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**FLORIDA NON-PROFIT CORPORATION**

**Highwoods Preserve Property Owners Association, Inc.**

*W-2753*

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**ARTICLES OF INCORPORATION**

**OF**

**HIGHWOODS PRESERVE PROPERTY OWNERS ASSOCIATION, INC.**

The undersigned incorporator (the "Incorporator"), hereby subscribes, acknowledges and files with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation not-for-profit in accordance with the laws of the State of Florida.

**I. NAME AND ADDRESS**

The name of this corporation shall be HIGHWOODS PRESERVE PROPERTY OWNERS ASSOCIATION, INC. (sometimes hereinafter referred to as the "Association"). The address of the Association shall be 3111 W. Martin Luther King Blvd., Suite 300, Tampa, Florida 33607 Attn: Stephen A. Meyers, or such other address as the Association may hereinafter select.

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## II. DEFINITIONS

Any terms not herein defined shall have such meanings as set forth in the Declaration (as hereinafter defined). When used herein, the following terms shall have the meanings set forth below:

A. "Articles" shall mean the Articles of Incorporation of the Association, together with all modifications and amendments thereto.

B. "Association" shall mean HIGHWOODS PRESERVE PROPERTY OWNERS ASSOCIATION, INC., a not for profit corporation organized under the laws of the State of Florida.

C. "Board" shall mean the duly elected or appointed Board of Directors of the Association.

D. "By-Laws" shall mean the duly adopted By-Laws of the Association, together with all modifications and amendments thereto.

E. "Declaration" shall mean the Restatement of the Declaration of Restrictions and Protective Covenants, Building Standards and Easements for Highwoods Preserve which shall be recorded by the Developer in the public records of Hillsborough County, Florida, together with all modifications and amendments thereto.

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F. "Developer" shall mean 581 Highwoods, L.P., a Delaware limited partnership, and its successors or assigns, unless the context indicates otherwise.

G. "Director" shall mean a duly elected or appointed member of the Board.

H. "Member" shall mean any person or entity meeting the criteria and qualifications necessary to become a member of the Association, as set forth herein and in the By-Laws.

### III. PURPOSES

The general nature, objects and purposes for which the Association has been organized are as follows:

A. To provide an entity for the furtherance of the interests of the Owners.

B. To own, lease, operate, manage, repair, maintain, reconstruct, restore, renovate, rebuild, replace, improve and alter the Common Areas, the Limited Common Areas and the Improvements situated thereon in or benefitting Highwoods Preserve or any portion thereof, and to procure and maintain insurance which the Board determines is necessary or appropriate relating to such Common Areas, Limited Common Areas and to pay all taxes, assessments and utility charges relating thereto.

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C. To provide or provide for such services which the Association may periodically determine are necessary or desirable to further the interests of the Owners, together with the capital improvements, equipment and personnel pertaining to the providing of such services.

D. To provide, purchase, lease, acquire, replace, improve, maintain and repair such private and public real property, buildings, structures, street lights and other structures, landscaping, paving and equipment, both real and personal related to the furtherance of the interests and convenience of the Members of the Association, as the Board of Directors in its discretion determines necessary, appropriate, and convenient.

E. To perform all the functions, duties and obligations contemplated of the Association in the Declaration.

F. To operate the Association without profit for the benefit of its Members and Highwoods Preserve.

G. To do, perform or provide any other acts, services or matters whatsoever that are not in conflict with these Articles, the By-Laws or the Declaration and that may be allowed by Chapter 617, Florida Statutes or any successor statute thereto.

**IV. GENERAL POWERS**

The general powers that the Association shall have are as follows:

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A. To hold funds for the benefit of the Members for purposes set forth in these Articles of Incorporation, the By-Laws and the Declaration.

B. To promulgate and enforce rules, regulations, by-laws, covenants, restrictions and agreements to effectuate the purposes for which the Association is organized and to further the interests of the Owners, including, without limitation, the promulgation and enforcement of rules and regulations limiting or regulating the hours of use of Common Areas, and the speed of all types of vehicles traveling upon the private streets, roadways, alleys and other paved areas within Highwoods Preserve.

C. To establish procedures and policies relating to the governance and operation of the Association, the Common Areas, the Limited Common Areas and the Improvements thereon.

D. To enter into contracts with such Persons as the Board deems necessary or appropriate to provide for the administration, operation and/or management of the Association.

E. To delegate power or powers where such is deemed in the interest of the Association.

F. To purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of any interest in real or personal property, except to the extent restricted hereby or in the Declaration.

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G. To own, operate, manage, repair, maintain, reconstruct, restore, renovate, rebuild, replace, improve and alter the Common Areas, the Limited Common Areas and the Improvements situated thereon.

H. To enter into, make, perform or carry out contracts and agreements of every kind with any Person.

I. To fix charges, fees and assessments to be levied upon the Owners and against such Building Sites to defray the costs, fees, and capital and non-capital expenditures of the Association and to effectuate the objectives and purposes of the Association, and to fix other charges for the nonpayment of such charges, fees or assessments or for the violation of these Articles, the By-Laws, or Declaration, and to authorize the Board, in its discretion, to enter into, perform and carry out contracts or agreements with such Persons as are selected by the Board from time to time to provide for the collection of such charges, fees and assessments.

J. To commence actions, suits or proceedings to (i) restrain, prevent, terminate or enjoin any breach or threatened breach of the Declaration, these Articles or the By-Laws, (ii) enforce, by mandatory injunction or otherwise, the provisions of the Declaration or these Articles or the By-Laws, and (iii) to collect any assessments, fee, charge or other amount due

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to the Association from any Owner or any Person claiming by or through such Owner.

K. To enter into agreements with Persons to provide the following services on behalf of the Association: legal, accounting, engineering, managerial, appraisal, architectural, landscape design and such other services as the Board deems necessary or desirable.

L. To create reasonable reserves to provide for the deferred maintenance, renovation, rebuilding, reconstruction, replacement, improvement or alteration of any portion of the Common Areas or the Improvements situated thereon.

M. To control the specifications, architecture, design, appearance, elevation and location of all Improvements situated in, upon or under the Park Premises in a manner consistent with the Declaration.

N. To enter upon any Building Site for the purpose of ascertaining whether the Owner thereof is in compliance with the Declaration, these Articles and the By-Laws and to undertake such actions as the Association in its discretion determines is necessary or appropriate to insure full, complete and continuing compliance with the Declaration, these Articles and the By-Laws.

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O. To separately charge any Owner for services rendered by the Association to any such Owner or those claiming by or through any such Owner and to separately charge any user of Association property when such separate charge is deemed appropriate by the Board.

P. To pay taxes, assessments, utilities and other charges, if any, levied or assessed on or against property owned, leased or maintained by the Association.

Q. To do any and all acts necessary or expedient for carrying on or accomplishing any and all of the purposes for which the Association has been formed and for effectuating all of the powers and objectives set forth in these Articles and in the Declaration which are not forbidden by the laws of the State of Florida.

R. To have, in general, all powers conferred upon a not for profit corporation by the laws of the State of Florida, except as prohibited herein or in the Declaration, which are necessary or convenient to accomplish any of the objects and purposes for which the Association is organized.

#### V. MEMBERS

A. Each Owner, including the Developer, of fee simple title to a Building Site within Highwoods Preserve shall automatically become a Member of the Association for so long as such ownership continues.

