

N 00000000 7843
TRANSMITTAL LETTER

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

SUBJECT: Deer Park Commercial Property Owner's 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

FILED
00 NOV 22 AM 10:02
SECRET
TALLAHASSEE
FLORIDA

FROM: Orsi Development, Inc., Patricia Orsi, Vice President
Name (Printed or typed)

8105 S.R. 54
Address

200003473992--8
-11/22/00--01034--010
*****87.50 *****87.50

New Port Richey, FL 34655
City, State & Zip

(727) 375-1414 Ext. 25
Daytime Telephone number

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

gj/11/28

PREPARED BY AND RETURN TO:
Orsi Development, Inc.
8105 S.R. 54
New Port Richey, Florida 34655

FILED
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SECOND JUDICIAL CIRCUIT
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
DEER PARK COMMERCIAL PROPERTY OWNER'S ASSOCIATION, INC.
a not-for-profit Florida corporation

The undersigned subscribers, desiring to form a corporation, not for profit under Chapter 617, Florida Statutes, as amended, hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of this Corporation is:

DEER PARK COMMERCIAL PROPERTY OWNER'S ASSOCIATION, INC.

The Corporation is hereinafter sometimes referred to as the "Association".

ARTICLE II

PRINCIPAL OFFICE

The principal place of business and mailing address of the Association shall be 8105 S.R. 54, New Port Richey, Florida 34655.

ARTICLE III

PURPOSE

The Association does not contemplate pecuniary gain or profit, direct or indirect, to its Members. The purpose for which it is formed is to:

(a) promote the health, safety and welfare of the property owners in that certain commercial real estate development in Pasco County, Florida, to be known as DEER PARK COMMERCIAL, all of which is hereinafter referred to as the "Total Property";

(b) own, acquire, mortgage, convey, build, operate and maintain sanitary sewer lift station, force main and main gravity line excluding laterals and services to individual buildings and/or tracts; pavement located within ingress/egress easements; driveway pavement located adjacent to the Total Property within public right-

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of-way of Little Road and Trouble Creek Road; and surface water management facilities, all for the benefit of the owners of the Total Property, hereinafter referred to as the "Common Properties";

(c) fix assessments (or charges) to be levied against the Total Property and/or the owners of any part or parcel within The Total Property;

(d) enforce the Declaration of Covenants and Restrictions for DEER PARK COMMERCIAL (the "Declaration") and any and all rules and regulations and other agreements applicable thereto;

(e) pay taxes, if any, and insurance on the Common Properties and any other portions of the Total Property provided for in the recorded covenants and restrictions applicable to the Total Property;

(f) to the extent applicable, supplement municipal services;

(g) insofar as permitted by law, to do any other thing that, in the opinion of the Board of Directors, will promote the common benefit and enjoyment of the Owners of the Total Property;

(h) provide for the maintenance, preservation and architectural control of the Total Property and Common Properties, including the Surface Water Management System Facilities, and

(i) operate and maintain the Surface Water Management Facilities as permitted by the Southwest Florida Water Management District, including but not limited to all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lake floodplain compensation areas, wetlands and any associated buffer areas and wetland mitigation areas.

ARTICLE IV

POWERS

The powers of the Association shall include the following:

1. The Association shall have all of the common law and statutory powers of a corporation not-for-profit not in conflict with the terms of these Articles.

2. The Association shall have all the powers and duties set forth in the Declaration recorded against the Total Property in addition to all of the powers reasonably necessary to own, operate, maintain, repair and replace the Common Properties and to provide such services as are required for the benefit of the Owners of Tracts contained in the Total Property from time to time including, but not limited to, the following powers:

(a) To establish, levy and assess, and collect such assessments as may be necessary to operate the Association and carry on its activities, and to create such reserves for extraordinary expenditures as may be deemed appropriate in the discretion of the Board of Directors;

(b) To purchase insurance upon the Common Properties and for the protection of the Association and its Members;

(c) To reconstruct improvements after casualty and to make additional improvements to the

Common Properties;

(d) To promulgate and amend reasonable regulations expecting the use of the Common Properties and all the Total Property;

(e) To enforce by legal means the provisions of the Declaration recorded against the Total Property, these Articles, The Bylaws of the Association and the Rules and Regulations of the Association;

(f) To contract for the management of the Total Property and to delegate to such contractor all powers and duties of the Association except such as are specifically required by the Declaration recorded against the Total Property to have approval of the Board of Directors or the Membership of the Association;

(g) To contract for the management or operation of Portions of the Total Property susceptible to separate management or operation, and to lease such portions;

(h) To employ personnel to perform the services required for proper operation of the Total Property;

(i) To adopt and establish Bylaws for the operation of the Association;

(j) To operate and maintain the Common Properties, specifically the surface water management system facilities as permitted by the Southwest Florida Water management District, including but not limited to 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, and

(k) To establish rules and regulations, sue and be sued, assess Members and enforce assessments, contract for services to provide for operation and maintenance of the Surface Water Management System Facilities if the Association deems it necessary to employ a maintenance company.

