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From: Account Name : SHUMAKER, LOOP & KENDRICK LLP
Account Number : 075500004387
Phone : (813) 229-7500
Fax Number : (813) 229-1660

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FLORIDA NON-PROFIT CORPORATION

Fountain Plaza Association, Inc.

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**ARTICLES OF INCORPORATION OF
FOUNTAIN PLAZA ASSOCIATION, INC.**

I. NAME AND ADDRESS

The name of this corporation shall be FOUNTAIN PLAZA ASSOCIATION, INC. (sometimes hereinafter referred to as the "Association"). The address of the Association shall be, c/o Elliott Ross, 3001 Executive Drive, Suite 250, Clearwater, Florida 33762, or such other address as the Association may hereafter select.

II. DEFINITIONS

When used herein, the following terms shall have the meanings set forth below:

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

B. "Association" shall mean FOUNTAIN PLAZA 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. "Common Areas and Facilities" shall mean the portions of the Project intended for the nonexclusive common use by the Owners and, to the extent provided for herein, their Permittees. The Common Areas and Facilities are comprised of the areas defined in item (g), page 2 of the Declaration.

F. "Declaration" shall mean the Declaration of Covenants, Restrictions and Easements of the Property which shall be recorded by the Declarant in the public records of Hillsborough County, Florida, and all of the conditions, covenants, easements, reservations, assessments, liens, standards and criteria set forth therein or adopted pursuant to the Declaration, together with all modifications and amendments thereto.

G. "Developer" or "Declarant" shall mean Rollar Realty, Inc., a Florida corporation, its successors and assigns, unless the context indicates otherwise.

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

I. "Property" shall mean the real property described in Exhibit "A".

J. "Stormwater Retention Facilities" shall have the meaning set out in item (aa), page 3 of the Declaration.

K. "Stormwater Collection Facilities" shall have the meaning set out in item (z), page 3 of the Declaration.

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

M. "Owner" shall mean the record owner, and if there is more than one (1) record owner, then all such record owners collectively, of fee simple title to any Parcel as disclosed by the Public Records maintained by the Clerk of the Circuit Court of Hillsborough County, Florida, except that in the event all or any portion of a Parcel shall be subdivided as a residential townhouse or condominium development, the homeowners or condominium association (as the case may be) shall be deemed the "Owner" for purposes hereof rather than each individual townhouse or condominium owner.

N. "Person" shall mean any individual, profit or nonprofit corporation, partnership, limited partnership, association, estate, trust or other entity. It shall not include the Hillsborough County Government or any other governmental agencies.

O. "Parcel" shall mean any portion of the Property owned by a Member.

P. "Quorum of the Members" shall mean a meeting of the Members at which Members entitled to vote at least fifty percent (50%) of the total number of eligible votes in the Association are in attendance or represented at such meeting by a duly authorized representative of the Member or by proxy.

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 Members.

B. To operate, manage, repair, maintain, reconstruct, restore, renovate, rebuild, replace, improve and alter the Stormwater Retention Facilities and the Stormwater Collection Facilities; The Surface Water Management System, the Wetland Mitigation Areas; to the extent not maintained by Hillsborough County, the "Bypass Ditch" all as defined in pages 3 and 4 of the Declaration; and to procure and maintain insurance which the Board determines is necessary or appropriate relating to such structures and to pay all taxes, assessments and utility charges relating thereto.

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

D. To operate the Association without profit for the benefit of its Members.

E. To do, perform or provide any other acts, services or matters whatsoever that are not in conflict with these Articles or the By-Laws 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:

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

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interests of the Members, including, without limitation, the promulgation and enforcement of rules and regulations.

C. To establish procedures and policies relating to the governance and operation of the Association, the Common Areas, and Facilities 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, or otherwise acquire or dispose of, any interest in real or personal property, except to the extent restricted hereby.

G. To operate, manage, repair, maintain, reconstruct, restore, renovate, rebuild, replace, improve and alter the "Surface Water Management System"; "Wetland Mitigation Areas" and "Bypass Ditch" all as defined in the Declaration.

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

I. To fix regular or special dues, charges, fees and assessments to be levied upon the Members and against the Parcels 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 fines and other charges for the nonpayment of such dues, charges, fees or assessments or for the violation of the Articles of Incorporation, 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 dues, 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, the Articles of Incorporation or By-Laws of the Association, (ii) enforce, by mandatory injunction or otherwise, the provisions of the Declaration or the Articles of Incorporation or By-Laws of the Association, and (iii) to collect any assessment, fee, dues, fine, charge or other amount due to the Association from any Member or any person or entity claiming by or through such Member.

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 reserves to provide for the deferred maintenance, renovation, rebuilding, reconstruction, replacement, improvement or alteration of any portion of the Common Areas or the Improvements.

M. To control the specifications, architecture, design, appearance, elevation and location of all improvements, upon or under the Property.

