

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of GENTLE WOODS HOMEOWNERS' ASSOCIATION, INC., a Florida corporation, filed on May 2, 2005, as shown by the records of this office.

The document number of this corporation is N05000004596.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Fourth day of May, 2005



CR2EO22 (2-03)

Glenda E. Hood

Glenda E. Hood
Secretary of State

**ARTICLES OF INCORPORATION
OF
GENTLE WOODS HOMEOWNERS' ASSOCIATION, INC.
A FLORIDA CORPORATION NOT FOR PROFIT**

The undersigned incorporator, by these articles, associates himself for the purpose of forming a corporation not for profit under the laws of the State of Florida, and adopts the following articles of incorporation:

ARTICLE I. NAME

The name of this corporation is **GENTLE WOODS HOMEOWNERS' ASSOCIATION, INC.** For convenience, the corporation shall be referred to in this instrument as the "association," these articles of incorporation as the "articles," and the bylaws of the association as the "bylaws."

ARTICLE II. TERM OF EXISTENCE

The association shall have perpetual existence.

ARTICLE III. PURPOSE

This association is organized for the purpose of providing an entity for the operation of a homeowners' association located in Duval County, Florida, and known as GENTLE WOODS HOMEOWNERS' ASSOCIATION, to be created under the covenants, restrictions and easements of GENTLE WOODS PHASE I, as recorded in Plat Book 57, pages 43, 43A, 43B 43C and 43D, of the current public records of Duval County, Florida, and any additional Future Development Property, which is, or may in the future become, annexed under the covenants, restrictions and easements.

ARTICLE IV. MEMBERS

Membership. The Association shall have two classes of voting membership:

Class A - Class A Members shall be all Owners who have taken title to one or more Lots, excluding the Developer. A Class A Member shall be entitled to one vote for each Lot owned by such Member. When a Lot is owned by more than one person, all such persons shall be Members. The vote for such Lot shall be exercised as the Owners determine, but in no event shall more than one vote be cast with respect to any Lot.

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Class B - The Class B Member shall be Developer, which shall be initially entitled to a number of votes equal to the number of Lots in the Property, plus one. The total number of votes of the Class B Member shall be increased at the time of annexation of Future Development Property to a number equal to the number of Lots included on the plat of the Property and the Future Development Property, plus one. The total number of votes of the Class B Member shall increase as herein set forth each time a portion of the Future Development Property is annexed as provided in this Declaration. Class B Membership shall terminate upon the happening of one of the following events, whichever first occurs: (i) when Developer has conveyed one hundred percent (100%) of the Lots located on the Property and the Future Development Property, if annexed as herein provided, or (ii) at such earlier date as Developer, in his sole discretion, may determine.

**ARTICLE V. INITIAL REGISTERED OFFICE
AND REGISTERED AGENT**

The street address of the initial registered office of this corporation is 12428 San Jose Boulevard, Suite 2, Jacksonville, Florida, 32223, and the name of the initial registered agent of this corporation at that address is GRIFFIN HELWIG.

ARTICLE VI. FIRST BOARD OF DIRECTORS

The number of persons constituting the first board of directors shall be three and their names and addresses are as follows:

NAME -----	ADDRESS -----
Frank Blazevich	14000 Rockland Road Libertyville, Illinois 60048
Michael Blazevich	14000 Rockland Road Libertyville, Illinois 60048
James T. Pearce	12297 Hidden Hills Drive Jacksonville, Florida 32225

The directors shall be elected in accordance with the by-laws.

The name and address of the sole incorporator to these articles is as follows:

NAME	ADDRESS
-----	-----
Griffin Helwig	12428 San Jose Boulevard, Suite 2 Jacksonville, Florida 32223

The corporation's mailing address is 14000 Rockland Road, Libertyville, Illinois, 60048.

ARTICLE VII. BYLAWS

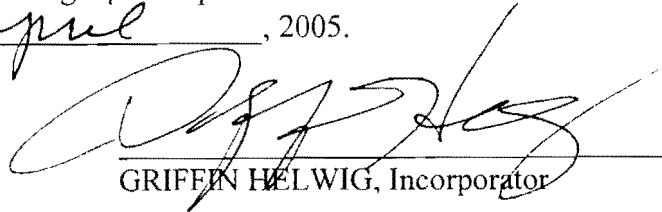
The board of directors shall adopt bylaws consistent with these articles. The bylaws may be amended by members in accordance with the terms set forth in the bylaws.