Notwithstanding anything contained above to the contrary, no part of the net earnings of the Association shall inure to the benefit of any Member and no distributions of income shall be made to its Members, Directors or Officers.

3. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration recorded against the Total Property and the Bylaws of the Association.

ARTICLE V

MEMBERSHIP

1. Regular membership:

(a) Every Owner shall be a Member of this Association.

(b) The interest of any Member in the Common Properties or in the funds and assets of the Association cannot be conveyed, assigned, mortgaged, hypothecated or transferred in any manner, except as

authorized by the Declaration, these Articles, or the Bylaws of the Association.

2. Additional Membership Categories: The Bylaws may provide for additional membership categories, which categories shall not have any voting privileges. The term "Member" or "Membership" as used in the Declaration, the Bylaws or these Articles shall not apply to any such additional membership categories. The Bylaws shall provide for the rights and obligations of any additional membership categories.

ARTICLE VI

TERM

This Corporation shall have perpetual existence.

ARTICLE VII

THE SUBSCRIBERS

The names and post office addresses of each subscriber of these Articles of Incorporation are as follows:

Patricia Orsi	8105 S.R. 54 New Port Richey, Florida 34655
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Joe Orsi	P.O. Box 3338 Holiday, Florida 34690
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ARTICLE VIII

OFFICERS

The Officers shall be a President, a Vice President, a Secretary and a Treasurer, and any Assistant Vice Presidents, Assistant Secretaries, Assistant Treasurers as the Board of and the Secretary shall hold office during the pleasure of the Board of Directors. The offices of Secretary and Treasurer may be held by the same individual.

The affairs of the Association shall be administered by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the Members of the Association and shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors as designated by the Board of Directors are as follows:

OFFICE	NAME	ADDRESS
President	Patricia Orsi	8105 S.R. 54 New Port Richey, Florida 34655
Vice President	Joe Orsi	P.O. Box 3338 Holiday, Florida 34690
Secretary/ Treasurer	Patricia Orsi	8105 S.R. 54 New Port Richey, Florida 34655

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ARTICLE IX

BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors consisting of not less than three (3) persons and no more than nine (9) persons. Directors elected by the Declarant need not be Members of the Association. The initial Board of Directors shall consist of three (3) members who shall hold office until the election of their successors at the "Turnover Meeting" provided for in Section 2 of Article XII, or until their prior resignation. Each Director thereafter shall serve for a term of one (1) year, or until a successor is elected or appointed.

The names and addresses of those persons who are to act as Directors until the election of their successors are:

Patricia Orsi	8105 S.R. 54 New Port Richey, Florida 34655
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Joe Orsi	P.O. Box 3338 Holiday, Florida 34690
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Paula Orsi	P.O. Box 3338 Holiday, Florida 34690
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ARTICLE X

BYLAWS

The Bylaws of the Association may be made, altered, amended or rescinded by a two-thirds (2/3) vote of the members of the Board of Directors present at a duly called meeting of the Board or by two-thirds (2/3) of the votes of the representatives of the members present in person or by proxy at a duly called meeting of the Membership; provided that those provisions of the Bylaws which are governed by these Articles of Incorporation may not be amended except as provided in these Articles of Incorporation.

ARTICLE XI

AMENDMENT TO THE ARTICLES OF INCORPORATION

These Articles may be amended by the Members by two-thirds (2/3) of the votes of all the representatives of the Members present in person or by proxy at a duly called meeting of the Membership. However, as long as the Declarant owns a Tract in the Total Property, no such amendment may be made without the consent of the Declarant. No such amendment shall materially affect or interfere with the rights of Owners or lienors.

ARTICLE XII

VOTING RIGHTS/"TURNOVER" OF ASSOCIATION

1. Voting Rights:

The Association shall originally have two Classes of Members, (Class "A" and Class "B").

(a) Class "A": Class "A" Members shall be all Owners as defined in Section 1 of Article V with the exception of the Declarant. Each Member shall be entitled to only one vote.

(b) Class "B":

(i) The Class "B" Member shall be the Declarant or its successor. The Class "B" Member shall be entitled to one hundred (100) votes.

(ii) The Declarant shall have the right to elect or appoint all members of the Board of Directors until title to 95% of the Tracts in DEER PARK COMMERCIAL have been conveyed by the Declarant.

