

EXHIBIT "B"

Articles of Incorporation

ARTICLES OF INCORPORATION

OF

WESTMINSTER OAKS HOMEOWNERS ASSOCIATION INC.

(a corporation not-for-profit)

I. NAME AND DEFINITIONS.

A. The Name of this corporation shall be Westminster Oaks Homeowners Association, Inc. All defined terms contained in these Articles shall have the same meanings as such terms are defined by the Declaration of Covenants and Restriction for Westminster Oaks to be recorded in the public records of the City of Jacksonville, Duval County, Florida (the "Declaration").

II. PRINCIPAL OFFICE AND MAILING ADDRESS.

A. The Location of the corporation's principal office and its mailing address shall be 161 Hampton Point Drive, Suite 1, St. Augustine, FL 32092, or at such other place as may be established by resolution of the Association's Board of Directors from time to time.

III. PURPOSES.

The general nature, objects and purposes of the Association are:

A. To promote matters of common interest and concern of the Owners of property within the real property subject to the terms and provisions of the Declaration.

B. To own, maintain, repair and replace the Common Area, including without limitation the structures, landscaping and other improvements located thereon, for which the obligation to maintain and repair has been delegated to and accepted by the Association.

C. To operate, maintain and manage the Surface Water or Stormwater Management System in a manner consistent with permit number 51831-2 and any and all permits issued by the St. Johns River Water Management District and the United States Army Corps of Engineers, and all requirements, rules, laws and regulations pertaining thereto, and in the enforcement of the Declaration of Covenants and Restrictions for Westminster Oaks which relate to Surface Water or Stormwater Management System.

D. To cooperate with other associations responsible for administration of adjacent or contiguous properties in matters of common interest to the Association and such other associations and to contribute to such common maintenance interests whether within or without the Property.

E. To provide, purchase, acquire, replace, improve, maintain, operate and repair such buildings, structure, landscaping, equipment, and to provide such other services for the benefit of the members of the Association, as the Board of Directors in its discretion determines necessary, appropriate, and/or convenient.

F. To operate without profit for the sole exclusive benefit of its Members.

G. To perform all of the functions contemplated for the Association and undertaken by the Board of Directors pursuant to the terms and conditions of the Declaration.

IV. GENERAL POWERS.

The general powers that the Association shall have are as follows:

A. To hold funds solely and exclusively for the benefit of the Members for the purposes set forth in these Articles of Incorporation.

B. To promulgate and enforce rules, regulations, bylaws, covenants, restrictions and agreements to effectuate the purpose for which the Association is organized.

C. To delegate power or powers where such is deemed in the interest of the Association.

D. To purchase, lease, hold, sell, mortgage, or otherwise acquire or dispose of real or personal property, to enter into, make, perform or carry out contracts of every kind with any person, firm, corporation or association (including without limitation contracts for services to provide for operation and routine custodial maintenance of the Surface Water or Stormwater Management System); to do any and all acts necessary or expedient for carrying on any and all of the activities and pursuing any and all of the objects and purposes set forth in the Declaration and these Articles of Incorporation and not forbidden by the laws of the State of Florida.

E. To fix assessments to be levied against all or any portion of the Property to defray expenses and costs of effectuating the objects and purposes of the Association and to create reasonable reserves for such expenditures, and to authorize its Board of Directors to enter into agreements with other property owners associations or maintenance entities for the collection of such assessments. The foregoing shall include the power to levy and collect adequate assessments against the Members for the costs of maintenance and operation of the Surface Water or Stormwater Management System. Such assessments shall be used for the maintenance and repair

of the Surface Water or Stormwater Management System, including but not limited to, work with retention areas, drainage structures and drainage easements.

F. To charge recipients for services rendered by the Association and the users of the Association property where such is deemed appropriate by the Board of Directors of the Association and permitted by the Declaration.

G. To pay taxes and other charges, if any on or against property owned, accepted, or maintained by the Association.

H. To borrow money and, from time to time, to make accept, endorse, execute, and issue debentures, promissory notes or other obligations of the Association for monies borrowed or in payment for property acquired, or for any other purposes of the Association, and to secure the payment of such obligations by mortgage, pledge, or other instrument of trust, or by lien upon, assignment of or agreement in regard to all or any part of the property rights or privileges of the Association wherever situated.

I. To merge with any other association which may perform similar functions located within the same general vicinity of the Property.

J. In general, to have all powers conferred upon a corporation by the laws of the State of Florida, except as prohibited herein and by the terms and conditions set forth in the Declaration.

