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Rogers, Towers, Et al - Mary Rose
Requestor's Name

106 S. Monroe Street
Address

Tallahassee, Florida 32301
City/State/Zip

222-7200
Phone #

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. Walkers Glen Homeowners Association
(Corporation Name) (Document #)

2. Jacksonville, Inc.
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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SECRETARY OF STATE
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| | Change of Registered Agent |
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# ARTICLES OF INCORPORATION
# OF
# WALKERS GLEN HOMEOWNERS ASSOCIATION OF JACKSONVILLE, INC.

## A CORPORATION NOT-FOR-PROFIT

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The undersigned, being desirous of forming a corporation not for profit, do hereby associate ourselves into a corporation for the purposes and with the powers herein specified and do hereby agree to the following Articles of Incorporation:

## ARTICLE I. NAME

The name of this corporation shall be:

Walkers Glen Homeowners Association of Jacksonville, Inc. (hereinafter referred to as the "Association").

## ARTICLE II. PURPOSE

The purposes and object of the Association shall be to administer the operation and management of Walkers Glen, a residential development (hereinafter "the Development") to be established upon certain real property in Duval County, Florida, as described in the Declaration of Covenants and Restrictions for Walkers Glen Units One and Two (the "Declaration"). Such administration shall include, without limitation, the enforcement of the restrictions and covenants contained in the Declaration. W. R. Howell Company, a Florida corporation, is the developer (the "Developer") of the Development. All capitalized terms used herein shall have the meaning ascribed to them in the Declaration unless the context clearly indicates otherwise.

The Association does not contemplate pecuniary gain or profit to the members thereof and shall undertake and perform all acts and duties incident to the operation and management preservation and architectural control of the Property and Common Areas of the Development in accordance with the terms, provisions, and conditions of these Articles of Incorporation, the By-Laws of the Association and the Declaration.

## ARTICLE III. POWERS

The Association shall have the following powers:

A. All of the powers and privileges granted to corporations not for profit under the laws of the State of Florida and the Declaration, as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth in length.

B. All of the powers reasonably necessary to implement and effectuate the purposes of the Association, including, without limitation, the power, authority and right to:

1. Make and establish reasonable rules and regulations governing the use of the Property and Common Areas, including without limitation, the Master Drainage

System and Surface Water or Storm water Management System, as such terms are defined in the Declaration and the Bylaws.

2. Own, hold, improve, build upon, maintain, operate, lease, sell, manage, transfer, dedicate for public use, and otherwise dispose of and deal with such real and personal property as may be necessary or convenient in connection with the affairs of the Association.

3. Own, manage, administer and operate such property as may be conveyed to it by the Developer, its successors or assigns for the mutual benefit and use of all Members.

4. Levy, collect and enforce payment by all lawful means all charges or assessments against members of the Association and their Lots to defray the costs for the improvement, maintenance and operation of the Walkers Glen Development (the "Development"), as will be provided in the Declaration and the By-Laws, including the right to levy and collect assessments for the purpose of acquiring, owning, holding, operating, insuring, leasing, encumbering, selling, conveying, exchanging, managing and otherwise dealing with the Common Areas and other property owned by the Association, which may be necessary or convenient in the operation and management of the Development and in accomplishing the purposes set forth in the Declaration, and to pay all expenses, including office expenses, licenses, taxes, or governmental charges levied or imposed against the property of the Association, incident to the conduct of business of the Association, and to pay the cost of maintenance and operation of the Master Drainage System and Surface Water or Storm water Management System.

5. Maintain, repair, replace, operate and manage the Common Areas, including without limitation, the Master Drainage System and Surface Water or Storm water Management System serving the Development and any property owned by the Association, including the right to reconstruct improvements after casualty and to further improve and add to other property owned by the Association.

6. Contract for the operation, maintenance and management of the Development, the Common Areas, including without limitation, the Master Drainage System and Surface Water or Storm water Management System and other property owned by the Association and, in connection therewith, to delegate any and/or all of the powers and duties of the Association to the extent and in the manner permitted by the Declaration or the By-Laws.

