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2003 FEB -6 PM 2:32

TALLAHASSEE, FLORIDA

**TRANSMITTAL LETTER**

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**SUBJECT:** Valrico Pointe Master Association, Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00  
Filing Fee

\$78.75  
Filing Fee &  
Certificate of  
Status

\$78.75  
Filing Fee  
& Certified Copy

\$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

**FROM:** Valrico Pointe Master Association Inc.  
Name (Printed or typed)

P O Box 2614  
Address

Brandon, FL 33509-2614  
City, State & Zip

Mike Chadwell 813-654-2881  
Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**

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2009 FEB -6 PM 2:32

STATE  
OF FLORIDA

**EXHIBIT "A"**

**ARTICLES OF INCORPORATION**

**OF**

**VALRICO POINTE MASTER ASSOCIATION, INC.**

The undersigned subscriber to these Articles of Incorporation for the purpose of forming a corporation not-for-profit, pursuant to Chapter 617 of the Florida Statutes, does hereby adopt the following Articles for such corporation:

**ARTICLE I. NAME**

The name of the corporation is Valrico Pointe Master Association, Inc.

**ARTICLE II. PRINCIPAL OFFICE**

The principal office of the Master Association is located at 137 West Robertson Street Brandon, FL 33511, (**MAILING: P O Box 2614 Brandon, FL 33509-2614**). The Board of Directors of the Master Association may change the location of the principal office of said Master Association from time to time.

**ARTICLE III. REGISTERED AGENT**

**Michael Chadwell** whose address is **401 Citrus Wood Lane Valrico, FL 33594**, is hereby appointed the initial registered agent of this Association.

**ARTICLE IV. DEFINITIONS**

"Articles" shall mean these Articles of Incorporation.

"Developer" shall mean **CHADWELL HOMES CORPORATION**, a Florida corporation, its successors and assigns.

"Directors" shall mean the members of the Board of Directors of the Master Association and their successors in office duly elected and serving in that capacity in accordance with the Bylaws.

"Master Association" shall mean and refer to Valrico Pointe Master Association, Inc., a Florida corporation not-for-profit, its successors and assigns.

"Master Declaration" shall mean the Master Declaration for Valrico Pointe recorded in the Public Records of Hillsborough County, Florida, to which a certified copy of these Articles of Incorporation are attached as Exhibit "A".

In addition to the foregoing terms, all other defined terms used herein shall have the meanings as set forth in the Master Declaration.

#### ARTICLE V. PURPOSE

The Master Association has been formed for the purpose of performing the obligations of the Master Association under and pursuant to the Master Declaration and for other purposes.

#### ARTICLE VI. POWERS AND DUTIES

In addition to all powers provided in Chapter 617 of the Florida Statutes, and in addition to all of the powers provided by law, the Master Association shall have the following powers and duties:

A. Perform all of the obligations of the Master Association under the Master Declaration and pay all the costs associated with the performance by the Master Association of the obligations of the Master Association under the Master Declaration.

B. Establish a budget annually for the operation of the Master Association and the performance of all of the duties and obligations of the Master Association, including, but not limited to, the payment of all professional fees and costs of attorneys, accountants, engineers, surveyors, contractors and agents and all other persons employed by or contracted with by the Master Association, the cost of a standard fidelity bond covering all Directors, officers and all other employees of the Master Association in an amount to be determined by the Directors, the cost of workers compensation insurance to the extent necessary to comply with Chapter

440 of the Florida Statutes, the cost of liability insurance insuring the Master Association against any and all liability to the public and any other insurance deemed necessary by the Directors.

C. Fix, levy, collect, and enforce payment by any lawful means of all charges and assessments pursuant to the terms of the Master Declaration, these Articles and the Bylaws of the Master Association; bring proceedings for collection of charges and assessments in the event of non-payment; pay all expenses in connection therewith, and all office and other expenses incidental to the conduct of the business of the Master Association, including all licenses, taxes, or governmental charges levied on or imposed against the property of the Master Association;

D. Receive a conveyance of the Drainage Easements, subject to the provisions of the Master Declaration, Articles and Bylaws.

E. 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 Master Association;

F. With the unanimous approval of the Members, borrow money, and mortgage, pledge, grant a deed in trust or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

G. Operate and maintain the surface water management system associated with the Drainage Facilities and the Drainage Easements.

H. Sue and be sued.

I. Contract for services to provide for the operation and maintenance required to be performed by the Master Association.

J. Establish rules and regulations with respect to the use and operation of the Drainage Facilities and the surface water management system.

K. Receive an assignment of the Permit or Permits issued by SWFWMD for the operation of the surface water management system and Drainage Facilities.

L. Exercise any and all powers, rights and privileges that a nonprofit corporation organized under Chapter 617 of the Florida Statutes by law may now

or hereafter have or exercise, as well as all other express and implied powers of corporations not-for-profit.

The Master Association shall be operated as a non-profit organization for the benefit of its Members. The Master Association is organized and shall be operated exclusively for the purposes set forth above and in the Master Declaration. The activities of the Master Association will be financed by assessments against members as provided in the Master Declaration and in accordance with the Bylaws and no part of any net earnings of the Master Association will inure to the benefit of any member.

#### ARTICLE VII. MEMBERS

Membership in the Master Association is set forth in the Master Declaration. At any meeting of Members of the Master Association, each Member shall be entitled to one vote.

#### ARTICLE VIII. DURATION

The period of duration of the Master Association shall be perpetual, unless sooner dissolved pursuant to provisions of Florida Statutes 617, as amended.

#### ARTICLE IX. INCORPORATOR

The name and residence address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Michael Chadwell	401 Citrus Wood Lane Valrico, FL 33509-2614

#### ARTICLE X. DIRECTORS AND OFFICERS

The affairs of the Master Association shall be managed by a Board of Directors. The Board of Directors shall be elected by the Members at the annual meeting of the Members. Vacancies on the Board of Directors may be filled until the beginning of the next fiscal year of the Master Association in such a manner as

provided by the Bylaws. The officers shall be: a President, Vice President, Secretary, and Treasurer. They shall be elected by the Board of Directors. The officers and Directors shall perform such duties, hold office for such term, and take office at such time as shall be provided by the Bylaws.

#### ARTICLE XI. INITIAL DIRECTORS

The number of persons constituting the initial Board of Directors of the Master Association shall be three (3). The initial Board of Directors who shall serve until July 1 immediately following the first election at the regular annual meeting are:

<u>NAME</u>	<u>ADDRESS</u>
Michael Chadwell	401 Citrus Wood Lane Valrico, FL 33594
Roger Crockett	405 Citrus Wood Lane Valrico, FL 33594
Robert Chadwell	4008 Valrico Grove Drive Valrico, FL 33594

#### ARTICLE XII. BYLAWS

The Bylaws of the Master Association may be made, altered, or rescinded as provided for in the Bylaws of the Master Association. However, the initial Bylaws of the Master Association shall be made and adopted by the initial Board of Directors of the Master Association.

#### ARTICLE XIII. AMENDMENT OF ARTICLES OF INCORPORATION

Amendments to these Articles may be proposed by any Member of the Master Association. These Articles may be amended at any annual meeting of the Members of the Master Association, or at any special meeting duly called and held for such purpose, by the unanimous vote of the Members. So long as the Developer owns at least five percent (5%) of the Lots in any Subdivision, no amendment to these Articles may be made without the prior written consent of the Developer, which the Developer may withhold in the Developer's sole and exclusive

discretion. There shall be no amendment to these Articles which modifies, amends or changes the obligations and duties of the Master Association with respect to the surface water management system and the Drainage Facilities without the prior approval of SWFWMD. A copy of each amendment shall be filed with the Secretary of State, pursuant to the provisions of the applicable Florida Statutes and a copy certified by the Secretary of State shall be recorded in the public records of Hillsborough County, Florida.

#### ARTICLE XIV. DISSOLUTION


The Master Association may be dissolved with the assent given in writing and signed by all of the Members. So long as the Developer owns any portion of the Property, this Master Association may not be dissolved without the prior written consent of the Developer, which consent may be unreasonably withheld, in the Developer's sole and exclusive discretion. Upon dissolution of the Master Association, other than incident to merger or consolidation, the assets of the Master Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Master Association was created and such public agency shall assume the obligations and perform the duties of the Master Association as set forth in the Master Declaration. 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 which shall assume all of the duties and obligations of the Master Association under the Master Declaration.

#### ARTICLE XV. FHA/VA APPROVAL

So long as there is a Class B membership in any Association, the following actions will require the prior written approval of the Federal Housing Administration or the Veterans' Administration: Annexation of additional properties, merger and consolidations, mortgaging of the assets of the Master Association, dedication of any of the assets of the Association for public purposes, dissolution and amendment to these Articles of Incorporation.

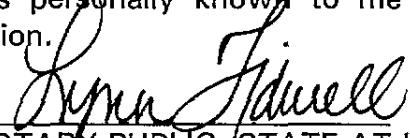


IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned subscriber has executed these Articles of Incorporation this 27th day of January, 2003.

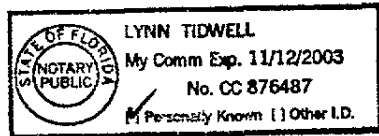
  
Michael Chadwell

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 27TH day of January, 2003, by Michael Chadwell, who is personally known to me or who produced a Florida Drivers License as identification.

  
NOTARY PUBLIC, STATE AT LARGE  
Print Name: Lynn Tidwell  
My Commission Expires: 11/12/2003

(AFFIX NOTARY SEAL)



ACCEPTANCE OF REGISTERED AGENT

The undersigned hereby accepts the appointment as registered agent of VALRICO POINTE MASTER ASSOCIATION, INC., as set forth in the foregoing Articles of Incorporation.

DATED this 27th day of January, 2003.

  
Michael Chadwell  
Registered Agent

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TALLAHASSEE, FLORIDA