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FLORIDA PROFIT/NON PROFIT CORPORATION

Emerald Field Master Property Owners Association Inc

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**ARTICLES OF INCORPORATION
OF
EMERALD FIELD
MASTER PROPERTY OWNERS ASSOCIATION, INC.**

In compliance with the requirements of Chapter 617, *Florida Statutes*, the undersigned, all of whom are residents of the State of Florida and all of whom are of full age, have this day voluntarily associated themselves together for the purposes of forming a corporation not for profit and do hereby certify:

**ARTICLE I
NAME**

The name of the corporation is ***Emerald Field Master Property Owners Association, Inc.***, hereinafter called the "Association."

**ARTICLE II
PRINCIPAL OFFICE**

The principal office of the Association is located at 14055 Riveredge Drive, Suite 200, Tampa, Florida 33637.

**ARTICLE III
DEFINITIONS**

The following words shall have the definitions set forth below for purposes of these Articles:

3.1 "Articles" shall mean these Articles of Incorporation.

3.2 "Association" shall mean and refer to Emerald Field Master Property Owners Association, Inc., a Florida corporation not for profit, and its successors and assigns.

3.3 "Board" or "Board of Directors" shall mean the Board of Directors of the Association.

3.4 "Bylaws" shall mean the Bylaws of the Association.

3.5 "Common Expenses" shall mean the expenses and charges described in the Declaration incurred or to be incurred by the Association and assessed or to be assessed upon the Owners.

3.6 "Declarant" shall mean collectively D.R. Horton, Inc., a Delaware corporation, its successors and assigns.

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3.7 "Declaration" shall mean that certain Master Declaration of Covenants and Restrictions for Emerald Field made by the Declarant to be recorded in the Public Records of Pasco County, Florida, as the same may be modified or amended from time to time.

3.8 "Member" shall mean the Declarant and each Member Association for each Parcel of the Property.

3.9 "Owner" shall mean and refer to the record owner, whether one (1) or more persons or entities, of the fee simple title to any Lot or Parcel which is a part of the Project.

3.10 "Project" shall mean and refer to the real property described in, and made subject to the Declaration.

Unless otherwise indicated, all capitalized terms herein shall have the meanings set forth in Article I of the Declaration.

ARTICLE IV REGISTERED AGENT

J. Hugh Joyner, whose address is 14055 Riveredge Drive, Suite 200, Tampa, Florida 33637, is hereby appointed the initial Registered Agent of this Association.

ARTICLE V PURPOSE AND POWERS OF THE ASSOCIATION

5.1 This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes of which it is formed are to provide for maintenance, preservation and architectural control of the Parcels and Master Common Area within that certain tract of property described as follows:

SEE EXHIBIT "A" ATTACHED HERETO

The above described property is the same as the property referred to in the Declaration of Covenants and Restrictions, recorded or to be recorded in the Public Records of Pasco County, Florida.

and to promote the health, safety and welfare of the Owners of the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association, and for this purpose to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Master Declaration of Covenants and Restrictions, hereinafter called the "Declaration," applicable to the property and recorded or to be recorded in the Public Records of Pasco 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 at length;

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(b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) borrow money, and with the assent of two-thirds (2/3) of each class of members mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) dedicate, sell or transfer all or any part of the Master Common Area to any public agency, authority, or unity for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale or transfer;

(f) operate and maintain the surface water management system facilities, including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, floodplain compensation areas, wetlands and any associated buffer areas, and wetland mitigation areas;

(g) establish rules and regulations;

(h) sue and be sued; and

(i) contract for services to provide for operation and maintenance of the surface water management system facilities.

5.2 All assessments shall be used for those purposes permitted by the covenants, conditions and restrictions for Emerald Field and for the maintenance and repair of the surface water or storm water management systems including, but not limited to, work within retention areas, drainage structures and drainage easements.

ARTICLE VI **MEMBERSHIP**

Declarant and the Member Associations for the Property shall be the Members of the Master 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 any Parcel which is subject to assessment by the Association.

