

Florida Department of State

**N20 000000318**  
Division of Corporations  
Electronic Filings Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

(((H20000011524 3)))



H200000115243ABCP

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To: Division of Corporations  
Fax Number : (850) 617-6381

From: Account Name : DIAZ LEYVA & GIL PLLC  
Account Number : I20190000103  
Phone : (305) 203-0673  
Fax Number : (305) 676-8994

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

Email Address: \_\_\_\_\_

**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**Madison Villages Townhomes Homeowners Association In**

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
| Certified Copy        | 0       |
| Page Count            | 01      |
| Estimated Charge      | \$70.00 |

SECRETARY OF STATE  
TALLAHASSEE, FL

2020 JAN 13 AM 10:31

**FILED**

SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FL

2020 JAN 13 PM 12:06

**RECEIVED**

*Handwritten signature and date: 1/14/20*

#200000115243

COVER LETTER

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

SUBJECT: Madison Villages Townhomes Homeowners  
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: Diaz Leyva + Gil PLLC  
Name (Printed or typed)  
1501 Venera Avenue, Suite 20  
Address  
Coral Gables, FL 33146  
City, State & Zip  
(305) 203-0673  
Daytime Telephone number  
DDL@d1gpllc.com  
E-mail address: (to be used for future annual report notification)

2020 JAN 13 AM 10:31  
SECRETARY OF STATE  
TALLAHASSEE, FL

FILED

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

H200000115243

**ARTICLES OF INCORPORATION**  
In compliance with Chapter 617, F.S., (Not for Profit)

**ARTICLE I NAME**

The name of the corporation shall be: Madison Villages Townhomes Homeowners Association Inc.

**ARTICLE II PRINCIPAL OFFICE**

Principal street address: 17425 Bridge Hill Ct.  
Suite 101  
Tampa, FL 33647  
Mailing address, if different is: \_\_\_\_\_

**ARTICLE III PURPOSE**

The purpose for which the corporation is organized is: (i) provide for ownership, operation, maintenance and preservation of the common areas, and improvements thereon; (ii) perform the duties delegated to it in the Declaration, Bylaws and these Articles; (iii) administer the rights and interests of the Association and the Owners, in perpetuity unless properly dissolved in accordance with the Declaration.

**ARTICLE IV MANNER OF ELECTION**

The manner in which the directors are elected and appointed: As stated in the Bylaws.

**ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS**

Name and Title: Jeff Riopelle - PD Name and Title: \_\_\_\_\_  
Address: 17425 Bridge Hill Ct. Address: \_\_\_\_\_  
Suite 101  
Tampa, FL 33647  
Name and Title: Brian Martin - TD Name and Title: \_\_\_\_\_  
Address: 17425 Bridge Hill Ct. Address: \_\_\_\_\_  
Suite 101  
Tampa, FL 33647  
Name and Title: John Szczesny - SD Name and Title: \_\_\_\_\_  
Address: 17425 Bridge Hill Ct. Address: \_\_\_\_\_  
Suite 101  
Tampa, FL 33647

SECRETARY OF STATE  
TALLAHASSEE, FL

2020 JAN 11 AM 10:23

FILED

H200000115243

Name and Title: \_\_\_\_\_ Name and Title: \_\_\_\_\_

Address \_\_\_\_\_ Address: \_\_\_\_\_

Name and Title: \_\_\_\_\_ Name and Title: \_\_\_\_\_

Address \_\_\_\_\_ Address: \_\_\_\_\_

**ARTICLE VI REGISTERED AGENT**

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Name: Diaz Leyva + Gil PLLC  
Address: c/o Daniel Diaz Leyva, Esq.  
1501 Venera Avenue, Suite 203  
Coral Gables, FL 33146

**ARTICLE VII INCORPORATOR**

The name and address of the Incorporator is:

Name: Diaz Leyva + Gil PLLC  
Address: c/o Daniel Diaz Leyva, Esq.  
1501 Venera Avenue, Suite 203  
Coral Gables, FL 33146

**ARTICLE VIII EFFECTIVE DATE:**

Effective date, if other than the date of filing: 1/10/2020 (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than five days prior or 90 days after the filing.)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

\_\_\_\_\_  
Required Signature of Registered Agent

1/10/2020  
Date

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

\_\_\_\_\_  
Required Signature of Incorporator

1/10/2020  
Date

H200000115243

ARTICLES OF INCORPORATION  
OF  
MADISON VILLAGES TOWNHOMES HOMEOWNERS ASSOCIATION INC.  
(A FLORIDA NOT FOR PROFIT CORPORATION)

In compliance with the requirements of the laws of the State of Florida and for the purpose of forming a not-for-profit corporation, the undersigned does hereby acknowledge:

1. Name of the Corporation. The name of the corporation is MADISON VILLAGES TOWNHOMES HOMEOWNERS ASSOCIATION INC., a Florida not-for-profit corporation (the "Association").

