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TALLAHASSEE, FLORIDA

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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**NAME OF CORPORATION:** Terrace River Landings Townhome Association  
**DOCUMENT NUMBER:** N05000002999

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Gyonne Scaglione  
(Name of Contact Person)

\_\_\_\_\_  
(Firm/ Company)

218 E. BEARSS AVE #409  
(Address)

Tampa FL 33613  
(City/ State/ and Zip Code)

For further information concerning this matter, please call:

Gyonne at ( 813 ) 908-2211  
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- |  |   |  |   |
|--|---|--|---|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input checked="" type="checkbox"/> \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed) |
|--|---|--|---|

**Mailing Address**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**  
Amendment Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

April 11, 2005

Ms. Pamela Smith  
Document Specialist  
Florida Department of Corporations  
PO Box 6327  
Tallahassee, FL 32314

Re: Letter 705A00023661

Dear Ms. Smith:

As per our conversation today, I have changed the title on the articles to read "Amended & Restated Articles of Incorporation for Terrace River Landings Townhome Association, Inc." If these changes do not meet the requirements, please phone me so that we can discuss and address all changes that are necessary.

We are not resubmitting payment as our return check you noted in the letter was not included.

Thank you for your assistance.

Yvonne Scaglione  
813-908-2211 / 813-508-5303  
[Yvonne@biz-ventures.com](mailto:Yvonne@biz-ventures.com)

AMENDED & RESTATED ARTICLES OF INCORPORATION  
FOR  
TERRACE RIVER LANDINGS TOWNHOME ASSOCIATION, INC.

**FILED**  
05 APR 13 AM 11:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

A Florida Corporation Not For Profit

The undersigned incorporator, a resident of the State of Florida and of full age, hereby makes, subscribes, acknowledges and files with the Department of the State of Florida these Amended and Restated Articles of Incorporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is Terrace River Landings Townhome Association, Inc., a Florida corporation not for profit, (hereinafter called the "Association" in these Articles.)

ARTICLE II

OFFICE AND REGISTERED AGENT

This Association's registered office is 218 East Bearss Avenue # 409, Tampa, Florida, Hillsborough County, Florida, and its registered agent is Ronald E. Scaglione, who maintains a business office at 218 East Bearss Avenue # 409, Tampa, Florida 33613. 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

This Association does not contemplate pecuniary gain or profit to its members and the specific purposes for which it is formed are to provide for the maintenance, preservation and

architectural control of all common areas and other residence Units within that certain tract of property (hereinafter called the Property) in Hillsborough County, Florida and more particularly described as Terrace River Landings.

#### ARTICLE IV

##### POWERS

Without limitation this Association is empowered to:

- (a) Declaration. Exercise all rights, powers, privileges and perform all duties, of this Association set forth in that certain Declaration of Covenants, Conditions and Restrictions (hereinafter called the Declaration) applicable to the property and recorded or to be recorded in the Public Records of Hillsborough County, Florida and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth in full;
- (b) Property. In any lawful manner, acquire, own, hold, improve, manage, operate, maintain, repair, replace, operate, 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, specifically including the surface water management system facilities, including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, floodplain compensation areas, wetlands and any associated buffer areas, and wetland mitigation areas.
- (c) Assessments. Fix, levy, collect, and enforce by any lawful means all charges or assessments established by, or pursuant to, the Declaration; and to use and expend the proceeds of assessments in the exercise of its powers and duties hereunder.
- (d) Costs. Pay all costs, expenses, and obligations lawfully incurred in connection with this Association's affairs including, without limitation, all licenses, taxes, or other governmental charges levied or imposed against this Association's property; and contract for services, such as to provide for operation and maintenance of facilities including surface water management system facilities.
- (e) Borrowing. Borrow money and, with the approval of two-thirds of each class of

members, mortgage, pledge, deed in trust, 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 three-fourths of the 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 seventy-five percent (75%) of the members determine.

(g) Mergers. With the approval of two-thirds (2/3) of the members, participate in mergers and consolidations with other non-profit corporations organized for similar purposes.

(h) Rules. From time to time adopt, alter, amend, rescind, and enforce reasonable rules and regulations governing the use of the Lots, Units, Common Area, and Corporate Property consistent with the rights and duties established by the Declaration and these Articles and governing Members responsibilities.

(i) General. Have and exercise all common law rights, powers, and privileges and those 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 to effectuate the exercise of any right, power, or privilege so granted.

(j) Enforcement. To enforce by legal means the obligations of the members of the corporation; the provisions of the Declaration, and the provisions of a dedication or conveyance of the Corporate Property to the corporation with respect to the use and maintenance thereof; to sue and be sued.

## ARTICLE V MEMBERSHIP

Every person who from time to time holds the record fee simple title to, or any undivided fee

simple interest in, any Unit that is subject to the provisions of the Declaration is a member of this Association, including contract sellers, but excluding all other persons who hold any interest in any Unit merely as security for the performance of an obligation. An Owner of more than one Unit is entitled to one membership for each Unit owned. Membership is appurtenant to, and may not be separated from, ownership of at least one Unit that is subject to the provisions of the Declaration, and membership may not be transferred other than by transfer of title to such Unit. Each membership is transferred automatically by conveyance of title of a Unit.

