

DRAFT #3  
TMJ/3-31-89

ARTICLES OF INCORPORATION

OF

UNIVERSITY ESTATES PROPERTY OWNERS ASSOCIATION, INC.

I. NAME.

The name of this corporation shall be University Estates Property Owners Association, Inc. (the "Association").

II. PURPOSES.

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

A. To promote the health, safety and social welfare of the owners of the property within the residential area known as University Estates and described in the Declaration of Covenants and Restrictions for University Estates (the "Declaration") to be recorded in the current public records of Orange County, Florida. The terms "Developer", "Owner", "Member", "Residential Dwelling Unit", "Residential Lot", "Property" and "Common Areas" and any other defined terms used herein, and elsewhere in these Articles, are used with the definitions given those terms in the Declaration.

B. To own and maintain, insure, repair and replace the lakes, conservation areas, drainage areas and structures, parks, access paths, streets and other Common Areas, structures, landscaping and other improvements in and/or benefiting the Property, for which the obligation to maintain and repair has been delegated to and accepted by the Association.

C. To operate without profit for the benefit of its Members.

D. To perform all of the functions contemplated for the Association, and undertaken by the Board of Directors of the Association (the "Board"), as provided in the Declaration.

III. 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 of the Association 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 purposes for which the Association is organized.

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

D. To purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of interests in, real or personal property, except to the extent restricted hereby; to enter into, make, perform or carry out contracts of every kind with any person, firm, corporation, association or other entity; 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 these Articles of Incorporation and not forbidden by the laws of the State of Florida.

E. To fix assessments to be levied against the Property and the costs of effectuating the objects and purposes of the Association, to create reasonable reserves for such expenditures, and to authorize the Board, in its discretion, to enter into agreements for the collection of such assessments.

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

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

H. In general, to have all powers conferred upon a non-profit corporation by the laws of the State of Florida, except as prohibited herein.

#### IV. MEMBERS.

A. The Members shall consist of the Owners of parcels within the Property and all such Owners shall be Members of the Association. There shall be two (2) classes of Members, as follows:

1. Class A Member. Class A Members shall be all owners of Residential Dwelling Units or Residential Lots within the Property.
2. Class B Member. The Class B Member shall be University Estates, Ltd., a Florida limited partnership, or its designee, successor or assignee, as Developer of the Property.

V. VOTING AND ASSESSMENTS.

A. Subject to the restrictions and limitations hereinafter set forth, each Class A Member shall be entitled to one (1) vote for each Residential Dwelling Unit or Residential Lot in which he holds the interest required for membership.

B. The Class B Member shall be entitled to the number of votes equal to the total votes of the Class A Members plus one. The Class B membership shall cease and terminate upon the first to occur of (i) the date upon which the Class B Member no longer owns any improved or unimproved land within the Property, or (ii) the date upon which such Class B voting rights are waived in writing by the Class B Member. The Class B Member shall have the right to appoint a majority of the Board of Directors of the Association until the annual meeting of the Association next following the termination of the Class B Membership.

C. When any portion of the Property is owned by two (2) or more persons or entities, whether as fiduciaries or in any other manner of joint or common ownership, such persons or entities shall designate a representative among them who shall be authorized to exercise the vote or votes attributable to such portion of the Property, which shall be evidenced by a written Voting Certificate signed by each of the Owners and filed with the Secretary of the Association.

D. Except as otherwise provided by these Articles, the Declaration, or the Bylaws of the Association (the "Bylaws"), the affirmative vote of a majority of the votes which are entitled to be cast by the Owners represented at any meeting of the Members duly called and at which a quorum is present, shall be binding upon all of the Members of the Association.

E. The Association shall obtain funds with which to operate by assessment of its Members in accordance with the provisions of the Declaration, as supplemented by the provisions of these Articles and the Bylaws of the Association relating thereto.

VI. BOARD OF DIRECTORS.

A. The affairs of the Association shall be managed by a Board consisting of not less than three (3) nor more than five (5) Directors. The initial Board of Directors shall consist of three (3) Members, but may be increased to five (5) members upon the affirmative vote of a majority of the Board. For so long as the Class B Membership shall exist and the Board shall consist of three (3) members, the Developer shall have the right to appoint all of the members of the Board. For so long as the Class B membership shall exist, Directors need not be Members of

the Association and need not be residents of the State of Florida; thereafter, all Directors shall be Members of the Association. Beginning with the first annual election of the Board of Directors after the number of members of the Board is increased to five (5) members, there shall be two (2) Directors elected by the Class A Members so long as the Class B Membership shall exist. Following termination of the Class B Membership, all members of the Board shall be elected by the Class A Members as hereafter provided. Elections shall be by plurality vote. At the first annual election of the Board of Directors, the term of office of the elected Director receiving the highest plurality of votes shall be established at two (2) years and the term of the other elected director shall be established at one (1) year. In addition, the Class B Member shall appoint two (2) Directors to serve for a term of one (1) year and one Director to serve for a term of two (2) years. Thereafter, as many Directors shall be elected and appointed, as the case may be, as there are regular terms of office of Directors expiring at such time; and the term of the Director so elected or appointed at each annual election shall be for two (2) years expiring at the second election following their election, and thereafter until their successors are duly elected and qualified, or until removed from office with or without cause by the affirmative vote of a majority of the votes of the Members. Any Director appointed by the Class B Member shall serve at the pleasure of the Class B Member, and may be removed from office, and a successor Director may be appointed, at any time by a Class B Member.