2. Principal Office. The principal office of the Association is 17425 Bridge Hill Court, Suite 101, Tampa, Florida 33647.

3. Registered Office – Registered Agent. The street address of the Registered Office of the Association is 1501 Venera Avenue, Suite 203, Coral Gables, Florida 33146. The name of the Registered Agent is Diaz Leyva & Gil PLLC, c/o Daniel Diaz Leyva, Esq.

4. Definitions. The Community Declaration for Madison Villages Townhomes Homeowners Association Inc. (the "Declaration") will be recorded in the Public Records of Hillsborough County, Florida, and shall govern all of the operations of the community to be known as Madison Villages Townhomes. All Owners of Real Property within the community known as Madison Villages Townhomes shall be Members of the Association governed by the Declaration. All initially capitalized terms not defined herein shall have the meanings set forth in the Declaration.

5. Purpose of the Association. The Association is formed to: (i) provide for ownership, operation, maintenance and preservation of the Common Arcas, and improvements thereon; (ii) perform the duties delegated to it in the Declaration, Bylaws and these Articles; and (iii) administer the rights and interests of the Association and the Owners, in perpetuity unless properly dissolved in accordance with the Declaration. In the event of dissolution, the Declaration shall provide that any permitted projects shall be transferred to and maintained by the agency with jurisdiction over such permitted project.

6. Not for Profit. The Association is a not-for-profit Florida corporation and does not contemplate pecuniary gain to, or profit for, its members.

7. Powers of the Association. The Association shall, subject to the limitations and reservation set forth in the Declaration reserved to it, have all the powers, privileges and duties reasonably necessary to discharge its obligations, including, but not limited to, the following:

7.1 To perform all the duties and obligations of the Association set forth in the Declaration and Bylaws, as herein provided;

#200000115243

7.2 To enforce, by legal action or otherwise, the provisions of the Declaration and Bylaws and of all rules, regulations, covenants, restrictions, and agreements governing or binding the Association.

7.3 To fix, levy, collect and enforce payment, by any lawful means, of all Assessments pursuant to the terms of the Declaration, these Articles and Bylaws;

7.4 To pay all Operating Expenses, including, but not limited to, all licenses, taxes or governmental charges levied or imposed against the property of the Association;

7.5 To acquire (by gift, purchase or otherwise), annex, own, hold, improve, build upon, operate, maintain, convey, grant rights and easements, sell, dedicate, lease, transfer or otherwise dispose of real or personal property (including Common Areas) in connection with the functions of the Association except as limited by the Declaration;

7.6 To borrow money, and (i) if prior to the Turnover Date, upon the approval of (a) a majority of the Board; and (b) the written consent of the Declarant; or (ii) from and after the Turnover Date, approval of (a) a majority of the Board; and (b) fifty-one percent (51%) of the Voting Interests present (in person or by proxy) at a duly noticed meeting of the members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred, including without limitation, the right to collateralize any such indebtedness with the Association's Assessment collection rights;

7.7 To dedicate, grant, license, lease, concession, create easements upon, sell or transfer all or any part of the property reserved to it within the townhome phase of Madison Villages Townhomes, the Common Areas, Lots, Parcels and Homes as provided therein and in the Declaration and to effectuate all of the purposes for which the Association is organized;

7.8 To participate in mergers and consolidations with other non-profit corporations organized for the same purposes;

7.9 To adopt, publish, promulgate or enforce rules, regulations, covenants, restrictions or agreements governing the Association, reserved to it in connection with the townhome phase of Madison Villages Townhomes, the Common Areas, Lots, Parcels and Homes as provided therein and in the Declaration and to effectuate all of the purposes for which the Association is organized;

7.10 To have an exercise any and all powers, rights, and privileges which a corporation organized under Chapter 617 or Chapter 720, Florida Statutes by law may now or hereafter have or exercise;

7.11 To employ personnel and retain independent contractors to contract for management of the Association, the townhome phase of Madison Villages Townhomes, and the Common Areas as provided in the Declaration and to delegate in such contract all or any part of the powers and duties of the Association;

A-200000115243

7.12 To contract for services to be provided to, or for the benefit of, the Association, Owners, the Common Areas, and the townhome phase of Madison Villages Townhomes, as provided in the Declaration, such as, but not limited to, landscape maintenance, irrigation system, and garbage pick-up and disposal, including, but not limited to operating and performing maintenance of a permitted project by any agency with jurisdiction over said project, including, but not limited to, the South West Florida Water Management District, on property owned by the Association.

