

CCRS
103 N. MERIDIAN STREET, LOWER LEVEL
TALLAHASSEE, FL 32301
222-1173

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ACCT. #FCA-14

No1000004667

CONTACT: CINDY HICKS

DATE: 7-3-01

REF. #: 0672.17196

CORP. NAME: ASTON GARDENS AT TAMPA BAY
MASTER ASSOCIATION, INC.

- ☒ ARTICLES OF INCORPORATION ☐ ARTICLES OF AMENDMENT ☐ ARTICLES OF DISSOLUTION
☐ ANNUAL REPORT ☐ TRADEMARK/SERVICE MARK ☐ FICTITIOUS NAME
☐ FOREIGN QUALIFICATION ☐ LIMITED PARTNERSHIP ☐ LIMITED LIABILITY
☐ REINSTATEMENT ☐ MERGER ☐ WITHDRAWAL
☐ CERTIFICATE OF CANCELLATION ☐ UCC-1 ☐ UCC-3
☐ OTHER: _____

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*****78.75 *****78.75

STATE FEES PREPAID WITH CHECK# 15648 FOR \$ 78.75

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$ _____

PLEASE RETURN:

- ☐ CERTIFIED COPY ☒ CERTIFICATE OF GOOD STANDING ☒ PLAIN STAMPED COPY
☐ CERTIFICATE OF STATUS

Examiner's Initials

8/7/3

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STATE DEPARTMENT OF
DIVISION OF CORPORATIONS
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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

ASTON GARDENS AT TAMPA BAY MASTER ASSOCIATION, INC. (A Corporation, Not-for-Profit)

In order to form a corporation under the provisions of Chapter 617 of laws of the State of Florida for a formation of a corporation, not-for-profit, I, the undersigned, hereby create a corporation for the purpose and with the powers herein mentioned.

ARTICLE I

NAME AND ADDRESS

The name of the corporation, herein called the "Association," is Aston Gardens at Tampa Bay Master Association, Inc., and its address is 137 South Pebble Beach Blvd., Sun City Center, Florida 33573.

ARTICLE II

PURPOSE AND POWERS

2.1 Purpose. The purpose for which the Association is organized is to provide an entity to administer, manage and operate (a) the commercial components of the Aston Gardens at Tampa Bay project which consists of an assisted living facility, independent living facilities and a community clubhouse and (b) The Villas at Aston Gardens, a residential neighborhood located in Hillsborough County, Florida (collectively, the "Community").

2.2 Powers. The Association is organized and shall exist upon a non-stock basis as a non-profit corporation under the laws of the State of Florida, and no portion of any earnings of the Association shall be distributed or inure to the private benefit of any member, director or officer of the Association. For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of a corporation, not-for-profit under the laws of the State of Florida, except as limited or modified by these Articles, the Master Declaration of Covenants, Conditions and Restrictions for Aston Gardens at Tampa Bay (the "Declaration"), or the By-Laws of this Association, or any other restrictions of the Community, and it shall have all the powers and duties reasonably necessary to operate the Association pursuant to the Declaration as it may hereafter be amended, including, but not limited to, the following:

- A. To own and convey property
- B. To levy and collect assessments against Members of the Association to defray the costs, expenses and losses of the Association, and to use the proceeds of assessments in the exercise of its powers and duties;
- C. To own, lease, maintain, repair, replace, add to or operate the Common Areas, including without, limitation, entry medians, parking areas, front entrances and perimeter,

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street lighting and surface water management systems as permitted by the Southwest Florida Water Management District or any other governmental agency;

D. To purchase insurance upon the Common Areas for the protection of the Association and its members;

E. To reconstruct improvements after casualty and to make further capital improvements or additions to the Community; —

F. To make, amend and enforce reasonable rules and regulations governing the use of the Common Areas and the operation of the Association;

G. To sue and be sued, and to enforce the provisions of the Declaration, these Articles and the By-Laws of the Association;

H. To contract for the operation and maintenance of the Common Areas or surface water management system and to delegate any powers and duties of the Association in connection therewith, except such as specifically required by the Declaration to be exercised by the Board of Directors or the membership of the Association;

I. To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operations of the Association;

J. To employ security personnel for the Community;

K. To borrow or raise money for any purposes of the Association, without limit as to amount; to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and other negotiable or non-negotiable instruments and evidences of indebtedness; and to secure the payment of any thereof, and of the interest thereon, by mortgage, pledge, conveyance or assignment in trust, of the whole or any part of the rights or property of the Association; and

L. To hold funds and the title to all property acquired by the Association for the benefit of the Members in accordance with the provisions of the Declaration, these Articles of Incorporation, and the By-Laws.

M. To operate and maintain the Surface Water Management System Facilities (as defined in the Declaration), including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, flood plain compensation areas, wetlands and any associated buffer areas, and wetland mitigation areas.

N. To require all Owners to be members of the Association.

O. To take any other action necessary for the purposes for which the Association is organized.

P. To collect any assessments and fees from Members of the Association.

ARTICLE III
MEMBERSHIP

3.1 Qualification. The Members of the Association shall consist of all Owners of the real property located in the Community, and as further provided in the By-Laws.

3.2 Change of Membership. Change of membership shall be established by recording in the Public Records of Hillsborough County, Florida, a deed or other instrument transferring title, and by the delivery to the Association of a copy of such instrument.

3.3 Assignment of Membership Rights. The share of a Member in the funds and assets of the Association cannot be assigned or transferred in any manner, except as an appurtenance to his fee simple interest in the real property subject to the Declaration.

3.4 Voting. The Members shall be entitled to the number of votes in Association matters as set forth in the Declaration and By-Laws. The manner of exercising voting rights shall be as set forth in the Declaration and By-Laws.

ARTICLE IV
TERM

4.1 Term. The term of the Association shall be perpetual.

4.2 Dissolution. In the event of dissolution, the control or right of access to any portion of the Property containing the Surface Water Management System Facilities shall be conveyed or dedicated to an appropriate governmental unit or public utility. If the Surface Water Management System Facilities are not accepted by governmental or public utility, then they shall be conveyed to a non-profit corporation similar to the Association.

ARTICLE V
BY-LAWS

5.1 Adoption by Board. The By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended, or rescinded in the manner provided therein.

ARTICLE VI
AMENDMENTS

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

A. Amendments to these Articles may be proposed either by a majority of the whole Board or by a petition signed by voting Members representing at least fifty percent (50%) of the voting interests of the Association. Once so proposed, the amendments shall be submitted to a vote of the Members no later than the next annual meeting for which proper notice can be given.

B. These Articles of Incorporation may be amended by a vote of a majority of the Members based on voting interests present and voting at a special or annual meeting at which a quorum has been established. Any such amendment may also be approved in writing by a majority of the total voting interests without a meeting. Notice of any proposed amendment must be given to the Members, and the notice must contain the text of the proposed amendment.

C. Any proposed amendment to these Articles, which would affect the surface water management system (including environmental conservation areas and the water management portions of the Common Areas), must be submitted to the Southwest Florida Water Management District or its successors for a determination of whether the amendment necessitates a modification of the surface water management permit.

D. An amendment shall become effective upon filing with the Secretary of State and recording a certified copy in the Public Records of Hillsborough County, Florida.

ARTICLE VII

DIRECTORS AND OFFICERS

7.1 Initial Board. The names and addresses of the initial Board of Directors are:

Ron Myers	137 South Pebble Beach Blvd. Sun City Center, Florida 33573
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Jack Leeman	137 South Pebble Beach Blvd. Sun City Center, Florida 33573
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Matthew Hoffman	137 South Pebble Beach Blvd. Sun City Center, Florida 33573
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7.2 Election by Owners. All directors shall be elected by the Members in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

7.3 Number of Directors. The affairs of the Association will be administered by a Board of Directors consisting of the number of Directors determined by the By-Laws, but not less than three (3) Directors, and in the absence of such determination, shall consist of three (3) Directors.

7.4 Election of Officers. The business of the Association shall be conducted by the officers designated in the By-Laws. 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.

ARTICLE VIII
INDEMNIFICATION

8.1 Indemnification of Director or Officer. To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director and Officer of the Association against all expenses and liabilities, including attorneys' fees, actually and reasonably incurred by or imposed on him in connection with any legal proceeding (or settlement or appeal of such proceedings) to which he may be a party because of his being or having been a Director or Officer of the Association. The foregoing right of indemnification shall not be available if a judgment or other final adjudication establishes that his actions or omissions to act were material to the cause adjudicated and involved:

A. Willful misconduct or a conscious disregard for the best interest of the Association to procure a judgment in its favor.

B. A violation of criminal law, unless the Director or Officer had no reasonable cause to believe his action was unlawful or had reasonable cause to believe his action was lawful.

C. A transaction from which the Director or Officer derived an improper personal benefit.

8.2 Approval of Settlement. In the event of a settlement or any dispute with respect to any indemnification, the right to indemnification shall not apply unless the Board of Directors approves such settlement or disposes of any such dispute as being in the best interest of the Association. The foregoing rights of indemnification shall be in addition to and not exclusive of all rights to which a Director or Officer may be entitled.

ARTICLE IX
PRINCIPAL OFFICE

9.1 Address. The principal office of the Association shall be located at 137 South Pebble Beach Blvd., Sun City Center, FL 33573. The Association may maintain offices and transact business in other such places within or without the State of Florida as may from time to time be designated by the Board of Directors. The Board of Directors may from time to time relocate the aforesaid principal office.

ARTICLE X
SUBSCRIBER

10.1 Name. The name and address of the subscriber to these Articles of Incorporation is as follows:

Stephen J. Szabo, III, Esq.

10.2 Address. The address of the subscriber to these Articles of Incorporation is as follows:

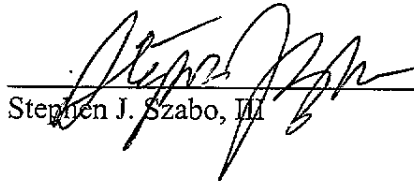
100 North Tampa Street
Suite 2700
Tampa, Florida 33602

ARTICLE XI
REGISTERED AGENT

11.1 Initial Registered Agent. The initial registered agent of the Association is Stephen J. Szabo, III, Esq., and the street address of the initial registered office of the Association is 100 North Tampa Street, Suite 2700, Tampa, Florida 33602. This corporation shall have the right to change such registered agent and office from time to time as provided by law.

IN WITNESS WHEREOF, the subscriber has hereunto set his hand and seal this 2nd day of July, 2001.

SUBSCRIBER:



Stephen J. Szabo, III

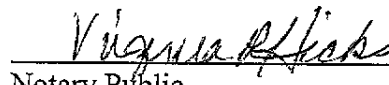
STATE OF Florida
COUNTY OF Hillsborough

The foregoing instrument was acknowledged before me this 2nd day of July, 2001, by Stephen J. Szabo, III, who is personally known to me or produced as identification.

(Seal)



Virginia R. Hicks
MY COMMISSION # CC865228 EXPIRES
December 22, 2003
BONDED THRU TROY FAIN INSURANCE, INC.



Notary Public
Printed Name: _____
My Commission Expires: _____

**ACCEPTANCE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

I, the undersigned person, having been named as Registered Agent and to accept service of process for the above-stated corporation at the place designated in this statement, hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Stephen J. Szabo, III, Esq.

Dated: July 2, 2001

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