

ARTICLES OF INCORPORATION
OF
WELLS LANDING ASSOCIATION, INC.

FILED
AUG 13 11 40 AM '72
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

A Corporation Not for Profit

The undersigned all residents of the State of Florida and all of full age, hereby associate themselves for the purpose of forming a corporation not for profit under Chapter 617 of the laws of the State of Florida, and do hereby certify:

ARTICLE I

Name

The name of this corporation is WELLS LANDING ASSOCIATION, INC., called the "Association" in these Articles.

ARTICLE II

Office and Registered Agent

This Association's principal office is located at 590 Wells Landing Drive, Orange Park, Florida; David A. Bingemann, who maintains a business office c/o TRECO, Inc. 1325 San Marco Boulevard, Jacksonville, Florida 32207 is hereby appointed the initial registered agent of the Association. Both this Association's registered office and registered agent may be changed from time to time by the Board of Directors as provided by law.

ARTICLE III

Purpose and Powers of the Association

This Association does not contemplate pecuniary gain or profit to its members. It is formed to promote the health, safety, and general welfare of the residents within all or any portion of the following described tracts of land in Clay County, Florida, and any additions as hereafter may be brought within this Association's jurisdiction:

All of WELLS Landing Unit One as per the plat thereof recorded in Plat Book 16, pages 76 and 77 of the Public Records of Clay County Florida

This Association's purposes include, without limitation, provision for the maintenance, preservation, and architectural control of the residence Lots and Common Area now or hereafter created within the lands described above by recording in the Public Records of Clay County, Florida, that certain Declaration of Restrictions For Wells Landing as amended from time to time (the "Declaration") and within any additions to such lands as hereafter may be brought within this Association's jurisdiction in the manner provided in the Declaration. Without limitation, this Association is empowered to:

(a) Declaration Powers. Exercise all rights, powers, and privileges, and perform all duties, of the Association from time to time set forth in the Declaration, including the right to enforce all of its provisions of its own name. By this reference the provisions of the Declaration are incorporated herein as if set forth at length.

(b) Property. In any lawful manner, acquire, own, hold, improve, manage, operate, maintain, convey, sell, lease, transfer, assign, and otherwise dispose of property of any nature whatsoever, real, personal, or mixed, tangible or intangible, in connection with this Association's affairs.

(c) Assessments. Fix, levy, collect, and enforce by any lawful procedure all charges or assessments established by, or pursuant to, the Declaration.

(d) Costs. Pay all costs, expenses, and obligations lawfully incurred in connection with the Association's affairs including, without limitation, all licenses, taxes, or other governmental charges levied or imposed against this Association's property.

(e) Borrowings. Borrow money and, with the approval of two-thirds (2/3) of each class of members, mortgage, pledge, hypothecate, assign, grant security interests in, or otherwise transfer any or all of its property as security for money borrowed, debts incurred, or any of its other obligations.

(f) Dedications. With the approval of two-thirds (2/3) of each class of members, dedicate, sell, or transfer all or any part of its property to any public agency, authority, or utility for such purposes, and subject to such conditions, as two-thirds (2/3) of each class of members determine.

(g) Reorganizations. With the approval of two-thirds (2/3) of each class of members, participate in mergers and consolidations with other nonprofit corporations organized for similar purposes.

(h) Regulations. From time to time adopt, alter, amend, rescind, and enforce reasonable rules and regulations governing the use of the Lots and the Common Area, consistent with the rights and duties established by the Declaration.

(i) General. Have and exercise all rights, powers, and privileges that a corporation not for profit may now or hereafter have or exercise under the laws of the State of Florida, together with all other rights, powers, and privileges reasonably to be implied from the existence of any right, power, or privilege so granted, or granted by the Declaration, or these Articles, or reasonably necessary, convenient, or desirable to effectuate the exercise of any right, power, or privilege so granted.

(j) Maintenance. Cause the exteriors of certain residence Lots to be maintained, under the limited circumstances, and in the manner provided in the Declaration.

(k) Services. Contract with others to furnish services or materials, including insurance coverage, building maintenance, termite and pest control, to all or any number of Lots; provided however, (i) only those Lots whose Owners have requested such services shall be assessed for their cost; and (ii) each such Owner's prior written consent if obtained.

ARTICLE IV

Membership

Every Person who from time to time holds the record fee simple title, or any undivided fee simple interest of Record, to any Lot is a member of this Association, including contract sellers, but excluding all other persons who hold any interest in any Lot merely as security for the performance of an obligation. An Owner of more than one Lot is entitled to one membership for each Lot owned. Membership is appurtenant to, and may not be separated from, ownership of at least one Lot. Membership may not be transferred except by transfer of Record title to such Lot.

ARTICLE V

Voting Rights

Section 1. Classification. This Association has two classes of voting membership:

CLASS A. So long as there is Class B membership, Class A members are all Owners, except Developer. Class A members are entitled to one vote for each Lot owned. Upon termination of Class B membership, Class A members will be all Owners, including Developer so long as Developer is an Owner.

