

This instrument prepared by and
should be returned to:

Michael Carter, President
Richmond Place Owners Association, Inc.
2180 West SR 434, Suite 5000
Longwood, FL 32779

NOTICE OF FILING THE ARTICLES OF INCORPORATION AND BYLAWS
OF
RICHMOND PLACE OWNERS ASSOCIATION, INC.

THIS IS TO CERTIFY that the attached as Exhibit "A" is a true and correct copy of the Articles of Incorporation of the Richmond Place Owners Association, Inc., dated February 17, 2003 and filed with the Secretary of State of Florida on February 25, 2003 under corporation number N03000001673.

THIS IS TO ALSO CERTIFY that attached as Exhibit "B" is a true and correct copy of the Bylaws (hereafter "Bylaws") of the Richmond Place Owners Association, Inc. dated February 17, 2003.

RICHMOND PLACE OWNERS ASSOCIATION, INC. is the Community Association for the Richmond Place residential development which is regulated by the Declaration of Easements, Covenants, Conditions and Restrictions for Richmond Place, and recorded in Official Records Book 10945, Page 2438, et seq. of the Public Records of Duval County, Florida.

EXECUTED on this the 2ND day of February 2005.

WITNESSES:

Gordon W. Wolfman
Signature

Gordon W. Wolfman
Print Name

Michelle L Brown
Signature

Michelle L Brown
Print Name

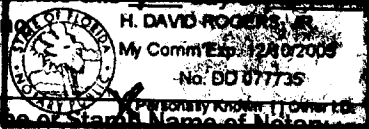
RICHMOND PLACE OWNERS ASSOCIATION, INC.

By Michael Carter
Michael Carter, President

STATE OF FLORIDA
COUNTY OF SEMINOLE

The foregoing instrument was acknowledged before me this 4TH day of FEB 2005 by Michael Carter, President of Richmond Place Owners Association, Inc.

H. David Rogers, Jr.
Signature of Notary



Print, Type or Stamp Name of Notary
Affix Notary Seal

Personally Known X OR Produced Identification _____
Type of Identification Produced _____

NOF.richmondplace

FILED

2003 FEB 25 AM 10:41

"EXHIBIT A"
ARTICLES OF INCORPORATION
OF
RICHMOND PLACE OWNERS ASSOCIATION, INC.

STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned, all of whom are residents of Florida and all of whom are of age, have this day voluntarily associated themselves together for the purpose of forming a corporation not-for-profit and do hereby certify:

ARTICLE I

NAME OF CORPORATION

The name of the corporation is Richmond Place Owners Association, Inc., hereinafter called the "Association".

ARTICLE II

PRINCIPAL OFFICE

The principal office of the Association is located at 2955 Hartley Road, Suite 108, Jacksonville, Florida 32257 or at such other place as the Board of Directors may from time to time designate.

ARTICLE III

REGISTERED AGENT

Gregory E. Matovina, whose address is 2955 Hartley Road, Suite 108, Jacksonville, Florida 32257 is hereby appointed the initial registered agent of the Association.

ARTICLE IV

PURPOSES AND POWERS OF THE ASSOCIATION

The Association does not contemplate pecuniary gain or profit to its members and is formed to provide for the maintenance of the Common Areas and such other purposes as are prescribed by the Declaration. All terms contained herein shall mean and refer to the terms as defined by the Declaration.

The Association shall exercise all of the powers and privileges and perform all the duties and obligations of the Association as set forth in the Declaration applicable to the Property and as amended from time

to time, the Declaration being incorporated herein by reference. In addition, the Association shall exercise any and all powers, rights and privileges which a corporation organized under the not-for-profit corporation law of the State of Florida may now or hereafter have or exercise.

The Association shall 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. 40-031-93025-1 requirements and applicable District rules and shall assist in the enforcement of the Restrictions contained herein. The Association shall levy and collect adequate assessments against members of the Association for the cost of the maintenance, repair and operation of the Surface Water and Stormwater Management Systems. Such assessments shall be levied for and such maintenance, repair and operation shall include but not be limited to work within retention areas, drainage structures and drainage easements.

ARTICLE V

MEMBERSHIP AND VOTING RIGHTS

1. Membership. Every Owner of a Residential Lot which is subject to the Declaration, 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 Residential Lot.

2. Classes of Membership. The Association shall have two classes of voting membership:

(a) Class A. Class A members shall be all Owners, with the exception of the Declarant. Each Class A member shall be entitled to one (1) vote for each Residential Lot owned.

(b) Class B. The Class B members shall be the Declarant who shall be entitled to three (3) votes for each Residential Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of any of the following events, which ever first occurs:

(1) the number of votes assigned to Class A members equals the number of votes assigned to Class B members;

(2) within six (6) months from that time at which all the Residential Dwelling Units that are subject to this Declaration have been completed, some have been conveyed to purchasers and no Residential

Dwelling Units are under construction or offered for sale by the Declarant in the ordinary course of business; or

(3) ten (10) years from the date of recording this Declaration.

3. Multiple Owners. When any Residential Lot is owned of record in the name of two (2) or more persons or entities, whether fiduciaries or in any other manner of joint or common ownership, only one of such persons, who shall be designated by such joint owners, shall become the member entitled to vote. Such vote shall be exercised as they among themselves determine but in no event shall more than one (1) vote be cast with respect to any such Residential Lot. Where a partnership, corporation or other entity is a Class A member, such Class A member shall designate one representative of such partnership or such corporation or other entity to be the member entitled to vote.

ARTICLE VI

BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of not less than three (3) directors who need not be members of the Association. The number of directors shall be elected or appointed and may be changed in accordance with the provisions of the Bylaws. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors in accordance with the Bylaws are:

Name	Address
Gregory E. Matovina	2955 Hartley Road, Suite 108 Jacksonville, Florida 32257
Ginger May	2955 Hartley Road, Suite 108 Jacksonville, Florida 32257
William R. Howell, II	2955 Hartley Road, Suite 108 Jacksonville, Florida 32257

ARTICLE VII

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3rds) of each class 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 the Association was created. In the event that such dedication is refused, 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. This procedure shall be subject to court approval of dissolution pursuant to Section 617.05, Florida Statutes.

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 VIII

EXISTENCE AND DURATION

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

ARTICLE IX

AMENDMENTS

Amendment of these Articles or the Declaration shall require the assent of a majority of each class of members and, in the event that the Property is approved by the VA or FHA, the VA or FHA guarantees or insures a mortgage on a Residential Dwelling Unit and there is a Class B membership, amendment of this Declaration shall require the approval of the VA and FHA.

ARTICLE X

OFFICERS

The officers of the Association who shall serve until the first election of their successors are as follows:

President	Gregory E. Matovina
Vice President and Treasurer	William R. Howell, II
Secretary	Ginger May

The officers of the Association shall be elected and shall serve for the

term as prescribed by the Bylaws. The Board, by resolution, may create such officers as determined necessary for the operation of the Association.

ARTICLE XI

BYLAWS

The Board shall adopt Bylaws consistent with these Articles. Such Bylaws may be amended by the Declarant on its own motion from the date hereof until the Class B membership terminates and thereafter, the Bylaws may be amended at a regular or special meeting of the members by the vote of a majority of a quorum (as defined by the Bylaws) of members present in person or by proxy subject to approval of any such change to the Bylaws by the VA and FHA.

ARTICLE XII

SUBSCRIBERS

The names and addresses of the subscribers to these Articles are as follows:

Name	Address
Gregory E. Matovina	2955 Hartley Road, Suite 108 Jacksonville, Florida 32257
Ginger May	2955 Hartley Road, Suite 108 Jacksonville, Florida 32257
William R. Howell, II	2955 Hartley Road, Suite 108 Jacksonville, Florida 32257

ARTICLE XIII

CONFLICT

In the event of any conflict between these Articles and the Bylaws, the Articles shall control and prevail and in the event of a conflict between these Articles and the Declaration, the Declaration shall control and prevail.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, we, the undersigned, constituting the subscribers of this Association, have executed these Articles this 17th day of February, 2003.

Gregory E. Matovina
Gregory E. Matovina

William R. Howell, II
William R. Howell, II

Ginger May
Ginger May

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 17th day of February, 2003, by Gregory E. Matovina, being personally known to me.

Sandra K. Douglas
Notary Public Sandra K. Douglas



Sandra K. Douglas
MY COMMISSION # CC987301 EXPIRES
December 10, 2004
BONDED THRU TROY FARM INSURANCE, INC.

My commission expires _____

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 17th day of February, 2003, by William R. Howell, II, being personally known to me.

Sandra K. Douglas
Notary Public Sandra K. Douglas



Sandra K. Douglas
MY COMMISSION # CC987301 EXPIRES
December 10, 2004
BONDED THRU TROY FARM INSURANCE, INC.

My commission expires _____

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 17th day
of February, 2003, by Ginger May, being personally known to me.

Sandra K. Douglas
Notary Public Sandra K. Douglas

My commission expires _____



Sandra K. Douglas
MY COMMISSION # CC987301 EXPIRES
December 10, 2004
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is Richmond Place Owners Association, Inc.
2. The name and address of the registered agent is; Gregory E. Matovina, 2955 Hartley Road, Jacksonville, Florida 32257

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby 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 proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Signature

FILED
2008 FEB 25 AM 9:41
CLERK
STATE
FLORIDA

"EXHIBIT B"
BYLAWS
OF
RICHMOND PLACE OWNERS ASSOCIATION, INC.

ARTICLE I

DEFINITIONS

The definitions of all terms contained herein shall be the same as the definitions set forth in the Declaration or the Articles.

