

OR1068PC1242

ARTICLES OF INCORPORATION

OR1098PC 754

OF

WOOD RIDGE COMMON ASSOCIATION, INC.

A 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 this corporation shall be:

WOOD RIDGE COMMON ASSOCIATION, INC., (hereinafter referred to as the "Association").

ARTICLE II. PURPOSE

The purposes and object of the Association shall be to own and administer the operation and management of the Recreation Land and Facilities, as herein described, to be constructed for the use and benefit of Wood Ridge One, a Condominium, Wood Ridge Two, a Condominium, as well as any residential development which may be built, ("Development(s)"), and/or any other condominium ("Condominium(s)"), which may be established in accordance with the Florida Condominium Act, Chapter 718, Florida Statutes, ("Condominium Act"), upon any portion of that certain real property in Leon County, Florida, being described in Exhibit A attached hereto and made a part hereof (the "Property") and being owned by Stokes and Company, a Florida corporation, or its successors or assigns (the "Owner"). In the event that other condominiums are constructed upon the Property, the authority of this Association to operate and maintain the Recreation Facilities benefitting such condominium shall be evidenced by recording, as part of the declaration of any such Condominium(s) these Articles of Incorporation and By-Laws of this Association responsible for administration of the Recreation Facilities of such condominium. All other aspects of each of the operation and management of such other Condominium(s) and/or Development(s) located within the Property, except for the Recreation Facilities, as herein defined, shall be managed and operated by a separate condominium or residential homeowners' association. In no event shall the Association be responsible for the management and operation of more than the following (herein referred to as the "Recreation Facilities"):

- (a) One (1) swimming pool for each one hundred (100) residential or condominium units within the Property; and
- (b) One (1) tennis court for each one hundred (100) residential or condominium units within the Property; and
- (c) One (1) clubhouse facility, including office and restrooms, for each one hundred (100) residential or condominium units within the Property; and
- (d) One (1) racquetball court for each one hundred (100) residential or condominium units within 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 under the Condominium Act, and the Declaration of Condominium.

RECORDING NOTICE

Document legibility unsatisfactory  
for clear reproduction in the public  
records.

FILED  
1965 SEP 30 11:53  
STATE OF FLORIDA  
TALLAHASSEE

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 Recreation Facilities, as such terms will be defined herein and in the Declaration.
2. Own, operate, lease, sell, manage, and otherwise deal with such real and personal property as may be necessary or convenient for the administration of the Condominium.
3. To 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. Enforce the provisions of these Articles of Incorporation, the Declaration, the By-Laws, and all rules and regulations governing use of the Property and the Recreation Facilities which may now or hereafter be established.

#### ARTICLE IV. QUALIFICATION OF MEMBERS

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

Wood Ridge One Condominium Association, Inc., and Wood Ridge Two Condominium Association, Inc., and each and all of the unit owners within Wood Ridge One, a Condominium and Wood Ridge Two, a Condominium shall be and become the initial members of Wood Ridge Common Association. In the event that the Owner or its successors and assigns elects to add additional residential developments or condominiums within the Possible Future Development Area, such residential association or condominium associations may also be and become members of this Association. The qualifications for membership in this Association shall be the same as the qualifications of members specified in the Articles of Incorporation of each respective condominium association or residential homeowners' association developed within the Property or the Possible Future Development Area.

#### ARTICLE V. VOTING

A. The affairs of Wood Ridge Common Association shall be administered and managed by the Board of Directors as described in Article XIII hereof. Each unit owner shall be represented on the Board of Directors by a member of the Board of Directors elected by the condominium association or residential homeowners' association of which that unit owner is a member.

B. Until such time as the first property is submitted to the Condominium form of ownership by recordation of Declaration of Condominium therefor in the public records of Leon County, Florida, 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.

#### ARTICLE VI. TERM OF EXISTENCE

The Association shall have perpetual existence.

#### ARTICLE VII. OFFICE

The principal office of the Association shall be 4319 Salisbury Road, Jacksonville, Duval County, Florida or such other place as the Board of Directors may designate.

#### RECORDING NOTICE

Document legibility unsatisfactory  
for clear reproduction in the public  
records.