7.13 To establish committees and delegate certain of its functions to those committees; and

7.14 To have the power to sue and be sued.

8. Voting Rights. Owners and the Declarant shall have the voting rights set forth in Declaration.

9. Board of Directors. The affairs of the Association shall be managed by a Board of odd number with not less than three (3) or more than five (5) members. The initial number of Directors shall be three (3). Board members shall be appointed and/or elected as stated in the Bylaws. After the Turnover Date, the election of Directors shall be held at the annual meeting. The names and addresses of the members of the first Board who shall hold office until their successors are appointed or elected, or until removed, are as follows:

| Name          | Address  |
|---------------|--|
| Jeff Riopelle | 17425 Bridge Hill Court, Suite 101<br>Tampa, Florida 33647 |
| Brian Martin  | 17425 Bridge Hill Court, Suite 101<br>Tampa, Florida 33647 |
| John Szczesny | 17425 Bridge Hill Court, Suite 101<br>Tampa, Florida 33647 |

10. Dissolution. In the event of the dissolution of the Association other than incident to a merger or consolidation, any member may petition the Circuit Court having jurisdiction of the Judicial Circuit of the State of Florida for the appointment of a receiver to manage its affairs of the dissolved Association and to manage the Common Areas, in the place and stead of the Association, and to make such provisions as may be necessary for the continued management of the affairs of the dissolved Association and its properties.

11. Duration. Existence of the Association shall commence with the filing of these Articles with the Secretary of State, Tallahassee, Florida. The Association shall exist in perpetuity.

12. Amendments.

H200000115243

12.1 General Restrictions on Amendments. Notwithstanding any other provision herein to the contrary, no amendment to these Articles shall affect the rights of the Declarant unless such amendment receives the prior written consent of the Declarant, which may be withheld for any reason whatsoever. If the prior written approval of any governmental entity or agency having jurisdiction is required by applicable law or governmental regulation for any amendment to these Articles, then the prior written consent of such entity or agency must also be obtained. No amendment shall be effective until it is recorded in the Public Records.

12.2 Amendments prior to the Turnover. Prior to the Turnover, but subject to the general restrictions on amendments set forth above, the Declarant shall have the right to amend these Articles as it deems appropriate, without the joinder or consent of any person or entity whatsoever, except to the extent limited by applicable law as of the date of the Declaration is recorded. The Declarant's right to amend under this Section is to be construed as broadly as possible. In the event that the Association shall desire to amend these Articles prior to the Turnover, The Association must first obtain the Declarant's prior written consent to any proposed amendment. An amendment identical to that approved by the Declarant may be adopted by the Association pursuant to the requirements for amendments from and after the Turnover. The Declarant shall join in such identical amendment so that its consent to the same will be reflected in the Public Records.

12.3 Amendment From and After the Turnover. After the Turnover, but subject to the general and specific restrictions on amendments set forth above, these Articles may be amended with the approval of (i) a majority of the Board; and (ii) fifty-one percent (51%) of the Voting Interests present (in person or by proxy) at a duly noticed meeting of the members.

12.4 Compliance with HUD, FHA, VA, FNMA, and GNMA. Prior to the Turnover, the Declarant shall have the right to amend these Articles, from time to time, to make such changes, modifications, and additions therein and thereto as may be requested or required by HUD, FHA, VA, FNMA, and GNMA or any other governmental agency or body as a condition to, or in connection with such agency's or body's regulatory requirements or agreement to make, purchase, accept, insure, guaranty, or otherwise approve loans secured by mortgages on Lots. No approval or joinder of the Association, other Owners or any other party shall be required or necessary to such amendment. After the Turnover, but subject to the general restrictions on amendments set forth above, the Board shall have the right to amend these Articles, from time to time, to make such changes, modifications and additions therein and thereto as may be required or required by HUD, FHA, VA, FNMA, and GNMA or any other governmental agency or body as a condition to, or in connection with such agency's or body's regulatory requirements or agreement to make, purchase, accept, insure, guaranty or otherwise approve loans secured by mortgages on Lots. In addition, the Board may amend these Articles as it deems necessary or appropriate to make the terms of these Articles consistent with applicable law in effect from time to time. No approval or joinder of the Owners, or any other party shall be required or necessary to any such amendments by the Board. Any such amendments by the Board shall require the approval of a majority of the Board.