CLASS B. The Class B member is Developer who, is entitled to three (3) votes for each Lot owned. The Class B membership will cease and convert automatically to Class A membership on the happening of either of the following events, whichever occurs first: (i) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or (ii) five (5) years from the date the Declaration is Recorded. Upon the conversion of Class B membership, all provisions of the Declaration, these Articles, and the By-Laws referring to classes of membership, including voting by classes, will be of no further force and effect.

Section 2. Co-Ownership. If more than one Person owns a record fee simple interest in any Lot, all such Persons are members, although there is only one vote for such Lot. The vote may be exercised as the Owners determine among themselves, but no split vote is permitted. Before any meeting at which a vote is to be taken, each co-owner must file the name of the authorized voting co-owner with the Secretary of the Association to be entitled to vote at such meeting, unless such co-owners have filed a general voting authority with the Secretary applicable to all votes until rescinded. Notwithstanding the foregoing, if title to any Lot is held by husband and wife, either co-owner is entitled to cast the vote for such Lot unless and until the Association is notified otherwise in writing.

ARTICLE VI

Board of Directors

Section 1. Number and Term. This Association's affairs are managed by a Board of Directors initially composed of three Directors, who need not be Association members. The number of Directors from time to time may be changed from a minimum of three to a maximum of nine, but at all times it must be an odd number. The term of office for all Directors is one year, and any Director may succeed himself in office.

Section 2. Election. All Directors are elected by secret written ballot at the annual meeting. Each member entitled to vote may cast as many votes for each vacancy as such member has under the provisions of Article V of these Articles; and the person receiving the largest number of votes cast by the Class A and

Class B members for each vacancy is elected. Cumulative voting is not permitted.

Section 3. Initial Directors. The names and addresses of the persons who will serve as Directors until their successors have been duly elected and qualify, unless they sooner die, resign, are removed, or are incapacitated or otherwise unable to serve, are:

<u>Name</u>	<u>Address</u>
David A. Bingemann	1325 San Marco Blvd. Jacksonville, FL 32207
J. Eric Schuhle	1325 San Marco Blvd. Jacksonville, FL 32207
M. Susan Gawron	1325 San Marco Blvd. Jacksonville, FL 32207

ARTICLE VII

Officers

The affairs of the Association shall be administered by the officers designated by the By-Laws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the Association, and they shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>Names</u>	<u>Office</u>
David A. Bingemann	President
J. Eric Schuhle	Vice President
Peggy Ann Dickson	Secretary/Treasurer

ARTICLE IX

Duration

This Association exists perpetually.

ARTICLE X

By-Laws

This Association's By-Laws initially will be adopted by the Board of Directors. Thereafter, the By-laws may be altered, amended, or rescinded by a majority vote of a quorum of both classes of members present at any regular or special meeting duly called and convened, except that certain other approvals may be required, as provided in Article XII, below and except that the Federal Housing Administration or the Veterans Administration shall have the right to veto amendments while there is a Class B membership.

ARTICLE XI

Amendments

Amendments to these Articles may be proposed and adopted in the manner from time to time provided by the laws of the State of Florida, except that each such amendment must have the approval of two-thirds (2/3) of each class of members, plus such approvals, if any, as may be required by Article XII, below.

ARTICLE XII

Other Approvals

As provided in Article XI, paragraph 11.5, of the Declaration, the approval of the Developer and the holders of seventy-five percent (75%) of the First Mortgages from time to time encumbering the Lots is required for all of the following: (i) alienation or encumbering of all or any portion of the Common Area except as permitted in the Declaration; and (ii) amendment of these Articles of Incorporation that directly affect in an adverse manner the rights of such First Mortgage holders; and (iii) the merger, consolidation, or dissolution of this Association.

ARTICLE XIII

Voting Requirements

Section 1. Percentage Requirements. Unless the context expressly requires only the approval of those members present and voting, any provision of these Articles, the Declaration, or the By-Laws that expressly requires the approval of a specified percentage of either or both classes of membership shall be deemed to require the approval of the requisite percentage of the total

votes eligible to be cast by the applicable class or classes of membership. In the absence of an express voting requirement, the majority vote of those members present and voting at a meeting duly called and convened is sufficient.

Section 2. Two-Thirds of Class. Any of the following constitute Extraordinary Action that must be approved by two-thirds (2/3) of each class of members: (i) any mortgaging of this Association's property as provided in Article III(e) of these Articles; (ii) any merger or consolidation of this Association as provided in Article III(g) of these Articles; (iii) any dissolution of this Association; and (iv) amendment of these Articles of Incorporation as provided in Article XI.

Section 3. Two-Thirds of Those Present. Any of the following constitute Extraordinary Action that requires the approval of two-thirds (2/3) of each class of those members present and voting; (i) capital improvements to the Common Area, as provided in the Declaration; (ii) any special assessment for capital improvements to the Common Area, as provided in the Declaration; and (iii) any extension of the Declaration to any lands other than the Unplatted Lands, as provided in the Declaration, or the purchase of additional lands to be owed by the Association for the benefit of Owners.