V. MEMBERS.

A. The members (the "Members") shall consist of the Developer and each Owner.

VI. VOTING AND ASSESSMENTS.

A. Subject to the restrictions and limitations hereinafter set forth, each Member shall be entitled to the number of votes in the Association computed as follows:

1. The Members, other than the Developer, who are Owners shall have one (1) vote for each Lot owned by them. The votes of Members who are Owners shall be exercised directly by such Owners or their authorize representatives.

2. The Developer shall have the number of votes equal to the number of votes allocated to the Members other than the Developer, plus (1) vote. The Developer shall have such voting rights until the first to occur of: (i) three (3) months after ninety percent (90%) of the Lots in all phases of Property (including any lands which may be annexed into the Property pursuant to the Declaration) have been conveyed to Members other than builders, contractors, or others who purchase a Lot for the Purpose of constructing improvements thereon for resale, or (ii) such earlier date as the Developer may elect to

terminate such voting rights by notice to the Association. Thereafter, the Developer shall have one (1) vote for each Lot owned by the Developer.

B. When an Owner who is a Member is comprised of one or more person or entities, all such persons shall be Members, and the vote(s) for the applicable portions of the Property shall be exercised as they among themselves shall determine. The votes allocated to any Subassociation or Owner pursuant to these Articles, cannot be divided for any issue and must be voted as a whole, except where otherwise required by law. The affirmative vote of a majority of the votes allocated to the Members cast at any meeting of the Members duly called at which a quorum is present, or cast by written ballot by a quorum of membership, shall be binding upon the Members and the Association.

C. The Association will obtain funds with which to operate by assessment of the Owners in accordance with the provisions of the Declaration, as supplemented by the provisions of the Articles and Bylaws of the Association relating thereto. Any Member who is delinquent in the payment of assessments due the Association shall be deemed to be not in good standing with the Association for the period of time that such delinquency shall continue.

VII. BOARD OF DIRECTORS.

A. The affairs of the Association shall be managed by a Board of Directors consisting of a minimum of three (3) Directors. Directors need not be Members of the Association and need not be residents of the State of Florida. The initial members of the Board of Directors shall be appointed by the Developer.

B. Elections shall be by plurality vote. At the first annual election of the Board of Directors, the terms of office of the elected Directors shall be established at one (1) year. In no event can a Board member appointed by the Developer be removed except by action of the Developer. Any Director appointed by the Developer shall serve at the pleasure of the Developer, and may be removed from office, and a successor Director may be appointed, at any time by the Developer.

C. The names and addresses of the members of the first Board of Directors who shall hold office until the first annual meeting of the Members and until their successors are elected or appointed and have qualified, are as follows:

L. Randall Towers
161 Hampton Point Drive, Suite 1
St. Augustine, FL 32092

Christopher Ward
161 Hampton Point Drive, Suite 1
St. Augustine, FL 32092

Douglas Smiley
161 Hampton Point Drive, Suite 1
St. Augustine, FL 32092

VIII. OFFICERS.

A. The Officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board may from time to time by resolution create. Any two (2) or more offices may be held by the same person except the offices of the President and the Secretary. Officers shall be elected for one (1) year terms in accordance with the procedure set forth in the Bylaws. The names of the officers who are to manage the affairs of the Association until the first annual meeting of the Members and until their successors are duly elected and qualified are:

President	L. Randall Towers
Vice President	Christopher Ward
Treasurer	Samuel Crozier
Secretary	Christine Towers

IX. CORPORATE EXISTENCE.

The Association shall have perpetual existence. These articles shall become effective upon filing as prescribed by law.

X. BYLAWS.

The Board of Directors shall adopt the Bylaws consistent with these Articles. Such Bylaws may be altered, amended, or repealed by resolution of the Board of Directors.

XI. AMENDMENTS TO ARTICLES OF INCORPORATION AND BYLAWS.

These Articles may be altered, amended or repealed upon the affirmative vote of Members holding a majority of the total votes allocated to the Members pursuant to these Articles.

XII. INCORPORATOR.

The name and address of the Incorporator is as follows:

L. Randall Towers
161 Hampton Point Drive, Suite 1
St. Augustine, FL 32092

XIII. INDEMNIFICATION OF OFFICERS AND DIRECTORS.

A. To the Extent allowed by law, the Association hereby indemnifies any Director or Officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

1. Whether civil, criminal, administrative, or investigative, other than one by or in the right of the association to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as a Director or Officer of the Association or as a Director, Officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in the best interests of the Association, and in criminal actions or proceedings, without reasonable grounds for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Director or Officer did not act in good faith in the reasonable belief that such action was in the best interest of the Association or that he had reasonable grounds for belief that such action was unlawful.

