANIZATION FOR THE BENEFIT OF ITS MEMBERS.

ARTICLE III
POWERS

THE ASSOCIATION SHALL HAVE THE FOLLOWING POWERS:

3.1 THE ASSOCIATION SHALL HAVE ALL OF THE COMMON LAW AND STATUTORY POWERS OF A CORPORATION NOT FOR PROFIT NOT IN CONFLICT WITH THE TERMS OF THESE ARTICLES.

3.2 THE ASSOCIATION SHALL HAVE THE POWER TO ADMINISTER AND ENFORCE THE PROVISIONS OF THE DECLARATION MORE FULLY DESCRIBED IN ARTICLE II HEREOF AND ALL OF THE POWERS AND DUTIES REASONABLY NECESSARY TO CARRY OUT THE RESPONSIBILITIES AND DUTIES CONFERRED UPON IT BY THE DECLARATION, AS IT MAY BE AMENDED AND SUPPLEMENTED FROM TIME TO TIME, INCLUDING BUT NOT LIMITED TO, THE FOLLOWING:

A) TO MAKE AND ESTABLISH REASONABLE RULES AND REGULATIONS REGARDING THE USE OF ASSOCIATION COMMON PROPERTY SUBJECT TO ITS JURISDICTION.

B) TO MAKE AND COLLECT ASSESSMENTS AGAINST MEMBERS OF THE ASSOCIATION TO DEFRAY THE COST, EXPENSES AND LOSSES OF THE ASSOCIATION.

C) TO USE THE PROCEEDS OF ASSESSMENTS IN THE EXERCISE OF ITS POWER AND DUTIES.

D) TO PURCHASE INSURANCE UPON THE ASSOCIATION PROPERTY AND IMPROVEMENTS AND INSURANCE FOR THE PROTECTION OF THE ASSOCIATION AND ITS MEMBERS.

E) TO ENFORCE BY LEGAL MEANS THE PROVISIONS OF THE DECLARATION, AS AMENDED FROM TIME TO TIME, THESE ARTICLES OF INCORPORATION, THE BY-LAWS OF THE ASSOCIATION WHICH MAY BE HEREAFTER ADOPTED AND THE RULES AND REGULATIONS GOVERNING THE USE OF THE ASSOCIATION PROPERTY.

F) TO EXERCISE, UNDERTAKE AND ACCOMPLISH ALL OF THE RIGHTS, DUTIES AND OBLIGATIONS WHICH MAY BE GRANTED TO OR IMPOSED UPON THE ASSOCIATION PURSUANT TO THE DECLARATION OF COVENANTS AND ANY DECLARATION SUPPLEMENTARY THERETO.

G) TO ORGANIZE, PROMOTE AND SUPPORT UNDERTAKINGS AND ACTIVITIES FOR THE BENEFIT AND GENERAL WELFARE OF THE RESIDENTS OF THE PROPERTY.

3.3 ALL FUNDS SHALL BE HELD FOR THE BENEFIT OF THE MEMBERS OF THE ASSOCIATION IN ACCORDANCE WITH THE PROVISIONS OF THE DECLARATION OF COVENANTS AND RESTRICTIONS, THESE ARTICLES OF INCORPORATION AND THE BY-LAWS.

3.4 IN THE EVENT OF THE DISSOLUTION OF THE ASSOCIATION, ALL MONEY AND OTHER PERSONAL PROPERTY OF THE ASSOCIATION SHALL BE DISTRIBUTED PRO-RATA TO LOT OR UNIT OWNERS IN THE RATIO AS VOTES ARE DISTRIBUTED AND APPORTIONED AMONG SAID LOT OR UNIT OWNERS.

ARTICLE IV MEMBERS

THE QUALIFICATIONS OF MEMBERS, THE MANNER OF THEIR ADMISSION TO OR ANY TERMINATION OF MEMBERSHIP, AND VOTING SHALL BE AS FOLLOWS:

4.1 THE MEMBERSHIP OF THE ASSOCIATION SHALL BE AS FOLLOWS:

A) CLASS A SHALL CONSIST OF ALL OWNERS OF RESIDENTIAL LOTS OR DWELLING UNITS IN THE RESIDENTIAL UNITS OF GRAY'S LANDING. MEMBERS OF CLASS A SHALL HAVE ONE VOTE PER LOT OR DWELLING UNIT OWNED AND SHALL PAY FULL RESIDENTIAL ASSESSMENTS AS SET FORTH IN THE DECLARATION OF COVENANTS AND RESTRICTIONS.

4.2 IMMEDIATELY UPON THE DIVESTMENT OF A CLASS A MEMBER'S OWNERSHIP INTEREST IN A LOT OR UNIT, REGARDLESS OF THE MEANS BY WHICH SUCH OWNERSHIP MAY BE DIVESTED, SUCH OWNER'S MEMBERSHIP SHALL TERMINATE. UPON TRANSFER OF TITLE TO ANY SUCCESSOR OWNER, SUCH OWNER SHALL AUTOMATICALLY BECOME A MEMBER OF THE ASSOCIATION SUBJECT TO ALL

RIGHTS, DUTIES AND LIABILITIES APPURTENANT THERETO. WITHIN FIFTEEN
/ F (15) DAYS OF SUCH TRANSFER, THE SUCCESSOR OWNER SHALL PROVIDE THE
ASSOCIATION WITH A CERTIFIED COPY OF THE INSTRUMENT EVIDENCING HIS
OWNERSHIP INTEREST.

4.3 THE INTEREST OF A MEMBER IN THE FUNDS AND ASSETS OF THE
ASSOCIATION CANNOT BE ASSIGNED, HYPOTHECATED OR TRANSFERRED IN ANY
MANNER EXCEPT AS AN APPURTENANCE TO HIS LOT. THE FUNDS AND ASSETS OF
THE ASSOCIATION 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 BY-LAWS WHICH MAY BE HEREAFTER ADOPTED.