ARTICLE VIII. AMENDMENT TO ARTICLES OF INCORPORATION

These articles may be amended by the Class B Membership (for so long as there is a Class B Membership).

These articles may be amended by written amendment signed by 75% of the lot owners after a proposed amendment is made by not fewer than 50% of the lot owners at a duly called meeting of the Association in accordance with the bylaws.

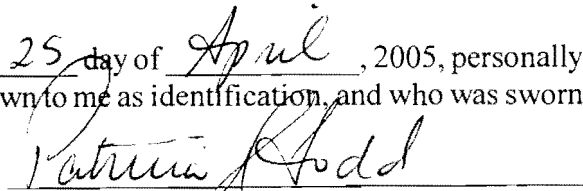
IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation on this the 25 day of April, 2005.



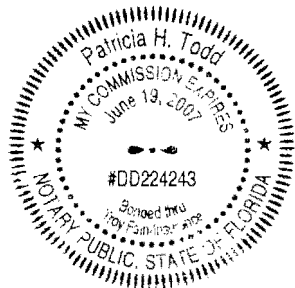
 GRIFFIN HELWIG, Incorporator

STATE OF FLORIDA
COUNTY OF DUVAL

Before me, the undersigned authority, on this 25 day of April, 2005, personally appeared GRIFFIN HELWIG, who is personally known to me as identification, and who was sworn and says that the foregoing is true.

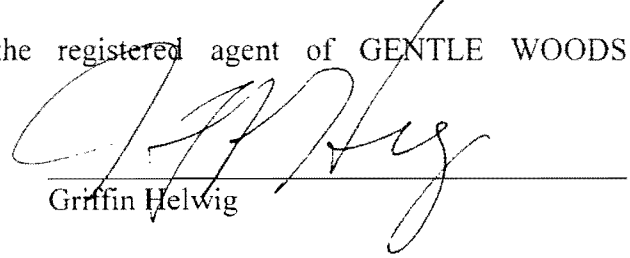


 NOTARY PUBLIC
 Print Name: _____
 My Commission Expires: _____



ACCEPTANCE OF REGISTERED AGENT

I HEREBY accept designation as the registered agent of GENTLE WOODS HOMEOWNERS' ASSOCIATION, INC.



Griffin Helwig

**BY-LAWS FOR
GENTLE WOODS HOMEOWNES' ASSOCIATION, INC.
A FLORIDA CORPORATION NOT FOR PROFIT**

**ARTICLE I
NAME AND LOCATION**

The name of the corporation is Gentle Woods Homeowners' Association, Inc. as registered with the State of Florida on May 2, 2005 under document number N05000004596, hereafter referred to as the "Association".

Section 1. Address. The initial principal office of the Association shall be located at 14000 Rockland Rd, Libertyville, IL., 60048 and can be at such other locations as determined by the Association and reflected on the current corporation registration maintained by the State of Florida, Division of Corporations.

Section 2. Meeting. Meetings of the Members and the Board of Directors of the Association may be held at such places within the State of Florida, County of Duval, as may be designated by the Board of Directors.

**ARTICLE II
DEFINITIONS**

The capitalized terms used herein and not defined herein below shall have the same meanings as set forth in the Declaration and are hereby incorporated herein by reference. "Owner," "Homeowner," "Member," and "Resident Member" are intended to be used interchangeably and to mean any person who owns a fee simple interest in Gentle Woods Subdivision.

**ARTICLE III
MEETINGS OF THE MEMBERS**

Section 1. Annual Meetings. Annual meetings of the Members shall be at such time and place as shall be determined by the Board of Directors.

Section 2. Special Meetings. Special meetings of the Members shall be held at any time and place in Duval County, Florida, when called by the president or by the Board of Directors, or upon written request of the Members who are entitled to vote one-fourth (1/4) of all the votes of the membership.