7. Enforce the provisions of these Articles of Incorporation, the Declaration, the By-Laws, and all rules and regulations governing use of the Development which may hereafter be established.

## ARTICLE IV. QUALIFICATION OF MEMBERS

The qualifications of members, the manner of their admission to and termination of membership shall be as follows:

A. The Owners (as defined in the Declaration and the By-Laws) of all Lots in the Development shall be members of the Association, and no other persons or entities shall be entitled to membership, except the subscribers hereof.

B. A person shall become a Member by the acquisition of a vested present interest in the fee title to a Lot in the Development. The membership of any person or entity shall be automatically terminated upon his being divested of his title or interest in such Lot.

C. Transfer of membership shall be recognized by the Association upon its being provided with a copy of the recorded deed conveying such fee simple title to a Lot to the new Member. However, the foregoing does not prohibit the assignment of membership and voting rights by an Owner who is a contract seller to his vendee in possession.

D. If a corporation, partnership, joint venture or other entity is the fee simple title holder to a Lot, or the Lot is owned by more than one person, the Lot Owner shall designate, by filing the name of the voting person with the Secretary of the Association, one person as the Member entitled to cast votes and/or to approve or disapprove matters as may be required or provided for in these Articles, the By-Laws or the Declaration.

E. Except as an appurtenance to his Lot, no Member can assign, hypothecate or transfer in any manner, his membership in the Association or his interest in the funds and assets of the Association. The funds and assets of the Association shall 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 hereof.

## ARTICLE V. VOTING

A. There shall be two (2) classes of voting membership, Class A Members and Class B Members, which classes are more fully defined in the Declaration.

B. On all matters upon which the membership shall be entitled to vote, there shall be only one vote for each Lot. Such vote may be exercised or cast by the Owner or Owners of each Lot in such manner as may be provided in the By-Laws of this Association. Should any Member own more than one Lot, such Member shall be entitled to exercise or cast one vote for each such Lot, in the manner provided for in the By-Laws. Notwithstanding the foregoing, the Developer shall have the right to cast the number of votes allocated to it in the Declaration and By-Laws for so long as it owns any Lots.

## ARTICLE VI. TERM OF EXISTENCE

Existence of this Association shall commence with the filing of these Articles with the Florida Secretary of State, Tallahassee, Florida. The Association shall have perpetual existence.

## ARTICLE VII. OFFICE

The principal office of the Association shall be c/o Kenneth J. LaPointe, 300 West Adams Street, Suite 440, Jacksonville, Florida 32202 or such other place as the Board of Directors may designate.

## ARTICLE VIII. BOARD OF DIRECTORS

A. The business affairs of this Association shall be managed by the Board of Directors. The number of members of the first Board of Directors shall be three (3).

B. Subject to the Declaration, the Board of Directors shall be elected by the Members of the Association from among the membership at the annual membership meeting as provided in the By-Laws; provided, however, the Developer shall be entitled to appoint the Board of Directors for so long as it is a Class B voting member, as provided in the Declaration.

1. The names and addresses of the persons who are to serve as the initial Board of Directors until their successors are chosen, are as follows:

| Director | Address |
|---|---|
| Kenneth J. LaPointe | 300 West Forsyth Street<br>Suite 440<br>Jacksonville, Florida 32202 |
| William R. Howell, II | 300 West Forsyth Street<br>Suite 440<br>Jacksonville, Florida 32202 |
| Shirley A. Young | 300 West Forsyth Street<br>Suite 440<br>Jacksonville, Florida 32202 |

## ARTICLE IX. OFFICERS

A. The officers of the Association shall be a President, one or more Vice Presidents, Secretary and Treasurer and, if any, the Assistant Secretaries and Assistant Treasurers, who shall perform the duties of such offices customarily performed by like officers of corporations in the State of Florida, subject to the directions of the Board of Directors.

B. Officers of the Association may be compensated in the manner to be provided in the By-Laws. The Board of Directors, or the President with the approval of the Board of Directors, may employ a managing agent, agency, and/or other managerial and supervisory personnel or entity to administer or assist in the administration of the operation and management of the Development and the affairs of the Association, and any and all such persons and/or entity or entities may be so employed without regard to whether any such person or entity is a Member, Director or officer of the Association.

