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TALLAHASSEE, FLORIDA

TH 9/17/04

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September 13, 2004

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation of Ocean Harbor Homeowners' Association, Inc.

Dear Madam/Sir:

Enclosed for filing by your office are the original Articles of Incorporation of Ocean Harbor Homeowners' Association, Inc., with attached Certificate Designating Place of Business or Domicile for the Service of Process within This State, Naming Agent Upon Whom Process May Be Served. This law firm's check in the amount of \$78.75 is enclosed to cover the filing fee and the fee for a Certified Copy of the filed document.

Thank you for your assistance in this matter. If you have any questions, please call me.

Sincerely,


Velvet Torres

Paralegal

Enclosures

**ARTICLES OF INCORPORATION
OF
"OCEAN HARBOR"
HOMEOWNERS' ASSOCIATION, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby associate to form a corporation not for profit under Chapter 617 of the Florida Statutes.

ARTICLE I

NAME

The name of this corporation shall be OCEAN HARBOR HOMEOWNERS' ASSOCIATION INC., hereinafter referred to as the ("Association"). The principal and mailing address of this corporation shall be 8208 N. Cameron Ave, Tampa, FL 33614

ARTICLE II

PURPOSE

The purpose of the Association is to acquire title to and own, and whether owned or not, to operate, maintain and preserve the Common Area, as such term is defined in the Declaration of Covenants, Conditions, Restrictions, and Easements for OCEAN HARBOR, which will be recorded among the Public Records of Hillsborough County, Florida, (hereinafter called "Declaration"), in the development located in Hillsborough County, Florida, known as OCEAN HARBOR. The Association is also formed to maintain the privately owned areas of OCEAN HARBOR which are not maintained by their Owners and to perform such other duties assigned to it in the Declaration.

ARTICLE III

POWERS

The Association shall have all of the powers given to corporations not for profit by the Florida Statutes and all of the powers expressly conferred upon it by the Declaration, together with all powers necessary to fulfill all such stated powers and the duties expressly given to it by such Declaration. These powers include, but are not limited to, the power to:

1. Maintain, repair, improve and insure the common areas as defined in the Declaration and other real or personal property which the Association owns or which it has assumed the obligation to maintain, including without limitation the surface water management system which includes the lakes, retention areas, culverts and related appurtenances;
2. Own and Covey property.

3. 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 associated buffed areas, and wetland mitigation areas.

4. Establish rules and regulations.

5. Assess members and enforce assessments.

6. Sue and be sued.

7. Contract for services to provide for operation and maintenance of the surface water management system facilities if the association contemplates employing a maintenance company.

8. Require all the lots owners, parcel owners, or unit owners to be members.

9. Exist in perpetuity. However, if the association is dissolved, the control or right to 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 if not accepted, then the surface water management system facilities shall be conveyed to a non profit corporation similar to this association.

10. Take any other action necessary for the purposes for which the association is organized.

ARTICLE IV

MEMBERS

1. Every record Owner of a fee interest in any Lot, as defined in the Declaration, including contract Sellers, shall be a Member of the Association. The foregoing is not intended to include persons or entities that hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to, and may not be separated from, ownership of a Parcel.

2. Change of membership in the Association shall be established by the recording, in the Public Records of Hillsborough County, Florida, of a deed or other instrument establishing a record of title to a Lot, and shall be evidenced by delivery to the Association of a copy of such instrument. The membership of the prior Owner shall be terminated as of the date of delivery of such deed or other instrument.

3. The share of a Member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except upon transfer of his Lot.

4. There shall be two (2) classes of membership as follows:

(a) Class A. As long as there is a Class B membership, Class A Members shall be all Owners, as defined in the Declaration, other than the Declarant, as defined in the Declaration, and shall be entitled to one vote for each Lot owned. Upon termination of Class B membership, Class A Members shall be all Owners, including the Declarant, as long as the Declarant is an Owner and each Owner shall be entitled to one vote for each Lot owned. If more than one (1) person owns an interest in any Lot, all such persons shall be Members, but there shall be only

one (1) vote cast with respect to such Lot. Such vote may be exercised as the Owners determine among themselves, but no split vote shall be permitted.