## ARTICLE VI VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A members shall be all Owners, with the exception of the Declarant (as defined in the Declaration), and shall be entitled to one vote for each Unit owned. When more than one person holds an interest in any Unit, all such persons shall be members. The vote for such Unit shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Unit.

Class B. The Class B member shall be the Declarant, and shall be entitled to three (3) votes for each Unit owned. The Class B membership shall cease and be converted to Class A membership on the happening of the following events, whichever occurs earlier:

- (a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or
- (b) on the anniversary date five years from the date when the first Unit is conveyed to an individual purchaser.
- (c) on a date when Declarant shall record a notice terminating its Class B membership status.

ARTICLE VII  
BOARD OF DIRECTORS

Section 1. This Association's affairs are managed by a Board of Directors composed of three Directors. The initial Directors named below shall serve until this Association's first annual meeting. The term of office for all Directors is one year. Before any such annual meeting, all vacancies occurring on the Board of Directors, if any, will be filled by majority vote of the remaining Directors, even if less than a quorum. Any Director may succeed himself or herself in office. All Directors will be elected by ballot. Each member may cast as many votes for each vacancy as such member has; and the person receiving the largest number of votes cast for each vacancy is elected. Cumulative voting is not permitted. Directors need not be Association members.

Section 2. 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, or are removed, are:

Name: Ronald E. Scaglione  
Carmen Y. Scaglione

Address: 218 E. Bearss Avenue, #409  
Tampa, Florida, 33613

ARTICLE VIII  
INCORPORATOR

The name and address of the incorporator is:

Name: Ronald E. Scaglione

Address: 218 E. Bearss Avenue #409  
Tampa, Florida 33613

ARTICLE IX  
DISSOLUTION

This Association may be dissolved in the manner from time to time provided by the laws of the State of Florida and with the assent given in writing and signed by not less than two-thirds (2/3)



of each class of members. Upon dissolution of this Association in any manner other than incident to a merger or consolidation, all of this Association's assets including the control or right of access to the property containing the surface water management system facilities, must be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. If dedication is refused, such assets must be granted, conveyed, and assigned to any nonprofit corporation, association, trust, or other organization to be devoted to such similar purposes. In no event, however may any assets inure to the benefit of any member or other private individual.

#### ARTICLE X DURATION

This Association exists perpetually.

#### ARTICLE XI 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 with the approval of a majority of each class of members, except as to those provisions for Amendment to the By Laws which are provided in the Declaration or any Supplemental Declaration in which case those provisions shall control such Amendments.

#### ARTICLE XII 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, provided that each such amendment must have the approval in writing of two-thirds of the entire membership, except as to those provisions for Amendment which are provided in the Declaration or any Supplemental Declaration in which case those provisions shall control such Amendments.

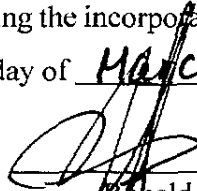
ARTICLE XIII  
INTERPRETATION

Express reference is made to the Declaration where necessary to interpret, construe, and clarify the provisions of the Articles. Without limitation, all terms defined in the Declaration have the same meaning where used in these Articles. By subscribing and filing these Articles, the incorporators intend its provisions to be consistent with the provisions of the Declaration and to be interpreted, construed, and applied with those of the Declaration to avoid inconsistencies or conflicting results.

ARTICLE XIV  
FHA/VA APPROVAL

As long as there is a Class B membership, the following actions may require the prior approval of the Federal Housing Administration or the Veterans Administration: annexation of additional properties, mergers and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution and amendment of these Articles.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, I, the undersigned, constituting the incorporator of this Association, have executed these Articles of Incorporation this 27 day of March, 2005.

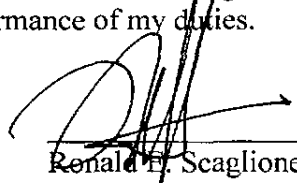
  
\_\_\_\_\_  
Ronald E. Scaglione

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.

Terrace River Landings Townhome Association, Inc., desiring to organize under the laws of the State of Florida, as a corporation not for profit with its principal office, as indicated in its Articles of Incorporation, at 218 E. Bearss Avenue, # 409, Tampa, Florida, 33613, County of Hillsborough, State of Florida, has named Ronald E. Scaglione, whose business offices is 218 E. Bearss Avenue #409, Tampa, Florida 33613, as its registered agent to accept service of process within Florida.

ACCEPTANCE

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 this capacity, and I further agree to comply with the provisions of all statutes, including the duties and obligations imposed by Section 617.0503, relative to the proper and complete performance of my duties.

  
\_\_\_\_\_  
Ronald E. Scaglione

Date: 3/27/05

Articles of Amendment *+ Restated*  
to  
Articles of Incorporation  
of

*Terrace River Landings Townhome Association Inc.*  
(Name of corporation as currently filed with the Florida Dept. of State)

*N05000002944*

(Document number of corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

**NEW CORPORATE NAME (if changing):**

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

**AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE)** Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

*See attached.*

The date of adoption of the amendment(s) was: 3/27/2005

Effective date if applicable: \_\_\_\_\_  
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- ☐ There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signed this 11th day of April, 2005.

Signature \_\_\_\_\_

(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

Ronald E. Scaglione

(Typed or printed name of person signing)

President

(Title of person signing)

**FILING FEE: \$35**