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

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appropriate to insure full, complete and continuing compliance with the Declaration, these Articles of Incorporation and the By-Laws.

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 of Incorporation 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, 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 Parcel within the Property shall automatically become a Member of the Association for so long as such ownership continues (except that in the event all or any portion of a Parcel shall be subdivided as a residential townhouse or condominium development, the homeowners or condominium association (as the case may be) shall be deemed the "Owner" for purposes hereof rather than each individual townhouse or condominium owner. Except as otherwise provided herein, Association membership shall be an interest which is appurtenant to fee simple title of a Parcel within the Property and shall not be divisible or transferable separate and apart from ownership of any such Parcel; provided, however, that in the event an Owner of a Parcel executes a lease relating to such Parcel 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 forth 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.

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 of the Association.

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VI. BOARD OF DIRECTORS

A. The affairs of the Association shall be managed and directed by a Board of Directors which shall include at least three (3) Directors. Only individuals may serve as Directors. The initial Board shall consist of three (3) Directors appointed by the Developer. 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, and (iv) that the Developer shall have the right to appoint one (1) Director of the Board for so long as Developer owns any portion of the Property, as defined in the Declaration. The Members shall have the right to appoint one director of the Board until the earlier of (a) the date on which certificates of occupancy are issued for buildings on all Parcels subject to the Declaration or (b) ten (10) years from the date of recording the Declaration in the public records of Hillsborough County, Florida (the aforesaid period shall be referred to as the "Developer Control Period"). Thereafter that each Member shall be entitled to the equivalent of one (1) vote for each acre of the Parcel which is owned by such Member computed as follows:

(1) for each partial acre of the Parcel, if any, which is included within a Parcel, 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 Parcel is held in the name of more than one (1) person, the owners of such Parcel shall jointly determine the manner in which the vote for such Parcel is to be cast and in no event may the vote relating to any Parcel be split or divided among the persons owning such Parcel and, instead must be voted as a whole by such persons or entities,

(3) if the owners of any Parcel 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 to such Parcel in connection with such issue,

(4) in no event shall more than one (1) vote per acre included within a Parcel be cast regardless of the number of persons which owns such Parcel, and

(5) in the event the owners of any Parcel 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 rights shall collectively be referred to as the "Voting Rights"). Directors need not be Owners or full time employees of Owners.

B. The names and addresses of the members of the initial Board who, subject to these Articles of Incorporation and the By-Laws of the Association, shall hold office for the first year of the existence of the Association, or until an election is held by the Members for the election of Directors, or until their successors are elected or appointed and have qualified in accordance with the By-Laws, are as follows:

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NAME	ADDRESS
Elliott Ross	3001 Executive Drive, Suite 250 Clearwater, Florida 33762
Mike Myers	3001 Executive Drive, Suite 250 Clearwater, Florida 33762
Patty Malia	3001 Executive Drive, Suite 250 Clearwater, Florida 33762

VII. OFFICERS

A. 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 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.

B. The names of the officers who, subject to these Articles of Incorporation and the By-Laws, shall hold office for the first year of the existence of the Corporation, or until an election is held by the Directors for the appointment of other officers, or until their successors are duly elected and have qualified are:

- President - Elliott Ross
- Vice President - Mike Myers
- Treasurer - Patty Malia
- Secretary - Patty Malia

VIII. REGISTERED OFFICE AND REGISTERED AGENT

The name of the Association's initial registered agent is C. Graham Carothers, Jr., Esquire, and the street address of the corporation's initial registered office is 101 East Kennedy Boulevard, Suite 2800, Tampa, Florida 33602. The corporation shall keep the Department of State of the State of Florida informed of the current city, town, or village and street address of said registered office together with the name of the registered agent.

IX. CORPORATE EXISTENCE

The Association shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. If the Association is dissolved, the control or right of access to the property which is the subject of these Articles shall be conveyed or dedicated to an appropriate governmental unit or public utility and that if not accepted, then this property shall be conveyed to a non-profit corporation similar to the Association.

X. BY-LAWS

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.

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XL. AMENDMENT TO ARTICLES OF INCORPORATION

A. 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 is present.

B. The rights, interests and privileges conferred upon any Member by these Articles of Incorporation are subject to the right of the Association to alter, amend or rescind these Articles of Incorporation.

XII. INCORPORATOR

The name and residence address of the incorporator was:

<u>Name</u>	<u>Address</u>
C. Graham Carothers, Jr.	101 East Kennedy Blvd., Suite 2800 Tampa, FL 33602

The incorporator assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the Board of Directors any rights he has as incorporator; this assignment shall become effective on the date corporate existence begins.


EXECUTED: January 31, 2005.



 C. Graham Carothers, Jr., as incorporator

REGISTERED AGENT CERTIFICATE

Having been named to accept service of process for the above state 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.



 C. Graham Carothers, Jr.

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