

Exhibit "B"

**FIRST AMENDED AND RESTATED ARTICLES OF
INCORPORATION OF WOODLANDS HOMEOWNERS
ASSOCIATION OF DUVAL COUNTY, INC.**
(a corporation not-for-profit)

These Amended and Restated Articles of Incorporation of Woodlands Homeowners Association of Duval County, Inc. were adopted by the Directors on 6/16/16. There are no Members.

In compliance with the requirements of Chapter 617 Florida Statutes, the undersigned, being residents of the State of Florida who are of full age certify:

ARTICLE I - Corporate Name

The name of the corporation is Woodlands Homeowners Association of Duval County, Inc., referred to below as the "Association."

ARTICLE II - Corporation Not For Profit

Association is incorporated as a corporation not-for-profit under the provisions of the laws of the State of Florida.

ARTICLE III - Principal Place of Business

The initial mailing address of the Association shall be 461 A1A Beach Blvd., St. Augustine, Florida 32080. The principal office of Association shall be located at the mailing address or at any other place as may be subsequently designated by the Board of Directors of the Association.

ARTICLE IV - Registered Agent

The name and address of the initial registered agent is CT Corporation System, whose address is 1200 So. Pine Island Road, Plantation, FL 33324, and who is appointed the initial registered agent of Association and who is authorized to accept service of process within this State.

ARTICLE V - Purpose and Powers of the Association

Section 1. Purpose. The Association is formed for the following purposes

- (a) To facilitate and or promote the concerns and interests of the Owners of Lots within the Woodlands subdivision.
- (b) To own and manage the Common Property of the Woodlands subdivision and to maintain, repair and replace the Common Property and all improvements on the Common Property.

- (c) To provide for enforcement of the Declaration of Easements, Covenants, Conditions and Restrictions for Woodlands (herein referred to as the "Declaration") to implement the provisions of the Declaration and subsequent addenda, and from time to time amend the Declaration to further the purposes of the Association.
- (d) To operate without pecuniary gain or profit, direct or indirect, to itself or to its members, directors or officers.
- (e) The Association shall operate, maintain and manage the surface water or stormwater management system(s) in a manner consistent with any applicable St. Johns River Water Management District permit requirements and applicable District rules and shall assist in the enforcement of the Declaration of Covenants and Restrictions which relate to the surface water or stormwater management system.
- (f) The Association shall 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.

Section 2. Powers. The Association shall have the following powers:

- (a) To exercise all of the common law and statutory powers of a corporation not for profit organized under the laws of the State of Florida that are not in conflict with the terms of the declaration, these articles or the bylaws of association.
- (b) To exercise all of the powers and privileges and to perform all of the duties and obligations of association as set forth in the Declaration applicable to the property and recorded in the public records of Duval County, Florida, and as may be amended from time to time, the Declaration being incorporated by reference as if set forth in its entirety.
- (c) To 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 and all other expenses incident to the conduct of the business of the Association, including but not limited to all licenses, taxes or governmental charges levied or imposed against the property of the Association.
- (d) To manage, operate, maintain and repair all of the common facilities of Woodlands including but not limited to an entrance sign, storm water retention easements, and other facilities enjoyed in common by the owners of the individual lots located in Woodlands, as well as all other powers as set forth in the Declaration referenced here.

- (e) To purchase insurance on the property of the Association and insurance for the protection of the Association and its members.
- (f) To reconstruct improvements after casualty and make further improvements on the property.
- (g) To carry out and to enforce by legal means the provisions of the Declaration, and the Articles of Incorporation and Bylaws of association, and the rules and regulations adopted pursuant to it.
- (h) To employ personnel to perform the services required for proper operation of the Association.
- (i) To acquire (by gift, purchase, or otherwise), own, hold, improve, build on, 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.
- (j) To borrow money, and with the assent of a majority 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.

ARTICLE VI - Membership

Membership Generally: No person except an owner of a lot or lots, or the Declarant as referenced in the Declaration, is entitled to membership in the Association. The duration of membership and the rights and obligations associated with membership shall be in accordance with the terms in the Declaration. All Lot Owners and Declarant shall be either Class A Members or Class B Members of the Association, as provided in this Article.

ARTICLE VII - Voting Rights

Section 1. Class A Members: All Class A Members shall be entitled to one vote for each Lot owned. If more than one person holds record title to a Lot, there shall be only one vote cast with respect to the Lot, exercised as the Owners determine among themselves.