C. The persons who are to serve as officers of the Association until their successors are chosen are:

| Officer | Name |
|---|---|
| President | Kenneth J. LaPointe |
| Vice President | William R. Howell, II |
| Secretary/Treasurer | Shirley A. Young |

D. The officers shall be elected by the Board of Directors at their annual meeting as provided in the By-Laws. Any vacancies in any office shall be filled by the Board of Directors at any meeting duly held.

E. The President shall be elected from the membership of the Board of Directors, but no other officer need be a Director. The same person may hold two (2) offices, the duties of which are not incompatible; provided, however, that the office of President and Vice President shall not be held by the same person, nor shall the office of President and Secretary or Assistant Secretary be held by the same person. Officers shall be elected annually.

F. Officers may be removed from office by the Board of Directors .

## ARTICLE X. BY-LAWS

A. The Board of Directors shall adopt by a majority vote the original By-Laws of the Association.

B. The By-Laws may be amended in accordance with the procedures set forth in the By-Laws.

## ARTICLE XI. AMENDMENT OF ARTICLES

A. These Articles of Incorporation may be amended as follows:

1. Amendments shall be proposed by a majority of the Board of Directors.

2. The President, or acting Chief Executive Officer of the Association in the absence of the President, shall thereupon call a special meeting of the Members of the Association for a date not sooner than twenty (20) days nor later than sixty (60) days from the date on which the Board of Directors approve the amendment proposal. Each Member shall be given written notice of such meeting stating the time and place of the meeting and reciting the proposed amendment or amendments in reasonably detailed form, which notice shall be mailed or presented personally to each Member not less than ten (10) days nor more than thirty (30) days before the date set for such meeting. Such notice shall be deemed 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. At such meeting, the amendment or amendments proposed must be approved by an affirmative vote of at least a majority of the Members of each class entitled to vote and a majority vote of all Members in order for such amendment or amendments to become effective. If so approved, a certified copy of the said amendment or amendments shall be filed in the Office of the Secretary of State of the State of Florida and recorded in the public records of Duval County, Florida.

Notwithstanding the foregoing procedures of this Article XI, Developer shall have the sole right to amend these Articles to cure any ambiguity or error or any inconsistency between the provisions of these Articles and the Declaration or the Bylaws or any plat of the Property or a portion thereof.

## ARTICLE XII. INDEMNITY

Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed upon him in connection with 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 in such cases where the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided, that in the event any claim for reimbursement or indemnification hereunder is based upon a settlement by the Director or officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

## ARTICLE XIII. NON-PROFIT STATUS

No part of the income of this corporation shall be distributed to the Members except upon dissolution or final liquidation and as permitted by the court having jurisdiction thereof.

## ARTICLE XIV. SUBSCRIBER

The names and address of the subscriber to these Articles is:

Kenneth J. LaPointe

300 West Forsyth Street
Suite 440
Jacksonville, Florida 32202

**KENNETH J. LAPOINTE**

STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 30 day of July, 1999, by Kenneth J. LaPointe. He ☑ is personally known to me or ☐ has proved to me on basis of satisfactory evidence to be the person who executed this instrument.

SHIRLEY ANN YOUNG
Notary Public, State of Florida
My comm. expires June 29, 2002
Comm. No. CC 755523

Shirley Ann Young
Notary Public, State of Florida
Name: SHIRLEY ANN YOUNG
My Commission Expires: 6/29/02
My Commission Number is: CC755523

**CERTIFICATE NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted:

That WALKERS GLEN HOMEOWNERS ASSOCIATION OF JACKSONVILLE, INC. , a corporation duly organized and existing under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation at City of Jacksonville, County of Duval, State of Florida, has named Kenneth J. LaPointe, whose address is: 300 West Adams Street, Suite 440, Jacksonville, Florida, 32207, as its agent to accept service of process within this state.

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 the provisions of said Florida Statute relative to keeping open said office.

KENNETH J. LAPOINTE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA