

MAY. 5. 2006. 12:21PM
Division of Corporations

TRENAM, KEMKER

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NO6000004989

Florida Department of State
Division of Corporations
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Account Name : TRENAM, KEMKER, SCHARF, BARKIN, FRYE, O'NEILL & MULLIS, P.A.
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JTM 05-6020

FLORIDA PROFIT/NON PROFIT CORPORATION

BELFAIR PARK PROPERTY OWNERS ASSOCIATION, INC.

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$78.75

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
BELFAIR PARK PROPERTY OWNERS ASSOCIATION, INC.,
a Florida corporation not for profit**

In compliance with the requirements of Florida Statute, Chapter 617, the undersigned, resident of Florida, and of full age, for the purpose of forming a corporation not for profit does hereby certify:

**ARTICLE I
NAME OF CORPORATION**

The name of the corporation is BELFAIR PARK PROPERTY OWNERS ASSOCIATION, INC., a corporation not for profit organized under Chapter 617 of the Florida Statutes (hereinafter referred to as the "Association").

**ARTICLE II
PRINCIPAL OFFICE**

The principal office of the Association is located at Post Office Box 24282, Tampa, Florida 33623, which shall be the initial registered office of the Association.

**ARTICLE III
PURPOSE AND POWERS OF THE ASSOCIATION**

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is organized and for which it is to be operated are to provide for maintenance, preservation, and care of the property of the Association, and to provide architectural control of the residence lots and common area within that certain tract of property described in the Declaration of Covenants, Conditions, Restrictions and Easements for Belfair Park Townhomes (hereinafter called the "Declaration"), recorded or to be recorded in the Office of the Clerk of the Circuit Court, Hillsborough County, Florida and as the same may be amended from time to time as therein provided (hereinafter referred to as the "Property"), and to promote the health, safety and welfare of the residents within the Property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for these purposes. In connection therewith, the Association shall have the following powers:

(a) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration;

(b) To fix, levy, collect and enforce payment by any lawful means, all charges or assessments due to the Association or any other person affiliated with the Association pursuant to the terms of the Declaration; to pay all expenses in connection therewith; and to pay all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

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(c) To 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 Association;

(d) To borrow money, and with the affirmative vote of Owners (as defined in the Declaration) holding not less than two-thirds (2/3) of the total votes of the Association as described in Article V hereof, mortgage, pledge or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) To dedicate, sell, or transfer all or any part of the Common Area (as defined in the Declaration) to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the members. Any such dedication or transfer shall be effective with the affirmative vote of Owners holding not less than two-thirds (2/3) of the total votes of the Association, as described in Article V hereof;

(f) To participate in mergers and consolidations with other non-profit corporations organized for the same purposes, provided that any such merger or consolidation shall have the affirmative vote of Owners holding not less than two-thirds (2/3) of the total votes of the Association, as described in Article V hereof;

(g) To annex additional property and common area in the manner set forth in the Declaration;

(h) To have and to exercise any and all powers, rights and privileges a corporation organized under Florida law, including Chapter 617, Florida Statutes, by law may now or hereafter have or exercise;

(i) To levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the surface water or stormwater management systems, including but not limited to work within retention areas, drainage structures, and drainage easements;

(j) To operate, maintain, and manage the surface water or stormwater management system, including all lakes, retention areas, culverts, and related appurtenances, in a manner consistent with the applicable permit requirements and rules, and assist in the enforcement of the restrictions and covenants contained therein;

(k) To adopt and publish rules and regulations governing the use of the Common Area, and the personal conduct of the Members and their guests thereon, and to establish penalties for any infraction thereof; and

(l) To sue and be sued in the name of the Association.

ARTICLE IV **MEMBERSHIP**

Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subject to the Declaration, including contract sellers, shall be a member of the Association with the voting rights described in Article V hereof. The foregoing shall not include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any lot which

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is subject to assessment by the Association.

ARTICLE V **VOTING RIGHTS**

The Association shall have two classes of voting membership with the relative rights and preferences as follows:

Class A: The Class A Members shall be all Owners, with the exception of Declarant, of any lot shown upon any recorded plat of the Property (hereinafter "Lot" or "Lots"). Each Class A member shall be entitled to one (1) vote for each Lot owned. When more than one (1) person holds an interest in any Lot, each such person shall be a member; however, the vote for such Lot shall be exercised by a majority of all such Persons as they determine, but in no event shall more than one (1) vote be cast with respect to any Lot.

