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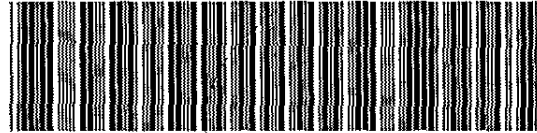
Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

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Office Use Only

Called-
corrected title
to be Act. of Inc.
(58)



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2007 AUG 20 AM 11:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

19 AUG 20 2007

37837 Meridian Avenue, Suite 314
Dade City, FL 33525
(P.O. Box 2337, Dade City, FL 33526-2337)
Tax ID# 59-2985033

JAB W

Johnson, Auvil, Brock & Wilson, P.A.
ATTORNEYS AT LAW

Telephone: 352.567.2500
General Fax: 352.567.6813
Real Estate Fax: 352.567.0457
Toll Free: 888.828.7522
www.dadecitylaw.com

August 16, 2007

VIA U.S. REGULAR MAIL

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

Re: Filing of Articles of Incorporation for Blue Heron Community Association, Inc.,
Florida Not-For-Profit Corporation

To Whom It May Concern:

Enclosed, please find the original and one (1) copy of the Articles of Incorporation for Blue Heron Community Association, Inc., a Florida Not-For-Profit Corporation, along with this firm's check in the amount of \$70.00 to cover your office's fee for to file this document.

Should you have any questions, please feel free to give me a call at the number listed herein.

Very Truly Yours,

JOHNSON, AUVIL, BROCK & WILSON, P.A.



Sheada Madani
SM/scp
(Enclosures as Indicated)

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2007 AUG 20 AM 11:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

BLUE HERON COMMUNITY ASSOCIATION, INC.

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 purpose of forming a corporation not for profit, and do hereby certify, acknowledge and set forth these Articles of Incorporation for Blue Heron Community Association, Inc., a not-for-profit corporation organized under and by virtue of the laws of the State of Florida as contained in Chapter 617, Chapter 719 and Chapter 723, Florida Statutes, as amended (the "Acts").

ARTICLE I

NAME

The name of this corporation is BLUE HERON COMMUNITY ASSOCIATION, INC., a Florida corporation not for profit (hereinafter called "Association" in these Articles).

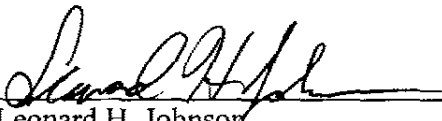
ARTICLE II

OFFICE AND REGISTERED AGENT

The Association's registered office and mailing address is 5211 Camberlea Avenue, Zephyrhills, Florida, 33541. The Association's registered agent is LEONARD H. JOHNSON, ESQUIRE, who maintains a business office at 37837 Meridian Avenue, Suite 100, Dade City, Florida 33525. 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.

ACCEPTANCE OF REGISTERED AGENT

I have been designated as Registered Agent in the above Articles. I certify that I am familiar with and accept the appointment and responsibilities of the Registered Agent.


Leonard H. Johnson
Registered Agent

NOT
#0620 AM 11:49
CLERK
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLE III **PURPOSE**

This Association does not contemplate pecuniary gain or profit to its members and the specific purpose for which it is formed are to provide for the maintenance, preservation and architectural control of common areas and residential lots within that certain tract of property (hereinafter called the "Properties") in Pasco County, Florida, and more particularly described as:

SEE EXHIBIT "A" ATTACHED HERETO,

or such other property as may be added in accordance with the Declaration of Covenants, Conditions, Restrictions and Easements of Blue Heron.

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 Restrictions for BLUE HERON (hereinafter called the "Declaration") applicable to the Properties 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 in full;

(b) Property. In any lawful manner, acquire, own, hold, improve, manage, operate, maintain, repair, replace, 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 (2/3) of each class of members, mortgage, pledge, deed in trust, hypothecate, assign, grant security interest 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 two-thirds (2/3) of each class of 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 two-thirds (2/3) of each class of members determine;

(g) Mergers. With the approval of two-thirds (2/3) of each class of 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 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 this Association and the provisions of the Declaration;

(k) Litigation. To sue or be sued;

(l) Surface Water Management. Operate and maintain the surface water management system facilities, including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, flood plain compensation areas, wetlands and any associated buffer areas, and wetland mitigation areas, and to contract for services for operation and maintenance of the surface water management system facilities;

(m) Contracts. To contract for services; and

(n) Other. Engage in all lawful acts permitted or authorized by law, and to take any other action necessary for the purposes for which the Association is formed.

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 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 record conveyance or other transfer of title of a Lot.

ARTICLE VI **VOTING RIGHTS**

The voting rights of members are as set forth in the Declaration.