Section 3. Notice of Meetings. A written notice of all meetings of the members shall be given by, or at the direction of the secretary or persons authorized to call the meeting, to each Member entitled to vote at such meeting, by mailing a copy of such notice postage prepaid, not less than fourteen (14) days nor more than thirty (30) days prior to the date of the meeting, addressed to the Member's address last appearing on the books of the Association or as supplied by such Member to the Association for the purpose of notice. Such notice shall state the place, day, and hour of the meeting and, in the case of a special meeting, the purpose for which the meeting is called.

Section 4. Quorum. In accordance with Florida Statutes 720.306, Meetings of members; voting and election procedures; (1) QUORUM (a) and quoted herein as reference: "Unless a lower number is provided in the By-Laws, the percentage of voting interests required

to constitute a quorum at a meeting of the members shall be 30 percent (30%) of the total voting interests. Unless otherwise provided in this chapter or in the Articles of Incorporation or By-Laws, decisions that require a vote of the members must be made by the concurrence of at least a majority of the voting interests present, in person or by proxy, at a meeting at which a quorum has been attained. If any meeting of Members cannot be organized because a quorum thereof is not in attendance, the Members who are present, either in person or by proxy, may adjourn the meeting from time to time, without notice other than announcements at the meeting, until a quorum is present. In the case of the meeting being postponed, the notice provisions for the adjournment shall be determined by the Board of Directors. Once a quorum is established, withdrawal of Members shall not disestablish it”.

If the quorum requirements cannot be met at the first properly notified meeting, then the quorum requirements for the subsequent meeting held within 30-days after an adjournment shall be half of the original requirement.

Section 5. Voting. The Association has only one (1) class of voting membership which is all of the Owners of Lots. 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 (1) vote be cast with respect to any Lot.

Section 6. Proxies. Each member may vote in person or by proxy at all meetings of Members. All proxies shall be in writing, shall identify the meeting at which they are effective, and shall be filed with the secretary before the appointed time of the meeting in order to be effective. Any proxy may be revoked prior to the time a vote is cast according to such proxy and shall automatically cease upon conveyance by a Member of their Lot. A proxy will automatically expire after ninety (90) days.

ARTICLE IV **BOARD OF DIRECTORS – SELECTION & TERM OF OFFICE**

Section 1. Number. The affairs of the Association shall be managed by a Board of Directors of not less than three (3) Directors. The Board of Directors may establish from time to time additional Officer positions as needed to fill special requirements or to oversee special projects, however, these additional Officer positions will not be voting members of the Board of Directors and will serve for such terms as defined by the Board of Directors.

Section 2. Term of Office. Directors shall serve for a term of two (2) years. On even numbered years, as determined by the calendar year the Directors will be serving in, two (2) director positions will become available to be filled from the membership at the next annual meeting and on odd numbered years one (1) director position will become available to be filled from the membership at the next annual meeting. If however, there are insufficient applicants to fill the available positions or the Directors whose positions have become available do not desire to run for re-election, then the positions will be left vacant until the Board can appoint an eligible Member to fill the available positions or until the next annual meeting of the Association. In no case will an appointee to a vacant position serve past the date of the next annual meeting of the Members. If the number of Directors falls below the State mandated minimum of three (3) Directors, the Board must call for a Special Election before appointing someone to fill a vacant position.

Section 3. Removal. Any Director may be removed from the Board, with or without cause, by a majority vote of the Members of the Association. In the event of death,

resignation or removal of a Director, his successor shall be selected by the remaining Members of the Board and shall serve for the unexpired term of his predecessor or until the next annual meeting of the Members, at which time his position will become available to be filled by election.

Section 4. Compensation. No Director shall receive compensation for any service he/she may render to the Association. However, any Director may be reimbursed for his/her actual expenses incurred in the performance of their duties. All expenses must be verified by the Board prior to payment for a reimbursed expense.

Section 5. Action Taken Without A Meeting. The Directors shall have the right to take any action in the absence of a meeting that they could take at a meeting by obtaining the written approval of all Directors. Any action so approved shall have the same effect as though taken at a meeting of the Directors.

