

**AMENDED ARTICLES OF
INCORPORATION**
OF AZALEA POINTE OWNERS ASSOCIATION, INC.
(a corporation not-for-profit)

I. NAME AND DEFINITIONS

The name of this corporation shall be AZALEA POINTE OWNERS ASSOCIATION, INC. All defined terms contained in these Articles shall have the same meanings as such terms are defined by the Declaration of Covenants and Restrictions for Azalea Pointe Subdivision recorded or to be recorded in the public records of Nassau County, Florida ("Declaration").

II. PRINCIPAL OFFICE AND MAILING ADDRESS

The location of the corporation's principal office and its mailing address shall be 5440 First Coast Highway, Amelia Island, Florida, 32034, or at such other place as may be established by resolution of the Association's Board of Directors from time to time.

III. PURPOSES

- A. To promote matters of common interest and concern of the Owners of the Property more particularly described in and defined by the Declaration.
- B. To own, maintain, repair and replace the Common Area, including, without limitation, the streets, street lights, landscaping, structures and other improvements located thereon, for which the obligation to maintain and repair has been delegated to and accepted by the Association.
- C. To cooperate with other associations responsible for administration of adjacent or contiguous properties in matters of common interest to the Association and such other associations and to contribute to such common maintenance interests whether within or without the Property.
- D. To provide, purchase, acquire, replace, improve, maintain, operate and repair such buildings, structures, landscaping, paving and equipment, and to provide such other services for the benefit of the members of the Association, as the Board of Directors in its discretion determines necessary, appropriate and/or convenient.
- E. To operate without profit for the sole and exclusive benefit of its Members.
- F. To perform all of the functions contemplated for the Association and undertaken by the Board of Directors pursuant to the terms and conditions of the Declaration.

- G. The Association shall operate, maintain and manage the surface water or stormwater management system in a manner consistent with the St. Johns River Water Management District permit no. 40-089-0132-ERP requirements and applicable District rules, and shall assist in the enforcement of the restrictions and covenants herein.

IV. GENERAL POWERS

- A. To hold funds solely and exclusively for the benefit of the Members for 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 where such is deemed in the interest of the Association.
- D. To purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of real or personal property, to enter into, make, perform or carry out contracts of every kind with any person, firm, corporation or association; 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 the Declaration and these Articles of Incorporation and not forbidden by the laws of the State of Florida.
- E. To fix assessments to be levied against all or any portion of the Property to defray expenses and costs of effectuating the objects and purposes of the Association and to create reasonable reserves for such expenditures and to authorize its Board of Directors to enter into agreements with other property owner's associations or maintenance entities for the collection of such assessments.
- F. To charge recipients for services rendered by the Association and the users of the Association property where such is deemed appropriate by the Board of Directors of the Association and permitted by the Declaration.
- G. To pay taxes and other charges, if any, on or against property owned, accepted or maintained by the Association.
- H. To borrow money and, from time to time, to make, accept, endorse, execute and issue debentures, promissory notes or other obligations of the Association for monies borrowed, or in payment for property acquired, or for any of the other purposes of the Association and to secure the payment of such obligations by mortgage, pledge or other instrument of trust, or by lien upon, assignment of or agreement in regard to all or any part of the property rights or privileges of the Association wherever situated.
- I. To merge with any other association which may perform similar functions located within the same general vicinity of the Property.
- J. In general, to have all powers conferred upon a corporation by the laws of the State of Florida, except as prohibited herein and by the terms and conditions set forth in the Declaration.

- K. The Association shall levy and collect adequate assessment against members of the Association for the costs of maintenance and operation of the surface water or stormwater management system.

V. Members

The Members ("Members") shall consist of Owners of Lots located within the property. Membership in the Association is appurtenant to and inseparable from ownership of a Lot.

VI. VOTING AND ASSESSMENTS

- A. Members shall be all Owners who shall be entitled to one (1) vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members of the Association. However, the vote for any such Lot shall be exercised as the Owner's thereof shall determine, but in no event shall more than one vote be cast with respect to any Lot.
- B. When one or more persons or entities holds an interest or interests in any Lot or other portion of the Property all such persons shall be Members and the vote(s) for such portions of the Property shall be exercised as they among themselves shall determine. The votes for any Lot, or other portion of the Property cannot be divided for any issue and must be voted as a whole, except where otherwise required under the provisions of these Articles, the Declaration or by law. The affirmative vote of a majority of the votes allocated to the Members cast at any meeting of the Members duly called at which a quorum is present, or cast by written ballot by a quorum of the membership, shall be binding upon the Members and the Association.
- C. The Association will 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 the Articles and Bylaws of the Association relating thereto.
- D. The assessments shall be used for the maintenance and repair of the surface water or stormwater management system including but not limited to work within retention areas, drainage structures and drainage easements.