ARTICLE VII **BOARD OF DIRECTORS**

Section 1. This Association's affairs are managed by a Board of Directors initially comprised of three Directors. The number of Directors from time to time may be changed by amendment to this Association's By-Laws, and at all times it shall be no fewer than three (3) members nor more than 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. Any Director may succeed himself or herself in office. All Directors will be elected by secret written ballot. Each member may vote for each vacancy; however, 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 until their successors have been duly elected and qualify, unless they sooner die, resign, or are removed, are:

Name: Paul Johnston
5211 Camberlea Avenue
Zephyrhills, FL 33541

David Rosow, Jr.
167 Old Post Road
Southport, CT 06890

Jean D. Rosow
167 Old Post Road
Southport, CT 06890

ARTICLE VIII **DURATION**

This Association exists perpetually.

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 consent 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, together with the control or right of access to any property containing the surface water management system facilities, shall be conveyed or dedicated to an appropriate governmental unit or public utility to be used for purposes similar to those for which this Association was created. If any such conveyance or dedication is refused, such assets, together with the control or right of access to any property containing the surface water management system facilities shall be granted, conveyed, and assigned to a non-profit corporation or other organization similar to the Association and devoted to such similar purposes. In no event, however, may any assets inure to the benefit of any member or other private individual.

ARTICLE X **BY-LAWS**

This Association's By-Laws will initially be adopted by the Board of Directors. Thereafter, the By-Laws shall be altered, amended, or rescinded solely by the approval of the Board of Directors. In certain circumstances set forth in the Declaration or as may be set forth in any future supplemental declaration the Members may have authority to approve amendments to the By-Laws; in those circumstances such provisions shall control the alteration, amendment or rescission the By-Laws.

ARTICLE XI **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. In certain circumstances set forth in the Declaration or as may be set forth in any future supplemental declaration the Members may have authority to approve amendments to these Articles by a different percentage than established by law; in those circumstances such provisions shall control the amendment to these Articles.

ARTICLE XII **INTERPRETATION**

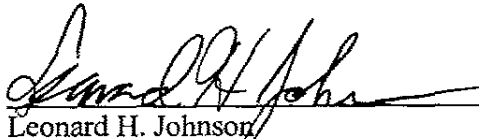
Express reference is made to the Declaration where necessary to interpret, construe, and clarify the provisions of these Articles. Without limitation, all terms defined in the Declaration have the same meaning where used in these Articles. By subscribing and filing these Articles, the incorporator intends for 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.

ARTICLE XIII
INCORPORATOR

The names and addresses of the incorporator is:

Leonard H. Johnson
Johnson, Auvil, Brock & Wilson, P.A.
37837 Meridian Avenue
Suite 100
Dade City, FL 33525

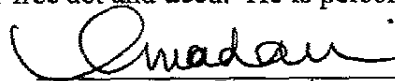
IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation for Blue Heron Community Association, Inc., this 16th day of August 2007.


Leonard H. Johnson

STATE OF FLORIDA
COUNTY OF PASCO

The foregoing instrument was acknowledged before me this 16th day of August, 2007, by LEONARD H. JOHNSON, as Incorporator and Registered Agent, of BLUE HERON COMMUNITY ASSOCIATION, INC., on behalf of said corporation, and who acknowledged before me that the execution thereof is her free act and deed. He is personally known to me.

My Commission Expiration
and Commission Number:


Print Name Sheada Madani
NOTARY PUBLIC - STATE OF FLORIDA

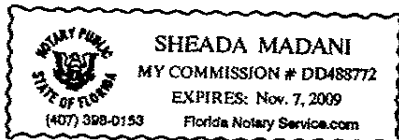


EXHIBIT "A"

Legal Description for Parcel Identification Number
20-26-21-0000-00700-0110
in Section 20, Township 26 South, Range 21 East
Pasco County, Florida

ZEPHYRHILLS COLONY COMPANY LANDS, PLAT BOOK 2, PAGE 1,
TRACTS 26, 39, 42, 55 & 58 AND THE WEST 1/2 OF THAT CERTAIN
VACATED RIGHT-OF WAY LYING EAST OF & ADJACENT TO SAID
TRACTS, ALL BEING LESS THAT CERTAIN ROAD RIGHT-OF WAY
FOR CHANCEY ROAD.

SUBJECT TO & TOGETHER WITH EASEMENTS PER OFFICIAL
RECORD BOOK 3406 PAGE 1162 & AKA THE SOUTH 1/4 OF THE EAST
1/2 OF THE NORTHWEST 1/4 OF THE NORTHWEST 1/4 & THE EAST
1/2 OF THE SOUTHWEST 1/4 OF THE NORTHWEST 1/4 OF SECTION
20, TOWNSHIP 26 SOUTH, RANGE 21 EAST, PASCO COUNTY,
FLORIDA LESS A RIGHT-OF WAY FOR CHANCEY ROAD

FILED
2007 AUG 20 AM 11:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA