

OCT-2007 14:00

N0700010564

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.

(((H07000266923 3)))



H07000266923ABC2

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) 617-6381

From:

Account Name : SHUMAKER, LOOP & KENDRICK LLP
Account Number : 075500004387
Phone : (813) 229-7600
Fax Number : (813) 229-1660

FILED
07 OCT 29 PM 1:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT/NON PROFIT CORPORATION
CURLEW CENTRE PROPERTY OWNERS ASSOCIATION, INC.

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

Electronic Filing Menu

Corporate Filing Menu

Help

H07000266923 3

**ARTICLES OF INCORPORATION OF
CURLEW CENTRE PROPERTY OWNERS ASSOCIATION, INC.,
A Florida not- for- profit corporation**

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation not for profit in accordance with the laws of the state of Florida.

ARTICLE I

Name

The name of the corporation shall be:

CURLEW CENTRE PROPERTY OWNERS ASSOCIATION, INC.

(hereinafter referred to as the "Association")

ARTICLE II

Principle Office and Mailing Address

The address of the principle office and the mailing address shall be:

c/o FL Management, Inc.
1210 U.S. Highway 19
Suite 4
Holiday, Florida 34691

ARTICLE III

Purposes

(A) The purpose for which the Association is organized and operated shall be to:

- (1) Provide for the acquisition, construction, management, maintenance, preservation, care and control of the business parcels and common areas within that certain subdivision known or to be known as Curlew Centre on those certain lands situate, lying and being in Pinellas County, Florida and any additions thereto as may hereafter be brought within the jurisdiction of the Association; and
- (2) Exercise all of the powers and privileges and to perform all the duties and obligations of the Association as set forth in the "Amended and Restated Declaration of Covenants, Conditions, Assessments and Restrictions Running with the Land and Grant of

FILED
07 OCT 29 PM 1:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H07000266923 3

H07000266923 3

Reciprocal Easement for Curlew Centre," as it may be further amended and supplemented from time to time, recorded or to be recorded in the Public Records of Pinellas County, Florida (the "Declaration").

(B) No part of the net earnings of the Association shall inure (other than by the acquisition, construction, management, maintenance, preservation, care and control of the properties and other than by a rebate of excess membership dues, fees or assessments) to the benefit of any Owner (as defined in the Declaration), Director or Officer of the Association, or any private individual.

(C) Notwithstanding any other provisions of these Articles of Incorporation, the Association shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 528 of the Internal Revenue Code of 1986, as amended, or any statute of similar import (the "Code") or the regulations issued hereunder.

(D) Upon the dissolution of the Association or the winding up of its affairs, other than incident to a merger or consolidation, the assets of the Association, including but not limited to Stephanie Street and Tract A shall be dedicated to an appropriate public agency to be used for purposes similar to those for which the 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. Without limiting the provisions of this subsection (d), with regard to any property of the Association comprising the surface water management system (the "surface water management system"), upon dissolution of the Association the surface water management system shall be conveyed to an appropriate agency of local government, and if not accepted, then said surface water management system shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization devoted to such similar purposes.

ARTICLE IV

Powers

(A) The Association shall have and exercise all powers necessary or convenient to effect any and all of the purposes for which the Association is organized, including without limitation the power to:

- (1) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration;

H07000266923 3

H07000266923 3

- (2) Fix, levy, collect and enforce payment by any lawful means all charges and assessments against Owners pursuant to the terms of the Declaration;
- (3) Enforce in its own name the provisions of these Articles of Incorporation, the by-laws of the Association that may now or hereafter be adopted, and the Declaration;
- (4) Pay all costs, expenses and obligations lawfully incurred in connection with the Association's affairs, including without limitation all licenses, taxes, assessments or other governmental charges levied or imposed against the property of the Association;
- (5) 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;
- (6) Borrow money and, with the unanimous assent (100%) of the total votes entitled to be voted by the Owners, mortgage, pledge, deed in trust or hypothecate any or all of the Association's real or personal property as security for money borrowed or debts incurred;
- (7) Dedicate, sell, or transfer all or any part of the common areas to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the members; provided that no such dedication or transfer shall be effective unless an instrument has been signed by three-quarters (3/4) of the Owners, agreeing to such dedication, sale or transfer;
- (8) Operate and manage the common areas in accordance with the purpose and intent contained in the Declaration;
- (9) Maintain, repair, replace and operate the common areas as more fully described in the Declaration;
- (10) Participate in mergers and consolidations with other nonprofit corporations organized for the same or similar purposes or annex additional residential property and common areas; provided that any such merger, consolidation, or annexation must be approved by the vote of two-thirds (2/3) of total votes entitled to be voted by the Owners present and entitled to vote at any regular or special meeting convened for such purposes;

H07000266923 3

H07000266923 3

(11) Commence and prosecute any judicial, quasi-judicial or administrative proceeding with the consent of three-quarters (3/4) of the total votes entitled to be voted by the Owners; provided that no consent of the members shall be necessary for (a) actions brought by the Association to enforce the provisions of the Declaration, (b) the imposition and collection of assessments, fines and penalties as provided in the Declaration, (c) proceedings involving challenges to *ad valorem* taxation, or (d) counterclaims brought by the Association in proceedings instituted against it;

(12) Establish and enforce Rules and Regulations;

(13) 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 litigation areas;

(14) Contract for services to provide for operation and maintenance of the Surface Water Management System facilities, at the Association's option; and

(15) Have and exercise any and all powers, rights and privileges which a corporation organized under the Florida Not-For-Profit Corporation Act, and any amendments thereto, by law may now or hereafter have or exercise which are not in conflict with the terms of these Articles of Incorporation and the Declaration.