ARTICLE II

MEETINGS OF MEMBERS

Meetings shall be held of the members of the Association at such time and place as shall be determined by a majority of the Board. Written notice of each meeting of the members shall be given by or at the direction of the Board by mailing a copy of such notice, postage prepaid, at least ten (10) days prior to such meeting. Such notice shall be mailed to each member as of the date of such mailing at the address appearing on the records of the Association as of that date. Such notice shall specify the time, place, date and purpose of the meeting.

The presence at the meeting of members and proxies entitled to cast a majority of the votes of each class of membership shall constitute a quorum for any action except as otherwise provided by the Articles, the Declaration or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote at such meeting shall have the power to adjourn the meeting, without notice other than announcement at the meeting, until a quorum is present or represented.

At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary of the Association prior to such meeting. Each proxy shall be revocable and shall automatically cease upon conveyance by a member of his Residential Lot.

ARTICLE III

BOARD OF DIRECTORS

While there is still a Class B membership, the number of directors shall be determined and appointed by the Declarant provided that there shall not be less than three (3) directors. Thereafter, there shall be three

(3) Board members until such time as the number of directors is changed by a majority vote of a quorum of the members entitled to vote at a meeting called for such purpose.

Each director shall serve for a term of twelve (12) months or until a successor director is elected by the members or appointed by the Declarant or the Board.

Any director may be removed from the Board, with or without cause, by a majority vote of the members of the Association or in the event a member of the Board is absent from three (3) consecutive meetings of the Board, by a majority vote of the members of the Board. In the event of the death, resignation or removal of a director, his successor shall be selected by the remaining members of the Board and shall serve for the unexpired term of his predecessor.

The directors shall have the right to take any action in the absence of a meeting which they could take at a meeting by obtaining the written approval of a majority of the directors. Any action so approved shall have the same effect as taken at a meeting of the directors.

ARTICLE IV

NOMINATION AND ELECTION OF DIRECTORS

The initial Board shall be appointed by the Declarant and shall serve until successor directors are elected or until removed from the Board by the Declarant, in the case of Board members appointed by the Declarant.

Upon termination of the Class B membership, the existing Board or a majority of the members shall have the right to call for a general election for the Board (hereinafter referred to as the "First General Election"). The First General Election shall be held at a place and time to be determined by the then existing Board but in no event shall such election be held more than sixty (60) days after receipt by the Board of written notice signed by a majority of the members calling for such election.

Nominations for election to the Board shall be made by the existing Board members and may also be made from the floor at a meeting called for electing the Board members. The Board shall make as many nominations as it deems necessary but not less than the number of vacancies which are required to be filled.

Election to the Board shall be by secret, written ballot. The persons receiving the most votes shall be elected. Cumulative voting is not permitted.

ARTICLE V

MEETINGS OF DIRECTORS

Meetings of the directors shall be held at such time, place and frequency as is determined by majority vote of the Board or as called by the President of the Association. A majority of the number of directors shall constitute a quorum for any matters required to be voted on by the Board. All matters to be decided by the Board shall be decided by a majority of a quorum of the Board at the meeting at which such matter is voted on.

ARTICLE VI

POWERS AND DUTIES OF THE BOARD

The Board shall have the power and duties as prescribed by the provisions of the Declaration, the Articles and these Bylaws and such other powers and duties as are necessary to conduct the business of the Association.

ARTICLE VII

OFFICERS AND THEIR DUTIES

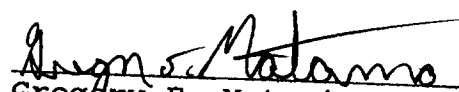
The officers of the Association shall be a president, vice president, treasurer, secretary and such other officers as the Board may from time to time designate. Officers shall be elected at such time and place as determined by a majority vote of a quorum of directors. Officers shall hold office until a successor officer is elected or until such officer resigns or is removed by a majority vote of a quorum of the Board.

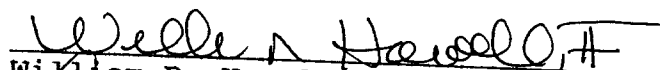
ARTICLE VIII

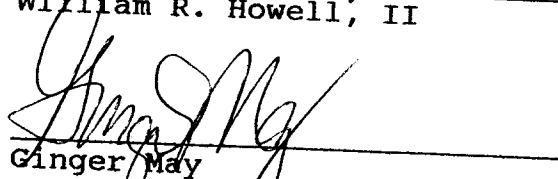
CONFLICT

In the event of any conflict between these Bylaws and the Articles, the Articles shall control and prevail and in the event of a conflict between these Bylaws and the Declaration, the Declaration shall control and prevail.

IN WITNESS WHEREOF, we, being all of the directors of the Association have hereunto set our hands this 17th day of February, 2003.


Gregory E. Matovina


William R. Howell, II


Ginger May