(b) Class B. B. The Class B Member shall be the Declarant and as long as there is a Class B voting membership the Declarant shall be entitled to three (3) votes for each Lot owned (the "Class B Control Period"). The Class B Control Period shall end and Declarant shall turn over control of the Association to the Class A members upon the earlier of the following events:

(i.) When ninety percent (90%) the Lots including Lots in property annexed or planned for annexation by Declarant, have been sold to parties other than Builders, or

(ii.) On December 31, 2011, or

(iii.) When the Declarant elects to terminate the Class B Control Period.

ARTICLE V

BOARD OF DIRECTORS

1. The affairs of the Association shall be initially managed by a Board of three (3) Directors, whose names and address are:

Jorge Damiani	Lilianna Damiani	Felix Martinez
617 A Cleveland St.	617 A Cleveland St.	8205 N. Cameron
Ave.		
Suite #2	Suite #2	Tampa, FL 33614
Clearwater, FL 33755	Clearwater, FL 33755	

2. New Directors shall be appointed or elected and the number of Directors shall be increased or diminished in accordance with the By-Laws of the Association, but there shall not be less than three.

ARTICLE VI

OFFICERS

The officers of the Association shall be President, Vice President, Secretary and Treasurer, and such additional officers as the By-Laws specify. The officers shall be elected by Directors at their annual meeting or at any special meeting called for that purpose.

The first officers who shall serve until the first election are:

Jorge Damiani	President
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ARTICLE VII

BY-LAWS

The By-Laws of the Association shall be adopted by the first Board of Directors and may be altered as follows:

1. An amendment may be proposed by any Member or any Director prior to a meeting at which it will be considered.
2. Notice of the subject matter of the proposed amendment shall be included in the notice of the meeting at which the amendment is to be considered.
3. The amendment must be approved, either in person or by proxy by at least a majority of the entire membership of the Board of Directors.
4. No amendment may change the qualifications for membership in the Association.
5. No amendment which will affect the Declarant shall be adopted unless the Declarant has consented thereto in writing.
6. A copy of the amendment shall be recorded in the Public Records of Hillsborough County, Florida.

ARTICLE VIII

AMENDMENT OF ARTICLES

These Articles may be amended in the manner set forth in Chapter 617, Florida Statutes, provided, however, that any amendment to these Articles shall require the written consent of two-thirds (2/3) of the Lot Owners at any regular or special meeting of the membership duly caused and convened. No such amendment may diminish any rights of the Class B Member, however, unless joined in by such Class B Member.

ARTICLE IX

DISSOLUTION OF THE ASSOCIATION

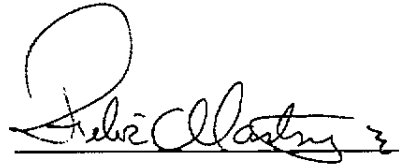
The term of the Association shall be perpetual unless dissolved by the unanimous written consent of the Members and all mortgagees.

Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association (including without limitation the surface water management system portions of the Common Area) shall be dedicated to an appropriate public agency to be used for purposes similar to those for which the Association was created. 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 such similar purposes, but in no event shall such assets inure to the individual benefit of any Member or other private individual. The Article is subject to the provisions of Section 617.05 Florida Statutes.

ARTICLE X
RESIDENT AGENT

The Resident Agent of the Association, for purposes of accepting service of process shall be Felix Martinez whose address within the State of Florida is 8208 N. Cameron Ave, Tampa Florida 33614

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the purpose of forming the Association this 8th day of August, 2004.

A handwritten signature in black ink, appearing to read "Felix Martinez", is written over a horizontal line.

Felix Martinez

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

OCEAN HARBOR HOMEOWNERS' ASSOCIATION, INC., desiring to organize under the laws of the State of Florida, with its principal place of business in the City of Tampa, County of Hillsborough, State of Florida has named Felix Martinez, located at 8208 N. Cameron Ave, Tampa, Florida 33614, as its agent to accept service of process within this state.

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: 

Felix Martinez

DATED: August 8, 2004