(iii) The Declarant shall have the right to elect or appoint a majority of the Board of Directors of the Association until the occurrence of either of the following events: A) one (1) year after the Declarant no longer holds the title to any portion of the Total Property; or (B) the Declarant relinquishes its right to elect to or appoint a majority of the Board of Directors of the Association. Upon the occurrence of either (A) or (B) in the preceding sentence, the then existing Members shall be obligated to elect the Board of Directors and assume control of the Association.

(iv) Any Director appointed by the Class "B" Members shall serve at the pleasure of the Class "B" Member and may be removed only by action of the Class "B" Member, and may be removed from office and a successor Director appointed at any time by the Class "B" Member.

2. Turnover:

Within ninety (90) days after the Declarant no longer has the right to elect or appoint a majority of the Board of Directors, the Association shall conduct a special meeting of the Membership (the "Turnover Meeting") for the purpose of electing officers and directors. However, as long as the Declarant is the Owner of a Tract governed by the Association, the Declarant shall be entitled to appoint one Member of the Board of Directors.

3. DEER PARK COMMERCIAL:

The Declarant intends to develop or cause to be developed upon all or a portion of the Total Property a multistaged, commercial development to be known as DEER PARK COMMERCIAL. Land areas within the Total Property shall be designated as Tracts from time to time by the Declarant. The Declarant is not required to designate all of the Total Property as Tracts.

ARTICLE XIII

ADDITIONS TO PROPERTIES

Additions to the Total Property may be made only in accordance with the provisions of the Declaration or any other recorded covenants and restrictions applicable to the Total Property. Such additions, when properly made under the Declaration or other applicable covenants and restrictions, shall extend the jurisdiction, functions, duties and Membership of this Association to such properties.

ARTICLE XIV

MERGER AND CONSOLIDATIONS

Subject to the provisions of the Declaration or any other recorded covenants and restrictions applicable to the Total Property, and to the extent permitted by law, the Association may participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, provided that any such merger or consolidation shall have the assent of two-thirds (2/3) of the votes of each class of Members who are voting in person or by their representatives at a meeting duly called for this purpose.

ARTICLE XV

DEDICATION OF PROPERTIES OR TRANSFER OF FUNCTION TO PUBLIC AGENCY OR UTILITY

The Association shall have power to dispose of its real properties only as authorized under the Declaration.

ARTICLE XVI

DISPOSITION OF ASSETS UPON DISSOLUTION

Upon dissolution of the Association which shall require the consent of two-thirds (2/3) of the Members of each class of Membership, 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 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 nonprofit corporation, association, trust, or other organization to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association. No such disposition of the Association's properties shall be effective to divest or diminish any right or title vested in any Member under the Declaration and deeds applicable to the Total Property or parts thereof unless made in accordance with the provisions of such Declaration and deeds. Notwithstanding anything contained herein to the contrary, if the Association is dissolved the control and right of access to the Total Property containing the Surface Water Management System Facilities shall be conveyed or dedicated to an appropriate governmental unit or public utility and if not accepted, then Surface Water Management System Facilities shall be conveyed to a non-profit corporation to be created similar to the Association.

ARTICLE XVII

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every Director and Officer for the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon him in connection with any proceeding or settlement thereof in which he may become involved, by reason of his being or having been a Director or Officer of the Association. This indemnification shall apply whether or not he is a Director or Officer at the time such liabilities or expenses are incurred, except in cases wherein the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties. In the event of a settlement, the indemnification established herein shall apply only when the Board approves such settlement and reimbursement as being for the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled. The Board of Directors of the Association shall have the power to purchase and maintain insurance to cover such indemnification.

ARTICLE XVIII

DEFINITIONS

Terms used in these Articles of Incorporation, unless otherwise defined in these Articles of Incorporation, shall have the meanings described in Article I of the Declaration.

IN WITNESS WHEREOF, the said subscribers have hereunto set their hands this 17th day of November, 2000.


Patricia Orsi


Joe Orsi


Paula Orsi

**CERTIFICATE DESIGNATING PLACE OF BUSINESS, OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED
00 NOV 22 AM 10:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the laws of Florida, the following is submitted:

That DEER PARK COMMERCIAL PROPERTY OWNER'S ASSOCIATION, INC., desiring to organize under the laws of the State of Florida with its principal place of business in New Port Richey, State of Florida, has named Patricia Orsi, 8105 S.R. 54, New Port Richey, Florida 34655, as its agent to accept service of process within Florida.

DEER PARK COMMERCIAL PROPERTY
OWNER'S ASSOCIATION, INC.

By: Patricia Orsi
Patricia Orsi

By: Joe Orsi
Joe Orsi

By: Paula Orsi
Paula Orsi

Date: 11/17/00

Having been named to accept service of process for the above 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 Florida law relative to the proper and complete performance of my duties.

Patricia Orsi
Patricia Orsi
Registered Agent