4.4 VOTES MAY BE EXERCISED OR CAST BY THE OWNER OR OWNERS OF
EACH LOT OR UNIT AS MAY BE PROVIDED IN THE DECLARATION OF COVENANTS
AND RESTRICTIONS AND THE BY-LAWS HEREAFTER ADOPTED BY THE ASSOCIATION.
WHEN MORE THAN ONE PERSON HOLDS AN INTEREST IN ANY LOT OR DWELLING,
ALL SUCH PERSONS SHALL BE MEMBERS OF THE ASSOCIATION, AND THE PERSON
ENTITLED TO CAST THE VOTE(S) FOR EACH LOT OR DWELLING UNIT, SHALL BE
DESIGNATED IN A CERTIFICATE SIGNED BY ALL RECORD OWNERS AND FILED WITH
THE SECRETARY OF THE ASSOCIATION. IF ANY LOT IS OWNED BY A
CORPORATION OR PARTNERSHIP, A SIMILAR CERTIFICATE SHALL BE REQUIRED
DESIGNATING THE PERSON ENTITLED TO CAST THE VOTE (S) FOR SUCH LOT OR
DWELLING UNIT. LACKING ANY SUCH CERTIFICATE, THE VOTE (S) ALLOCATED
TO SUCH LOTS OR DWELLING UNITS SHALL NOT BE CONSIDERED IN DETERMINING
THE REQUIREMENTS FOR A QUORUM, OR FOR ANY OTHER PURPOSE. IN NO EVENT
SHALL MORE THAN ONE VOTE BE CAST FOR EACH LOT.

ARTICLE V DIRECTORS

5.1 THE AFFAIRS OF THE ASSOCIATION WILL BE MANAGED BY A BOARD
CONSISTING OF NOT LESS THAN THREE (3) NOR MORE THAN SIX (6) DIRECTORS.
THE NUMBER OF MEMBERS OF THE BOARD OF DIRECTORS SHALL BE AS PROVIDED
FROM TIME TO TIME BY THE BY-LAWS OF THE CORPORATION, AND IN THE
ABSENCE OF SUCH DETERMINATION, SHALL CONSIST OF THREE (3) DIRECTORS.

5.2 DIRECTORS OF THE ASSOCIATION SHALL BE ELECTED AT THE ANNUAL MEETING OF THE MEMBERS IN THE MANNER DETERMINED BY THE BY-LAWS. DIRECTORS MAY BE REMOVED AND VACANCIES ON THE BOARD OF DIRECTORS SHALL BE FILED IN THE MANNER PROVIDED BY THE BY-LAWS.

5.3 THE ELECTION OF THE DIRECTORS SHALL BE HELD ON THE FIRST MONDAY IN JANUARY, 1992, AT 7:00 P.M., AND ANNUALLY THEREAFTER. THE DIRECTORS NAMED IN THESE ARTICLES SHALL SERVE UNTIL SUCCESSOR DIRECTORS ARE ELECTED, AND ANY VACANCIES IN THEIR NUMBER OCCURRING BEFORE SUCH ELECTION SHALL BE FILLED BY THE REMAINING DIRECTORS.

5.4 THE NAMES AND ADDRESS OF THE MEMBERS OF THE FIRST BOARD OF DIRECTORS WHO SHALL HOLD OFFICE UNTIL THEIR SUCCESSORS ARE ELECTED AND HAVE QUALIFIED, OR UNTIL REMOVED, ARE AS FOLLOWS:

GERALD BRADDOCK
2542 HEATHERLY OAKS LANE
JACKSONVILLE, FLA. 32226

MARK DURAND
2525 HEATHERLY OAKS LANE
JACKSONVILLE, FLA. 32226

TEGGY FRANK
P.O. BOX 28303
JACKSONVILLE, FLA. 32218

GLENDA SYKES
2526 HEATHERLY OAKS LANE
JACKSONVILLE, FLA. 32226

REBECCA S. BEVILL
11097 CRYSTAL LYNN CT.
JACKSONVILLE, FLA. 32226

DANA JEWELL
11110 CRYSTAL LYNN CT.
JACKSONVILLE, FLA. 32226

5.5 THE BOARD OF DIRECTORS SHALL ELECT A PRESIDENT, VICE-PRESIDENT, SECRETARY AND TREASURER, AND AS MANY ADDITIONAL VICE PRESIDENTS AND ASSISTANT SECRETARIES AS THE BOARD OF DIRECTORS SHALL DETERMINE TO BE NECESSARY. THE SAME PERSON MAY HOLD TWO OFFICES, THE DUTIES OF WHICH ARE NOT INCOMPATIBLE; PROVIDED, THAT THE OFFICE OF THE PRESIDENT AND VICE PRESIDENT SHALL NOT BE HELD BY THE SAME PERSON, NOR SHALL THE PRESIDENT BE ALSO THE SECRETARY AND/OR TREASURER OR AN ASSISTANT SECRETARY.

ARTICLE VI
OFFICERS

THE AFFAIRS OF THE ASSOCIATION SHALL BE DETERMINED BY THE OFFICERS ELECTED BY THE BOARD OF DIRECTORS. THE OFFICERS SHALL BE ELECTED BY THE BOARD OF DIRECTORS AT ITS FIRST MEETING FOLLOWING THE ANNUAL MEETING OF THE MEMBERS OF THE ASSOCIATION AND SHALL SERVE AT THE PLEASURE OF THE BOARD OF DIRECTORS. THE NAMES AND ADDRESSES OF THE OFFICERS WHO SHALL SERVE UNTIL THEIR SUCCESSORS ARE DESIGNATED BY THE BOARD OF DIRECTORS ARE AS FOLLOWS:

PRESIDENT: GERALD BRADDOCK
VICE PRESIDENT: CARL WATSON
TREASURER: FRAN STANGLE-DURAND
SECRETARY: GLENDA SYKES

ARTICLE VII
INDEMNIFICATION

EVERY DIRECTOR AND EVERY OFFICER OF THE ASSOCIATION SHALL BE INDEMNIFIED BY THE ASSOCIATION AGAINST ALL EXPENSES AND LIABILITIES, INCLUDING COUNSEL FEES, REASONABLY INCURRED BY OR IMPOSED UPON HIM IN CONNECTION WITH ANY PROCEEDING OR ANY SETTLEMENT OF 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 WHEN THE DIRECTOR OR OFFICER IS ADJUDGED GUILTY OF WILLFUL MISFEASANCE OR MALFEASANCE IN THE PERFORMANCE OF HIS DUTIES; PROVIDED THAT IN THE EVENT OF A SETTLEMENT THE INDEMNIFICATION SHALL APPLY ONLY WHEN THE BOARD OF DIRECTORS APPROVED SUCH SETTLEMENT AND REIMBURSEMENT AS BEING IN THE BEST INTEREST OF THE ASSOCIATION. THE FOREGOING RIGHT OF INDEMNIFICATION SHALL BE IN ADDITION TO AND NOT EXCLUSIVE OF ALL OTHER RIGHTS TO WHICH SUCH DIRECTORS OR OFFICERS MAY BE ENTITLED.

