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## FLORIDA NON-PROFIT CORPORATION

The Villas of Westshore Palms, Inc.

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**ARTICLES OF INCORPORATION**  
**OF**  
**THE VILLAS OF WESTSHORE PALMS, INC.**  
*(a Florida not-for-profit corporation)*

The undersigned incorporator, a resident of the State of Florida and of full age, hereby makes, subscribes, acknowledges and files with the Department of the State of Florida these Articles of Incorporation for the purpose of forming a corporation not-for-profit and does under the laws of the State of Florida.

**ARTICLE I**

**NAME OF CORPORATION**

The name of the corporation is THE VILLAS OF WESTSHORE PALMS, INC.  
(hereinafter called the "Association").

**ARTICLE II**

**PRINCIPAL OFFICE OF THE ASSOCIATION**

The principal place of business and the mailing address of the Association is 5101 W. Poe Avenue, Tampa, Florida 33629.

**ARTICLE III**

**REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the registered office of the Association is 5101 W. Poe Avenue, Tampa, Florida 33629, and the name of the initial registered agent to accept service of process within the State of Florida is Mark Gordon.

**ARTICLE IV**

**DEFINITIONS**

Unless otherwise provided herein to the contrary, all terms used in these Articles shall have the same definitions and meanings as those set forth in that certain Declaration

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of Covenants, Conditions and Restrictions for The Villas of Westshore Palms, Inc., recorded or to be recorded in the Public Records of Hillsborough County, Florida, as it may from time to time be amended (hereinafter called the "Declaration").

#### ARTICLE V

##### PURPOSE OF THE ASSOCIATION

The Association does not contemplate pecuniary gain or profit to its Members, and the specific purposes for which it is formed are to provide for the maintenance, preservation and architectural control of all common areas and other residence lots within that certain tract of property (hereinafter called the "Property" or the "Corporate Property") in Hillsborough County, Florida, and more particularly described as The Villas of Westshore Palms.

#### ARTICLE VI

##### POWERS OF THE ASSOCIATION

Without limitation, this Association is empowered to:

(a) Declaration. Exercise all rights, powers, privileges and perform all duties, of this Association set forth in that certain Declaration of Covenants, Conditions and Restrictions (hereinafter called the "Declaration") applicable to the property and recorded or to be recorded in the Public Records of Hillsborough County, Florida and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth in full.

(b) Property. In any lawful manner, acquire, own, hold, improve, manage, operate, maintain, repair, replace, operate, convey, sell, lease, transfer, assign, and otherwise dispose of property of any nature whatsoever, real, personal, or mixed, tangible or intangible, in connection with this Association's affairs, specifically including the surface water management system facilities, including all inlets, ditches, sales, culverts, water control structures, retention and detention areas, ponds, lakes, floodplain

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compensation areas, wetlands and any associated buffer areas, and wetland mitigation areas.

(c) Assessments. Fix, levy, collect, and enforce by any lawful means all charges or assessments established by, or pursuant to, the Declaration; and to use and expend the proceeds of assessments in the exercise of its powers and duties hereunder.

(d) Costs. Pay all costs, expenses, and obligations lawfully incurred in connection with this Association's affairs including, without limitation, all licenses, taxes, or other governmental charges levied or imposed against this Association's property, and contract for services such as to provide for operation and maintenance of facilities, including surface water management system facilities.

(e) Borrowing. Borrow money and, with the approval of two-thirds (2/3) of each class of members, mortgage, pledge, deed in trust, hypothecate, assign, grant security interests in, or otherwise transfer any or all of its property as security for money borrowed, debts incurred, or any of its other obligations.

(f) Dedications. With the approval of three-fourths (3/4) of the members, dedicate, sell or transfer all or any part of its property to any public agency, authority, or utility for such purposes, and subject to such conditions, as seventy-five percent (75%) of the members determine.

(g) Mergers. With the approval of two-thirds (2/3) of the members, participate in mergers and consolidations with other non-profit corporations organized for similar purposes.

(h) Rules. From time to time adopt, alter, amend, rescind, and enforce reasonable rules and regulations governing the use of the Lots, Common Area, and Corporate Property consistent with the rights and duties established by the Declaration and these Articles and governing Members' responsibilities.

(i) General. Have and exercise all common law rights, powers, and privileges and those that a corporation not-for-profit may now or hereafter have or exercise under the laws of the State of Florida, together with all other rights, powers, and privileges reasonably to be implied from the existence of any right, power, or privilege so granted, or granted by the Declaration or these Articles, or reasonably necessary to effectuate the exercise of any right, power, or privilege so granted.

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j) Enforcement. To enforce by legal means the obligations of the members of the corporation; the provisions of the Declaration, and the provisions of a dedication or conveyance of the Corporate Property to the corporation with respect to the use and maintenance thereof; to sue and be sued.