B. 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:

James E. Davidson, Jr.	4651 Salisbury Road, Suite 350 Jacksonville, Florida 32216
Eduardo E. Gil	4651 Salisbury Road, Suite 350 Jacksonville, Florida 32216
Donna J. Mylod	4651 Salisbury Road, Suite 350 Jacksonville, Florida 32216

#### VII. 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, except the offices of President and Secretary, may be held by the same person. Officers shall be elected for one (1) year terms in accordance

with the procedures 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 Board of Directors and until their successors are duly elected and qualified are:

President	James E. Davidson, Jr.
Vice President, Treasurer and Secretary	Eduardo E. Gil

**VIII. CORPORATE EXISTENCE.**

The Association shall have perpetual existence.

**IX. BYLAWS.**

The Board of Directors shall adopt Bylaws consistent with these Articles.

**X. AMENDMENTS TO ARTICLES OF INCORPORATION AND BYLAWS.**

These Articles may be altered, amended or repealed by vote of a majority of the Board of Directors and votes of the Members as provided in Chapter 617, Florida Statutes. No amendment affecting University Estates, Ltd., a Florida limited partnership, or its successors and assigns as Developer of University Estates shall be effective without the prior written consent of University Estates, Ltd., or its successors or assigns, as Developer. Any amendments shall be effective upon passage by the Board and approval by the Developer. No amendments to the Articles or Bylaws need be recorded in the public records.

**XI. INCORPORATOR.**

The Incorporator under these Articles of Incorporation and his address are set forth as follows:

James E. Davidson, Jr.  
4651 Salisbury Road, Suite 350  
Jacksonville, Florida 32216

**XII. INDEMNIFICATION OF OFFICERS AND DIRECTORS.**

A. 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

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Association to procure a judgment in its favor, brought to impose a liability or penalty on such person for any act alleged to have been committed by such person in his capacity as Director or officer of the Association, or in his capacity as 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 therein, 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.

#### XIII. 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 and 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 votes are counted for such purpose. 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.

#### XIV. DISSOLUTION OF THE ASSOCIATION.

A. The Association may be dissolved upon a resolution to that effect being recommended by three-fourths (3/4) of the members of the Board of Directors, and, if such decree be necessary at the time of dissolution, after receipt of an appropriate decree as set forth in Section 617.05, Florida Statutes or statute of similar import, and approved by two-thirds (2/3) of the votes of each Class of the Association's membership.

B. 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. Real property contributed to the Association without the receipt of other than nominal consideration by the Class B Member (or its predecessor in interest) shall be returned to the Class B Member (whether or not a Class B Member at the time of such dissolution), unless it refuses to accept the conveyance (in whole or in part).

2. The Common Areas, as defined in the Declaration, shall be dedicated to Orange County, Florida, or its successor, unless the County refuses to accept such dedication.
3. Remaining assets shall be distributed among the Members as tenants in common, with each Member's share of the assets to be determined in accordance with its voting rights.

C. In no event shall the Association be dissolved, and any attempt to do so shall be ineffective, unless and until maintenance responsibility for the stormwater management system and discharge facilities located within the Property is assumed by an entity acceptable to the St. Johns River Water Management District, Florida Department of Environmental Regulation, or other governmental authority having jurisdiction, pursuant to the requirements of Rule 17-25.027, Florida Administrative Code, or administrative regulation of similar import.

IN WITNESS WHEREOF, the Incorporator has hereto set his hand and seal this 5th day of April, 1989.

Signed, sealed and delivered in the presence of:

*[Signature]*  
*[Signature]*

*[Signature]*  
 James E. Davidson, Jr.  
 Incorporator

STATE OF FLORIDA        )  
                                   )ss  
 COUNTY OF DUVAL        )

The foregoing instrument was acknowledged before me this 5th day of April, 1989, by James E. Davidson, Jr., the Incorporator of UNIVERSITY ESTATES PROPERTY OWNERS ASSOCIATION, INC.

*[Signature]*  
 Notary Public, State of Florida  
 at Large.

My Commission Expires:  
 (NOTARIAL SEAL)

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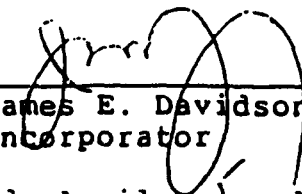
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NOTARY PUBLIC, STATE OF FLORIDA.  
 MY COMMISSION EXPIRES: AUG. 2, 1991.  
 REGISTERED WITH THE STATE ARCHIVES.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

UNIVERSITY ESTATES PROPERTY OWNERS ASSOCIATION, INC., DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF JACKSONVILLE, STATE OF FLORIDA, HAS NAMED JAMES E. DAVIDSON, JR., LOCATED AT 4651 SALISBURY ROAD, SUITE 350, JACKSONVILLE, FLORIDA 32216, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

UNIVERSITY ESTATES PROPERTY OWNERS ASSOCIATION, INC.

By:   
James E. Davidson, Jr.  
Incorporator

Dated: April 5, 1989

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED 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 PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

  
James E. Davidson, Jr.  
Resident Agent

Dated: April 5, 1989

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