ARTICLE VIII
BY-LAWS

THE FIRST BY-LAWS OF THE ASSOCIATION SHALL BE ADOPTED BY THE BOARD OF DIRECTORS AND MAY BE ALTERED, AMENDED OR RESCINDED IN THE MANNER PROVIDED BY THE BY-LAWS.

ARTICLE IX
TERM

THE TERM OF THE ASSOCIATION SHALL BE PERPETUAL.

ARTICLE X
AMENDMENTS

EXCEPT AS OTHERWISE HEREIN PROVIDED, AMENDMENTS TO THE ARTICLES OF INCORPORATION SHALL BE PROPOSED AND ADOPTED IN THE FOLLOWING MANNER:

10.1 A RESOLUTION FOR THE ADOPTION OF A PROPOSED AMENDMENT MAY BE PROPOSED BY THE BOARD OF DIRECTORS OF THE ASSOCIATION ACTING UPON A VOTE OF A MAJORITY OF THE DIRECTORS, OR BY MEMBERS OF THE ASSOCIATION TO WHOSE LOTS 25% OF THE TOTAL VOTES ARE APPURTENANT, WHETHER MEETING AS MEMBERS OR BY INSTRUMENT, IN WRITING SIGNED BY THEM.

10.2 UPON ANY AMENDMENT OR AMENDMENTS TO THESE ARTICLES OF INCORPORATION BEING PROPOSED BY SAID BOARD OF DIRECTORS OR MEMBERS, SUCH PROPOSED AMENDMENT OR AMENDMENTS SHALL BE TRANSMITTED TO THE PRESIDENT OF THE ASSOCIATION OR OTHER OFFICERS OF THE ASSOCIATION IN THE ABSENCE OF THE PRESIDENT, WHO SHALL THEREUPON CALL A SPECIAL MEETING OF THE MEMBERS OF THE ASSOCIATION FOR A DAY NO SOONER THAN TEN (10) DAYS NOR LATER THAN THIRTY (30) DAYS AFTER THE RECEIPT BY HIM OF THE PROPOSED AMENDMENT OR AMENDMENTS, AND IT SHALL BE THE DUTY OF THE SECRETARY TO GIVE TO EACH MEMBER WRITTEN OR PRINTED NOTICE OF SUCH MEETING, STATING THE TIME AND PLACE OF THE MEETING AND RECITING THE PROPOSED AMENDMENT OR AMENDMENTS IN REASONABLY DETAILED FORM. SUCH NOTICE SHALL BE MAILED TO OR PRESENTED PERSONALLY TO EACH MEMBER NOT LESS THAN TEN (10) NOR MORE THAN THIRTY (30) DAYS BEFORE THE DATE SET

FOR SUCH MEETING. IF MAILED, SUCH NOTICE SHALL BE DEEMED TO BE 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, THE POSTAGE THEREON PREPAID. ANY MEMBER MAY, BY WRITTEN WAIVER OF NOTICE SIGNED BY SUCH MEMBER, WAIVE SUCH NOTICE, AND SUCH WAIVER WHEN FILED IN THE RECORDS OF THE ASSOCIATION, WHETHER BEFORE OR AFTER THE HOLDING OF THE MEETING, SHALL BE DEEMED EQUIVALENT TO THE GIVING OF SUCH NOTICE TO SUCH MEMBER. IN ORDER TO BECOME EFFECTIVE, THE PROPOSED AMENDMENT OR AMENDMENTS MUST BE APPROVED BY THE AFFIRMATIVE VOTE OF A TWO-THIRDS MAJORITY OF THE TOTAL VOTES APPURTENANT TO ALL LOTS WHOSE OWNERS ARE ELIGIBLE TO VOTE.

A COPY OF EACH AMENDMENT, AFTER IT HAS BECOME EFFECTIVE, SHALL BE TRANSCRIBED AND CERTIFIED IN SUCH FORM AS MAY BE NECESSARY TO REGISTER THE SAME IN THE OFFICE OF THE SECRETARY OF THE STATE OF FLORIDA, AND UPON THE REGISTRATION OF SUCH AMENDMENT OR AMENDMENTS WITH THE SECRETARY OF STATE, A CERTIFIED COPY THEREOF SHALL BE RECORDED IN THE PUBLIC RECORDS OF DUVAL COUNTY, FLORIDA.

10.3 AT ANY MEETING HELD TO CONSIDER ANY AMENDMENT OR AMENDMENTS OF THE ARTICLES OF INCORPORATION, THE WRITTEN VOTE OF ANY MEMBER OF THE ASSOCIATION SHALL BE RECOGNIZED, IF SUCH MEMBER IS NOT IN ATTENDANCE AT SUCH MEETING OR REPRESENTED THEREAT BY PROXY, PROVIDED SUCH WRITTEN VOTE IS DELIVERED TO THE SECRETARY OF THE ASSOCIATION AT OR PRIOR TO SUCH MEETING.

10.4 NO AMENDMENT OF THESE ARTICLES SHALL BE MADE THAT IS IN CONFLICT WITH THE DECLARATION OF COVENANTS AND RESTRICTIONS AS AMENDED FROM TIME TO TIME.

ARTICLE XII
SUBSCRIBERS

SEE ATTACHED ADDENDUM
(GRAY'S LANDING CONSISTING OF TWENTY-SEVEN (27) LOTS)

() IN WITNESS WHEREOF, THE SUBSCRIBERS HAVE AFFIXED THEIR SIGNATURES THIS
21st DAY OF NOVEMBER, 1991.