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ARTICLE VII
VOTING RIGHTS

The Association shall have two classes of voting membership:

(a) Class A. Class A Members shall be all Members with the exception of Declarant. Each Class A Member shall have one (1) vote for each voting unit ("VU") as set forth in the Declaration.

(b) Class B. The Class B Member shall be Declarant, and shall be entitled to three (3) votes for each vote the Class A Members are entitled to. The Class B Membership shall cease and be converted to Class A Membership on the happening of either of the following events, whichever occurs earlier:

(1) When seventy-five percent (75%) of the Lots permitted to be developed under the Master Plan have been sold to an end user; or

(2) On January 1, 2018; or

(3) At the election of the Class B Member.

ARTICLE VIII
BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of three (3) Directors, who need not be members of the Association, and the number of directors may be changed by amendment of the Bylaws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

J. Hugh Joyner

14055 Riveredge Drive, Suite 200
Tampa, Florida 33637

Larry Thompson

14055 Riveredge Drive, Suite 200
Tampa, Florida 33637

Ruby Clemmons

14055 Riveredge Drive, Suite 200
Tampa, Florida 33637

At the first annual meeting the members shall elect three (3) directors for a term of one (1) year or until their successors are elected.

At each annual meeting thereafter, the members shall elect directors for a term of two (2) years each or until their successors are elected.

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ARTICLE IX OFFICERS

The affairs of the Association shall be administered by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association, and they shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

Name and Office

J. Hugh Joyner, President	14055 Riveredge Drive, Suite 200 Tampa, Florida 33637
Larry Thompson, Vice President/Treasurer	14055 Riveredge Drive, Suite 200 Tampa, Florida 33637
Ruby Clemmons, Secretary	14055 Riveredge Drive, Suite 200 Tampa, Florida 33637

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ARTICLE X INDEMNIFICATION

10.1 Indemnification. Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding whether civil, criminal, administrative or investigative, or any settlement of any proceeding, or any appeal from such proceeding to which he may be a party or in which he may become involved by reason of his being or having been a director or officer of any other corporation, or having served at the Association's request as a director or officer of any other corporation, whether or not he is a director or officer at the time such expenses are incurred, regardless of by whom the proceeding was brought, except in relation to matters as to which any such director or officer shall be adjudged liable for gross negligence or willful misconduct, provided that in the event of a settlement, the indemnification shall apply only when the Board of Directors of the Association approves such settlement and reimbursement as being for the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

10.2 Expenses of Lawsuits. Expenses incurred in defending a suit or proceeding whether civil, criminal, administrative or investigative may be paid by the Association in advance of the final disposition of such action, suit or proceeding if authorized by all of the noninterested directors upon receipt of an undertaking by or on behalf of the director or officer to repay such amount if it shall ultimately be determined that he is not to be indemnified by the Association as authorized by these Articles of Incorporation.

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10.3 Insurance. The Association shall have the power to purchase at its expense and maintain insurance on behalf of any person who is or was a director or officer of the Association, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of these Articles.

ARTICLE XI AMENDMENTS

Amendments to these Articles of Incorporation shall be made in the following manner:

11.1 Resolution. The Board of Directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of members which may be either the annual or a special meeting.

11.2 Notice. Within the time and in the manner provided in the Bylaws for the giving of notice of meetings of members, written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each Member of record entitled to vote thereon. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

11.3 Vote. At such meeting, a vote of the Members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of two-thirds (2/3) of each class of Members entitled to vote thereon.

11.4 Multiple Amendments. Any number of amendments may be submitted to the Members and voted upon by them at one meeting.

11.5 Agreement. If two-thirds (2/3) of each class of Members entitled to vote, as provided above, sign a written statement manifesting their intention that an amendment to these Articles be adopted, then the amendment shall thereby be adopted as though subsections 11.1 through 11.3 had been satisfied.

11.6 Action Without Directors. The Members may amend these Articles without an act of the directors at a meeting for which notice of the changes to be made are given.

11.7 Limitations. No amendment shall make any changes in the qualifications for members nor the voting rights of Members without the unanimous approval in writing by all Members. No amendment shall be made that this is in conflict with the Declaration.

