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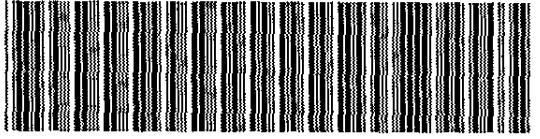
(Business Entity Name)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

06 OCT 24 AM 11: 51

FILED

REGISTRAR OF CORPORATIONS  
TALLAHASSEE, FLORIDA

06 OCT 24 AM 10: 20

RECEIVED

D. WHITE OCT 25 2006

**COVER LETTER**

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**SUBJECT:** Ventura Bay Community Association, Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

\$70.00  
Filing Fee

\$78.75  
Filing Fee &  
Certificate of  
Status

\$78.75  
Filing Fee  
& Certified Copy

\$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

**FROM:** Imanda Stern  
Name (Printed or typed)

3810 Northdale Boulevard, Suite 100  
Address

Tampa, FL 33624  
City, State & Zip

(813) 265-3343  
Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**

**ARTICLES OF INCORPORATION  
OF  
VENTURA BAY COMMUNITY ASSOCIATION, INC.  
A CORPORATION NOT-FOR-PROFIT**

FILED  
06 OCT 24 AM 11:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Chapter 617, Florida Statutes, the undersigned, desiring to form a corporation not for profit under the laws of the State of Florida, hereby executes and adopts the following Articles of Incorporation (hereinafter "Articles").

**ARTICLE I  
NAME AND PRINCIPAL OFFICE**

The name of this Association shall be Ventura Bay Community Association, Inc., a corporation not-for-profit organized under Chapter 617, Fla. Stat. (hereinafter "Association"). The principal office of the Association shall be located at 3810 Northdale Boulevard, Suite 100, Tampa, Florida 33624, or at such other place as may be designated from time to time by the Board of Directors.

**ARTICLE II  
PURPOSE**

The purposes of the Association are and shall be to maintain common properties owned by the Association within the Ventura Bay subdivision, being certain real property being developed by Pulte Home Corporation (hereinafter "Developer") in Hillsborough County, Florida (hereinafter "Subdivision"); to promote and protect the peace, quiet, happiness and standards of living of persons residing in the Subdivision; to promote and protect values of real estate situated in the aforesaid area; to foster and advance civic interest among residents of the Subdivision; to enforce restrictive covenants; to represent the residents of the Subdivision in matters of common interest which require organizational representation; to sponsor improvement projects in the Subdivision; to address community problems, such as school transportation, drainage problems and beautification; to provide and maintain such services, facilities and improvements as are deemed necessary by the Association and the Subdivision residents; to provide recreational facilities for the enjoyment of residents; to prescribe rules and regulations and to provide for the enforcement thereof for the use and enjoyment of all properties within the Subdivision; to preserve and enhance the natural beauty of the area; and to take such other or further actions as are authorized by law and necessary for purposes of advancing the interests of the Association and its members.

### **ARTICLE III POWERS**

The powers of the Association shall include and be governed by the following:

3.1 The Association shall have all of the common law and statutory powers granted to it under Florida law, as the same may be amended or supplemented from time to time, which are not in conflict with the terms set forth in these Articles.

3.2 The Association shall have all of the powers reasonably necessary to exercise its rights and powers and implement its purposes, including, without limitation:

- (a) The power to fix, levy and collect assessments against all legal lots or parcels platted or to be platted within the Subdivision (hereinafter "Lots").
- (b) The power to levy and collect assessments for the costs of maintenance and operation of the common properties of the Association.
- (c) The power to use monies collected to pay the expenses of the Association.
- (d) The power to manage, control, operate, maintain, repair and improve common properties of the Association.
- (e) The power to purchase supplies, material and lease equipment required for maintenance, repair, replacement, operation and management of the common properties of the Association.
- (f) The power to insure and keep insured the common properties of the Association.
- (g) The power to employ the personnel required for the operation and management of the Association and the common properties.
- (h) The power to pay utility bills for utilities serving the common properties of the Association.
- (i) The power to pay all taxes and assessments which are liens against the common properties of the Association.
- (j) The power to establish and maintain a reserve fund for capital improvements, repairs, and replacements.
- (k) The power to control and regulate the use of properties within the Subdivision.

