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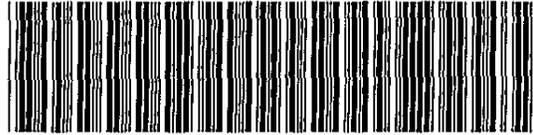
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1.) Bayette Professional Park Owners Association, Inc.
(CORPORATE NAME & DOCUMENT #)

2.)
(CORPORATE NAME & DOCUMENT #)

3.)
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4.)
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TALLAHASSEE, FLORIDA

SPECIAL INSTRUCTIONS

**ARTICLES OF INCORPORATION
OF
BOYETTE PROFESSIONAL PARK OWNERS ASSOCIATION, INC.
(A Corporation Not for Profit)**

THE UNDERSIGNED INCORPORATOR to these Articles of Incorporation hereby proposes the incorporation under Chapter 617, Florida Statutes, of a corporation not for profit, and hereby makes, subscribes, acknowledges and files with the Secretary of State of the State of Florida, Articles of Incorporation, and hereby certifies as follows:

ARTICLE I: NAME AND LOCATION

The name of this corporation shall be **BOYETTE PROFESSIONAL PARK OWNERS ASSOCIATION, INC.** (hereinafter referred to as the "**Association**"), and its initial office for the transaction of its affairs shall be 10931 Boyette Road, Riverview, Florida 33569, and the initial Registered Agent at that address is Robert H. Encinosa.

ARTICLE II: PURPOSES

The Association does not contemplate pecuniary gain or profit to the members thereof and no distribution of income to its members, directors or officers shall be made, except that nothing herein shall prevent the Association from compensating persons who may be members, directors or officers in exchange for services actually rendered to, or costs actually incurred for the benefit of, the Association in furtherance of one or more of its purposes. The general purpose of this Association is to promote the common interests of the property owners in Boyette Professional Park, a commercial business park, which property is more particularly described in the Declaration and Boyette Professional Park Platted Subdivision - No Improvements, prepared by Brooks & Amaden, Inc., Tampa, Florida (herein collectively referred to as the "**Project**"), and in any property, if any, that may later be submitted to the jurisdiction of this Association, and the specific purpose is to perform the functions of the Association contemplated in the Declaration of Covenants, Conditions and Restrictions for the Project as recorded in the public records of Hillsborough County, Florida (herein referred to as the "**Declaration**"), as the same may in the future be amended from time to time, which purposes shall include, but not be limited to, the power to:

- (a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration;
- (b) Fix, levy, collect and enforce payment, by any lawful means, all charges or assessments pursuant to the terms of the Declaration, and to adopt such annual budgets as are necessary to carry out the provisions of the Declaration;
- (c) Pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association;
- (d) Acquire, either by gift, purchase or otherwise, and to own, hold, improve, build upon, operate, maintain, convey, sell, lease or transfer, or otherwise dispose of real or personal property, leasehold estates, or interests therein, in connection with the affairs of this Association;
- (e) Borrow money, and upon required affirmative vote of each of the members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal

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- property, or leasehold, or subleasehold, or sub-subleasehold estate as security for money borrowed or debts incurred;
- (f) Dedicate, sell, or transfer all or any part of the Association's property to any public body or governmental agency or authority, or any public or private utility for such purposes and subject to such conditions as may be agreed to by the members;
 - (g) Grant easements as to the Common Area (as defined in the Declaration) to public and private utility companies, and to public bodies or governmental agencies or other entities or persons, without cost or charge, where convenient, desirable or necessary in connection with the development of the Property (as defined in the Declaration), and the providing of utility and other services thereto;
 - (h) Participate in mergers and consolidation with other non-profit corporations organized for similar purposes, provided that any such merger or consolidation shall have been approved by required vote of the members;
 - (i) Adopt, alter, amend, and rescind reasonable rules and regulations from time to time, which rules and regulations shall be consistent with the rights and duties established by the Declaration and with the provisions of these Articles of Incorporation;
 - (j) Contract for the maintenance and management of the Common Area and to authorize a management agent to assist the Association in carrying out its powers and duties under the Declaration;
 - (k) Have and exercise any and all other powers, rights and privileges of a not-for-profit corporation organized under the laws of the State of Florida;
 - (l) Manage, control, operate, maintain, improve, repair and replace the Common Area or other portions of the Property as contemplated by the Declaration;
 - (m) Enforce covenants, conditions, or restrictions to the extent the Association may be authorized to do so under the Declaration or By-laws;
 - (n) Engage in activities that will actively foster, promote, and advance the common interests of all owners of the Property subject to the Declaration;
 - (o) Exercise all of the powers, express or implied, granted to the Association by the Declaration or which are reasonably necessary in order for the Association to administer, enforce, carry out and perform all of the acts, functions, rights and duties provided in, or contemplated by, the Declaration;
 - (p) Purchase insurance for the protection of the Association, its officers, directors and Members, and such other parties as the Association may determine to be in the best interests of the Association;
 - (q) Exercise architectural control over all buildings, structures and improvements to be placed or constructed upon any portion of the Property pursuant to the Declaration;

- (r) Contract for cable television and security services within the Property as the Board in its discretion determines necessary or appropriate;
- (s) Provide, purchase, acquire, replace, improve, maintain and/or repair such buildings, structures, street lights and other structures, landscaping, paving and equipment, both real and personal, related to the health, safety and social welfare of the members of the Association and the owners and residents of the Property as the Board in its discretion determines necessary or appropriate; and
- (t) Employ personnel necessary to perform the obligations, services and duties required of or to be performed by the Association and/or to contract with others for the performance of such obligations, services and/or duties.

ARTICLE III: MEMBERSHIP AND VOTING RIGHTS

A. Membership.

1. Declarant. The Declarant, to wit: Boyette Professional Park II, LLC, a Florida limited liability company shall be a member of the Association and shall retain said membership in accordance with the terms of the Declaration or until such time as the Declarant determines in its sole discretion to relinquish its membership by written notice to the Association, recorded in the Public Records of Hillsborough County, Florida.

2. Membership and Voting. The membership and voting of the Association is more particularly set forth in the Declaration and members shall be entitled to vote in accordance with the applicable voting provisions set forth in the Declaration and any provisions of these Bylaws. There shall be no cumulative voting for Directors or for any other matters.

3. Transfer of Control of the Association. Transfer of control of the Association from Declarant to the members shall be in accordance with the terms of the Declaration or, in the event the Declarant in its sole discretion determines to relinquish its rights pursuant to the Declaration, then upon the recording of an instrument in the Public Records of Hillsborough County, Florida, stating that the Declarant has relinquished its rights relative to transfer of control of the Association. In the case of an Owner member, transfer of membership in the Association shall be established by the recording in the Public Records of Hillsborough County, Florida of a deed assignment, leasehold, subleasehold or other instrument establishing a transfer of record title or leasehold or subleasehold estate to any Tract for which membership has already been established, the owners designated by such instrument of conveyance thereby becoming an owner member and the prior's owner's membership thereby being terminated. In the event of a death of an owner member, the membership shall automatically be transferred to heirs or successors in interest. Notwithstanding the foregoing, the Association shall not be obligated to recognize such a transfer of membership until such time as the Association receives a true copy of the deed or other instrument establishing the transfer of ownership of said Tract, and it is the responsibility and obligation of the former and new owner of the Tract to provide such copy of said instrument to the Association.

ARTICLE IV: TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE V: INCORPORATOR

The name and residence of the Incorporator to these Articles of Incorporation is the following:

<u>NAME</u>	<u>ADDRESS</u>
Robert H. Encinosa	10931 Boyette Road Riverview, FL 33569

ARTICLE VI: MANAGEMENT

The affairs of the Corporation shall be managed by its Board of Directors, which shall consist of not less than 3 individuals, the precise number to be fixed in the By-laws or by the Board of Directors from time to time. Directors shall be elected for one year terms by the members at the annual members' meeting, to be held as scheduled by the Board of Directors in the last quarter of each fiscal year in the manner prescribed in the By-laws, and shall hold office until their respective successors are duly elected and qualified. Officers may be Directors. Officers and Directors must be owners of or Tracts (as defined in the Declaration) within the Property, and provided, however, that any individual who is an Officer, Director or Owner of any legal entity which is an Owner may serve as an Officer or Director. The Board shall elect a President, a Vice President, and a Secretary-Treasurer of the Association, and such other officers as may, in the opinion of the Board, from time to time be necessary to adequately administer the affairs of the Association. Such officers are to hold office at the pleasure of the Board or until their successors are duly elected and qualified. Officers may be Directors. Any individual may hold 2 or more corporate offices, except that the offices of President and Secretary-Treasurer may not be held by the same person. The officers shall have such duties as may be specified by the Board or the By-laws of the Association. Vacancies occurring on the Board and among the officers shall be filled in the manner prescribed by the By-laws of the Association.

