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~~NON~~
FLORIDA PROFIT CORPORATION OR P.A.

Thomas Townhomes Homeowners' Association, Inc.

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ARTICLES OF INCORPORATION
OF
THOMAS TOWNHOMES HOMEOWNERS' ASSOCIATION, INC.

The undersigned incorporator, for the purpose of forming a corporation not-for-profit pursuant to the laws of the State of Florida, Florida Statutes, Chapter 617, hereby adopts the following Articles of Incorporation (the "Articles"):

PREAMBLE

Thomas Townhomes, LLC ("Declarant"), owns certain property in Hillsborough County, Florida (the "Property"), and intends to execute and record in Hillsborough County, Florida a "Declaration of Covenants and Restrictions for Thomas Townhomes ("the Declaration") which will affect the Property. This corporation is being formed as the "association" to administer the Declaration, and to perform the duties and exercise the powers pursuant to the Declaration, as and when the Declaration is recorded in the Public Records of Hillsborough County, Florida. For purposes of these Articles, the following terms shall have the following definitions and meanings:

1. "**Common Area**" means any property whether improved or unimproved, or any easement or interest therein, now or hereafter owned by the Association or which is declared to be a Common Area by the Declaration. Common Areas may include, but are not limited to, parks, open areas, lakes, roads, entrance ways, parking areas, exterior walls and other similar properties.
2. "**Dwelling**" shall mean the residential dwelling constructed upon a "Lot."
3. "**Lot**" means any platted parcel of land within the Property shown on the recorded subdivision plat as recorded in the Public Records of Hillsborough County with the exception of the Common Area.
4. "**Owner**" means the record owner, whether one or more persons, of the fee simple title to any Lot, including contract sellers, but excluding any other person holding such fee simple title only as security for the performance of an obligation. As the context may admit, Owner includes all persons (i) claiming any right, title or interest in a Lot by, through, or under any owner, or (ii) lawfully upon the "Property" (as such term is hereinafter defined) with the consent of any owner, express or implied, such as an occupant.

ARTICLE I
NAME AND ADDRESS

The name of the corporation is "Thomas Townhomes Homeowners' Association, Inc.," hereinafter referred to as the "Association". The business and the mailing address of the Association is 15431 North Florida Avenue, Tampa, Florida 33613.

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ARTICLE II
PURPOSES

1. The Association is organized for the following purposes:
2. To operate as a corporation not-for-profit pursuant to Chapter 617 of the Florida Statutes.
3. To enforce and exercise the duties of the Association as provided in the Declaration.
4. To promote health, safety, welfare, comfort, and social and economic benefit of the members of the Association.
5. To do and perform any other lawful acts and employ all lawful powers which corporations may do, perform or employ under Florida law.

ARTICLE III
POWERS AND DUTIES

The Association shall have the following powers and duties:

1. All of the common law and statutory powers of a corporation not-for-profit under the laws of the State of Florida.
2. To administer, enforce, carry out and perform all of the acts, functions, rights and duties provided in, or contemplated by, the Declaration, including but not limited to, the following:
 - 2.1 To own, purchase, sell, mortgage, encumber, lease, administer, manage, operate, maintain, improve, repair, and/or replace real and personal property.
 - 2.2 To make and collect assessments against Owners to defray the cost, expenses 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.
 - 2.3 To enforce the provisions of the Declaration, these Articles, and the Bylaws.
 - 2.4 To make, establish and enforce reasonable rules and regulations governing the use of Common Area, Lots, Dwellings and other property under the jurisdiction of the Association.

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2.5 To grant and modify easements, and to dedicate property owned by the Association to any public or quasi-public agency, authority or utility company for public, utility, drainage and cable television purposes.

2.6 To borrow money for the purposes of carrying out the powers and duties of the Association.

2.7 To exercise control over exterior alterations, additions, improvements, or changes in accordance with the terms of the Declaration.

2.8 To obtain insurance as provided by the Declaration or as determined by the board of directors of this corporation (the "Board").

2.9 To employ personnel necessary to perform the obligations, services and duties required of or to be performed by the Association and for proper operation of the properties for which the Association is responsible, or to contract with others for the performance of such obligations, services and/or duties.

2.10 To sue and be sued.

ARTICLE IV **MEMBERS**

The members of the Association shall consist of all the record owners of Lots, having voting rights as described in Section 3 below. Membership shall be established as to each of the Lots upon the recording of the Declaration. Upon the transfer of ownership of fee title to, of fee interest in, a Lot, whether by conveyance, devise, judicial decree, foreclosure, or otherwise, and upon the recordation amongst the public record in the county in which the Property is located of the deed or other instrument establishing the acquisition and designating the Lot affected thereby, the new Owner designated in such deed or other instrument shall thereupon become a member of the Association, and the membership of the prior Owner as to the designated Lot shall be terminated; provided, however, that the Association shall not have the responsibility or obligation of recognizing any such change in membership until it has been delivered a true copy of the applicable deed or other instrument, or is otherwise informed of the transfer of ownership of the Lot. Prior to the recording of the Declaration, the incorporator shall be the sole member of the Association.

2. The share of each member in the funds and assets of the Association and any membership in this Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the Lot for which that membership is established.

3. On all matter upon which the membership shall be entitled to vote, the membership shall have the following voting rights:

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Class A. Class A members shall be all Owners, with the exception of the Declarant, and shall be entitled to one vote for each Lot owned.

Class B. The Class B member shall be the Declarant, and shall be entitled to three votes for each lot, or any part thereof, of real property owned.

4. In the event any Lot is owned by more than one person and/or by an entity, the vote for such Lot shall be cast in the manner provided by the Bylaws.

5. The Bylaws shall provide for an annual meeting of the members of the Association and shall make provision for special meetings.

ARTICLE V TERMS OF EXISTENCE

The Association shall have perpetual existence.

ARTICLE VI INCORPORATOR

The name and street address of the incorporator is: Sharon Thomas, 15431 North Florida Avenue, Tampa, Florida 33613.

ARTICLE VII DIRECTORS

1. The property, business and affairs of the Association shall be managed by a Board which shall consist of not less than three (3) directors. The Bylaws may provide for a method of determining the number of directors from time to time. In the absence of a determination as to the number of directors, the Board shall consist of three (3) directors. Directors are not required to be members of the Association.

2. All of the duties and powers of the Association existing under the Declaration, these Articles and the Bylaws shall be exercised exclusively by the Board, its agents, contractors or employees, subject to approval by the members only when specifically required.

3. The Declarant shall have the right, but not the obligation, to appoint all of the directors until Declarant has conveyed 90% of the Lots within the Property, or until 5 years after the Declaration is recorded in the public records in the county in which the Property is located,

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whichever occurs first, and thereafter shall have the right to appoint one director so long as the Declarant owns at least 5% of the Lots. The Declarant may waive its right to elect one or more directors by written notice to the Association, and thereafter such directors shall be elected by the members. When the Declarant no longer owns at least 5% of the Lots within the Property, all of the directors shall be elected by the members in the manner provided in the Bylaws.

4. Directors may be removed and vacancies on the Board shall filled in the manner provided by the Bylaws, however any director appointed by the Declarant may only be removed by the Declarant if, at the time such vacancy is to be filled, the Declarant is entitled to appoint any of the directors.

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

Sharon Thomas	15431 North Florida Avenue Tampa, Florida 33613
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Raymond L. Rairigh, Sr.	15431 North Florida Avenue Tampa, Florida 33613
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Ron Roseman	15431 North Florida Avenue Tampa, Florida 33613
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ARTICLE VIII **BYLAWS**

The first Bylaws shall be adopted by the Board and may be altered, amended or rescinded by the Declarant, the Directors and/or members in the manner provided by the Bylaws.

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 and 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 effected thereby shall be given to each member entitled to vote thereon within the time and in the manner provided in the Bylaws for the giving of notice of a meeting of

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the 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 a majority of the votes of the Class A members plus the vote of the Class B member, if any.

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 had been satisfied.

6. No amendment shall make any changes in the qualifications for membership nor in the voting rights of members without approval by 80% of the Class A members and approval by the Class B member, if any. No amendment shall be made that is in conflict with the Declaration. Prior to the closing of the sale of all Lots within the Property, no amendment shall make any changes which would in any way affect any of the rights, privileges, powers or options herein provided in favor of or reserved to, the Declarant, unless the Declarant shall join in the execution of the amendment, including, but not limited to, any right of the Declarant to appoint directors pursuant to ARTICLE VII.

7. No amendment to these Articles shall be made which discriminates against any Owner(s), or affects less than all of the Owners within the Property, without the written approval of all of the Owners so discriminated against or affected.

8. Upon the approval of an amendment to the Articles, the articles of amendment shall be executed and delivered to the Department of State as provided by law.

ARTICLE X **DISSOLUTION**

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 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 by the Association. No such disposition of Association properties shall be effective to divest or diminish any right or title of any Member vested in him under the recorded Declaration unless made in accordance with the provisions of such Declaration. Notwithstanding

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the foregoing, if the Association is dissolved, the control of right of access to the property containing the surface water management system facilities shall be conveyed or dedicated to an appropriate governmental unit or public utility and that if not accepted, then the surface water management system facilities shall be conveyed to a non-profit corporation similar to the Association.

ARTICLE XI**INITIAL REGISTERED OFFICE ADDRESS AND NAME OF REGISTERED AGENT**

The initial registered office of the Association shall be at 15431 North Florida Avenue, Tampa, Florida 33613. The initial registered agent of the Association at that address is Sharon Thomas.

ARTICLE XII**FHA/VA APPROVAL**

If any mortgage encumbering any Dwelling is guaranteed or insured by the Federal Housing Administration or by the Veterans Administration, then upon written demand to the Association by either such agency, the following actions, if made by Declarant or if made prior to the completion of 75% of the Dwellings which may be built within the Property, must be approved by either such agency: (i) any annexation of additional property, except for any property specifically identified in the Declaration; (ii) any merger or consolidation of the Association; (iii) any mortgage, transfer or dedication of any Common Area; (iv) any dissolution of the Association; and (v) any amendment of these Articles, except for an amendment made to correct errors or omissions, or required by any institutional lender so that such lender will make, insure or guarantee mortgage loans for the Lots, or is required by an governmental authority. Such approval shall be deemed given if either agency fails to deliver written notice of its disapproval of any such action 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 request, or equivalent delivery, and such approval may be conclusively evidenced by a certificate of Declarant or the Association that the approval was given or deemed given.

ARTICLE XIII**SURFACE WATER MANAGEMENT SYSTEMS FACILITIES**

The Association will operate and maintain the surface water management system facilities, including 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.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of

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TRENAM KEMKER

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Incorporation for the uses and purposes therein stated this 23 day of APRIL 2003.


SHARON THOMAS

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THOMAS TOWNHOMES HOMEOWNERS' ASSOCIATION, INC.**ACCEPTANCE OF SERVICE AS REGISTERED AGENT**

SHARON THOMAS, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 617.0503, Florida Statutes.

DATED this 23 day of APRIL, 2003.


SHARON THOMAS

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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