## ARTICLE VII

### MEMBERSHIP

Every person who from time to time holds the record fee simple title to, or any undivided fee simple interest in, any Lot that is subject to the provisions of the Declaration is a member of this Association, including contract sellers, but excluding all other persons who hold any interest in any Lot merely as security for the performance of an obligation. An Owner of more than one Lot is entitled to one membership for each Lot owned. Membership is appurtenant to, and may not be separated from, ownership of at least one Lot that is subject to the provisions of the Declaration, and membership may not be transferred other than by transfer of title to such Lot. Each membership is transferred automatically by conveyance of title of a Lot.

## ARTICLE VIII

### VOTING RIGHTS

The Association shall have two (2) classes of voting membership:

Class "A". Class "A" Members shall be all Owners of Lots, with the exception of Declarant (as defined in the Declaration), and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot.

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Class "B". The Class "B" member shall be Declarant, and shall be entitled to three (3) votes for each Lot owned. The Class "B" membership shall cease and be converted to Class "A" membership on the happening of the following events, whichever occurs earlier:

- (a) When the total outstanding Class "A" votes in the Association equals or exceeds the total outstanding Class "B" votes, including Class "B" votes for any Property annexed or planned for annexation by Declarant;
- (b) On January 1, 2007; or
- (c) When the Declarant waives in writing its right to Class "B" membership.

## ARTICLE IX

### BOARD OF DIRECTORS

Section 1. This Association's affairs are managed by a Board of Directors initially composed of three Directors. The number of Directors from time to time may be changed by amendment to this Association's Bylaws, but at all times it must be an odd number of three or more but not to exceed five (5). The initial Directors named below shall serve until this Association's first annual meeting. The term of office for all Directors is one (1) year. Before any such annual meeting, all vacancies occurring on the Board of Directors, if any, will be filled by majority vote of the remaining Directors even if less than a quorum. Any Director may succeed himself or herself in office. All Directors will be elected by ballot. Each member may cast as many votes for each vacancy as such member has; and, the person receiving the largest number of votes cast for each vacancy is elected. Cumulative voting is not permitted. Directors need not be Association members.

Section 2. The names and addresses of the persons who will serve as Directors

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until their successors have been duly elected and qualify, unless they sooner die resign,  
or are removed, are:

Name: Mark Gordon  
5101 W. Poe Avenue  
Tampa, Florida 33629  
Ralph Guito  
5105 W. Poe Avenue  
Tampa, Florida 33629  
Sharon Gordon  
5101 W. Poe Avenue  
Tampa, Florida 33629

#### ARTICLE X

##### INCORPORATOR

The name and residence of the Incorporator is:

Name: Mark Gordon  
Address: 5101 W. Poe Avenue  
Tampa, Florida 33629

#### ARTICLE XI

##### DISSOLUTION

This Association may be dissolved in the manner from time to time provided by the laws of the State of Florida and with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of this Association in any manner other than incident to a merger or consolidation, all of this Association's assets including the control of right of access to the property containing the surface water management system facilities, must be dedicated to an appropriate public agency

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to be used for purposes similar to those for which this Association was created. If dedication is refused, such assets must be granted, conveyed, or assigned to any non-profit corporation, association, trust, or other organization to be devoted to such similar purposes. In no event, however, may any assets inure to the benefit of any member or other private individual.

#### ARTICLE XII

##### DURATION

This Association shall exist in perpetuity.

#### ARTICLE XIII

##### BYLAWS

This Association's Bylaws initially will be adopted by the Board of Directors. Thereafter, the Bylaws may be altered, amended, or rescinded with the approval of a majority of each class of members, except as to those provisions for Amendment to the Bylaws which are provided in the Declaration or any Supplemental Declaration, in which case those provisions shall control such Amendments.

#### ARTICLE XIV

##### AMENDMENTS

Amendments to these Articles may be proposed and adopted in the manner from time to time provided by the laws of the State of Florida, provided that each such amendment must have the approval in writing of two-thirds (2/3) of the entire membership, except as to those provisions for Amendment which are provided in the Declaration or any Supplemental Declaration, in which case those provisions shall control such Amendments.

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**ARTICLE xv**  
**INTERPRETATION**

Express reference is made to the Declaration where necessary to interpret, construe and clarify the provisions of these Articles. Without limitation, all terms defined in the Declaration have the same meaning where used in these Articles. By subscribing and filing these Articles, the incorporator(s) intend its provisions to be consistent with the provisions of the Declaration and to be interpreted, construed, and applied with those of the Declaration to avoid inconsistencies or conflicting results.

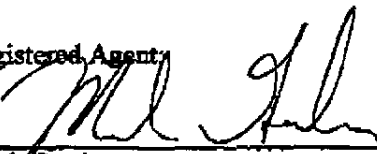
IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the sole incorporator of this Association, has executed these Articles of Incorporation this 2nd day of December, 2005.

  
Mark Gordon, Incorporator

**CERTIFICATE DESIGNATING REGISTERED AGENT FOR  
SERVICE OF PROCESS**

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of all statutes, including the duties and obligations imposed by Section 617.0503, Florida Statutes, relative to the proper and complete performance of my duties.

Registered Agent:

  
Mark Gordon

Dated: December 2, 2005

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