2. By or in the right of the Association to procure a judgment in its favor by reason of his being or having been a Director or Officer of the Association, or by reason of his being or having been a Director, Officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against the reasonable expenses including attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein if such person acted in good faith in the reasonable belief that such action was in the best interest of the Association. Such person shall not be entitled to indemnification in relation to matters to which such person has been adjudged to have been guilty of gross negligence or misconduct in the performance of his duty to the Association unless, and only to the extent that, the court, administrative agency, or investigative body before which such action, suit or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

B. The Board of Directors shall determine whether amounts for which a Director or Officer seek indemnification were properly incurred and whether such Director or Officer acted in good faith in a manner he reasonably believed to be in the best interests of the Association, and whether, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a

majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding.

C. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Association to indemnify under applicable law.

XIV. TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED.

A. No contract or transaction between the Association and one or more of its Directors or Officers, or between the Association of 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 or their vote(s) are counted for such purpose. All such contracts or transactions shall, however, be fair and reasonable and upon terms reasonable 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 is or may be interested in any such contract or transaction.

B. 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.

XV. DISSOLUTION OF THE ASSOCIATION.

A. Upon dissolution of the Association, all of its assets remaining after provisions for creditors and payment of all costs and expenses of such dissolution shall be distributed in the following manner:

1. Dedication to any applicable municipal or other governmental authority of any property determined by the Board of Directors of the Association to be appropriate for such dedication and which the authority is willing to accept.

2. Remaining assets shall be distributed among the Members, subject to the limitation set forth below, each Member's share of the assets to be determined by multiplying such remaining asset by a fraction the numerator of which is all amounts assessed by the Association since its organization against the portion of Property which is owned by the Member at that time, and the denominator of which is the total amount (excluding penalties and interest) assessed by the Association against all properties which at the time of dissolution are party of the Property. The year of dissolution shall count as a whole year for the purposes of the preceding fractions.

B. The Association may be dissolved upon a resolution to that effect being approved by a majority of the Board of Directors and by two-thirds (2/3) of the Members. In the event of

incorporation by annexation or otherwise, of all or part of the Property by a political subdivision of the State of Florida, the Association may be dissolved in the manner set forth above.

C. In the event of termination, dissolution or final liquidation of this Association, the responsibility for the operation maintenance of the Stormwater Management System must be transferred to and accepted by an entity which would comply with Section Rule 62-330.310 Florida Administrative Code, and Applicant's Handbook Volume I, Section 12.3, and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

XVI. MERGERS AND CONSOLIDATIONS.

Subject to the provisions of the Declaration applicable to the Property and to the extent permitted by law, the Association may participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, provided that any such merger or consolidation shall be approved in the manner provided by Chapter 617, Florida Statutes as the same may be amended from time to time. For purposes of any vote of the Members required pursuant to said statutes, for so long as the Developer shall own any portion of the Property, any such merger of consolidation shall require the Developer's prior approval.

[Signature Page Following]

IN WITNESS WHEREOF, the Incorporator has hereto set his hand and seal this
2nd day of February, 20 22.


Name: L. Randall Towers

IN COMPLIANCE WITH SECTION 617.0501, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

WESTMINSTER OAKS HOMEOWNERS ASSOCIATION, INC., DESIRING TO ORGANIZE
UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF
BUSINESS AT 161 HAMPTON POINT DRIVE, SUITE 1, ST. AUGUSTINE, FL 32092, HAS
NAMED L. RANDALL TOWERS, WHOSE ADDRESS IS 161 HAMPTON POINT DRIVE,
SUITE 1, ST. AUGUSTINE, FL 32902, AS ITS REGISTERED AGENT TO ACCEPT
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA. SAID REGISTERED
AGENT'S ADDRESS IS THE CORPORATION'S REGISTERED OFFICE.

WESTMINSTER OAKS
HOMEOWNERS ASSOCIATION, INC.

By: 
Name: L. Randall Towers
Title: President

Dated: FEBRUARY 2, 20 22

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE NAMED
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY
AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPERTY AND COMPLETE
PERFORMANCE OF MY DUTIES.


L. Randall Towers
Registered Agent

Dated: FEBRUARY 2, 20 22