

ARTICLES OF INCORPORATION
OF
GATELY OAKS UNIT I HOMEOWNERS ASSOCIATION,
CORPORATION NOT FOR PROFIT

We, 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 the corporation shall be:

GATELY OAKS UNIT I HOMEOWNERS ASSOCIATION, INC. (hereinafter referred to as the "Association").

ARTICLE II. PURPOSE

The purpose and object of the Association shall be to exercise all of the rights, powers and duties granted to it under that certain Declaration of Covenants, Conditions, Restrictions, and Easements for Gately Oaks Unit 1, 'as amended from time to time (the "Declaration"), as well as all other rights, powers and duties which may be granted to it by the Developer, as that term is defined in the Declaration (the "Developer"), these Articles or the Association By-Laws. Such rights, powers and duties shall include, but not be limited to the following: (1) the Association shall own, operate and maintain the Common Areas as defined in the Declaration (the "Common Areas"); (2) the Association shall operate, maintain and manage the surface water management system(s) in a manner consistent with the permit requirements and applicable District rules, and shall assist in the enforcement of the restrictions and covenants contained herein; and (3) the Association shall have the right to enforce the covenants, conditions, restrictions, and easements contained in the Declaration. The Developer shall exercise architectural control over the development of the Property, as that term is defined in the Declaration (the "Property").

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.

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 or the Common Areas, as such terms will be defined herein and in the Declaration.

2. Adopt, for, and in advance of, each fiscal year, a budget necessary to carry out the purposes of the Association as set out herein.

3. Levy and collect assessments against Members of the Association to defray the expenses of the Association, including the right to enforce any lien right granted the Association to secure the payment of said assessments.

4. Own, operate, lease, sell, manage, encumber, convey, subject to easements, and otherwise deal with such real and personal property as may be necessary or convenient for the administration of the Common Areas.

5. 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.

6. Levy and collect assessments against members of the Association for the costs of maintenance and operation of the surface water management system. The assessments shall be used for the maintenance and repair of the surface water management systems including but not limited to work within retention areas, drainage structures and drainage easements.

7. Enforce the provisions of these Articles of Incorporation, the By-Laws, the Declaration and all covenants, restrictions, rules and regulations governing use of the Property, or a portion thereof, and the Common Areas which may or hereafter be established.

ARTICLE IV. QUALIFICATION OF MEMBERS

The qualification of members, manner of their admission to and termination of membership and voting by members shall be as follows. Each "Owner" of a "Lot" (as those terms are defined in the Declaration), including the Developer, shall be and become a member of the Association upon the recording of a deed, in the public records of Duval county, granting him fee simple title to a Lot.

ARTICLE V. VOTING

A. The affairs of the Association shall be administered and managed by the Board of Directors as described in Article VIII hereof.

B. Until such time as the first Lot is conveyed to an Owner other than the Developer, the membership of the Association shall be comprised of the subscribers to these Articles, each of whom shall be entitled to cast a vote on all matters upon which the membership would be entitled to vote.

C. There shall be two classes of voting membership in the Association:

Class A. Class A Members shall be all Owners, except the Developer while the Developer is a Class B Member, and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot other than a security for the performance of any obligation, all such persons shall be Members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. The Class B Member shall be the Developer. The Class B Member shall be entitled to the number of votes held by all Class A Members plus one. The Class B membership shall cease when the Developer has conveyed over one hundred percent (100%) or the Lots within the Property, or when the Developer, in its sole discretion, elects to terminate its Class B membership, whichever occurs first. Upon the termination of its Class B membership, the Developer, if it still owns any Lots, shall become a Class A Member.

ARTICLE VI. TERM OF EXISTENCE

The Association shall have perpetual existence. In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water management system must be transferred to and accepted by an entity which would comply with Section 40C-42.027, F. A. C., and be accepted by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

ARTICLE VII. OFFICE

The principal office of the Association shall be 2051 Art Museum Drive, Suite 130, Jacksonville, Florida 32207, 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. Each member of the Association Board of Directors shall be entitled to one vote.

B. 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	<u>Address</u>
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Melissa Ann McGill 2051 Art Museum Drive, Suite 130
Deen Jacksonville, Florida 32207

L. R. Towers 2051 Art Museum Drive, Suite 130
Jacksonville, Florida 32207

T. A. Vojtech 2051 Art Museum Drive, Suite 130
Jacksonville, Florida 32207

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 not be compensated. 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 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 L. Johns, Jr.
Vice President	Lee Panitz, Jr.
Secretary/Treasurer	L. R. Towers

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 offices, 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.

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, altered or rescinded upon the proposal of the Board of Directors. Upon such a proposal, a special meeting of the Members shall be called, the notice of which shall state that such proposal is to be voted upon at that meeting. The proposal shall be passed if a majority of the votes present at a meeting at which a quorum is present vote to approve the proposal.

ARTICLE XI. AMENDMENT OF ARTICLES

A. These Articles of Incorporation may be amended upon the proposal of the Board of Directors. Upon such proposal, a special meeting of the Members shall be called, the notice of which shall state that such proposal is to be voted upon at that meeting. The proposal shall be passed if a majority of the votes present at a meeting at which a quorum is present vote to approve the proposal.

B. If so approved, a certified copy of the said amendment shall be filed in the office of the Secretary Of the State of Florida.

ARTICLE XII. INDEMNIFICATION

Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, incurred by 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 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 name and address of the subscriber to these Articles is:

Cecile Evans Bass
1300 Gulf Life Drive, Suite 700
Jacksonville, Florida 32207

IN WITNESS WHEREOF, we, the undersigned subscribing incorporators, have hereunto set our hands and seals this 20th day of JUNE, 1990 for the purpose of forming this corporation not for profit under the laws of the State of Florida.


CECILE EVANS BaSS

STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing ARTICLES OF INCORPORATION was acknowledged before me this *20th* day of *June 1990* by CECILS WANS BASS, a subscriber.

/s/ Eva S Adams

Notary Public NOTARY PUBLIC, STATE OF FLORIDA
My commission *expires Oct. 29, 1992*