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Association membership shall be an interest which is appurtenant to fee simple title of a Building Site within Highwoods Preserve and shall not be divisible or transferable separate and apart from ownership of any such Building Site; provided, however, that in the event an Owner of a Building Site executes a ground lease relating to such Building Site with any other Person for an initial term of twenty (20) years or more, the Owner and such Person may, upon written notice to the Association, enter into a written agreement pursuant to which the Owner assigns to such Person all or any part of the rights and privileges the Owner is entitled to exercise under these Articles of Incorporation or under the Declaration or By-Laws, including the Owner's right to vote. Such assignment of the Owner's rights and privileges shall automatically terminate upon the termination of the lease with such Person. In no event shall the assignment of all or any part of the Owner's rights and privileges relieve the Owner of any of the duties or obligations set for the herein or in the Declaration or By-Laws.

B. The voting rights of Members shall be set forth in the By-Laws.

C. The By-Laws may include terms and provisions which permit the Board, in its discretion, to suspend or terminate certain of the rights, interests and privileges of Members under the circumstances described therein.

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D. The rights, duties, privileges and obligations of each Member of the Association shall be those set forth herein and in the Declaration and By-laws, and all such rights, duties, privileges and obligations shall be exercised in accordance with the terms, provisions, covenants, restrictions and conditions set forth herein and in the Declaration and By-Laws.

#### VI. BOARD OF DIRECTORS

A. The affairs of the Association shall be managed and directed by a Board of Directors which shall initially include three (3) Directors. Only individuals may serve as Directors. The names and addresses of the members of the initial Board, who shall hold office for the first year of the existence of the Association, or until their successors are elected or appointed in accordance with the Declaration, are as follows:

	<u>NAME</u>	<u>ADDRESS</u>
1.	Stephen A. Meyers	581 Highwoods, L.P. 3111 W. Martin Luther King Blvd. Suite 300 Tampa, Florida 33607
2.	Chase Collier	581 Highwoods, L.P. 3111 W. Martin Luther King Blvd. Suite 300 Tampa, Florida 33607
3.	Rhonda V. Brock	581 Highwoods, L.P. 3111 W. Martin Luther King Blvd. Suite 300

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Tampa, Florida 33607

B. The By-Laws shall provide (i) the manner in which Directors are to be appointed or elected, (ii) the manner in which vacancies on the Board are to be filled, (iii) the manner in which Directors may be removed from office, (iv) that the Developer shall have the right to appoint a majority of the Board until Members other than the Developer and Affiliated Persons own at least ninety percent (90%) of the Property Less Common Areas and sixty-seven percent (67%) of the eligible votes in the Association vote in favor of a proposal that the Developer relinquish such right to appoint a majority of the Board, (the aforesaid period shall be referred to as the "Developer Control Period"), (v) that, during the Developer Control Period and commencing on the earlier of (a) a date three (3) years after conveyance of the first Building Site by Developer or (b) the date that at least thirty-three percent (33%) of the Property Less Common Areas is owned in fee simple by Members other than the Developer, Members other than the Developer shall elect the remaining Director(s) on the Board ("Members' Right to Elect") and (vi) that each Member shall be entitled to one (1) vote for each acre of the Building Site Less Conservation Areas which is owned by such Member computed as follows:

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- (1) for each partial acre of the Building Site Less Conservation Areas, if any, which is included within a Building Site, fractional voting corresponding to the fraction of the acre owned by such Member shall be permitted; provided, however, that all such fractions shall be rounded off to the nearest one-tenth of an acre,
- (2) in the event title to any Building Site Less Conservation Area is held in the name of more than one (1) person, the owners of such Building Site Less Conservation Areas shall jointly determine the manner in which the vote for such Building Site Less Conservation Areas is to be cast and in no event may the vote relating to any Building Site Less Conservation Areas be split or divided among the persons owning such Building Site Less Conservation Areas and, instead must be voted as a whole by such persons or entities,
- (3) if the owners of any Building Site Less Conservation Areas cannot agree among themselves as to the manner in which their vote is to be cast on the issue submitted to the Members, then no vote shall be counted in respect

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- to such Building Site Less Conservation Areas in connection with such issue,
- (4) in no event shall more than one (1) vote per acre included within a Building Site Less Conservation Areas be cast regardless of the number of persons which owns such Building Site Less Conservation Areas, and
- (5) in the event the Owners of any Building Site Less Conservation Areas cannot agree among themselves as to the manner in which their vote is to be cast on the issues submitted to the Members, such Owners shall not be deemed "Members" for purposes of determining a quorum or majority vote of the Members. (The aforesaid shall collectively be referred to as the "Voting Rights"). Until the Developer no longer has a right to appoint a majority of the Board, Directors need not be Owners or full time employees of Owners. After such date all Directors must either be Owners or full time employees of Owners.