- (l) The power to make reasonable rules and regulations and to amend the same from time to time.
- (m) The power to enforce by any legal means the provisions of these Articles, the bylaws duly adopted by the Association (hereinafter "Bylaws"), any declarations or supplemental declarations of covenants, conditions and restrictions governing the use of any Lots or common properties within the Subdivision (hereinafter "Declaration"), and the rules and regulations promulgated by the Association from time to time.
- (n) The power to borrow money and to select depositories for the Association's funds, and to determine the manner of receiving, depositing, and disbursing those funds and the form of checks and the person or persons by whom the same shall be signed.
- (o) The power to enter into contracts with any person, firm, Association, organization or management agent of any nature or kind to provide for the maintenance, operation, repair and upkeep of the common properties.
- (p) The power to appoint committees as the Board of Directors of the Association may deem appropriate.
- (q) The power to collect delinquent assessments and fines by suit or otherwise, to abate nuisances and to fine, enjoin or seek damages from owners of Lots within the Subdivision (hereinafter "Members") for violation of the provisions of the Declaration, these Articles, the Bylaws or the rules and regulations governing the Association or Subdivision.
- (r) The power to bring suit and to litigate on behalf of the Association and the Members.
- (s) The power to adopt, alter, amend, and repeal the Bylaws of the Association as may be desirable or necessary for the proper management of the Association.
- (t) The power to possess, employ, and exercise all powers necessary to implement, enforce, and carry into effect the powers described herein.

3.3 All funds and title to all property held or acquired by the Association and the proceeds thereof shall be held in the name of the Association for the benefit of the Members. Nothing herein shall prohibit the Association from reimbursing its directors, officers, and committee Members for all expenses reasonably incurred in performing service rendered to the Association.

3.4 The powers of the Association shall be subject to and be exercised in accordance with the provisions of the Declaration and Bylaws.

#### **ARTICLE IV MEMBERSHIP IN ASSOCIATION**

4.1 Membership. Every record owner of a fee or undivided fee interest in any Lot subject to the Declaration shall be a Member of the Association.

4.2 Voting Classes. There shall be two (2) classes of Members which shall constitute the Association membership.

- (a) "Class A Members" shall be all persons or entities owning, in fee simple, a Lot or Lots in the Subdivision, or an undivided interest in the fee of a Lot or Lots. In cases of divided fee ownership, Members shall be entitled to only one vote for each Lot owned. The votes of corporate owners may be cast by their duly authorized representatives. Admission to the Association shall be by acquisition of a Lot owned.
- (b) "Class B Member" shall be the Developer. The Class B Member shall be entitled to nine (9) times the total number of votes of the Class A Members plus one (1) unless and until ninety percent (90%) of the Lots within the Subdivision are sold to Class A Members or control of the Association is turned over to the Class A Members in the manner prescribed in the Declaration. The initial Board of Directors shall be established as provided herein, and thereafter such time as control of the Association is turned over in the manner prescribed in the Declaration for the Subdivision, the Board of Directors shall be elected by the Class B Member.

4.3 Termination of Class B Membership. The Class B membership shall cease and terminate on the happening of any of the following events, whichever occurs first:

- (a) Ninety (90) days after the conveyance by Developer of ninety percent (90%) of all of the Lots intended to be governed by this Declaration and a part of the Subdivision; or
- (b) The date exactly nine (9) years after the conveyance of the first Lot; or
- (c) At the election of Developer to convert to Class A Membership (whereupon the Class A Members shall be obligated to elect the Board of Directors of the Association and assume control of the Association).

4.4 Transfer of Voting Rights. In the event of transfer of fee ownership of Lot or Lots in the Subdivision, whether voluntary, involuntary, or by operation of law, the Membership appurtenant to such Lot or Lots shall likewise be transferred; provided however, the transfer of membership shall not be effective until such Lot transfer is recorded in the membership record to be maintained by the Association for such purpose; and the Association may, without liability, honor the vote or other act of the previous Member until notice in writing, upon satisfactory proof, is made to it of such transfer.

## ARTICLE V TERM OF EXISTENCE

5.1 Perpetual Existence. The Association shall be of perpetual existence.

5.2 Dissolution. The Association may be dissolved upon the affirmative vote of not less than two-thirds (2/3) of the total outstanding Member votes of the Association. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency or to any non-profit Association, community development district, association, trust or other organization to be used for purposes similar to those for which this Association was created.

## ARTICLE VI OFFICERS AND DIRECTORS

6.1 Election of Officers. The affairs of this Association shall be managed and conducted by a President, one or more Vice Presidents, a Secretary and a Treasurer, and such other officers as may be prescribed and fixed by the Board of Directors.

6.2 Board of Directors. The Board of Directors of the Association shall consist of not less than three (3) nor more than seven (7) directors, the exact number to be fixed from time to time as set forth in the Bylaws of the Association. The Board of Directors shall be elected as may be provided in the Bylaws. Immediately following the adjournment of the annual meeting of the Association, the Board of Directors shall thereupon elect the officers of the Association. The date, time and place for holding the annual meetings of both the Members and Board of Directors shall be as set forth in the Bylaws. Special meetings may be called in accordance with the provisions of the Bylaws. The affairs of the Association shall be managed initially by the following officers:

<u>Name</u>	<u>Address</u>
Imanda Stern (President)	3810 Northdale Boulevard, Suite 100 Tampa, FL 33624

Brian M. Mihelich  
(Secretary/Treasurer)

3810 Northdale Boulevard, Suite 100  
Tampa, FL 333624

Dawn Schwab  
(Vice-President)

3810 Northdale Boulevard, Suite 100  
Tampa, FL 33624

and a Board of Directors consisting of the above named officers, until the first annual meeting of membership and directors and until their successors are elected and qualified.

