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JOSEPH CLAY MEUX, JR.

CATHLEEN ARNOLD TALBOT

June 21, 2006

Division of Corporations
Florida Department of State
409 East Gaines Street
Tallahassee, FL 32399

Re: McNair Park Villas Homeowners' Association, Inc.
Articles of Incorporation

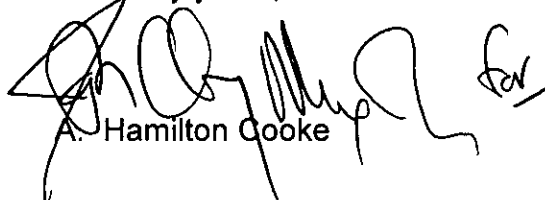
Gentlemen:

Enclosed for filing are the original Articles of Incorporation for McNair Park Villas Homeowners' Association, Inc. Also enclosed is an extra copy of the signed Articles for the purpose of certification.

I have enclosed my firm's check #4055 in the amount of \$78.75 in payment of the filing fee of \$35.00 and the Registered Agent Designation Fee of \$35.00, and check #4056 for a certified copy of the Articles of \$8.75.

Thank you for your assistance.

Sincerely yours,



A. Hamilton Cooke

AHC/ns

Enclosures

cc: Mary Kay O'Rourke

(Habitat-McNair Park Villas-Ltr-Sec-State-Trans-A-Org)

ARTICLES OF INCORPORATION

McNAIR PARK VILLAS HOMEOWNERS' ASSOCIATION, INC.

The undersigned incorporator of a non-profit corporation under Chapter 617 of the Florida Statutes, does hereby adopt the following articles of incorporation for such corporation.

**ARTICLE I
Corporation Name**

The name of the corporation (hereinafter called the "Association") is **McNair Park Villas Homeowners' Association, Inc.**

**ARTICLE II
Corporate Office and Mailing Address**

The street address of the principal office of the Association will be:

2404 Hubbard Street
Jacksonville, FL 32206

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**ARTICLE III
Duration**

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Association shall exist in perpetuity.

**ARTICLE IV
Purpose and Powers of the Association**

This Association does not contemplate pecuniary gain of profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and control of the stormwater retention system and all common areas within that certain property described as:

A replat of a portion of Lots 16, 17, and 18, Block 5, Replat of Palm Crest, according to the Plat thereof recorded in Plat Book 6, Page 84 of the current public records of Duval County; together with Lots 15, 16 and 17; a portion of Lots 5, 6, 7, 8, 9 and 18, and a portion of the former 10 foot alley Block 39, and a portion of the former right of way of Ash Street, closed by Ordinance Y-118 recorded in Deed Book 1557, Page 176 of said public records; replat of

Brentwood, according to the plat thereof recorded in Plat Book 5, Page 38, of said public records; together with a portion of Brentwood Avenue, closed by Ordinance 94-1059-584 recorded in Official Records Volume 7967, Page 2041, of said public records; together with a portion of the Charles F. Sibbald Grant, Section 55, Township 2 South, Range 26 East, City of Jacksonville, Duval County, Florida, being all of the Plat of Brentwood Park Community according to Plat Book 60 pages 116-120, of the current public records of Duval County, Florida.

Subject to certain restrictive uses, easements, rights-of-way and conditions and any additions thereto as may hereafter be brought within the jurisdiction of this Association.

The powers of the Association are to:

(a) Exercise all privileges of the Association as set forth in the Declaration of Covenants, Conditions, Restrictions, and Easements for Plat of Brentwood Park Community recorded in the public records of Duval County, Florida, as the same may be amended or supplemented from time to time, (the "Declaration"). In particular, and not in limitation, the Association shall share in payment of the costs to operate, maintain and manage the stormwater management system(s) in a manner consistent with a permit issued by the St. Johns River Water Management District and the restrictions and covenants contained therein.

(b) Assess, levy, and collect, and enforce payment by any lawful means of, all charges and assessments pursuant to the terms of the Declaration; and pay all expenses in connection therewith, including expenses incidental to the conduct of the business of the Association, and also including all licenses, taxes, or governmental charges levied on or imposed against the Association as well as insurance maintained by the Association.

(c) Acquire, own, maintain, convey, sell, lease, transfer or otherwise dispose of real property and 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 Areas to any public agency, authority or utility for such purposes and subject to such condition 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 non-profit corporations organized for the same purposes, or annex additional residential property, provided that any such merger, consolidation or annexation 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.

(h) Assessments shall be used for the maintenance and repair of the Common Areas (as defined in the Declaration) and any parks and stormwater management systems including, but not limited to, work within retention areas, drainage structures and drainage easements.

ARTICLE V
Registered Agent and Street Address of Registered Office

The initial registered agent will be:

Mary Kay O'Rourke

and the registered office for such agent will be:

2404 Hubbard Street
Jacksonville, Florida 32206

ARTICLE VI
Name and Address of Incorporator

The name and address of the incorporator is:

Mary Kay O'Rourke
2404 Hubbard Street
Jacksonville, FL 32206

ARTICLE VII
Membership

Every person or entity who is a record owner of a fee or undivided fee interest in any lot shown on the Plat of Brentwood Park Community, a subdivision, according to plat thereof recorded in Plat Book 60, Pages 116-120 inclusive, of the current public records of Duval County, Florida or in any other lot made subject to the Declaration (individually referred to as a "Lot" and collectively referred to as the "Lots") shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of a lot which is subject to assessment by the Association. In addition, the Declarant, its successors and assigns is also a Member of the Association.