ARTICLE V
NOMINATION AND ELECTION OF DIRECTORS

Section 1. Initial Board of Directors. The initial Board of Directors shall be those officers of the corporation whose names and addresses are listed below:

- a. Frank Blazeovich 14000 Rockland Road, Libertyville, Illinois, 60048
- b. Michael Blazeovich 14000 Rockland Road, Libertyville, Illinois, 60048
- c. James T. Pearce 12297 Hidden Hills Drive, Jacksonville, Fl 32225

Section 1. Nomination. Nomination for election to the Board of Directors to be elected by the members shall be made by those individuals desiring to run for a seat on the Board. The Board of Directors, in conjunction with announcements for the Annual Meeting, shall establish the filing deadline for nominees who desire to appear on the ballot. Each nominee may have a single-sided typed biography, or position statement printed at Association expense for inclusion with the official ballots. The Association is not responsible for nor will it edit the content of individual nominee statements. Nominations from the floor are acceptable at the annual meeting, however, the Association is not subsequently required to mail new ballots to its members listing any nominee from the floor. Nominees from the floor will be acted upon only at the time of the annual meeting or any subsequent reconvening of the membership if a quorum is not present at the initial annual meeting of the membership.

Section 3. Election. Election to the Board of Directors shall be made by secret written ballot. At such election the Members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted.

ARTICLE VI
MEETINGS OF DIRECTORS

Section 1. Powers. In addition to all powers of a not for profit organization under the laws of the State of Florida, the Board of Directors shall have power to:

- a. Suspend the voting rights of a Member during any period in which such Member shall be in default in the payment of any assessment levied by the Association. Such rights may also suspended after notice and hearing, for a

period not to exceed sixty (60) days for infraction of published rules and regulations;

- b. Exercise for the Association all powers, duties and authority vested in or delegated to the Association and not reserved to the membership by other provisions of these By-Laws, the Articles of Incorporation, or the Declaration;
- c. Declare the office of a Member of the Board of Directors to be vacant in the event such Member shall be absent from three (3) consecutive regular meetings of the Board of Directors; and
- d. Employ a manager, an independent contractor, or such other employees as they deem necessary, and to prescribe their duties.

Section 2. Duties. In addition to all duties of a corporation not for profit organized under the laws of the State of Florida, it shall be the duty of the Board of Directors to:

- a. Cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the Members at the annual meeting of the Members, or any special meeting when such statement is requested in writing by one-quarter (1/4) of the Members present in person or by proxy who are entitled to vote;
- b. Supervise all officers, agents and employees of the Association, and to see that their duties are properly performed;
- c. Prepare and maintain a roster of the Members and assessments applicable thereto which shall be kept in the office of the Association, and shall be open to inspection by a Member complying with the provisions of Florida Statutes 720.303(5) or any such amendment to the Florida Statutes governing the Association, its operations or its Officers and Members.
- d. As more fully provided in the Declaration, to:
 - i. Cause an annual budget of proposed expenses of the Association to be prepared which shall include an adequate fund for the operation, maintenance, and administration of the Landscaped Area, Wetlands, Lakes, common amenities and the improvements thereon;
 - ii. Fix the amount of the annual assessment against each Lot at least thirty (30) days in advance of each annual assessment period; provided, however, the failure by the Board of Directors to comply with any provision of this paragraph, shall in no event be deemed a waiver of the rights to do so thereafter at the first Board of Directors meeting following an annual meeting of the Members.
 - iii. Send written notice of each assessment to every Owner subject thereto at least thirty (30) days in advance of each annual assessment period. If the Board of Directors cannot meet this thirty (30) day requirement it must make adjustments to the due date so as not to penalize Member Owners.
 - iv. Foreclose the lien against any Lot for which assessments, fines, and other charges are not paid within thirty (30) days after the due date or to bring action at law against the Owner personally obligated to pay the same; provided, however, the failure by the Board of Directors to enforce any provision of this

paragraph, shall in no event be deemed a waiver of the rights to do so thereafter.