- LOT #1 ~~x Ronald Collins~~
~~x Mike Collins~~
- LOT #2 James P. Taylor
Donald L. Taylor
- LOT #3 Gerald H. Braddock
J. Jay Braddock
- LOT #4 North Star Homes, Inc.
by Richard S. Smith
- LOT #5 Brenda J. Lyles
Robert L. Lyles
- LOT #6 Carl M. Watson, Jr.
Judy M. Watson
- LOT #7 Robert S. Stearns
- LOT #8 Robert S. Stearns
- LOT #9 ~~Robert S. Stearns~~
/ Anna Carroll
- LOT #10 Robert D. McCallister
Robert D. McCallister
- LOT #11 ~~Robert D. McCallister~~
Vicki L. Bynnis
- LOT #12 Peggy Clark
- LOT #13 Claude L. Collins
Gandy D. Leathers
- LOT #14 James H. Lisk
Selena A. Lisk

LOT #15

David H. Moulton

Jamie Moulton

LOT #16

Ann B. Lowell

LOT #17

Robert B. Burt

Linda J. Burt

LOT #18

Rebecca Sue Beisel

LOT #19

D. E. [unclear]

LOT #20

L. [unclear] [unclear]
Dorothy Thompson

LOT #21

Mark R. [unclear]

James [unclear] - [unclear]

LOT #22

L. P. Coker

Lena Coker

LOT #23

Dorothy Blumley

LOT #24

Cula Mullis

LOT #25

C. W. [unclear]

L. [unclear] [unclear]

LOT #26

J. A. [unclear]

Verna M. George

LOT #27

Steven W. George Jr.

STATE OF FLORIDA

COUNTY OF DUVAL

BEFORE ME, A NOTARY PUBLIC OF THE STATE OF FLORIDA, PERSONALLY APPEARED GLENDA J. SYKES, WHO BEING BY ME FIRST DULY SWORN, ACKNOWLEDGE THAT SHE IS AN INCORPORATOR OF GRAY'S LANDING HOMEOWNERS' ASSOCIATION, INC. AND A DULY ELECTED DIRECTOR AND SECRETARY OF SUCH ASSOCIATION, AND THAT SHE EXECUTED THE ARTICLES OF ASSOCIATION FOR THE USES AND PURPOSES SET FORTH THEREIN.

Glenda J. Sykes
GLENDA J. SYKES

STATE OF FLORIDA

COUNTY OF DUVAL

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED BEFORE ME THE 2ND DAY OF NOVEMBER, 1992 BY GLENDA J. SYKES, SECRETARY, ON BEHALF OF GRAY'S LANDING HOMEOWNER'S ASSOCIATION, A CORPORATION NOT FOR PROFIT UNDER THE LAWS OF THE STATE OF FLORIDA. SHE IS PERSONALLY KNOWN TO ME OR HAS PRODUCED _____ AS IDENTIFICATION AND DID TAKE AN OATH.

(PERSONALLY KNOWN)

Gwendolyn Hambrick
SIGNATURE OF NOTARY PUBLIC

Gwendolyn Hambrick
TYPED OR PRINTED-NAME OF
NOTARY-PUBLIC
NOTARY PUBLIC, STATE OF
FLORIDA

SERIAL NUMBER: _____
MY COMMISSION EXPIRES: _____

NOTARY PUBLIC, STATE OF FLORIDA.
MY COMMISSION EXPIRES: April 23, 1995.
BONDED THRU NOTARY PUBLIC UNDERWRITERS.

FILED
1992 NOV -9 AM 8:21

DESIGNATION OF REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 225 Water Street, Suite 850, Jacksonville, Florida 32202-5141, and the name of the initial registered agent of the corporation at that address is William L. Durden.

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

William L. Durden, having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By:



William L. Durden

GRAY'S LANDING HOMEOWNERS ASSOCIATION
9471 Baymeadows Road, Suite #404
Jacksonville, Florida 32256
904) 733-6690

Declaration of Covenants and Restrictions

Architectural Review Board

An owner who plans to make any improvement(s) on their home must get prior approval from the ARB. All sheds, pools and fences must be approved prior to construction. All approvals must be outlined on the site survey of your lot with full description of plans. Any additional information such as drawings or description from contractor will also be helpful. Please submit for approval to BCM Services Inc., 9471 Baymeadows Road, Suite 404, Jacksonville, Florida 32256.

Board of Directors - Gray's Landing

Mr. Carey Hardin
2550 Heatherly Oaks Lane
Jacksonville, FL 32226

President
(904) 696-2480

Mr. Dave Dahlgren
5411 Wynnwood Drive
Jacksonville, FL 32207

Treasurer
(904) 731-7342

Mr. Jim Taylor
11094 Heatherly Oaks Court
Jacksonville, FL 32226

Secretary
(904) 757-1710

To: MICHAEL COLEMAN
From: DALE DAHLGREN

GRAY'S LANDING

NOTICE OF ANNUAL ASSESSMENT DUE

GRAY'S LANDING HOMEOWNERS ASSOCIATION, INC.

February 3, 1997

TO ALL LOT OWNERS
FROM THE BOARD OF DIRECTORS

NOTICE OF 1997 ASSESSMENT DUE

The Board of Directors has determined that the 1997 annual assessment will be \$120.00, the same amount as the 1996 annual assessment. This amount is due and payable March 1, 1997, and is considered late subject to a late payment fee of \$5.00 and 15% interest if not paid by March 30th. The annual assessment is based on the budget on the reverse side of this notice.

Please give your payment to one of your directors/officers listed below or mail it to the management company, J & M Associates, Inc., 1503 Oak St., Jax. 32204. If you have any questions, please contact them as well.

Carey Hardin, President, 2550 Heatherly Oaks Lane, 696-2480
Glenda Sykes, Vice-President, 2526 Heatherly Oaks Lane, 751-9765
Jim Taylor, Secretary, 11094 Heatherly Oaks Lane, 757-1710
Dave Dahlgren, Treasurer, 5411 Wynnwood Drive, 731-7342
Tonya Martin, Director, 11104 Crystal Lynn Court, 696-5558
Larry McKee, Director, 2541 Heatherly Oaks Lane, 757-2279

Anyone desiring a copy of the 1996 Financial Report
should contact the management company.

Please keep this portion of invoice for your records

(cut along dotted line)

Please include this portion of invoice with your payment

BILLING ADDRESS	SERVICE	AMOUNT
GRAY'S LANDING Owners Association, Inc. c/o J&M Associates, Inc. 1503 Oak Street Jacksonville, Fla. 32204	Annual Assessment Fee	\$120.00
	Total Enclosed	.00

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of GRAY'S LANDING HOMEOWNERS ASSOCIATION, INC., a Florida corporation, filed on November 9, 1992, as shown by the records of this office.