Section 4. Notice and Quorum Requirements. As provided in the Declaration, written notice of any meeting at which any Extraordinary Action enumerated in this Article will be taken must be given to all Owners not less than 30 days, nor more than 60 days, in advance of such meeting. Notice of all other meetings must be given at least 15 days in advance to each member. The presence of members or proxies entitled to cast at least one-half (1/2) of the votes of each class of membership constitutes a quorum, if such action must be approved by both classes of membership, or of the Class A members, if such action must be approved by the Class A members only. If the required quorum is not forthcoming, the members present shall have the power to adjourn the meeting, from time to time without notice other than announcement at the meeting, until the required quorum shall be present or represented.

Section 5. Written Action. Any action that may be taken at any membership meeting, including any Extraordinary Action enumerated in this Article, may be taken without a meeting, without prior notice, and without a vote if: (i) written consent, setting forth the action so taken, is signed by those Owners entitled to exercise not less than the minimum number of votes necessary to authorize or take such action at a meeting; and (ii) within 10 days after obtaining such written consent, notice thereof is given to those members who have not so consented in writing.

Section 6. Certification. An instrument signed by any executive officer of this Association, and attested by this Association's Secretary under this Association's seal, is conclusive that any required approval has been obtained in the manner provided in these Articles as to Persons without actual knowledge to the contrary.

ARTICLE XIV

FHA/VA APPROVAL

As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: annexation of additional properties, merges and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution and amendment of these Articles.

ARTICLE XV

Interpretation

Express reference is made to the terms and provisions of the Declaration where necessary to interpret, construe, and clarify the provisions of these Articles. Without limitation, all terms defined in the Declaration have the same meaning where used in these Articles, and the rules of interpretation set forth in the Declaration apply to the interpretation, construction, application, and enforcement of these Articles. By subscribing and filing these Articles, the incorporators intend their provisions to be consistent with the provisions of the Declaration and to be interpreted, construed, applied, and enforced with those of the Declaration to avoid inconsistencies or conflicting results.

ARTICLE XVI

Subscribers

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

David A. Bingemann
10th Street #25
Atlantic Beach, FL 32233

Alex J. Ricks
3946 St. Johns Avenue
Jacksonville, FL 32205

J. Eric Schuhle
2993 Shoreward Avenue
Orange Park, FL 32073

IN WITNESS WHEREOF, for the purposes of forming this corporation under the laws of the State of Florida, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 17th day of August, 1982.

David A. Bingemann
David A. Bingemann
J. Eric Schuhle
J. Eric Schuhle
Alex J. Ricks
Alex J. Ricks

BEFORE ME, the undersigned authority, this day personally appeared David A. Bingemann, to me well known to be the person described in, and who signed the foregoing Articles of Incorporation of WELLS LANDING ASSOCIATION, INC., and who acknowledged to me that he executed and subscribed such Articles for the purposes set forth therein.

WITNESS my hand and official seal this 17th day of August, 1982.

Rae J. Yearn
Notary Public
My commission expires: 11/1/83

STATE OF Florida
COUNTY OF Duval

Notary Public, State of Florida at Large
My commission expires Apr. 3, 1983

BEFORE ME, the undersigned authority, this day personally appeared J. Eric Schuhle, to me well known to be the person described in, and who signed the foregoing Articles of Incorporation of WELLS LANDING ASSOCIATION, INC., and who acknowledged to me that he executed and subscribed such Articles for the purposes set forth therein.

WITNESS my hand and official seal this 17th day of August, 1982.

Rae J. Yearn
Notary Public
My commission expires: 11/1/83

Notary Public, State of Florida at Large
My commission expires Apr. 3, 1983

STATE OF Florida
COUNTY OF Duval

BEFORE ME, the undersigned authority, this day personally appeared ARK J. RICKS, to me well known to be the person described in, and who signed the foregoing Articles of Incorporation of WELLS LANDING ASSOCIATION, INC., and who acknowledged to me that he executed and subscribed such Articles for the purposes set forth therein.

WITNESS my hand and official seal this 17th day of August, 1982.

Lee J. Yearb
Notary Public

My commission expires:

My commission expires Apr. 3, 1983

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AUG 10 1982
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA AND NAMING THE
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED DATE

WELLS LANDING ASSOCIATION, INC., desiring to organize under the laws of the State of Florida as a corporation not for profit with its principal place of business in the Town of Orange Park, Florida has named David A. Bingemann, whose business office is c/o TRECO, Inc., 1325 San Marco Boulevard, Jacksonville, Florida as its registered agent to accept service of process within this state, all in accordance with Section 607.034, Florida Statutes.

A C C E P T A N C E

Having been named to accept service of process for the foregoing corporation, at the place designated in this certificate, I hereby agree to act in such capacity and agree to comply with the provisions of the laws of the State of Florida relative to maintaining such registered office.

DATED this 17th day of August, 1982.

David A. Bingemann
David A. Bingemann

State of Florida



Department of State

*I certify that the attached is a true and correct copy of the Articles
of Incorporation of WELLS LANDING ASSOCIATION, INC.*

*a corporation organized under the Laws of the State of Florida,
filed on August 19, 1982.*

The charter number for this corporation is 764631.

*Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
19th day of August, 1982.*



George Firestone
Secretary of State