- e. Issue, or cause an appropriate office or agent to issue, upon demand by any person, a certificate setting forth whether or not any assessment has been paid. A reasonable charge may be made by the Board or its agent for the issuance of these certificates. If a certificate states an assessment has been paid, such is conclusive evidence of such payment.
- f. Procure and maintain liability and hazard insurance on property owned or maintained by the Association as set forth in the Declaration and such other insurance as the Board of Directors may deem advisable. The insurance policies shall be non-assessable by the insurer against the insured.
- g. To pay, or cause to be paid, all taxes and other assessments against any property owned by the Association.
- h. To appoint such committees as the Board deems necessary to carry out each and every one of the terms, conditions, covenants, and provisions of the Declaration and such other committees as the Board deems advisable.

ARTICLE VIII

OFFICERS AND THEIR DUTIES

Section 1. Enumeration of Officers. The officers of the Association shall be a President and Vice President, who at all times be Members of the Board of Directors, a Secretary and a Treasurer, and such other officers as the Board may from time to time by resolution create.

Section 2. Election of Officers. The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting. Installation of new officers will either occur at this meeting or upon transition of control of the Board at the end of the term of the current officers.

Section 3. Term. The officers of the Association shall be elected annually by the Board and shall hold office for one (1) year unless they shall sooner die, resign, be removed, or otherwise disqualified to serve.

Section 4. Special Appointments. The Board may elect such other officers as the affairs of the Association may require, each of whom shall hold office for such period, have such authority, and perform such duties as the Board may, from time to time, determine.

Section 5. Resignation and Removal. Any officer may be removed from office with or without cause by the Board. Any officer may resign at any time by giving written notice to the Board, the President or Secretary. Such resignation shall take effect on the date of receipt of such notice or any time later specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 6. Vacancies. A vacancy in any office may be filled by appointment by the Board. The officer appointed to such vacancy shall serve for the remainder of the term of the officer they replace or until the next annual meeting of the Members at which time their position will become available to the Membership to fill by election.

Section 7. Multiple offices. The offices of Secretary and Treasurer or of Vice President and Treasurer may be held by the same person. No person shall simultaneously hold more than one of any other offices except in the case of special offices created pursuant to Section 4 of this Article.

Section 8. Duties. The duties of the officers are as follows:

- a. President: The President shall preside at all meetings of the Board of Directors, see that orders and resolutions of the Board are carried out, and sign all leases, mortgages, deeds and other written instruments.
- b. Vice President: The Vice President shall act in the place and stead of the President in the event of their absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required of him/her by the Board.
- c. Secretary: The Secretary shall record, or cause to be recorded, the votes and keep, or cause to be kept, minutes of all meetings and proceedings of the Board and of the Members, keep the seal of the Association, serve, or cause to be served, notice of meetings of the Board and of the Members, keep, or cause to be kept, appropriate current records showing Members of the Association together with their address, and shall perform such other duties as required by the Board.
- d. Treasurer: The Treasurer shall cause, or cause to be received and deposited in appropriate bank accounts all monies of the Association and shall disburse or cause to be disbursed such funds as directed by resolution of the Board of Directors, keep or cause to be kept, proper books of account, cause, or cause to be prepared, annual financial statements of the Association to be made available upon request of an Owner within the period specified in the statutes of the State of Florida upon completion of the fiscal year, prepare, or cause to be prepared, an annual budget and a statement of income and expenditures to be presented to the membership at its regular annual meeting, and shall deliver, or cause to be delivered, upon request, a copy of each to the Members.

Section 9. Compensation. No Director shall receive compensation for any service he/she may render to the Association. However, any Director may be reimbursed for his/her actual expenses incurred in the performance of their duties. All expenses must be verified by the Board prior to approval for repayment.

Section 10. Indemnification of Officers and Directors. Every Officer and every Director of this Association shall be indemnified by the Association against all expenses and liabilities including, but not limited to, attorney's fees reasonably incurred by or imposed upon each of them in conjunction with any proceeding, whether civil, criminal, administrative or investigative, or any settlement of any such proceeding, or any appeal from such proceeding, to which any of them may be a party or in which any of them may become involved by reason of their being, or having been, an Officer or Director of this Association, or by having served at the request of this Association as an Officer or Director at the time such expenses are incurred, and regardless of by whom the proceeding was brought, except in relation to matters as to which an Officer or Director should be adjudged liable for gross negligence or willful misconduct; provided,

however, in the event of a settlement, the indemnification shall apply only when the Board of Directors of this Association approved the settlement and the resulting indemnification as being for the best interest for this Association. This right of indemnification shall be in addition to and not exclusive of all other rights to which any Officer or Director may be entitled.