The document number of this corporation is N92000000194.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Tenth day of November, 1992



CR2EO22 (2-91)

Jim Smith

Jim Smith
Secretary of State

ARTICLES OF INCORPORATION

GRAY'S LANDING

HOMEOWNERS ASSOCIATION, INC.

(A corporation not for profit under
the laws of the State of Florida)

FILED
1992 NOV -9 AM 8:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN ORDER TO FORM A CORPORATION UNDER AND IN ACCORDANCE WITH THE PROVISIONS OF THE LAWS OF THE STATE OF FLORIDA FOR THE FORMATION OF CORPORATIONS NOT FOR PROFIT, WE, THE UNDERSIGNED, HEREBY ASSOCIATE OURSELVES INTO A CORPORATION FOR THE PURPOSES AND WITH THE POWERS HEREINAFTER MENTIONED; AND TO THAT END WE DO, BY THESE ARTICLES OF INCORPORATION, SET FORTH:

ARTICLE I

NAME

The name of the corporation shall be Gray's Landing Homeowners Association, Inc., and the principal business address is 225 Water Street, Suite 850, Jacksonville, Florida 32202-5141. For convenience, the corporation shall be referred to in this instrument as "The Association".

ARTICLE II

PURPOSE

2.1 THE PURPOSE FOR WHICH THE ASSOCIATION IS ORGANIZED IS TO PROVIDE AN ENTITY TO CARRY OUT AND ACCOMPLISH THE PURPOSES DESCRIBED IN THE DECLARATION OF COVENANTS, CONDITIONS, EASEMENTS AND RESTRICTIONS FOR GRAY'S LANDING (THE "DECLARATION"), AS RECORDED IN THE PUBLIC RECORDS OF DUVAL COUNTY, FLORIDA IN OFFICIAL RECORDS BOOK 6581, PAGES 881 THROUGH 897 AND OFFICIAL RECORD BOOK 6634, PAGES 1797 THROUGH 1803, INCLUSIVE, AND SUBSEQUENT RESIDENTIAL UNITS IN GRAY'S LANDING (THE "PROPERTY"), AND TO UNDERTAKE SUCH MANAGEMENT, MAINTENANCE, OPERATION, OWNERSHIP AND OTHER DUTIES WITH RESPECT TO THE PROPERTY INCLUDING, BUT NOT LIMITED TO, THE MANAGEMENT OF THE COMMON AREAS AND DRAINAGE SYSTEMS OF THE PROPERTY.

2.2 THE ASSOCIATION SHALL MAKE NO DISTRIBUTIONS OF INCOME TO ITS MEMBERS, DIRECTORS OR OFFICERS, AS IT IS CONDUCTED AS A NONPROFIT ORGANIZATION FOR THE BENEFIT OF ITS MEMBERS.

ARTICLE III
POWERS

THE ASSOCIATION SHALL HAVE THE FOLLOWING POWERS:

3.1 THE ASSOCIATION SHALL HAVE ALL OF THE COMMON LAW AND STATUTORY POWERS OF A CORPORATION NOT FOR PROFIT NOT IN CONFLICT WITH THE TERMS OF THESE ARTICLES.

3.2 THE ASSOCIATION SHALL HAVE THE POWER TO ADMINISTER AND ENFORCE THE PROVISIONS OF THE DECLARATION MORE FULLY DESCRIBED IN ARTICLE II HEREOF AND ALL OF THE POWERS AND DUTIES REASONABLY NECESSARY TO CARRY OUT THE RESPONSIBILITIES AND DUTIES CONFERRED UPON IT BY THE DECLARATION, AS IT MAY BE AMENDED AND SUPPLEMENTED FROM TIME TO TIME, INCLUDING BUT NOT LIMITED TO, THE FOLLOWING:

A) TO MAKE AND ESTABLISH REASONABLE RULES AND REGULATIONS REGARDING THE USE OF ASSOCIATION COMMON PROPERTY SUBJECT TO ITS JURISDICTION.

B) TO MAKE AND COLLECT ASSESSMENTS AGAINST MEMBERS OF THE ASSOCIATION TO DEFRAY THE COST, EXPENSES AND LOSSES OF THE ASSOCIATION.

C) TO USE THE PROCEEDS OF ASSESSMENTS IN THE EXERCISE OF ITS POWER AND DUTIES.

D) TO PURCHASE INSURANCE UPON THE ASSOCIATION PROPERTY AND IMPROVEMENTS AND INSURANCE FOR THE PROTECTION OF THE ASSOCIATION AND ITS MEMBERS.

E) TO ENFORCE BY LEGAL MEANS THE PROVISIONS OF THE DECLARATION, AS AMENDED FROM TIME TO TIME, THESE ARTICLES OF INCORPORATION, THE BY-LAWS OF THE ASSOCIATION WHICH MAY BE HEREAFTER ADOPTED AND THE RULES AND REGULATIONS GOVERNING THE USE OF THE ASSOCIATION PROPERTY.

F) TO EXERCISE, UNDERTAKE AND ACCOMPLISH ALL OF THE RIGHTS, DUTIES AND OBLIGATIONS WHICH MAY BE GRANTED TO OR IMPOSED UPON THE ASSOCIATION PURSUANT TO THE DECLARATION OF COVENANTS AND ANY DECLARATION SUPPLEMENTARY THERETO.

G) TO ORGANIZE, PROMOTE AND SUPPORT UNDERTAKINGS AND ACTIVITIES FOR THE BENEFIT AND GENERAL WELFARE OF THE RESIDENTS OF THE PROPERTY.

3.3 ALL FUNDS SHALL BE HELD FOR THE BENEFIT OF THE MEMBERS OF THE ASSOCIATION IN ACCORDANCE WITH THE PROVISIONS OF THE DECLARATION OF COVENANTS AND RESTRICTIONS, THESE ARTICLES OF INCORPORATION AND THE BY-LAWS.

3.4 IN THE EVENT OF THE DISSOLUTION OF THE ASSOCIATION, ALL MONEY AND OTHER PERSONAL PROPERTY OF THE ASSOCIATION SHALL BE DISTRIBUTED PRO-RATA TO LOT OR UNIT OWNERS IN THE RATIO AS VOTES ARE DISTRIBUTED AND APPORTIONED AMONG SAID LOT OR UNIT OWNERS.