Section 2. Class B Members: The Class B Member shall be the Declarant. The Class B Member is entitled to one vote for each Lot owned by the Class A Members plus one. The Class B membership shall cease when the Declarant has conveyed 90% of the Lots or when Declarant, in its sole discretion, elects to terminate its Class B membership, whichever shall first occur. Until such a time as the Class B membership is converted to Class A membership at Turnover, the Class B membership shall have a right of veto on all questions coming before the membership for a vote. Upon termination by the Class B membership, Declarant

shall be a Class A Member so long as it owns any Lots.

ARTICLE VIII - Board of Directors

Section 1. Number of Directors: The affairs of the Association shall be managed and governed by a Board of Directors consisting of at least three (3) directors, who need not be members of the Association. The number of Directors may be changed by amendment of the By-Laws of the Association. The members of the Board of Directors shall be elected in accordance with the By-Laws of association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

Name	Address
John Whitley	1560 Wells Road, Building A, Suite 105 Orange Park, Florida 32073
Kristy Brown	1560 Wells Road, Building A, Suite 105 Orange Park, Florida 32073
Ekaterina Schwallie	1560 Wells Road, Building A, Suite 105 Orange Park, Florida 32073

Section 2. Attendance at Meetings: Action By Directors Without a Meeting: Members of the Board of Directors may participate in a meeting of the Board by means of a conference telephone or similar means of communication whereby all persons participating in the meeting may hear one another. Participation by these means shall be considered the equivalent of being present, in person, at the meeting. Action by the Board may be taken without a meeting if consent in writing, setting forth the action to be taken, is signed by all of the Directors and filed in the minutes of the proceedings of the Board. The consent shall have the same effect as a unanimous vote.

ARTICLE IX - Officers

The affairs of the Association shall be administered by a President, a Vice President, a Secretary, a Treasurer and any other Officers as may be designated from time to time by the Directors. The Officers shall be elected or designated by the Board of Directors at its initial meeting and at the first meeting following the annual meeting of the Members of the Association.

ARTICLE X - Indemnification

Every Director and every Officer of the Association, and every Member of the Association serving the Association at its request, shall be indemnified by the

Association against all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed on the person in connection with any proceeding or any settlement of any proceeding to which he or she may be a party or in which he or she may become involved by reason of his or her being or having been a Director or Officer of the Association, or by reason of him or her having served association at its request, whether or not he or she is a Director or Officer or Member serving the Association at the time the expenses or liabilities are incurred, except when the Director, Officer or Member serving the Association is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties; provided that in the event of a settlement before entry of judgment, the indemnification shall apply only when the Board of Directors approve the settlement and reimbursement as being in the best interest of the Association. This right of indemnification shall be in addition to and not exclusive of all other rights to which the Director, Officer or Member serving the Association may be entitled.

ARTICLE XI - Dissolution

Section 1. The Association may be dissolved on written consent signed by Members holding not less than 75% of the total number of votes of each class of Members and in accordance with the terms of the Declaration. On 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 the dedication is refused acceptance, the assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or organization to be devoted to any similar purposes.

Section 2. In the event of 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, F. A. C., and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

ARTICLE XII - Term

The term of the Association shall be perpetual or until such a time as the not-for-profit corporation is dissolved pursuant to Article XI.

ARTICLE XIII - Amendments

Amendments to the Amended Articles of Incorporation shall be proposed and adopted in the following manner:

Section 1. Notice: Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered.

Section 2. Vote: A resolution for the adoption of an amendment may be proposed by either the Board of Directors or by the Members of the Association. Directors and Members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing that the approval is delivered to the secretary at or prior to the meeting. Except as elsewhere provided, including without limitation, the Declaration, the resolutions must be adopted by not less than 75% of the votes of the entire membership of association.

Section 3. Limit on Amendments: No amendment shall make any changes in the qualifications for membership, nor in the voting rights of members, without approval in writing by all Members.

Section 4. Certification: A copy of each amendment shall be certified by the Secretary of State.

ARTICLE XIV - Incorporator and Registered Agent

The name and address of the incorporator of these articles of incorporation is David Watts, 461 A1A Beach Blvd., St. Augustine, Florida 32080.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the property in complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 17th day of June, 2016.

CT CORPORATION SYSTEM

By: Hiedl M. Liesch

Hiedl M. Liesch
Assistant Secretary