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. One member of the Board of Directors of the Association shall be elected at least annually by each of the board of directors of the Condominium(s) and/or Development(s) which may from time to time be created upon the Property or Possible Future Development Area, by the Owner or its successors or assigns. In addition, for so long as any portion of the Property remains undeveloped, or for a period of five (5) years from the date hereof, whichever shall first occur, the Owner or its successors or assigns, shall be entitled to select a number of directors equal to the number of condominiums and/or residential homeowners' associations which are members of this Association, plus one. Each member of the Recreation Association Board of Directors shall be entitled to one vote.

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

| <u>Director</u>   | <u>Address</u>                                     |
|-------------------|--|
| Roger M. O'Steen  | 12706 Muscovy Drive<br>Jacksonville, Florida 32217 |
| Susan D. Stafford | 1710 Whitman Street<br>Jacksonville, Florida 32210 |
| Gary I. Christian | 1018 Main Street<br>Atlantic Beach, Florida 32233  |

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 Condominium 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:

| <u>Officer</u>           | <u>Name</u>       |
|--------------------------|-------------------|
| President                | Roger M. O'Steen  |
| Vice President/Treasurer | Susan D. Stafford |
| Secretary                | Gary I. Christian |

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

RECORDING NOTICE  
Document legibility unsatisfactory  
for clear reproduction in the public  
records.

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 a majority of the Board of Directors and approval by an affirmative vote of two-thirds (2/3) of the votes entitled to be cast by Members of the Association at a regular or special meeting of the Members, the notice of which shall state that such proposal is to be voted upon at that meeting.

#### 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. Each Member Association shall be given written notice of the proposed amendment. Thereafter, at the next annual meeting of each respective Association the said amendment will be considered by the full membership of each such Association. The agenda for the annual meeting of each such Association shall reflect the fact that the amendment will be considered and the text of the amendment will be provided to each member of each such Association together with the notice of annual meeting. At such meeting, the amendment proposed must be approved by an affirmative vote of at least seventy-five percent (75%) of the members of each such Association entitled to vote in order for such amendment to become effective. If so approved, a certified copy of the said amendment shall be filed in the office of the Secretary of State of the State of Florida, and recorded in the public records of Leon County, Florida.

#### 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.

DR1088PC1246

DR1098PC 758

ARTICLE XIII. SUBSCRIBERS

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

|                   |   |
|-------------------|---|
| Gary I. Christian | 1018 Main Street<br>Atlantic Beach, Florida 32233         |
| Douglas A. Ward   | 1740 Challen Avenue<br>Jacksonville, Florida 32205        |
| Vicki A. Lanphar  | 3770 Toledo Road, Apt. 171<br>Jacksonville, Florida 32217 |

IN WITNESS WHEREOF, we, the undersigned subscribing incorporators, have hereunto set our hands and seals effective as of the 1st day of April, 1983, for the purpose of forming this corporation not for profit under the laws of the State of Florida.

[Signature]  
Gary I. Christian

[Signature]  
Douglas A. Ward

[Signature]  
Vicki A. Lanphar

STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing ARTICLES OF INCORPORATION was acknowledged before me this 11 day of September, 1983, by Gary I. Christian, a subscriber.

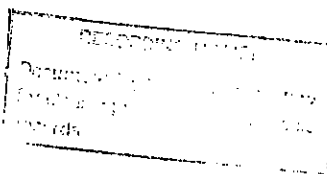
[Signature]  
Notary Public, State of Florida at Large  
9-6-87  
My Commission Expires: \_\_\_\_\_

STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing ARTICLES OF INCORPORATION was acknowledged before me this 11 day of September, 1983, by Douglas A. Ward, a subscriber.

[Signature]  
Notary Public, State of Florida at Large  
9-6-87  
My Commission expires: \_\_\_\_\_