ARTICLE VIII
Voting Rights

There will be two (2) classes of membership as follows:

(a) Class A. Class A Members are all owners of Lots with the exception of the Declarant (as defined in the Declaration), and 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.

(b) Class B. The Class B Members shall be the Declarant (as defined in the Declaration) who shall be entitled to three (3) votes, in all matters, for each Lot owned. The Class B membership shall cease and are converted to Class A membership three months after the total votes outstanding in the Class A membership equals the total votes outstanding in the Class B membership.

ARTICLE IX
Board of Directors

The affairs of this Association shall be managed by a Board of Directors not less than three (3) nor more than nine (9) Directors, who need not be members of the Association. The number of directors may be changed by amendment of the bylaws of the Association. However, at all times during the existence of this Association, the Declarant and the Jacksonville Housing Authority ("JHA") shall have the right, but not the obligation, to appoint one (1) board member each to the Board of Directors of this Association. The names and business addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

Mary Kay O'Rourke
Habitat for Humanity of Jacksonville, Inc.
2404 Hubbard Street
Jacksonville, Florida 32206

Regina Suggs
Habitat for Humanity of Jacksonville, Inc.
2404 Hubbard Street
Jacksonville, Florida 32206

Jane Southwell
Habitat for Humanity of Jacksonville, Inc.
2404 Hubbard Street
Jacksonville, Florida 32206

Joyce Couch
Jacksonville Housing Authority
1300 Broad Street
Jacksonville, Florida 32202

At the first annual meeting, the members shall elect three (3) directors for a term of one (1) year, three (3) directors for a term of two (2) years, and three (3) directors for a term of three (3) years; and at each meeting thereafter, the members shall elect three (3) directors for a term of three (3) years.

ARTICLE X
Corporate Officers

The Board of Directors shall elect the following officers:

President, Vice President, Secretary and Treasurer, and such other officers as the bylaws of this Association may authorize the Directors to elect from time to time. Initially, such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as officers:

President
Mary Kay O'Rourke

Vice President
Joyce Couch

Secretary
Regina Suggs

Treasurer
Jane Southwell

ARTICLE XI
Amendment to By-Laws

The bylaws of the Association may be made, altered, or rescinded at any annual meeting of the Association, or at any special meeting duly called for such purpose, on the affirmative vote of a majority of members present, in person, or by proxy, at which a quorum exists except that the Declarant or the Jacksonville Housing Authority shall have the right to veto amendments while there is Class B membership.

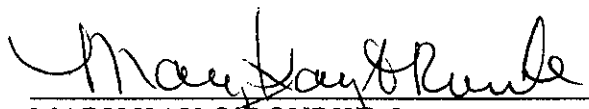
ARTICLE XII
Amendments to the Articles of Incorporation

Amendments to these articles of incorporation may be proposed by any member of the Association. These articles may be amended at any annual meeting of the Association, or at any special meeting duly called and held for such purpose, on the affirmative vote of seventy-five (75%) percent of the entire membership, except that the Declarant or the Jacksonville Housing Authority shall have the right to veto amendments while there is Class B membership. In addition, in no event may these Articles be amended to prevent the Declarant and the JHA from appointing two board members pursuant to Article IX above.

ARTICLE XIII
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 the incident of merger or consolidation, the assets of the Association shall be distributed to an appropriate public agency to be used for purposes similar to those for which the Association was created. In the event such distribution is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust, or other organization organized and operated for such similar purposes. In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the stormwater management system must be transferred to and accepted by an entity which would comply with Section 40-C-42.027, F.A.C., and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

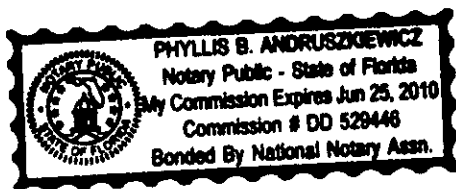
IN WITNESS WHEREOF, the undersigned incorporator of this corporation has hereunto set her hand and seal this 21 day of June, 2006.

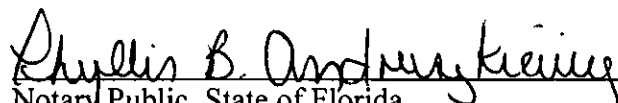


MARY KAY O'ROURKE, Incorporator

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 21 day of June, 2006 by Mary Kay O'Rourke, who is personally known to me.





Notary Public, State of Florida

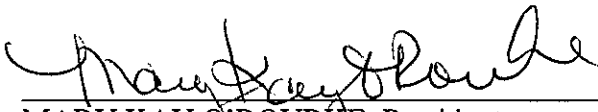
My Commission Expires: 6/25/2010

CERTIFICATE

**DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN THIS STATE**

Pursuant to Section 48.091, Florida Statutes, the following is submitted:

That McNair Park Villas Homeowners' Association, Inc. desiring to organize under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation, in the City of Jacksonville, County of Duval, State of Florida, has named Mary Kay O'Rourke, 2404 Hubbard Street, Jacksonville, Florida 32206, County of Duval, State of Florida, as its agent to accept service of process within the State of Florida.




MARY KAY O'ROURKE, President

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, I hereby accept such appointment and agree to act in this capacity, and agree to comply with the provisions of laws relating to keeping said office open.

Dated June 21, 2006.

By: 

Mary Kay O'Rourke
Registered Agent

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