

N0000003508

ATTORNEYS' TITLE

Requestor's Name

660 E. Jefferson St.

Address

Tallahassee, FL 32301

City/St/Zip

850-222-2785

Phone #

00 MAY 30 AM 9: 36

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1- TIMBER CREST ACRES OWNER'S ASSOCIATION, INC.

2-

3-

4-

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-05/31/00--01001--011
*****78.75 *****78.75

☒ Walk-in

☐ Pick-up time ASAP

☒ Certified Copy

☐ Mail-out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS

<input type="checkbox"/>	Profit
<input checked="" type="checkbox"/>	Non-Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS

<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS

<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION

<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
00 MAY 30 PM 4: 15
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Examiner's Initials

PKJ/30/00

**ARTICLES OF INCORPORATION
OF
TIMBER CREST ACRES OWNER'S ASSOCIATION, INC.,
a Florida not-for-profit corporation**

FILED
00 MAY 30 AM 9: 36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P R E A M B L E:

TIMBER CREST ACRES OWNER'S ASSOCIATION, INC., a Florida corporation ("Declarant"), owns certain property in Pasco County, Florida. Declarant intends to record a Declaration for Timber Crest Acres (the "Declaration") which will affect the property. This Association is being formed to administer the Declaration and to perform, among other things, the duties and exercise the powers pursuant to the Declaration, as and when the Declaration is recorded in the Public Records of Pasco County, Florida with these Articles attached as an Exhibit. All of the definitions contained in the Declaration shall apply to these Articles, and to the By-Laws of the Association. Until such time as the Declaration is so recorded, the incorporated shall be the sole member of the Association.

**ARTICLE I
NAME**

The name of the corporation is: TIMBER CREST ACRES OWNER'S ASSOCIATION, INC. (hereinafter referred to as the "Association").

**ARTICLE II
PURPOSE**

The purposes for which the Association is organized are as follows:

1. To operate as a corporation not-for-profit pursuant to Chapter 617 of the Florida Statutes.
2. To administer, enforce and carry out the terms and provisions of the Declaration, as same may be amended from time to time.
3. To administer, enforce and carry out the terms and provisions of any other declaration of covenants and restrictions or similar document, submitting property to the jurisdiction of, or assigning responsibilities, rights or duties to the Association, and accepted by the Board.
4. To promote the health, safety, welfare, comfort, and social and economic welfare of the Association Members, and the Lot Owners and residents of the Property, as authorized by the Declaration, by these Articles, and by the By-Laws.

ARTICLE III

POWERS

The Master Association shall have the following powers:

1. All of the common law and statutory powers of a not-for-profit corporation under the laws of Florida which are not in conflict with the terms of these Articles.
2. All of the powers, express or implied, granted to the Association by the Declaration or which are reasonably necessary in order for the Association to administer, enforce, carry out and perform all of the acts, functions, rights and duties provided in, or contemplated by, the Declaration.
3. To make, establish and enforce rules and regulations governing the use and maintenance of the Property.
4. To make and collect assessments against Members of the Association to defray the costs, expenses, reserves and losses incurred or to be incurred by the Association and to use the proceeds thereof in the exercise of the Association's powers and duties.
5. To own, purchase, sell, mortgage, lease, administer, manage, operate, maintain, improve, repair and/or replace real and personal property.
6. To purchase insurance for the protection of the Association, its officers, Directors and Members, and such other parties as the Association may determine to be in the best interests of the Association.
7. To operate, maintain, repair, and improve all Common areas, and such other portions of the Property as may be determined by the Board from time to time.
8. To employ personnel necessary to perform the obligations, services and duties required of or to be performed by the Association and/or to contract with others for the performance of such obligations, services and/or duties.
9. To operate and maintain the surface water management and drainage system for the Property as permitted by the Southwest Florida Water Management District, including all lakes, retention areas, culverts and related appurtenances.
10. To sue and be sued.

ARTICLE IV

MEMBERS

1. MEMBERS.

1.01 OWNER MEMBERS. The Owner of any lot shall be a Member of the Association. Such memberships shall be initially established upon the recording of these Articles and the Declaration among the public records of Pasco County, Florida.

1.02 Declarant shall be a Member of the Association so long as Declarant owns any of the Property, or holds a mortgage encumbering any Property.

2. TRANSFER OF MEMBERSHIP.

2.01 Transfer of membership in the Association shall be established by the recording in the Public Records of the Pasco County, a deed or other instrument establishing a transfer of record title to any Property for which membership has already been established as hereinabove provided, the Owner(s) designated by such instrument of conveyance thereby becoming a Member, and the prior Owner's membership thereby being terminated. In the event of death of a Member, his membership shall be automatically transferred to his heirs or successors in interest. Notwithstanding the foregoing, the Association shall not be obligated to recognize such a transfer of membership until such time as the Association receives a true copy of the deed or other instrument establishing the transfer of ownership of the Property, and it shall be the responsibility and obligation of the former and new Owner of the Property to provide such true copy of said instrument to the Association.