## **ARTICLE VII REGISTERED AGENT**

The Registered Agent for service of process for the Association shall be:

Imanda Stern  
3810 Northdale Boulevard, Suite 100  
Tampa, Florida 33624  
(813) 265-3343

## **ARTICLE VIII ASSESSMENTS**

The Association shall have the power to levy assessments upon the Lots within the Subdivision to secure funds to conduct the business of the Association and to accomplish its purposes. All unpaid assessments levied by the Association shall be and remain until paid a lien upon and against the Lot or Lots, provided such lien shall not be effective against any person, firm or Association contracting, purchasing, extending credit upon or otherwise dealing with the Lot, unless and until notice of such lien is recorded by the Association in the public records of Hillsborough County, Florida, and the cost of recording shall be added to the lien. No membership in the Association may be transferred on the records of the Association until unpaid assessments on the Lot or Lots for which liens shall have been so recorded have been paid.

## **ARTICLE IX AMENDMENTS**

9.1 Amendment to Articles. The Association shall have the right to amend these Articles at any time upon the affirmative vote (in person or by proxy) or written consent or any combination thereof, of Members holding not less than two-thirds (2/3) of the total votes of those present at a duly called meeting of the Members. Amendments may be proposed by resolution approved by a majority of the Board of Directors; provided, however, that no amendment shall make any changes in the qualifications for Membership in the Association nor the voting rights of the Members, without approval in writing by all Members and the joinder of all record owners of mortgages upon the Lots. No amendment shall be made that is in conflict with Florida law or the Declaration unless the latter is amended to conform to the same. As long as there is a Class B Member and



the Department of Housing and Urban Development ("HUD") or Veterans Administration ("VA") is holding, insuring, or guaranteeing any loan secured by any property within the subdivision, the following actions will require the prior approval of the HUD or VA: annexation of additional properties; mergers and consolidations; mortgaging of common properties; dissolution of the Association; and amendment of these Articles.

9.2 Amendment to Bylaws. The Bylaws of the Association are to be made, altered or rescinded by the Board of Directors of the Association. The Bylaws of the Association may be adopted by the Board of Directors at a meeting to be called for that purpose by the President or Vice-President or at the first annual meeting of the Board of Directors. Such Bylaws may be altered or rescinded at an annual meeting of the Board of Directors without notice, or at any regular or special meeting called for that purpose after one (1) week's notice, such notice to state the time, place and purpose of such meeting. Any alteration or rescission of the Bylaws shall be made in the manner set forth in the Bylaws.

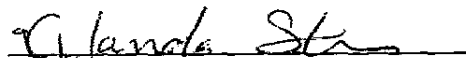
#### ARTICLE X INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is as follows:

Imanda Stern  
3810 Northdale Boulevard, Suite 100  
Tampa, Florida 33624

IN WITNESS WHEREOF, the incorporator has affixed her signature to the Articles of Incorporation this 18<sup>th</sup> day of October, 2006.

INCORPORATOR:

  
Imanda Stern

STATE OF FLORIDA

FILED

06 OCT 24 AM 11: 52

COUNTY OF \_\_\_\_\_

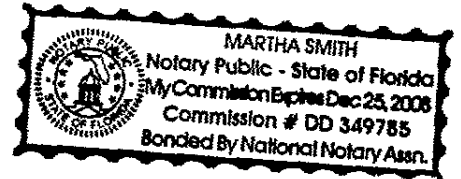
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE FOREGOING ARTICLES OF INCORPORATION WERE  
ACKNOWLEDGED BEFORE ME THIS 18 DAY OF OCTOBER, 2006, BY  
IMANDA STERN ON BEHALF OF THE VENTURA BAY COMMUNITY  
ASSOCIATION, INC., who is personally known to me or has provided  
\_\_\_\_\_ identification.

Martha Smith

Notary Signature

Stamp/Seal:



**CONSENT OF REGISTERED AGENT**

Having been named as Registered Agent for the Association at the office designated in the foregoing Articles, I am familiar with the duties and obligations of Registered Agent and I hereby agree to act in this capacity and to comply with all statutes relative to the proper and complete performance of my duties.

**REGISTERED AGENT:**

Imanda Stern

Imanda Stern

Address:

3810 Northdale Boulevard, Suite 100

Tampa, Florida 33624