ARTICLE IV MEMBERS

THE QUALIFICATIONS OF MEMBERS, THE MANNER OF THEIR ADMISSION TO OR ANY TERMINATION OF MEMBERSHIP, AND VOTING SHALL BE AS FOLLOWS:

4.1 THE MEMBERSHIP OF THE ASSOCIATION SHALL BE AS FOLLOWS:

A) CLASS A SHALL CONSIST OF ALL OWNERS OF RESIDENTIAL LOTS OR DWELLING UNITS IN THE RESIDENTIAL UNITS OF GRAY'S LANDING. MEMBERS OF CLASS A SHALL HAVE ONE VOTE PER LOT OR DWELLING UNIT OWNED AND SHALL PAY FULL RESIDENTIAL ASSESSMENTS AS SET FORTH IN THE DECLARATION OF COVENANTS AND RESTRICTIONS.

4.2 IMMEDIATELY UPON THE DIVESTMENT OF A CLASS A MEMBER'S OWNERSHIP INTEREST IN A LOT OR UNIT, REGARDLESS OF THE MEANS BY WHICH SUCH OWNERSHIP MAY BE DIVESTED, SUCH OWNER'S MEMBERSHIP SHALL TERMINATE. UPON TRANSFER OF TITLE TO ANY SUCCESSOR OWNER, SUCH OWNER SHALL AUTOMATICALLY BECOME A MEMBER OF THE ASSOCIATION SUBJECT TO ALL

RIGHTS, DUTIES AND LIABILITIES APPURTENANT THERETO. WITHIN FIFTEEN (15) DAYS OF SUCH TRANSFER, THE SUCCESSOR OWNER SHALL PROVIDE THE ASSOCIATION WITH A CERTIFIED COPY OF THE INSTRUMENT EVIDENCING HIS OWNERSHIP INTEREST.

4.3 THE INTEREST OF A MEMBER IN THE FUNDS AND ASSETS OF THE ASSOCIATION CANNOT BE ASSIGNED, HYPOTHECATED OR TRANSFERRED IN ANY MANNER EXCEPT AS AN APPURTENANCE TO HIS LOT. THE FUNDS AND ASSETS OF THE ASSOCIATION 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 BY-LAWS WHICH MAY BE HEREAFTER ADOPTED.

4.4 VOTES MAY BE EXERCISED OR CAST BY THE OWNER OR OWNERS OF EACH LOT OR UNIT AS MAY BE PROVIDED IN THE DECLARATION OF COVENANTS AND RESTRICTIONS AND THE BY-LAWS HEREAFTER ADOPTED BY THE ASSOCIATION. WHEN MORE THAN ONE PERSON HOLDS AN INTEREST IN ANY LOT OR DWELLING, ALL SUCH PERSONS SHALL BE MEMBERS OF THE ASSOCIATION, AND THE PERSON ENTITLED TO CAST THE VOTE(S) FOR EACH LOT OR DWELLING UNIT, SHALL BE DESIGNATED IN A CERTIFICATE SIGNED BY ALL RECORD OWNERS AND FILED WITH THE SECRETARY OF THE ASSOCIATION. IF ANY LOT IS OWNED BY A CORPORATION OR PARTNERSHIP, A SIMILAR CERTIFICATE SHALL BE REQUIRED DESIGNATING THE PERSON ENTITLED TO CAST THE VOTE (S) FOR SUCH LOT OR DWELLING UNIT. LACKING ANY SUCH CERTIFICATE, THE VOTE (S) ALLOCATED TO SUCH LOTS OR DWELLING UNITS SHALL NOT BE CONSIDERED IN DETERMINING THE REQUIREMENTS FOR A QUORUM, OR FOR ANY OTHER PURPOSE. IN NO EVENT SHALL MORE THAN ONE VOTE BE CAST FOR EACH LOT.

ARTICLE V DIRECTORS

5.1 THE AFFAIRS OF THE ASSOCIATION WILL BE MANAGED BY A BOARD CONSISTING OF NOT LESS THAN THREE (3) NOR MORE THAN SIX (6) DIRECTORS. THE NUMBER OF MEMBERS OF THE BOARD OF DIRECTORS SHALL BE AS PROVIDED FROM TIME TO TIME BY THE BY-LAWS OF THE CORPORATION, AND IN THE ABSENCE OF SUCH DETERMINATION, SHALL CONSIST OF THREE (3) DIRECTORS.

5.2 DIRECTORS OF THE ASSOCIATION SHALL BE ELECTED AT THE ANNUAL MEETING OF THE MEMBERS IN THE MANNER DETERMINED BY THE BY-LAWS. DIRECTORS MAY BE REMOVED AND VACANCIES ON THE BOARD OF DIRECTORS SHALL BE FILED IN THE MANNER PROVIDED BY THE BY-LAWS.

5.3 THE ELECTION OF THE DIRECTORS SHALL BE HELD ON THE FIRST MONDAY IN JANUARY, 1992, AT 7:00 P.M., AND ANNUALLY THEREAFTER. THE DIRECTORS NAMED IN THESE ARTICLES SHALL SERVE UNTIL SUCCESSOR DIRECTORS ARE ELECTED, AND ANY VACANCIES IN THEIR NUMBER OCCURRING BEFORE SUCH ELECTION SHALL BE FILLED BY THE REMAINING DIRECTORS.