11.8 Filing. A copy of each amendment shall be certified by the Secretary of State, State of Florida, and be recorded in the Public Records of Pasco County, Florida.

11.9 Dissolution. In the event the Association is dissolved, the assets of the Association shall be dedicated to a public body or conveyed to a non-profit organization with a purpose similar to the Association.

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11.10 FHA/VA Approval. As long as there is a Class B member, the following shall require approval of either the Federal Housing Administration or the Veterans Administration: Annexation of additional properties other than the Additional Property referred to in the Declaration, mortgaging of common areas, mergers, consolidations or dissolution of the Association or amendment of these Articles of Incorporation, other than amendments to correct ambiguities or scrivener's errors.

ARTICLE XII EXISTENCE DURATION

The corporation shall commence upon filing these Articles of Incorporation with the Florida Secretary of State, Division of Corporations, and shall exist in perpetuity.

ARTICLE XIII BYLAWS

The first Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended, or rescinded in the manner provided by the Bylaws.

ARTICLE XIV DISSOLUTION

14.1 The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of the Association other than incident to a merger or consolidation, the assets of the Association may be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust, or other organization to be devoted to such similar purposes.

14.2 If the Association is dissolved, the control or right of access to the property containing the surface water management system facilities shall be conveyed or dedicated to an appropriate governmental unit or public utility, and if not accepted, then the surface water management system facilities shall be conveyed to a non-profit corporation similar to the Association.

ARTICLE XV MERGERS AND CONSOLIDATIONS

Subject to the provisions of the Declaration and to the extent permitted by law, the Association may participate in mergers and consolidations with other non-profit corporations organized for the same purposes, provided that any such merger or consolidation shall required two-thirds (2/3) of the votes of each class of Members who are voting in person or by proxy at a meeting duly called for this purpose, written notice of which shall be mailed to all Members at least thirty (30) days in advance and shall set forth the purpose of the meeting.

**ARTICLE XVI
INCORPORATOR**

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

Name

Address

J. Hugh Joyner

14055 Riveredge Drive, Suite 200
Tampa, Florida 33637

**ARTICLE XVII
NON-STOCK CORPORATION**

The Association is organized on a non-stock basis and shall not issue shares of stock evidencing membership in the Association.

IN WITNESS WHEREOF, the undersigned Incorporator has caused these presents to be executed as of the 16th day of May, 2007

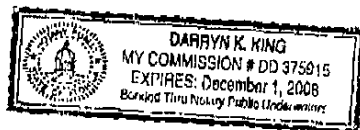
J. Hugh Joyner

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me, an officer duly authorized in the State and County aforesaid, to take acknowledgments, this 16th day of May, 2007 by J. Hugh Joyner, who is (L) personally known to me or () has produced _____ as identification.

(SEAL)

Notary Public, State of Florida



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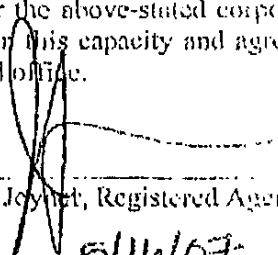
**CERTIFICATE DESIGNATING REGISTERED
AGENT FOR SERVICE OF PROCESS**

Pursuant to Chapters 48 and 617, *Florida Statutes*, the following is submitted in compliance with said Acts.

Emerald Field Master Property Owners Association, Inc. desiring to organize as a corporation under the laws of the State of Florida, with its registered office at 14055 Riveredge Drive, Suite 200, Tampa, Florida 33637, has named J. Hugh Joyner, located at the above registered office, as its Registered Agent to accept service of process within this State.

ACKNOWLEDGMENT:

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 said Acts relative to keeping open said office.



