

To: FL Dept. of State  
Subject: 000204.565

Katie Wensch

Monday, August 28, 2006 11:47 AM Page: 1 of 9

**N06000009134**

Florida Department of State  
Division of Corporations  
Public Access System

### Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet.** Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H060000215321 3)))



H0600002153213ABCU

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To:

Division of Corporations  
Fax Number : (850) 205-0381

From:

Account Name : CORPDIRECT AGENTS, INC.  
Account Number : 110450000714  
Phone : (850) 222-1173  
Fax Number : (850) 224-1640

**FILED**  
06 AUG 28 AM 9:54  
TALLAHASSEE, FLORIDA

## FLORIDA PROFIT/NON PROFIT CORPORATION

HERITAGE PROFESSIONAL CENTER ASSOCIATION, INC.

Certificate of Status	0
Certified Copy	1
Page Count	09
Estimated Charge	\$78.75

Electronic Filing Menu

Corporate Filing Menu

Help

8/29  
SA

FILED  
06 AUG 28 2006  
H06000215321 3  
AM 9:54  
STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF**

**HERITAGE PROFESSIONAL CENTER ASSOCIATION, INC.**

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 under the laws of the State of Florida.

**ARTICLE I**

**NAME**

The name of this corporation is HERITAGE PROFESSIONAL CENTER ASSOCIATION, INC., a Florida corporation not for profit (hereinafter called the "Association" in these Articles).

**ARTICLE II**

**PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the principal office shall be is 219 Crystal Grove Boulevard, Lutz, Hillsborough County, Florida, and the mailing address of this corporation shall be 219 Crystal Grove Boulevard, Lutz, Florida 33549.

**ARTICLE III**

**PURPOSE**

This 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 within that certain tract of property (hereinafter called the "Property") in Hillsborough County, Florida, generally known as Heritage Professional Center.

**ARTICLE IV**

**POWERS**

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

H06000215321 3

H06000215321 3

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. Unless otherwise defined herein, all capitalized terms used in these Articles shall have the meanings ascribed to them in the Declaration.

(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.

(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.

(e) Borrowing. Borrow money and, with the approval of two-thirds 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.

(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 Parcels and Common Area (as those terms are defined in the Declaration) consistent with the rights and duties established by the Declaration and these Articles.

(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.

(j) Enforcement. To enforce by legal means the obligations of the members of

H06000215321 3

this Association and the provisions of the Declaration.

(k) Other. Engage in all lawful acts permitted or authorized by Section 617.0302, Florida Statutes.

#### ARTICLE V

##### MEMBERSHIP

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

#### ARTICLE VI

##### VOTING RIGHTS

This Association shall have two classes of voting membership:

Class A Members shall be entitled to one (1) vote for each Unit in which they hold the interest required for membership under Article V hereof; provided, however, there shall be only one (1) vote per Unit. In any situation where a person is entitled personally to exercise the vote for his Unit(s) and more than one (1) person holds the interest in such Unit(s) required for membership, the vote for such Unit(s) shall be exercised as those persons determine among themselves and advise the Secretary of this Association in writing prior to any meeting. In the absence of such advice, the vote for such Unit(s) shall be suspended if more than one (1) person seeks to exercise it.

The Class B Member shall be the Declarant (as defined in the Declaration). The rights of the Class B Member, including the right to approve actions taken under the Declaration and this Association's By-Laws, are specified in the Declaration and the By-Laws.

The Class "B" Member shall be entitled to appoint a majority of the members of the Board of Directors of this Association during the Class B Control Period, as hereafter defined; provided, however, in the event the Class B Member fails to exercise this power after a vacancy occurs on the Board for which the Class B Member would be entitled to appoint a successor and such failure continues for a period of thirty (30) days after written

H06000215321 3

notice thereof from any member of the Board that was not appointed by the Declarant, the Class B Member shall be deemed to have waived its right to appoint such a successor. In such case, the voting members representing the Class A Members may act to call a special meeting of this Association (in accordance with Article III of the By-Laws) for the purpose of electing a successor to serve the remainder of the unexpired term of the vacating director. Thereafter, the voting members representing the Class A Members shall be entitled to elect a successor to the director who filled the vacancy in accordance with the By-Laws in addition to those directors the voting members may be entitled to elect under Article IV of the By-Laws.

After termination of the Class B Control Period, the Class B Member shall have the right to disapprove actions of the Board of Directors and any committee as provided in Article IX of the By-Laws.

The Class B Control Period shall commence with the execution of the Declaration by Declarant and expire upon the first to occur of the following: (i) the point in time when Declarant no longer owns an interest in any of the Property, (ii) five years after the recording of the first deed conveying from Declarant to a Person other than H.L.A. Properties, Inc., fee simple title to a Parcel, or (iii) when, in its discretion, the Class B Member so determines in writing.

Notwithstanding any provision of Article X hereof to the contrary, this Article cannot be amended without the express written consent of one hundred percent (100%) of the members of this Association.

## ARTICLE VII

### 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 By-Laws, but at all times it must be either three (3) members or five (5) members. The initial Directors named below shall serve until this Association's first annual meeting. The term of office for all Directors is one year. Before any such annual meeting occurring after the Class B Control Period expires, 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 secret written ballot. Each member may cast as many votes for each vacancy is elected. Cumulative voting is not permitted. Directors need not be Association members.

H06000215321 3

Section 2. The names and addresses of the persons who will serve as Directors until their successors have been duly elected and qualify, unless they sooner die, resign, or are removed, are:

Name: Howard L. Albritton  
Karen Albritton  
Ruby Boswell

Address  
of all

Directors: 219 Crystal Grove Boulevard  
Lutz, Florida 33549

#### ARTICLE VIII

#### INCORPORATOR

The name and residence of the incorporator is:

Name: Charles H. Carver

Address: 2907 Bay to Bay Boulevard, Suite 201  
Tampa, Florida 33629

#### ARTICLE IX

#### 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 must be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. If dedication is refused, such assets must be granted, conveyed, and assigned to any nonprofit 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.

H06000215321 3

## **ARTICLE X**

### **DURATION**

This Association exists perpetually.

## **ARTICLE XI**

### **BY-LAWS**

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

## **ARTICLE XII**

### **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 fifty percent (50%) of the votes of each class of 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.

## **ARTICLE XIII**

### **INTERPRETATION**

Express reference is made to the Declaration where necessary to interpret, construe, and clarify the provisions of the 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 incorporators 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.

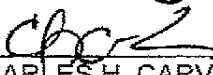
H06000215321 3

ARTICLE XIV

OFFICE AND REGISTERED AGENT

The Association's registered office shall be located at 219 Crystal Grove Boulevard Lutz, Florida 33549, and its registered agent is Howard L. Albritton. Both this Association's registered office and registered agent may be changed from time to time by the Board of Directors as provided by law.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, I, the undersigned, constituting the incorporator of this Association, have executed these Articles of Incorporation this 28 day of ~~July~~ <sup>August</sup>, 2006.

  
\_\_\_\_\_  
CHARLES H. CARVER  
Incorporator

Z:\Heritage\Docs\Articles-Heritage Professional Center(3).DOC



H06000215321 3

HERITAGE PROFESSIONAL CENTER ASSOCIATION, INC.

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, Howard L. Albritton, having been named as registered agent to accept service of process for the above-named corporation at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of a registered agent under applicable law.

  
\_\_\_\_\_  
HOWARD L. ALBRITTON

<sup>114</sup>  
<sup>Aug</sup>  
Date: July 3, 2006

FILED  
06 AUG 28 AM 9:54  
TALLAHASSEE, FLORIDA