VII. BOARD OF DIRECTORS

- A. The affairs of the Association shall be managed by a Board of Directors consisting of three (3) or five (5) Directors, as determined by the Board. Directors elected by the Owners shall be Members of the Association.
- B. Elections shall be by plurality vote. 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 each Director so elected or appointed shall be for two (2) years and thereafter until their successors are duly appointed or elected and qualified, or until removed from

office with or without cause by the affirmative vote of a majority of the Members which elected or appointed them.

VIII. OFFICERS

- A. The Officers of the Association shall be a 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 may be held by the same person except the offices of President and Secretary. Officers shall be elected for a minimum of a one (1) year term in accordance with the procedure set forth in the Bylaws.

IX. CORPORATE EXISTENCE

The corporate existence of the Association shall commence upon the filing of these Articles of Incorporation with the Secretary of State of the State of Florida and shall be perpetual unless otherwise dissolved according to law or as provided herein.

X. BYLAWS

The Board of Directors shall adopt Bylaws consistent with these Articles. Such Bylaws may be altered, amended or repealed by resolution of the Board of Directors.

XI. AMENDMENTS TO ARTICLES OF INCORPORATION AND BYLAWS

These Articles may be altered, amended or repealed upon the affirmative vote of Members holding not less than two-thirds (2/3) of the total votes allocated to the Members pursuant to these Articles.

XII. INCORPORATOR

The name and address of the Incorporator is as follows:

Michael Antonopoulos
2021 Art Museum Drive, Suite 200
Jacksonville, FL 32207

XIII. INDEMNIFICATION OF OFFICERS AND DIRECTORS

- A. To the extent allowed by law, 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 Association to procure a judgment in its favor, brought to impose a liability or

penalty on such person for an act alleged to have been committed by such person in his capacity as a Director or officer of the Association or as 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 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 thereof, 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.

XIV. 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. All such contracts or transactions shall, however, be fair and reasonable and upon terms reasonably comparable to those which could be obtained in arms-length transactions with unrelated entities. 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.

XV. DISSOLUTION OF THE ASSOCIATION

- A. 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. Dedication to any applicable municipal or other governmental authority of any property determined by the Board of Directors of the Association to be appropriate for such dedication and which the authority is willing to accept.
 - 2. Remaining assets shall be distributed among the Members, subject to the limitation set forth below, each Member's share of the assets to be determined by multiplying such remaining assets by a fraction the numerator of which is all amounts assessed by the Association since its organization against the portion of Property which is owned by the Member at that time and the denominator of which is the total amount (excluding penalties and interest) assessed by the Association against all properties which at the time of dissolution are part of the Property. The year of dissolution shall count as a whole year for purposes of the preceding fractions.
- B. The Association may be dissolved upon a resolution to that effect being approved by a majority of the Board of Directors and by Members holding not less than two-thirds (2/3) of the total votes allocated to the Members pursuant to the Articles. In the event of incorporation by annexation or otherwise of all or part of the Property by a political subdivision of the State of Florida, the Association may be dissolved in the manner set forth above.
- 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 Nassau River Water Management District, Florida Department of

Environmental Protection or other governmental authority having jurisdiction pursuant to the requirements of Rule 40C-42.027, Florida Administrative Code, or other administrative regulation of similar import.

XVI. MERGERS AND CONSOLIDATIONS

Subject to the provisions of the Declaration applicable to the Property and to the extent permitted by law, the Association may participate in mergers and consolidations with other nonprofit corporations organized for the same purposes provided that any such merger or consolidation shall be approved in the manner provided by Chapter 617, Florida Statutes, as the same may be amended from time to time.

The AZALEA POINTE OWNERS ASSOCIATION, INC has caused this Amendment to be approved by no less than 2/3 of the members by ballot as noted at a duly-called and noticed meeting on the 28 day of October, 2025.

IN WITNESS WHEREOF, the AZALEA POINTE OWNERS ASSOCIATION, INC has caused this Amendment to be executed in its name on October 28th, 2025.

Anita Fleming
Witness:

Anita Fleming
Witness:

By: James Smith
James Smith, President

By: Douglas Brandt
Douglas Brandt, Secretary

STATE OF FLORIDA
COUNTY OF NASSAU

Before me, the undersigned authority, personally appeared James Smith, President of AZALEA POINTE OWNERS ASSOCIATION, INC., and Douglas Brandt, Secretary of President of AZALEA POINTE OWNERS ASSOCIATION, INC., who acknowledged before me that they executed the foregoing, and who are personally known to me or produced the following identification: DL.



Leah Turner
Notary Public
My commission expires: 6/23/28