


TURTLEBACK CROSSING

"LEGAL DOCUMENTS"

C O N T E N T S

- \*\*\*\*Articles of Incorporation of Turtleback Crossing Association, Inc.
- \*\*\*\*Turtleback Crossing Association, Inc. Annual Operating Budget and Reserves
- \*\*\*\*By-Laws of Turtleback Crossing Association, Inc.
- \*\*\*\*Declaration of Restrictions and Supplementary Declaration of Covenants for the Players Club at Sawgrass (Turtleback Crossing)
- \*\*\*\*Declaration of Covenants and Restrictions for Turtleback Crossing
- \*\*\*\*Amendment and Extension of the Declaration of Covenants and Restrictions for Turtleback Crossing (Phase Two)

STATE OF FLORIDA  
  
Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of TURTLEBACK CROSSING ASSOCIATION, INC., a corporation organized under the Laws of the State of Florida, filed on October 12, 1983, as shown by the records of this office.

The charter number of this corporation is 770728.

Given under my hand and the Great Seal of the State of Florida, at Tallahassee, the Capital, this the 13th day of October, 1983.

George Jirstone  
Secretary of State



ARTICLES OF INCORPORATION  
OF

TURTLEBACK CROSSING ASSOCIATION, INC.

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ARTICLES OF INCORPORATION  
OF

TURTLEBACK CROSSING ASSOCIATION, INC.

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 TURTLEBACK CROSSING ASSOCIATION, INC. called the "Association" in these Articles.

ARTICLE II

Office and Registered Agent

This Association's principal office is located at Number 2 Turtleback Trail, Ponte Vedra Beach, St. Johns County, 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 St. Johns County, Florida, and any additions as hereafter may be brought within this Association's jurisdiction:

770728  
MAY 12 1971  
10 31 AM '71

All of TURTLEBACK CROSSING Unit One as per the plat thereof recorded in Plat Book 15, pages 22 through 25 of the Public Records of St. Johns 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 in accordance with that certain Declaration of Covenants and Restrictions for Turtleback Crossing 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 the provisions of the Declaration pertaining to the Association in 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. Maintain the Common Areas and the property of the Association and cause the exteriors of 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 is 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 first to occur of the following events: (1) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or (11) 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 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.<br>Jacksonville, FL 32207 |
| Jerome W. Jacquot  | 1325 San Marco Blvd.<br>Jacksonville, FL 32207 |
| M. Susan Gawron    | 1325 San Marco Blvd.<br>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           |
| Jerome W. Jacquot   | Vice President      |
| Peggy Ann Dickson<br>1325 San Marco Blvd.<br>Jacksonville, FL 32207 | Secretary/Treasurer |

ARTICLE VIII

Duration

This Association exists perpetually.

ARTICLE IX

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 XI, below.

ARTICLE X

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 XI, below.

ARTICLE XI

Other Approvals

As provided in Article XI, paragraph 11.4, of the Declaration, the approval of the Developer and the holders of sixty-seven percent (67%) 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 or the Association's By-Laws that directly affect in an adverse manner the rights of Developer or such First Mortgage holders; and (iii) the merger, consolidation, or dissolution of this Association.

ARTICLE XII

Voting Requirements

Section 1. Percentage Requirements. Unless any provision of these Articles, the Declaration or the By-Laws expressly requires the approval of both classes of membership, the majority vote of those members present and voting at a duly called and convened meeting shall constitute the act of the membership. If any provision of these Articles, the Declaration, or the By-Laws expressly requires the approval of both classes of membership, and in the absence of an express provision requiring a specified percentage of the total votes eligible to be cast by either or both classes

of membership, the majority vote of those members of each class present and voting at a meeting duly called and convened is sufficient to constitute the act of that class.

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 the Class A members present and voting and of Developer for so long as Developer is a member of the Association: (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 owned 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 XIII

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 XIV

Subscribers

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

|   |  |
|---|--|
| David A. Bingemann<br>10 Tenth Street #25<br>Atlantic Beach, FL 32233 | Bert C. Simon<br>12806 Hood Landing Road<br>Jacksonville, FL 32223 |
| Jerome W. Jacquot<br>1532 Palm Avenue<br>Jacksonville, FL 32207       |  |

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 17<sup>th</sup> day of October, 1983.

  
David A. Bingemann

  
Jerome W. Jacquot

  
Bert C. Simon

STATE OF FLORIDA  
COUNTY OF DUVAL

BEFORE ME, the undersigned authority, this day personally appeared \_\_\_\_\_, to me well known to be the person described in, and who signed the foregoing Articles of Incorporation of TURKLEBACK CROSSING 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 \_\_\_\_ day of \_\_\_\_\_, 198\_\_.

Notary Public  
My commission expires:  
NOTARY PUBLIC, STATE OF FLORIDA  
My commission expires Dec. 29, 1985

STATE OF FLORIDA  
COUNTY OF DUVAL

BEFORE ME, the undersigned authority, this day personally appeared \_\_\_\_\_, to me well known to be the person described in, and who signed the foregoing Articles of Incorporation of TURKLEBACK CROSSING 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 \_\_\_\_ day of \_\_\_\_\_, 198\_\_.

Notary Public  
My commission expires:  
NOTARY PUBLIC, STATE OF FLORIDA  
My commission expires Dec. 29, 1985

STATE OF FLORIDA  
COUNTY OF DUVAL

BEFORE ME, the undersigned authority, this day personally appeared \_\_\_\_\_, to me well known to be the person described in, and who signed the foregoing Articles of Incorporation of TURKLEBACK CROSSING 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 \_\_\_\_ day of \_\_\_\_\_, 198\_\_.

Notary Public  
My commission expires:

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

FURTLERBACK CROSSING 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 St. Johns County, Florida has named David A. Bingemann, whose business office is c/o ERSCO, 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.

DATED this 11<sup>TH</sup> day of October, 1983.

By: David A. Bingemann  
President

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 11<sup>TH</sup> day of October, 1983.

David A. Bingemann  
David A. Bingemann

FILED  
1983 OCT 12 4 10:01  
TALLAHASSEE

|   |          |        |              |
|---|----------|--------|--------------|
| Project Signage                                 | 10 Years | 4,000  | 400          |
| Common Streets Paving                           | 20 Years | 40,000 | <u>2,000</u> |
| TOTAL REPLACEMENT RESERVES                      |          |        | \$7,380      |
| AVERAGE: \$9.04 Per Unit Per Month              |          |        |              |
| TOTAL ANNUAL EXPENSES AND REPLACEMENT RESERVES: |          |        | \$86,853     |

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