#### VII. OFFICERS

The officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board may

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from time to time by resolution create. One (1) person may concurrently hold two (2) or more offices. Officers shall be elected by a majority vote of the Board in accordance with the procedures set forth in the By-laws. The By-Laws shall provide the manner in which (i) the duties of each officer are to be determined, (ii) officers are to be appointed or elected, (iii) vacancies in any position are to be filled, and (iv) the manner in which officers may be removed from office.

#### VIII. REGISTERED OFFICE AND REGISTERED AGENT

The name of the Association's initial registered agent is Stephen A. Meyers, and the initial street address of the corporation's registered office is 3111 W. Martin Luther King Boulevard, Suite 300, Tampa, Florida 33607. The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 617.0502, Florida Statutes.

#### IX. CORPORATE EXISTENCE

The Association shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida.

#### X. INCORPORATOR

The name and address of the Incorporator is Vincent L. Nuccio, Jr.,  
101 Kennedy Boulevard, Suite 3140, Tampa, Florida 33602.

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**XI. BY-LAWS**

A. The Board shall adopt By-Laws consistent with these Articles. The Association reserves to the Board the right to modify, amend or rescind the By-Laws from time to time in whole or in part only by a majority vote of the Directors present at any duly called and convened meeting of the Board at which a quorum is present.

B. All rights, interests and privileges conferred upon any Member of the Association by these Articles of Incorporation or the By-Laws shall be subject to and subordinate to the reservation set forth above in Section A of this Article XI.

**XII. AMENDMENT TO ARTICLES OF INCORPORATION**

A. If Members of the Association other than the Developer and Affiliated Persons own in fee simple less than ninety percent (90%) of the Property Less Common Areas, these Articles may be altered, amended or rescinded only, and not otherwise, after a majority of the Directors present at a duly called and convened meeting has adopted a resolution approving the proposed alteration, amendment or rescission. Notwithstanding the foregoing, the Members' Right to Elect and the Voting Rights shall not be altered, amended or rescinded during the Developer Control Period unless

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such alteration, amendment or rescission has been consented to by one hundred percent (100%) of the Members, including Developer.

If the Members of the Association other than the Developer and Affiliated Persons own in fee simple ninety percent (90%) or more of the Property Less Common Areas, these Articles may be altered, amended or rescinded only, and not otherwise, after a majority of the Directors present at a duly called and convened meeting has adopted a resolution approving the proposed alteration, amendment or rescission, and the proposed alteration, amendment or rescission is submitted to a vote of the Members at either an annual or special meeting and is approved by a majority of the Members present at the duly called and convened meeting at which a Quorum of the Members is present.

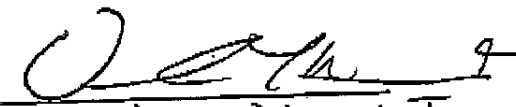
B. The rights, interests and privileges conferred upon any Member of the Association by these Articles of Incorporation are subject to the right of the Association to alter, amend or rescind these Articles as set forth above in Section A of this Article XII.

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IN WITNESS WHEREOF, these Articles of Incorporation are hereby executed for the uses and purposes therein expressed this 25<sup>th</sup> day of January 2002.

INCORPORATOR

  
Vincent L. Nuccio Jr

REGISTERED AGENT CERTIFICATE

Having been named to accept service of process of the above stated corporation, I hereby accept appointment as its 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 A. Meyers

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