13. Limitations



H200000115243

13.1 Declaration is Paramount. No amendment may be made to these Articles which shall in any manner reduce, amend, affect or modify the terms, conditions, provisions, rights and obligations set forth in the Declaration.

13.2 Rights of Declarant. There shall be no amendment to these Articles which shall abridge, reduce, amend, effect or modify the rights of the Declarant.

13.3 Bylaws. These Articles shall not be amended in a manner that conflicts with the Bylaws.

14. Officers. The Board shall elect a President, Vice President, Secretary, Treasurer, and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board shall from time to time determine. The names and addresses of the Officers who shall serve until their successors are elected by the Board are as follows:

|                     |               |  |
|---------------------|---------------|--|
| President           | Jeff Riopelle | 17425 Bridge Hill Court, Suite 101<br>Tampa, Florida 33647 |
| Vice President      | Brian Martin  | 17425 Bridge Hill Court, Suite 101<br>Tampa, Florida 33647 |
| Secretary/Treasurer | John Szczesny | 17425 Bridge Hill Court, Suite 101<br>Tampa, Florida 33647 |

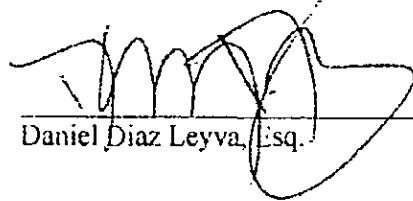
15. Indemnification of Officers and Directors. The Association shall and does hereby indemnify and hold harmless every Director and every Officer, their heirs, executors, and administrators, against all loss, cost and expenses reasonably incurred in connection with any action, suit or proceeding to which such Director or Officer may be made a party by reason of being or having been a Director or Officer of the Association, including reasonable counsel fees and paraprofessional fees at all levels of proceeding. This indemnification shall not apply to matters wherein the Director or Officer shall be finally adjudged in such action, suit or proceeding to be liable for or guilty of gross negligence or willfully misconduct. The foregoing rights shall be in addition to, and not exclusive of, all other rights to which such Director or Officers may be entitled.

16. Transactions in Which Directors or Officers are Interested. No contract or transaction between the Association and the one (1) or more of its Directors or Officers or the Declarant, or between the Association and any other corporation, partnership, the Association, or other organization in which one (1) or more of its Officers or Directors are Officers, Directors, or employees or otherwise interested shall be invalid, void or voidable solely for this reason, or solely because the Officer or Director is present at, or participates in, meetings of the Board thereof which authorized the contract or transaction or solely because said Officers' or Directors' votes are counted for such purpose. No Director or Officer of the Association shall incur liability by reason of the fact that such Director or Officer may be interested in any such contract or transaction. Interested Directors shall disclose the general nature of their interest and may be counted in

H200000115243

determining the presence of a quorum at a meeting of the Board which authorized the contract or transaction.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, being the Incorporator of this Association, has executed these Articles of Incorporation as of this 10<sup>th</sup> day of January, 2020.



Daniel Diaz Leyva, Esq.

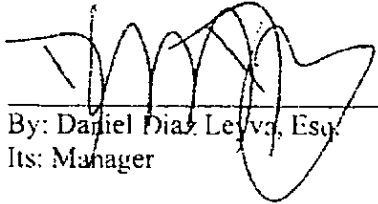
H200000/15243

ACCEPTANCE OF REGISTERED AGENT

The undersigned, having been named to accept service of process for the above stated corporation at the place designated in this certificate, hereby agrees to act in this capacity, and is familiar with, and accepts, the obligations of this position and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties.

Dated this 10<sup>th</sup> day of January, 2020

Diaz Leyva & Gil PLLC  
A Florida professional limited liability company



By: Daniel Diaz Leyva, Esq.  
Its: Manager

Registered Office:  
1501 Venera Avenue, Suite 203  
Coral Gables, Florida 33146

Principal Corporation Office:  
17425 Bridge Hill Court, Suite 101  
Tampa, Florida 33647

FILED  
2020 JAN 13 AM 10:31  
SECRETARY OF STATE  
TALLAHASSEE, FL