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FLORIDA NON-PROFIT CORPORATION

HEMINGWAY LANDINGS ASSOCIATION, INC.

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**ARTICLES OF INCORPORATION
OF
HEMINGWAY LANDINGS ASSOCIATION, INC.**

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The undersigned hereby associate to form a corporation not for profit under Chapter 720 of the Florida Statutes.

**ARTICLE I
NAME**

The name of this corporation shall be HEMINGWAY LANDINGS ASSOCIATION INC., hereinafter referred to as the ("Association"). The principal business and mailing address of this corporation shall be 2408 Airport Road, Suite B, Plant City, FL 33563.

**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 of Hemingway Landings Townhomes, 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 Hemingway Landings Townhomes. The Association is also formed to maintain the privately owned areas of Hemingway Landings Townhomes, 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 Units and Common Area 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. Make and collect assessments from its Members;
3. Pay all Association expenses;

4. Acquire title to and exercise all rights of ownership in and to any real or personal property;
5. Own and convey real or personal property;
6. Make, amend and enforce reasonable rules and regulations for the use of the property it owns or maintains;
7. Enforce the terms of the Declaration, these Articles, and the By-Laws of the Association.
8. Sue and be sued;
9. Contract for operation and maintenance services.
10. Require all Owners to be members of the Association.
11. Exist in perpetuity, but in the event that the Association is dissolved, the Common Area including the surface water management system shall be conveyed to an appropriate agency of local government, or if not accepted to a nonprofit corporation with similar purposes.
12. Take any other action necessary for the purposes for which the Association is formed.

ARTICLE IV MEMBERS

1. Every record Owner of a fee interest in any Unit, 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 who 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 Unit, 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 Unit.
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 Unit 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 Unit owned. If more than one (1) person owns an interest in any Unit, all such persons shall be Members, but there shall be only one (1) vote cast with respect to such Unit. 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 Unit 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:

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

(d) On December 31, 2015, or

(e) 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 Directors, whose names and address are:

Arturo S. Guevara, 2408 Airport Road, Suite B, Plant City, FL 33563
Silvia M. Padron, 2408 Airport Road, Suite B, Plant City, FL 33563
Jose Guevara, 2408 Airport Road, Suite B, Plant City, FL 33563.

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:

Arturo S. Guevara	President
Silvia M. Padron	Vice President
Jose Guevara	Secretary/Treasurer

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 720, Florida Statutes, provided, however, that any amendment to these Articles shall require the written consent of two-thirds (2/3) of the Unit 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.

ARTICLE X
RESIDENT AGENT

The Resident Agent of the Association, for purposes of accepting service of process shall be Douglas C. Roland, whose address within the State of Florida is 500 E. Kennedy Blvd., Suite 200, Tampa, Florida 33602.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the purpose of forming the Association this day of October, 2005.


Douglas C. Roland

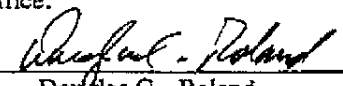
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

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

HEMINGWAY LANDINGS ASSOCIATION, INC., desiring to organize under the laws of the State of Florida, with its principal place of business in County of Hillsborough, State of Florida has named Douglas C. Roland, located at 500 E. Kennedy Blvd., Suite 200, Tampa, Florida 33602, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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: 
Douglas C. Roland
DATED: October 25, 2005