3. MEMBERS' VOTING RIGHTS. The total number of Members' votes shall be equal to the total number of Lots within the Property from time to time. On all matters upon which the membership shall be entitled to vote, there shall be one (1) vote for each Lot.

4. The By-Laws shall provide for an annual meeting of the Members of the Association and may make provision for special meetings of the Members.

ARTICLE V
DIRECTORS

1. The affairs of the Association shall be managed by a Board consisting of not less than three (3) Directors, and which shall always be an odd number. The number of Directors shall be determined in accordance with the By-Laws. In the absence of such determination, there shall be three (3) Directors.

2. The Directors of the Association shall be elected by the Members, except that Declarant shall have the right to appoint Directors of the Association as follows (the "Declarant Control Period"):

2.01 Declarant shall have the right to appoint all of the Directors of the Association until the earlier of the following: (i) one year after fifty percent (50%) of the Lots that will be ultimately contained within the Property have been built and conveyed to purchasers; (ii) three (3) months after seventy-five percent (75%) of the Lots that may be ultimately built within the Property have been conveyed to purchasers; (iii) four (4) years after the Declaration is recorded in the Public Records of Pasco County; or, (iv) such time as Declarant voluntarily relinquishes such right.

2.02 Thereafter, Declarant shall have the right to appoint a majority of the Directors until such time as (i) seventy-five percent (75%) of the Lots within the Property have been conveyed, and (ii) seventy-five percent (75%) of the Lots to be constructed have been conveyed to purchasers, (iii) until four (4) years after the Declaration is recorded in the public records of Pasco County, or (iv) such time as Declarant voluntarily relinquishes such right.

2.03 Thereafter, Members other than Declarant shall have the right to elect a majority of the Directors, and Declarant shall have the right to appoint all other Directors so long as Declarant owns

any Property, or holds a mortgage encumbering any Property other than a Unit.

2.04 Thereafter, Declarant shall no longer have the right to appoint any Directors.

3. All of the duties and powers of the Association existing under Chapter 617 of the Florida Statutes, the Declaration, these Articles and the By-Laws shall be exercised exclusively by the Board, its agents, contractors or employees, subject to approval by the Members only when specifically required.

4. Directors may be removed and vacancies on the Board shall be filled in the manner provided by the By-Laws, however, any Director appointed by the Declarant may only be removed by the Declarant, and any vacancy on the Board shall be appointed by the Declarant if, at the time such vacancy is to be filled, the number of remaining Directors appointed by the Declarant is less than the maximum number of Directors which may, at that time, be appointed by the Declarant as set forth above.

5. The names and addresses of the Directors who shall hold office until their successors are elected or appointed, or until removed, are as follows:

Jerome Janke
P.O. Box 1918
Dade City, Florida 33526

Carol J. Janke
P.O. Box 1918
Dade City, Florida 33526

Leonard D. Zullo
6536 Stadium Drive, Suite A
Zephyrhills, Florida 33540

ARTICLE VI **OFFICERS**

The officers of the Association shall be a President, Vice President, Secretary, Treasurer and such other officers as the Board may from time to time by resolution create. The officers shall serve as the pleasure of the Board, and the By-Laws may provide for the removal from office of officers, for filling vacancies, and for the duties of the officers. The names of the officers who shall serve until their successors are designated by the Board are as follows:

President:	Jerome Janke
Vice President:	Leonard D. Zullo
Secretary/Treasurer:	Carol J. Janke

ARTICLE VII **INDEMNIFICATION**

1. The Association shall indemnify any person who was or is a party or is threatened to be made a party, to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a Director, employee, officer

or agent of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interest of the Association; and, with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful; except, that no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or willful misfeasance or malfeasance in the performance of his duty to the Association unless and only to the extent that the court in which such action or suit was brought shall determine, upon application, that despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, in and of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interest of the Association; and with respect to any criminal action or proceeding, that he had no reasonable cause to believe that his conduct was unlawful.

2. To the extent that a Director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Paragraph 1 above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorney's fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

3. Any indemnification under Paragraph 1 above (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the Director, officer, employee or agent is proper under the circumstances because he has met the applicable standard of conduct set forth in Paragraph 1 above. Such determination shall be made (a) by the Board by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (b) if such quorum is not obtainable, or even if obtainable, a quorum of disinterested Directors so directs, by independent legal counsel in written opinion, or (c) by a majority of the Members.

4. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding as authorized by the Board in the specific case upon receipt of an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized in this Article.

5. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the laws of the State of Florida, any By-Law, agreement vote of Members or otherwise; and as to action taken in an official capacity while holding office, shall continue as to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

6. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or to the enterprise, against any liability asserted against him and incurred by him in any such capacity, as arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

ARTICLE VIII

BY-LAWS

The first By-Laws shall be adopted by the Board, and may be altered, amended or rescinded in the manner provided by the By-Laws.

ARTICLE IX

AMENDMENTS

Amendments to these Articles shall be proposed and adopted in the following manner:

1. A majority of the Board shall adopt a resolution setting forth the proposed amendment in directing that it be submitted to a vote at a meeting of the Members, which may be the annual or a special meeting.
2. Written notice setting forth the proposed amendment or a summary of the changes to be affected thereby shall be given to each Member entitled to vote thereon within the time and in the manner provided in the By-Laws for the giving of notice of meeting of Members. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.
3. At such meeting, a vote of the Members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of two-thirds (2/3) of the votes of the entire membership of the Association.
4. Any number of amendments may be submitted to the Members and voted upon by them at any one meeting.
5. If all of the Directors and all of the Members eligible to vote sign a written statement manifesting their intention that an amendment to these Articles be adopted, then the amendment shall thereby be adopted as though the above requirements have been satisfied.
6. In addition to the above, so long as Declarant appoints a majority of the Directors of the Association, Declarant shall be entitled to unilaterally amend these Articles and the By-Laws. Furthermore, no amendment shall make any changes which would in any way affect any of the rights, privileges, power or options herein provided in favor of, or reserved to, Declarant, unless Declarant joins in the execution of the amendment.
7. Upon the approval of an amendment to these Articles, Articles of Amendment shall be executed and delivered to the Department of State as provided by law, and a copy certified by the Department of State shall be recorded in the public records of the county in which the Property is located.
8. If any mortgage encumbering any Unit is guaranteed or insured by the Federal Housing Administration or by the Veterans Administration, then the following action made by Declarant, or made by the Members, prior to the completion of 75% of all of the Units which may be built within the Property, must be approved by either such agency: any annexation of additional properties; any merger, consolidation, or dissolution of the Association; any mortgaging of any Common Area; and any amendment to these Articles or the By-Laws, if such amendment materially and adversely affects the Members or materially and adversely affects the general scheme of development created by the Declaration, provided

however such approval shall specifically not be required where the amendment is made to correct errors or omissions, or is required to comply with the requirements of any Institutional Lender, or is required by any governmental authority. Such approval shall be deemed given if either agency fails to deliver written notice of its disapproval of any amendment to Declarant or to the Association within 20 days after a request for such approval is delivered to the agency by certified mail, return receipt requested or equivalent delivery, and such approval shall be conclusively evidenced by a certificate of Declarant or the Association that the approval was given or deemed given.

ARTICLE X TERM

The Association shall have perpetual existence.

ARTICLE XI INCORPORATOR

The name and street address of the incorporator is: DOUGLAS C. ROLAND, 500 EAST KENNEDY BLVD., SUITE 200, TAMPA, FLORIDA 33602.

ARTICLE XII INITIAL REGISTERED OFFICE ADDRESS AND NAME OF INITIAL REGISTERED AGENT

The street address of the initial registered office of the Association is: 12540 Abbey Drive, Dade City, Florida 33526.

ARTICLE XIII DISSOLUTION

The Association may be dissolved as provided by law, provided that any such dissolution shall require the consent of all of the Members, and shall also require the consent of the SouthWest Florida Water Management District, or any successor governmental authorities. In the event of dissolution or final liquidation of the Association, the assets, both real and personal of the Association, shall be dedicated to an appropriate public agency or utility to be devoted to purposes as nearly as practicable to the same as those to which they were required to be devoted by the Association. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization, to be devoted to purposes as nearly as practicable to the same as those to which they were required to be devoted by the Association. No such disposition of Association properties shall be effective to divest or diminish any right or title of any Member vested under the Declaration unless made in accordance with the provisions of such Declaration.

IN WITNESS WHEREOF, the incorporator and the initial registered agent have executed these Articles.

WITNESSES:

K.C. Gibbons
(Signature of Witness)

KIM C. GIBBONS
(Witness)

Barbara A Vest
(Signature of Witness)

BARBARA G. VEST

(Print Name of Witness)

Douglas C. Roland
DOUGLAS C. ROLAND

"INCORPORATOR"

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing Articles of Incorporation were acknowledged before me this 26th day of May, 2000, by Douglas C. Roland, as incorporator.

Barbara A. Vest
NOTARY PUBLIC (Signature)

My Commission Expires:



FILED

00 MAY 30 AM 9:36

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR THE SERVICE OF PROCESS WITHIN THE
STATE OF FLORIDA AND NAMING AGENT
UPON WHOM SERVICE OF PROCESS MAY BE MADE**

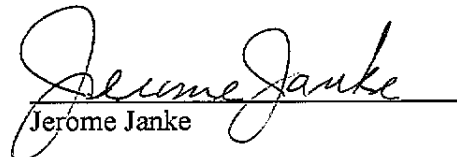
Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

TIMBER CREST ACRES OWNER'S ASSOCIATION, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in Article XII of the Articles of Incorporation has named Jerome Janke, 12549 Abbey Drive, P.O. Box 1918, Dade City, Florida 33526, as its agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT

Having been named to accept service of process for TIMBER CREST ACRES OWNER'S ASSOCIATION, INC., at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

DATED this 23 day of May, 2000.


Jerome Janke