STATE OF FLORIDA

OR1068PC1247

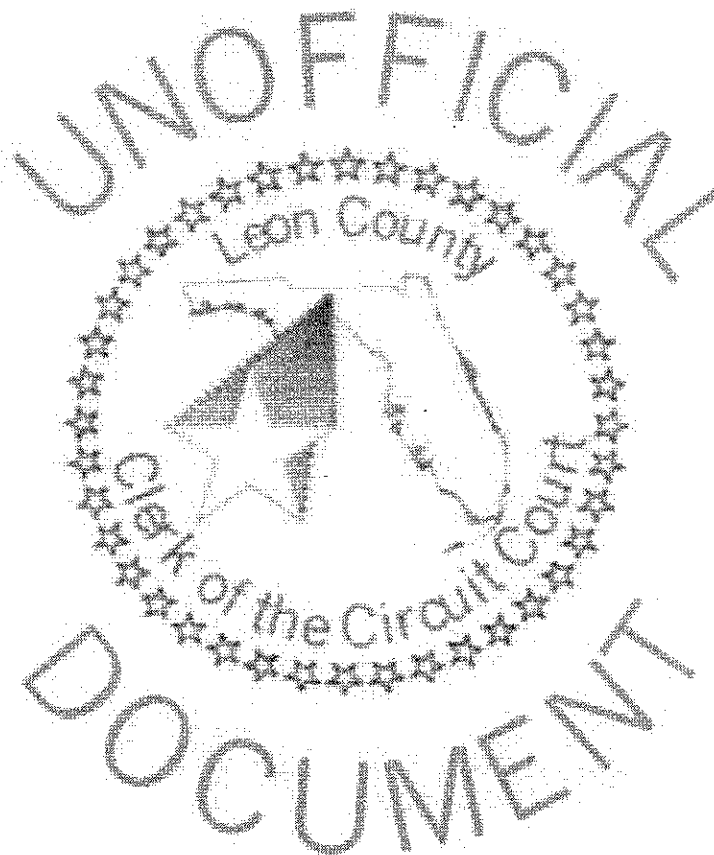
OR1098PC 759

COUNTY OF DUVAL

The foregoing ARTICLES OF INCORPORATION was acknowledged before me this 20 day of September, 1983, by Vicki A. Lanphar, a subscriber.

*[Signature]*  
Notary Public, State of Florida at Large  
My Commission expires: 9-6-87

RECORDING NOTICE  
Document legible  
for clear reproduction of  
records.



OR1088PC1248

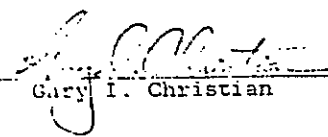
CERTIFICATE NAMING AGENT UPON WHOM PROCESS  
MAY BE SERVED

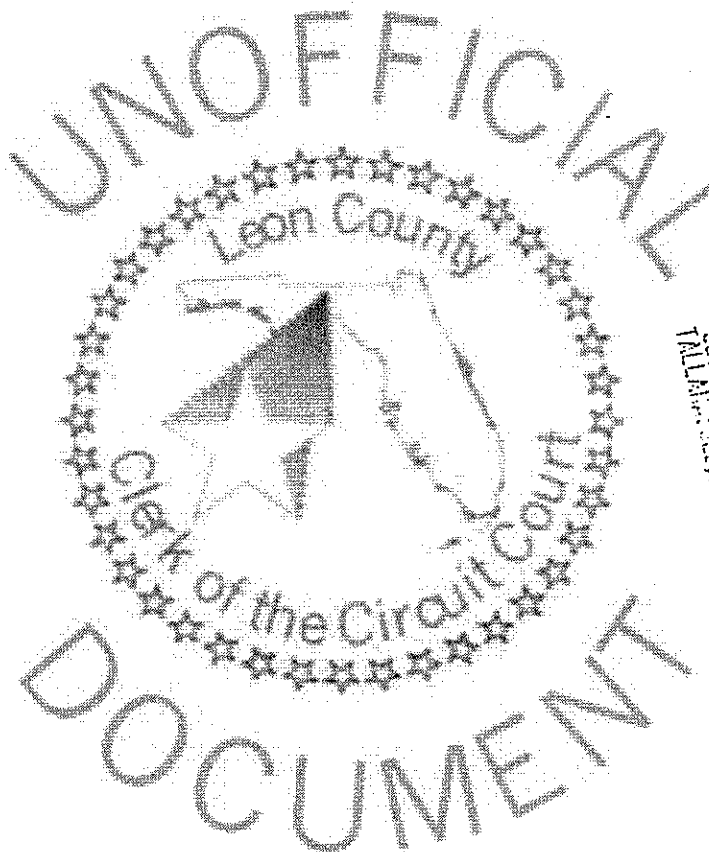
OR1098PC 760

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

That WOOD RIDGE COMMON ASSOCIATION, 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 Tallahassee, County of Leon, State of Florida, has named GARY I. CHRISTIAN, located at 1300 Gulf Life Drive, City of Jacksonville, County of Duval, State of 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.

  
\_\_\_\_\_  
Gary I. Christian



FILED  
SEP 30 PM 1:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA