

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of WHISPERING PINES HOMEOWNERS ASSOCIATION OF JACKSONVILLE, INC., a corporation organized under the laws of the State of Florida, filed on November 5, 1982, as shown by the records of this office.

The document number of this corporation is 765674.

Given under my hand and the Great Seal of the State of Florida at Tallahassee, the Capitol, this the Twenty-first day of April, 2008



Kurt S. Bronning
Kurt S. Bronning
Secretary of State

ARTICLES OF INCORPORATION

FILED

OF

Nov 5 1 17 PM '82

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
WHISPERING PINES HOMEOWNERS ASSOCIATION OF JACKSONVILLE, INC.

In compliance with the requirements of Florida Statutes, Chapter 617, the undersigned, all of whom are residents of the State of Florida and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I

NAME OF CORPORATION

The name of the corporation is WHISPERING PINES HOMEOWNERS ASSOCIATION OF JACKSONVILLE, INC., (hereinafter called the "Association".)

ARTICLE II

PRINCIPAL OFFICE OF THE ASSOCIATION

The principal office of the Association is located at 8230 Pine Verde Lane, Jacksonville, Florida, or at such other place or places as may be designated from time to time by the Board of Directors.

ARTICLE III

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Association is 8230 Pine Verde Lane, Jacksonville, Florida, and the name of the initial registered agent at that address is Karen E. Hall.

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for the maintenance, preservation and architectural control of the Lots and Living Units constructed thereon as described on the Plat of Whispering Pines, Unit 1, according to the plat thereof recorded in Plat Book 38, pages 24, 24A and 24B of the current public records of Duval County, Florida, and any additions thereto as hereafter may be subjected to the terms of the Declaration of Covenants, Restrictions, Conditions and Easements for Whispering Pines and brought within the jurisdiction of this Association, and Common Areas, if applicable (hereinafter referred to as the "Property") for this purpose to:

(a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Restrictions, Conditions and Easements (hereinafter called the "Declaration"), applicable to the Property and recorded or to be recorded in the Public Records of Duval County, Florida, and

as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(b) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the Association or property of the Association;

(c) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) Borrow money, and with the assent of two-thirds (2/3) of each class of members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) Dedicate, sell or transfer all or any part of the Common Area, if applicable, to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;

(f) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property other than that property described on Exhibit "A" attached to the Declaration, and Common Area, as applicable, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members;

(g) Have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Florida by law may now or hereafter have or exercise.

ARTICLE V

MEMBERSHIP

The Developer (as such term is defined in the Declaration) so long as it shall hold title to one Lot, and every Owner (as such term is defined in Declaration) of a Lot with a completed Living Unit thereon shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot and there shall be no other qualification for membership in the Association. The foregoing is not intended to include persons who hold an interest merely as security for the performance of an obligation.

ARTICLE VI

VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A membership shall be all Owners of Lots with a completed Living Unit thereon with the exception of the Developer as such term is defined in the Declaration. Each Class A member shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, 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. Class B member(s) shall be the Developer and shall be entitled to three votes for each vacant Lot or each Lot with an uncompleted Living Unit thereon and one vote for each Lot owned with a completed Living Unit thereon as such terms are defined in the Declaration. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

(a) when the total vote outstanding in the Class A membership equals the total votes outstanding in the Class B membership; or

(b) on the 31st day of December, 1989.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of this Association shall be managed initially by a Board of three (3) directors who shall serve until the organizational meeting and thereafter by a Board of three (3) Directors, who need not be members of the Association. The number of Directors may be changed by amendment of the By-laws of the Association. The names and addresses of the persons who are to act in the capacity of the Directors until the selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
Karen E. Hall	4753 Raggedy Point Road Orange Park, Florida
Phillip D. Yonge	5707 Pine Avenue Orange Park, Florida
Suzette M. Midgett	430 Lapaz Place Orange Park, Florida

At the first annual meeting the members shall elect one director for a term of one year, one director for a term of two years and one director for a term of three years; and at each annual meeting thereafter the members shall elect one director for a term of three years.

ARTICLE VIII

INITIAL OFFICERS

The affairs of the Association shall be managed by a President, Vice President, Secretary/Treasurer and such other officers as permitted in the By-laws. The names and addresses of those persons who shall act as officers of the corporation until the election of their successor are:

Karen E. Hall	President
Phillip D. Yonge	Vice President
Suzette M. Midgett	Secretary/Treasurer

The above-named officers shall serve until the first organizational meeting of the Board of Directors of the corporation. The officers shall be elected by the Directors at the first meeting of the Board of Directors and shall hold office for a one (1) year period from the date of their election.

ARTICLE IX

SUBSCRIBERS

The names and residence addresses of all subscribers of the Association are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Karen E. Hall	4753 Raggedy Point Road Orange Park, Florida
Phillip D. Yonge	5707 Pine Ave. Orange Park, Florida
Suzette M. Midgett	430 Lapaz Place Orange Park, Florida

ARTICLE X

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes. This procedure of dissolution shall be subject to court approval pursuant to Section 617.05 of the Florida Statutes as presently enacted or hereinafter amended.

ARTICLE XI

DURATION

The corporation shall exist perpetually.

ARTICLE XII

QUORUM

The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-third of the votes of each class of membership shall constitute a quorum for any action except as otherwise provided in the Declaration. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have power to adjourn the meeting from time to time, without notice other than announcement at the meeting, until a quorum as aforesaid shall be present or be represented.

ARTICLE XIII

INDEMNIFICATION

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 XIV

AMENDMENTS

Amendment of these Articles may be proposed by the Board of Directors or by not less than thirty percent (30%) of the entire membership and adoption of any such amendment shall require the assent of seventy-five percent (75%) of the entire membership.

ARTICLE XV

BYLAWS

The Bylaws of this Association shall be adopted by the Board of Directors and may be altered, amended, or rescinded by a majority vote of the Board of Directors.

ARTICLE XVI

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, mergers and consolidations, dedication of Common Area, mortgaging of Common Area, if applicable, dissolution, amendment of the Declaration and amendment of these Articles.

IN WITNESS WHEREOF, for the purpose of forming this Association under the laws of the State of Florida, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 3rd day of November, 1982.

Karen E Hall
KAREN E. HALL
Phillip D Yonge
PHILLIP D. YONGE
Suzette M Midgett
SUZETTE M. MIDGETT

STATE OF FLORIDA
COUNTY OF DUVAL

BEFORE ME, a notary public authorized to take acknowledgments in the state and county aforesaid, personally appeared KAREN E. HALL, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the state and county aforesaid, this 3rd day of November 1982.

Patricia Lynn Mitchell
NOTARY PUBLIC, State of Florida
My commission expires:

STATE OF FLORIDA
COUNTY OF DUVAL

BEFORE ME, a notary public authorized to take acknowledgments in the state and county aforesaid, personally appeared PHILLIP D. YONGE, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal

in the state and county aforesaid, this 3rd day of November 1982.

Patricia Lynn Mitchell
NOTARY PUBLIC, State of Florida
My commission expires:

STATE OF FLORIDA

COUNTY OF DUVAL

BEFORE ME, a notary public authorized to take acknowledgments in the state and county aforesaid, personally appeared SUZETTE M. MIDGETT, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the state and county aforesaid, this 3rd day of November 1982.

Patricia Lynn Mitchell
NOTARY PUBLIC, State of Florida
My commission expires:

EXHIBIT A

A parcel of land situated partly in the Southeast 1/4 of the Northwest 1/4, the Southwest 1/4 of the Northeast 1/4, the Northwest 1/4 of the Southwest 1/4, and the Northeast 1/4 of the Southwest 1/4 of Section 32, Township 3 South, Range 26 East, Duval County, Florida, and partly in Tracts 12, 14 and 15, Block 3, Section 32, Jacksonville Heights, Duval County, Florida, according to Plat Book 5, page 93 of the current public records of said county, being more particularly described as follows: Commence at the intersection of the Westerly line of said Southeast 1/4 of the Northwest 1/4 with the Southerly line of Collins Road (County Road No. 533); thence on last said line South 89 degrees 24 minutes 30 seconds East 713.17 feet to the point of beginning; thence continue on last said line South 89 degrees 24 minutes 30 seconds East 713.17 feet; thence South 00 degrees 26 minutes 10 seconds West 1,290.70 feet; thence South 89 degrees 56 minutes 05 seconds West 118.57 feet; thence South 00 degrees 26 minutes 10 seconds West 1,969.11 feet to the Northeasterly line of State Road No. 9A (interstate 295); thence on last said line and on the arc of a curve concave to the Northeasterly and having a radius of 5,579.58 feet, run a chord distance of 951.21 feet to the Easterly line of Tract 13, said Block 3, Jacksonville Heights, the bearing of said chord being North 79 degrees 43 minutes 11 seconds West; thence on last said line North 00 degrees 16 minutes 32 seconds West 473.49 feet to the Northerly line of said Tract 13; thence on last said line South 89 degrees 58 minutes 55 seconds West 333.81 feet to the Westerly line of said Tract 13; thence on last said line South 00 degrees 14 minutes 10 seconds East 371.30 feet to the Northeasterly line of said State Road No. 9A; thence on last said line and on the arc of a curve concave to the Northeasterly and having a radius of 5,579.58 feet, run a chord distance of 353.03 feet to the Westerly line of said Tract 12, the bearing of said chord being North 69 degrees 25 minutes 27 seconds West; thence on last said line and on an extension thereof North 00 degrees 14 minutes 10 seconds West 442.94 feet; thence North 89 degrees 54 minutes 30 seconds East 330.0 feet to the Westerly line of said Northeast 1/4 of the Southwest 1/4; thence on last said line and on the Westerly line of said Southeast 1/4 of the Northwest 1/4 North 00 degrees 14 minutes 10 seconds West 1,216.74 feet; thence South 89 degrees 24 minutes 30 seconds East 713.17 feet; thence North 00 degrees 14 minutes 10 seconds West 1,220.49 feet to the point of beginning; EXCEPTING THEREFROM that portion thereof described on the Plat of Whispering Pines, Unit 1, as recorded in Plat Book 38, pages 24, 24A and 24B of the current public records of Duval County, Florida.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMED AGENT UPON WHOM PROCESS MAY BE SERVED.

FILED
NOV 5 1 17 PM '02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That WHISPERING PINES HOMEOWNERS ASSOCIATION
OF JACKSONVILLE, INC,

desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of Jacksonville, County of Duval, State of Florida, has named Karen E. Hall located at 8230 Pine Verde Lane (Street address and number of building, Post Office Box address not acceptable) City of Jacksonville, County of Duval, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By Karen E Hall
Karen E. Hall
(Resident Agent)