5.4 THE NAMES AND ADDRESS OF THE MEMBERS OF THE FIRST BOARD OF DIRECTORS WHO SHALL HOLD OFFICE UNTIL THEIR SUCCESSORS ARE ELECTED AND HAVE QUALIFIED, OR UNTIL REMOVED, ARE AS FOLLOWS:

GERALD BRADDOCK
2542 HEATHERLY OAKS LANE
JACKSONVILLE, FLA. 32226

MARK DURAND
2525 HEATHERLY OAKS LANE
JACKSONVILLE, FLA. 32226

TEGGY FRANK
P.O. Box 28303
JACKSONVILLE, FLA. 32218

GLENDA SYKES
2526 HEATHERLY OAKS LANE
JACKSONVILLE, FLA. 32226

REBECCA S. BEVILL
11097 CRYSTAL LYNN CT.
JACKSONVILLE, FLA. 32226

DANA JEWELL
11110 CRYSTAL LYNN CT.
JACKSONVILLE, FLA. 32226

5.5 THE BOARD OF DIRECTORS SHALL ELECT A PRESIDENT, VICE-PRESIDENT, SECRETARY AND TREASURER, AND AS MANY ADDITIONAL VICE PRESIDENTS AND ASSISTANT SECRETARIES AS THE BOARD OF DIRECTORS SHALL DETERMINE TO BE NECESSARY. THE SAME PERSON MAY HOLD TWO OFFICES, THE DUTIES OF WHICH ARE NOT INCOMPATIBLE; PROVIDED, THAT THE OFFICE OF THE PRESIDENT AND VICE PRESIDENT SHALL NOT BE HELD BY THE SAME PERSON, NOR SHALL THE PRESIDENT BE ALSO THE SECRETARY AND/OR TREASURER OR AN ASSISTANT SECRETARY.

ARTICLE VI OFFICERS

THE AFFAIRS OF THE ASSOCIATION SHALL BE DETERMINED BY THE OFFICERS ELECTED BY THE BOARD OF DIRECTORS. THE OFFICERS SHALL BE ELECTED BY THE BOARD OF DIRECTORS AT ITS FIRST MEETING FOLLOWING THE ANNUAL MEETING OF THE MEMBERS OF THE ASSOCIATION AND SHALL SERVE AT THE PLEASURE OF THE BOARD OF DIRECTORS. THE NAMES AND ADDRESSES OF THE OFFICERS WHO SHALL SERVE UNTIL THEIR SUCCESSORS ARE DESIGNATED BY THE BOARD OF DIRECTORS ARE AS FOLLOWS:

PRESIDENT: GERALD BRADDOCK
VICE PRESIDENT: CARL WATSON
TREASURER: FRAN STANGLE-DURAND
SECRETARY: GLENDA SYKES

ARTICLE VII INDEMNIFICATION

EVERY DIRECTOR AND EVERY OFFICER OF THE ASSOCIATION SHALL BE INDEMNIFIED BY THE ASSOCIATION AGAINST ALL EXPENSES AND LIABILITIES, INCLUDING COUNSEL FEES, REASONABLY INCURRED BY OR IMPOSED UPON HIM IN CONNECTION WITH ANY PROCEEDING OR ANY SETTLEMENT OF 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 WHEN THE DIRECTOR OR OFFICER IS ADJUDGED GUILTY OF WILLFUL MISFEASANCE OR MALFEASANCE IN THE PERFORMANCE OF HIS DUTIES; PROVIDED THAT IN THE EVENT OF A SETTLEMENT THE INDEMNIFICATION SHALL APPLY ONLY WHEN THE BOARD OF DIRECTORS APPROVED SUCH SETTLEMENT AND REIMBURSEMENT AS BEING IN THE BEST INTEREST OF THE ASSOCIATION. THE FOREGOING RIGHT OF INDEMNIFICATION SHALL BE IN ADDITION TO AND NOT EXCLUSIVE OF ALL OTHER RIGHTS TO WHICH SUCH DIRECTORS OR OFFICERS MAY BE ENTITLED.

2

ARTICLE VIII
BY-LAWS

THE FIRST BY-LAWS OF THE ASSOCIATION SHALL BE ADOPTED BY THE BOARD OF DIRECTORS AND MAY BE ALTERED, AMENDED OR RESCINDED IN THE MANNER PROVIDED BY THE BY-LAWS.

ARTICLE IX
TERM

THE TERM OF THE ASSOCIATION SHALL BE PERPETUAL.

ARTICLE X
AMENDMENTS

EXCEPT AS OTHERWISE HEREIN PROVIDED, AMENDMENTS TO THE ARTICLES OF INCORPORATION SHALL BE PROPOSED AND ADOPTED IN THE FOLLOWING MANNER:

10.1 A RESOLUTION FOR THE ADOPTION OF A PROPOSED AMENDMENT MAY BE PROPOSED BY THE BOARD OF DIRECTORS OF THE ASSOCIATION ACTING UPON A VOTE OF A MAJORITY OF THE DIRECTORS, OR BY MEMBERS OF THE ASSOCIATION TO WHOSE LOTS 25% OF THE TOTAL VOTES ARE APPURTENANT, WHETHER MEETING AS MEMBERS OR BY INSTRUMENT, IN WRITING SIGNED BY THEM.

10.2 UPON ANY AMENDMENT OR AMENDMENTS TO THESE ARTICLES OF INCORPORATION BEING PROPOSED BY SAID BOARD OF DIRECTORS OR MEMBERS, SUCH PROPOSED AMENDMENT OR AMENDMENTS SHALL BE TRANSMITTED TO THE PRESIDENT OF THE ASSOCIATION OR OTHER OFFICERS OF THE ASSOCIATION IN THE ABSENCE OF THE PRESIDENT, WHO SHALL THEREUPON CALL A SPECIAL MEETING OF THE MEMBERS OF THE ASSOCIATION FOR A DAY NO SOONER THAN TEN (10) DAYS NOR LATER THAN THIRTY (30) DAYS AFTER THE RECEIPT BY HIM OF THE PROPOSED AMENDMENT OR AMENDMENTS, AND IT SHALL BE THE DUTY OF THE SECRETARY TO GIVE TO EACH MEMBER WRITTEN OR PRINTED NOTICE OF SUCH MEETING, STATING THE TIME AND PLACE OF THE MEETING AND RECITING THE PROPOSED AMENDMENT OR AMENDMENTS IN REASONABLY DETAILED FORM. SUCH NOTICE SHALL BE MAILED TO OR PRESENTED PERSONALLY TO EACH MEMBER NOT LESS THAN TEN (10) NOR MORE THAN THIRTY (30) DAYS BEFORE THE DATE SET

FOR SUCH MEETING. IF MAILED, SUCH NOTICE SHALL BE DEEMED TO BE 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, THE POSTAGE THEREON PREPAID. ANY MEMBER MAY, BY WRITTEN WAIVER OF NOTICE SIGNED BY SUCH MEMBER, WAIVE SUCH NOTICE, AND SUCH WAIVER WHEN FILED IN THE RECORDS OF THE ASSOCIATION, WHETHER BEFORE OR AFTER THE HOLDING OF THE MEETING, SHALL BE DEEMED EQUIVALENT TO THE GIVING OF SUCH NOTICE TO SUCH MEMBER. IN ORDER TO BECOME EFFECTIVE, THE PROPOSED AMENDMENT OR AMENDMENTS MUST BE APPROVED BY THE AFFIRMATIVE VOTE OF A TWO-THIRDS MAJORITY OF THE TOTAL VOTES APPURTENANT TO ALL LOTS WHOSE OWNERS ARE ELIGIBLE TO VOTE.