Expenses incurred in defending a suit or proceeding contemplated in the forgoing section may be paid at the discretion of the Board of Directors of this Association in advance of the final disposition of the action or proceeding, but only upon the authorization of all of the non-interested Directors, and only if the Officer or Director to whom the funds are being provided obligate themselves beforehand, in writing, to pay such amounts as may be ultimately determined to be an indemnification to which that Officer or Director is not entitled.

This Association shall have the power to purchase and maintain insurance on behalf of any person who is or was an Officer or Director of this Association, or is or was serving at the request of this Association as a Officer or Director of another corporation, against any liability asserted against any of them and incurred by any of them in that capacity, or arising out of their status as such, whether or not the Association would have the power to indemnify against such liability under the provisions of the article.

ARTICLE IX **COMMITTEES**

The Association shall appoint an Architectural Review Committee as provided in the Declaration. In addition, the Board of Directors shall appoint other committees as deemed appropriate in carrying out its purpose. If enough Members of the Association cannot be found to fill an Architectural Review Committee the Board of Directors may carry out the duties of this committee as provided in the Declaration.

ARTICLE X **BOOKS AND RECORDS**

The books, records and papers of the Association shall at all times during reasonable business hours, and in compliance with the provisions of Florida Statutes 720.303(5) or any such amendment to the Florida Statutes governing the Association, its operations or its Officers and Members, be subject to inspection by any Member or a mortgagee of a Lot. The Declaration, the Articles of Incorporation and the By-laws of the Association shall be available for inspection by any Member during reasonable business hours, and in compliance with the above referenced Florida Statutes, at the principal office of the Association where copies may be purchased at a reasonable cost.

ARTICLE XI **ASSESSMENTS**

As more fully provided in the Declaration, each Member is obligated to pay to the Association annual and special assessments which are secured by a continual lien upon the property against which such assessment is made. Any assessments that are not paid when due shall be delinquent. If the assessment is not paid within thirty (30) days after the due date, the assessment shall bear interest from the due date at the rate of

eighteen percent (18%) per annum, or at the maximum legal rate allowed by law, whichever is higher, and the Association may bring action at law against the Owner personally obligated to pay the same or foreclose the lien against the property. Interest, collection costs and reasonable attorneys' fees of any such action shall be added to the amount of such assessment. No owner may waive or otherwise escape liability for the assessments provided herein by abandonment of his/her Lot.

ARTICLE XII
AMENDMENTS

These By-Laws of the 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. No amendment need be recorded in the public records of Duval County, Florida. On any subsequent amendments by the Board of Directors, notice of the change will be distributed to the Members who may request a copy of the revised By-Laws. In addition, any subsequent revision or amendment to the original text must be lined through as such: ~~Example~~, and any additions to the original text must be underlined as such: Example. The copy bearing these revision and addition marks must be the version signed by the Board of Directors, who may later authorize a "clean" version be produced which incorporates all revisions or amendments thereto. The version signed by the Board of Directors must be maintained in the official records of the Association for a period of seven (7) years.

In case of any conflict between the Articles and these By-Laws, the Articles shall control; and in the case of any conflict between the Declaration, and any amendment thereto, and these By-Laws, the Declaration shall control.

ARTICLE XIII
MISCELLANEOUS

The fiscal year of the Association shall begin on the first day of January and end on the 31st day of December of every year, except that the first fiscal year began on the date of incorporation. Roberts Rules of Order, or a modification of such by the Board of Directors, shall govern the conduct of the Association's meetings, when not in conflict with the Declaration, the Articles, these By-Laws or Statutes of the State of Florida. Depository of the Association shall be such bank or banks, credit union or credit unions, as shall be designated by the Board in which monies of the Association shall be deposited. If a management company is providing day-to-day duties in the name of the Association, the Board of Directors will oversee approval of payments made in conjunction with the approved budget of the Association and any other expense as authorized by the Board to carry out its duties.

Gentle Woods
HOMEOWNERS ASSOCIATION

BY: James T. Pearce
Print: James T. Pearce
As Its President *mop*