Class B: The Class B Member shall be Declarant (as defined in the Declaration), who shall be entitled to three (3) times the total number of votes of the Class A Members plus one (1). Unless converted earlier and voluntarily by Declarant, the Class B membership shall cease and be converted to Class A membership upon the first to occur of any of the following events:

- (a) Three (3) months after the conveyance by Declarant of ninety percent (90%) of all of the Lots intended to be governed by the Declaration; or
- (b) Seven (7) years from the date of the recording of the Declaration; or
- (c) At the election of Declarant (whereupon the Class A Members shall be obligated to elect the Board and assume control of the Association).

ARTICLE VI **BOARD OF DIRECTORS**

The affairs of the Association shall be managed by a Board of Directors, consisting of not less than three (3) nor more than seven (7) directors, who need not be members of the Association. The initial number of directors shall be three (3) and may be changed by amendment of the bylaws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the election of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
Frank G. Cisneros, Jr.	P.O. Box 24282, Tampa, Florida 33623
Frank G. Cisneros	P.O. Box 24282, Tampa, Florida 33623
J. Carlos Cisneros	P.O. Box 24282, Tampa, Florida 33623

The manner in which the directors are appointed is as stated in the bylaws.

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ARTICLE VII
DISSOLUTION

The Association may be dissolved upon the affirmative vote of two-thirds (2/3) of the voting interests of the Association as described in Article V hereof. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency or to any non-profit corporation, association, trust or other organization to be used for purposes similar to those for which this Association was created. In the event of termination, dissolution, or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or stormwater management system must be transferred to and accepted by an entity which would comply with Section 40, Florida Administrative Code, and be approved by the Southwest Florida Water Management District prior to such termination, dissolution, or liquidation.

ARTICLE VIII
DURATION

The existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State of the State of Florida. The Association shall exist perpetually.

ARTICLE IX
AMENDMENTS

The Association shall have the right to amend these Articles at any time upon the affirmative vote of Owners holding not less than two-thirds (2/3) of the total votes of the Association as described in Article V hereof. Amendments may be proposed by resolution approved by a majority of the Board of Directors; provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of the members, without approval in writing by all members and the joinder of all record owners of mortgages upon the Lots. No amendment shall be made that is in conflict with Florida law or the Declaration unless the latter is amended to conform to the same.

ARTICLE X
BYLAWS

The bylaws of the Association shall be adopted by the Board of Directors at the first meeting of Directors, and may be altered, amended or rescinded thereafter in the manner provided therein.

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ARTICLE XI
HUD/VA APPROVAL

As long as there is a Class B membership and the Department of Housing and Urban Development ("HUD") or Veterans Administration ("VA") is holding, insuring, or guaranteeing any loan secured by property subject to the Declaration, each of the following actions will require the prior approval of the HUD or VA: (i) annexation of additional properties; (ii) merger or consolidation of the Association; (iii) mortgaging of the Common Area; (iv) dissolution of the Association; or (v) amendment of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned, constituting the Incorporator of this Association, has executed these Articles of Incorporation as of this 4th day of May, 2006.

INCORPORATOR:

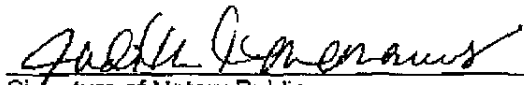


ROBERT G. STERN, ESQ.

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 4th day of May, 2006, by Robert G. Stern, who is personally known to me or has produced a valid driver's license as identification.





Signature of Notary Public

Judith Tara McManus

Print name of Notary Public

Notary Public State of Florida

My Commission Expires:

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TRENAM, KEMKER

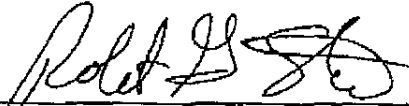
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CONSENT OF REGISTERED AGENT

Having been named as Registered Agent for this corporation at the office designated in the foregoing Articles of Incorporation, I am familiar with the duties and obligations of Registered Agent and I hereby agree to act in this capacity and to comply with all statutes relative to the proper and complete performance of my duties.

REGISTERED AGENT:



ROBERT G. STERN, ESQ.

Address:

Trenam Kemker
Attn: Robert G. Stern
Bank of America Plaza, Suite 2700
101 E. Kennedy Boulevard
Tampa, Florida 33606