A COPY OF EACH AMENDMENT, AFTER IT HAS BECOME EFFECTIVE, SHALL BE TRANSCRIBED AND CERTIFIED IN SUCH FORM AS MAY BE NECESSARY TO REGISTER THE SAME IN THE OFFICE OF THE SECRETARY OF THE STATE OF FLORIDA, AND UPON THE REGISTRATION OF SUCH AMENDMENT OR AMENDMENTS WITH THE SECRETARY OF STATE, A CERTIFIED COPY THEREOF SHALL BE RECORDED IN THE PUBLIC RECORDS OF DUVAL COUNTY, FLORIDA.

10.3 AT ANY MEETING HELD TO CONSIDER ANY AMENDMENT OR AMENDMENTS OF THE ARTICLES OF INCORPORATION, THE WRITTEN VOTE OF ANY MEMBER OF THE ASSOCIATION SHALL BE RECOGNIZED, IF SUCH MEMBER IS NOT IN ATTENDANCE AT SUCH MEETING OR REPRESENTED THEREAT BY PROXY, PROVIDED SUCH WRITTEN VOTE IS DELIVERED TO THE SECRETARY OF THE ASSOCIATION AT OR PRIOR TO SUCH MEETING.

10.4 NO AMENDMENT OF THESE ARTICLES SHALL BE MADE THAT IS IN CONFLICT WITH THE DECLARATION OF COVENANTS AND RESTRICTIONS AS AMENDED FROM TIME TO TIME.

ARTICLE XII SUBSCRIBERS

SEE ATTACHED ADDENDUM
(GRAY'S LANDING CONSISTING OF TWENTY-SEVEN (27) LOTS)

IN WITNESS WHEREOF, THE SUBSCRIBERS HAVE AFFIXED THEIR SIGNATURES THIS
21ST DAY OF NOVEMBER, 1991.

GRAY'S LANDING LOT OWNERS

- LOT #1 ~~x Ronald Collins~~
~~x Anita Collins~~
- LOT #2 James P. Taylor
Donna L. Taylor
- LOT #3 Gerald H. Braddock
J. Jay Braddock
- LOT #4 Northstar Homes, Inc.
by Richard D. Smith
- LOT #5 Brenda J. Sykes
Paul E. Sykes
- LOT #6 Carl M. Watson, Jr.
Judy M. Watson
- LOT #7 Robert S. Strawn
- LOT #8 Robert S. Strawn
- LOT #9 ~~Robert D. Callister~~
Ann Carroll
- LOT #10 Robert D. McCallister
Robert D. McCallister
- LOT #11 ~~Ann Carroll~~
Vicki L. Buxton
- LOT #12 ~~Robert D. McCallister~~
Leah Ann Clark
- LOT #13 Claude S. Collins
Gandy D. Leaptins
- LOT #14 James H. Hark
Selene A. Hick

GRAY'S LANDING LOT OWNERS

- LOT #15 David H. Moulton
Janice Moulton
- LOT #16 Dan B. Jewell
Dan B. Jewell
- LOT #17 Robert Burt
Lucia J. Burt
- LOT #18 Rebecca Sue Beirle
- LOT #19 Don Hill
Don Hill
- LOT #20 Dennis Thompson
- LOT #21 Mark R. Ward
Frank George - Purand
- LOT #22 L. P. Cofer
Lena Cofer
- LOT #23 Brenda Butlay
- LOT #24 Cula Mullis
- LOT #25 C. W. Wil
Linda S. Wil
- LOT #26 St. W. Kinn
Wiana M. George
- LOT #27 Steven W. George Jr.

STATE OF FLORIDA

COUNTY OF DUVAL

BEFORE ME, A NOTARY PUBLIC OF THE STATE OF FLORIDA, PERSONALLY APPEARED GLENDA J. SYKES, WHO BEING BY ME FIRST DULY SWORN, ACKNOWLEDGE THAT SHE IS AN INCORPORATOR OF GRAY'S LANDING HOMEOWNERS' ASSOCIATION, INC. AND A DULY ELECTED DIRECTOR AND SECRETARY OF SUCH ASSOCIATION, AND THAT SHE EXECUTED THE ARTICLES OF ASSOCIATION FOR THE USES AND PURPOSES SET FORTH THEREIN.

Glenda J. Sykes
GLENDA J. SYKES

STATE OF FLORIDA

COUNTY OF DUVAL

THE FOREGOING INSTRUMENT WAS ACKNOWLEDGED BEFORE ME THE 2ND DAY OF NOVEMBER, 1992 BY GLENDA J. SYKES, SECRETARY, ON BEHALF OF GRAY'S LANDING HOMEOWNER'S ASSOCIATION, A CORPORATION NOT FOR PROFIT UNDER THE LAWS OF THE STATE OF FLORIDA. SHE IS PERSONALLY KNOWN TO ME OR HAS PRODUCED _____ AS IDENTIFICATION AND DID TAKE AN OATH.

(PERSONALLY KNOWN)

Gwendolyn Hambrick
SIGNATURE OF NOTARY PUBLIC

Gwendolyn Hambrick
TYPED OR PRINTED-NAME OF
NOTARY-PUBLIC
NOTARY PUBLIC, STATE OF
FLORIDA

SERIAL NUMBER: _____

MY COMMISSION EXPIRES: _____

NOTARY PUBLIC, STATE OF FLORIDA.
MY COMMISSION EXPIRES: April 23, 1995.
BONDED THRU NOTARY PUBLIC UNDERWRITERS.

FILED
1992 NOV -9 AM 8:21
STATE
TALLAHASSEE, FLORIDA

DESIGNATION OF REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 225 Water Street, Suite 850, Jacksonville, Florida 32202-5141, and the name of the initial registered agent of the corporation at that address is William L. Durden.

ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION

William L. Durden, having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

By:



William L. Durden