ARTICLE VII: INITIAL OFFICERS

The names and residences of the initial officers who are to serve until their successors are elected under the provisions of these Articles of Incorporation and the By-laws are the following:

<u>Title</u>	<u>Identity</u>	<u>Residence</u>
President	Robert H. Encinosa	10931 Boyette Road Riverview, FL 33569
Secretary	Cheryl L. Encinosa	10931 Boyette Road Riverview, FL 33569
Treasurer	Robert H. Encinosa	10931 Boyette Road Riverview, FL 33569

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The number of persons constituting the initial Board of Directors of the Association shall be 3 and the names and addresses of the members of such first Board of Directors, who shall hold office until their respective successors are elected pursuant to the provisions of these Articles of Incorporation and the By-laws, are the following:

<u>Name</u>	<u>Residence</u>
Robert H. Encinosa	10931 Boyette Road Riverview, FL 33569
Cheryl L. Encinosa	10931 Boyette Road Riverview, FL 33569
Cindy Walker	10931 Boyette Road Riverview, FL 33569

ARTICLE IX: BY-LAWS

The By-laws of the Association shall be adopted by the initial Board of Directors, as constituted under Article VIII above, at the organizational meeting of the Board. Thereafter the By-laws may be altered, amended, or rescinded.

However, no amendment to the By-laws shall be valid which affects any of the rights and privileges provided to Declarant without the written consent of Declarant as long as Declarant shall own any portion of the Property.

ARTICLE X: AMENDMENTS

Subject to the terms of the Declaration, amendments to these Articles of Incorporation shall be made in the following manner:

(a) The Board of Directors shall adopt a resolution setting forth a proposed amendment and, if members have been admitted, directing that it be submitted to a vote at a meeting of members, which may be either the annual or a special meeting. If no members have been admitted, the amendment shall be adopted by a vote of the majority of directors and the provisions for adoption by members shall not apply.

(b) Written notice setting forth the proposed amendment or a summary of the changes to be affected thereby shall be given to each member of record entitled to vote thereon within the time and in the manner provided by Florida Statutes for the giving of notice of meetings of members. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

(c) 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 both the affirmative

vote of a majority of the votes of members of each class entitled to vote thereon as a class and the affirmative vote of a majority of the votes of all members entitled to vote thereon.

Any number of amendments may be submitted to the members and voted upon by them at one meeting.

Notwithstanding anything herein to the contrary, no amendment to these Articles of Incorporation shall be valid which affects any of the rights and privileges provided to Declarant without the written consent of Declarant as long as Declarant shall own or lease any portion of the Property or Additional Property, if any.

ARTICLE XI: REGISTERED OFFICE AND AGENT

Pursuant to Section 48.091 and Section 607.0501, Florida Statutes, the name and address of the Initial Registered Agent for service of process upon the Association is:

Robert H. Encinosa
10931 Boyette Road
Riverview, FL 33569

The above address is also the address of the registered office of the Association.

ARTICLE XII: DISSOLUTION

The Association may be dissolved as provided by law. 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 to 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 to the same as those to which they were required 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 under the Declaration unless made in accordance with the provisions of such Declaration. In addition to the foregoing, if at any time the sole member of the Association is an Owners Association, the Association may be dissolved at the election of the Owners Association, and in that event all of the assets, both real and personal, of the Association, shall be transferred and conveyed to such Owners Association.

In the event the Association is dissolved, the property consisting of the surface water management system shall be conveyed to an appropriate agency of local government, and that if not accepted, then the surface water management system shall be dedicated to a similar non-profit corporation.

ARTICLE XIII: DEFINITIONS

Unless the context expressly requires otherwise, the terms used herein shall have the meanings set forth in the Declaration.

[See signature page attached]

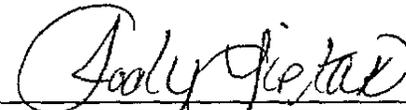
IN WITNESS WHEREOF, the undersigned incorporator has executed the foregoing Articles of Incorporation this 1st day of November, 2004.


Robert H. Encinosa
Incorporator

STATE OF FLORIDA
COUNTY OF Hillsborough

The foregoing instrument was acknowledged before me this 1 day of November, 2004, by **ROBERT H. ENCINOSA**, who is personally known to me or has produced a Florida driver's license as identification.

 Jody Liptak
My Commission DD134958
Expires July 17 2006


NOTARY PUBLIC STATE OF FLORIDA
Print: Jody LIPTAK

My Commission Expires: July 17, 2006

My Commission Number: DD134958

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Pursuant to applicable provisions of Florida Statutes, **BOYETTE PROFESSIONAL PARK OWNERS ASSOCIATION, INC.** submits the following statement to designate a Registered Office and Registered Agent in the State of Florida:

The name of the Company is: **BOYETTE PROFESSIONAL PARK OWNERS ASSOCIATION, INC.**

The name and Florida street address of the Registered Agent is:

Robert H. Encinosa
10931 Boyette Road
Riverview, FL 33569

Having been named as Registered Agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I 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.



Robert H. Encinosa (SEAL)

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