J. Hugh Joyner, Registered Agent

Dated: _____

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EXHIBIT "A"

PARCEL 1:

BEGIN AT NORTHWEST CORNER OF SECTION 35, THENCE SOUTH 43°39'12" EAST, 682.26 FEET, THENCE SOUTH 46°20'48" WEST 453.00 FEET, THENCE SOUTH 43°39'12" WEST 625.00 FEET, THENCE SOUTH 46°20'48" WEST 214.50 FEET, THENCE ALONG SAID ARC OF CURVE TO THE LEFT HAVING A RADIUS 721.29 FEET CHORD BEARING AND DISTANCE SOUTH 31°59'09" WEST 357.81 FEET, THENCE NORTH 72°22'32" WEST, 30.00 FEET, THENCE SOUTH 16°05'57" WEST, 40.00 FEET, THENCE SOUTH 72°25'35" EAST 30.00 FEET, THENCE ALONG SAID ARC OF CURVE TO THE LEFT HAVING A RADIUS 721.29 FEET CHORD BEARING SOUTH 09°27'38" WEST 128.56 FEET, THENCE SOUTH 04°20'51" WEST 11.62 FEET, THENCE ALONG SAID ARC OF CURVE TO THE RIGHT HAVING A RADIUS 330.00 FEET CHORD BEARING SOUTH 24°50'06" WEST 231.00 FEET, THENCE SOUTH 45°19'22" WEST 127.14 FEET, THENCE NORTH 00°15'27" WEST 2184.45 FEET, TO THE POINT OF BEGINNING, PASCO COUNTY, FLORIDA.

PARCEL 2:

COMMENCE AT NORTHWEST CORNER OF SECTION 34 THENCE SOUTH 00°15'26" EAST, 2184.46 FEET, THENCE SOUTH 45°19'22" WEST 167.89 FEET TO THE NORTHERLY RIGHT OF WAY BODY OF FIVAY ROAD, THENCE NORTH 44°40'59" WEST 2059.34 FEET, THENCE 132.08 FEET ALONG SAID ARC OF CURVE TO THE RIGHT HAVING A RADIUS 960.00 FEET CHORD 131.97 BEARING NORTH 40°53'04" WEST, THENCE NORTH 46°53'04" EAST 427.35 FEET, THENCE NORTH 00°38'04" EAST 450.87 FEET TO THE NORTH BOUNDARY OF SECTION, THENCE ALONG THE NORTH BOUNDARY, SOUTH 89°47'58" EAST 1328.87 FEET TO THE POINT OF BEGINNING EXCEPT THAT PART OF PARK-VIEW PLACE PHASE 1, PLAT BOOK 29, PAGE 78 LYING THEREIN AND EXACT, COMMENCE AT THE NORTHEAST CORNER OF SECTION THENCE NORTH 89°47'58" WEST 633.57 FEET TO THE POINT OF BEGINNING, THENCE SOUTH 46°20'18" EAST 101.17 FEET, THENCE SOUTH 89°44'24" WEST 130.00 FEET, THENCE SOUTH 57°18'35" WEST 114.58 FEET, THENCE SOUTH 89°47'58" EAST ALONG THE NORTH BOUNDARY OF SECTION 427.29 FEET TO THE POINT OF BEGINNING, PASCO COUNTY, FLORIDA.

PARCEL 3:

BEGIN AT SOUTHWEST CORNER OF SECTION 27, THENCE NORTH 89°47'58" WEST, 633.57 FEET, THENCE NORTH 46°20'48" EAST 6.87 FEET, THENCE NORTH 43°39'12" EAST 220.24 FEET, THENCE NORTH 46°20'48" EAST 425.00 FEET, THENCE 39.27 FEET ALONG SAID ARC OF CURVE TO THE RIGHT HAVING A RADIUS OF 25.00 FEET CHORD 35.36 FEET BEARING SOUTH 83°39'12" THENCE SOUTH 43°39'12" EAST 144.23 FEET, THENCE SOUTH 46°20'48" WEST 30.00 FEET, THENCE SOUTH 43°39'12" EAST 50.00 FEET, THENCE NORTH 46°20'48" EAST 30.00 FEET, THENCE SOUTH 43°39'12" WEST 439.96 FEET TO THE POINT OF BEGINNING, PASCO COUNTY, FLORIDA.

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