(A) The foregoing clauses shall be construed both as objects and powers; and it is hereby expressly provided that the foregoing enumeration of special powers shall not be held to limit or restrict in any manner the powers of the Association.

(B) The powers of the Association shall be subject to and be exercised in accordance with the provisions of the Declaration.

(C) Notwithstanding any other provisions of these Articles of Incorporation, the Association shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity that would invalidate its status as a corporation that is exempt from federal income taxation as an organization described in Section 528 of the Code.

H07000266923 3

H07000266923 3

ARTICLE V**Members**

Any person, corporation, or other entity that is the Owner in fee simple of record of any parcel or subdivision thereof shall be a member of the Association. Fee simple ownership of a parcel or subdivision thereof shall be the sole qualification for membership and membership shall not run to persons who hold an interest in a parcel merely as security for performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any parcel or subdivision thereof, which is subject to Assessment (as defined in the Declaration).

ARTICLE VI**Voting Rights**

The Association shall have one class of voting membership, comprised of all Owners. The number of votes assigned to each Owner is determined by the property owned by the member. The initial voting rights are set forth in the Declaration. When more than one person holds an interest in any parcel, all such persons shall be members. The vote or votes for such parcel shall be exercised as they determine, but in no event shall anyone (1) vote be divided into fractions. Prior to any meeting at which a vote is to be taken, each co-owner must file the name of the voting co-owner with the Secretary of the Association to be entitled to vote at such meeting, unless such co-owners have filed a general voting authority with the Secretary applicable to all votes until rescinded.

ARTICLE VII**Term of Existence**

The term for which the Association is to exist shall be perpetual.

ARTICLE VIII**Registered Agent and Registered Office**

The initial registered agent of the Association shall be C. Graham Carothers, Jr., Esq., and the initial registered office of the Association shall be located at: Shumaker, Loop & Kendrick, LLP, 101 East Kennedy Boulevard, Suite 2800, Tampa, Florida 33602. The Association shall have the right to change such registered agent and registered office as provided by law.

H07000266923 3

H07000266923 3

ARTICLE IX
Incorporator

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

<u>Name</u>	<u>Address</u>
C. Graham Carothers, Jr., Esq.	Shumaker, Loop & Kendrick, LLP 101 East Kennedy Boulevard, Suite 2800 Tampa, Florida 33602

ARTICLE X
Officers and Directors

The Board of Directors of the Association shall consist of not less than one (1) not five (5) directors, the exact number of directors to be fixed from time to time by the members of the Association or the by-laws. The Board of Directors, which may exercise all such powers of the Association, unless the by-laws provide otherwise, shall manage the business and affairs of the Association. A quorum of the transaction of business at meetings of the Directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Directors. Subject to the by-laws of the Association, meetings of the Directors may be held within or without the state of Florida. Directors need not be members of the Association. The manner in which the Directors are to be elected or appointed shall be provided in the by-laws of the Association.

ARTICLE XI
Directors

The initial Board of Directors shall consist of three (3) directors, such directors are to hold office until their successors have been fully elected and qualify. The name and street address of each initial director is:

<u>Name</u>	<u>Address</u>
Merdad Moshtagh	FL Management, Inc. 1210 US Highway 19 Holiday, Florida 34691

H07000266923 3

H07000266923 3

Jean Hakim

5400 Tech Data Drive
Clearwater, Florida 33760

Gilbert Hakim

5400 Tech Data Drive
Clearwater, Florida 33760**ARTICLE XII****By- Laws**

- (A) The power to adopt the by-laws of the Association, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of the Association; provided, however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by a three-quarters (3/4) vote of the Owners entitled to vote thereon, or a new by-law in lieu thereof may be adopted by the Owners, and the Owners may prescribe in any by-law made by them that such by-law shall not be altered, amended or repealed by the Board of Directors by like vote of three-quarters (3/4) of the Owners; provided further that at no time shall the by-laws conflict with these Articles of Incorporation or the Declaration.
- (B) The by-laws of the Association shall be for the government of the Association and may contain any provisions or requirements for the management or conduct of the affairs and business of the Association, provided the same are not inconsistent with the provisions of these Articles of Incorporation or the Declaration, or the contrary to the laws of the state of Florida or of the United States.

ARTICLE XIII**Amendment of Articles of Incorporation**

These Articles of Incorporation and the by-laws of the Association amplify the provisions of the Declaration; but no such amplification shall alter or amend substantially any of the rights or obligations of the Owners of parcels or subdivisions thereof as set forth in the Declaration. The provisions of the Declaration, on the one hand, are intended to be interpreted, construed, and applied to avoid inconsistencies or conflicting results. If such conflicts necessarily result, however, the provisions of the declaration shall take precedence over and supersede the provisions of these Articles of Incorporation and the by-laws of the Association. All capitalized terms used in these Articles of Incorporation are intended to have the same meaning, connotation and denotation as the same terms used in the Declaration.

H07000266923 3

H07000266923 3


IN WITNESS WHEREOF, I have executed these Articles of Incorporation for the uses and purposes therein expressed this 29th day of October, 2007.


Incorporator

CURLEW CENTRE PROPERTY OWNERS ASSOCIATION, INC.
ACCEPTANCE OF SERVICE OF REGISTERED AGENT

C. Graham Carothers, Jr., of Shumaker, Loop & Kendrick, LLP, 101 East Kennedy Boulevard, Suite 2800, Tampa, Florida 33602, 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 the capacity. The undersigned is familiar with and accepts the duties of Section 607.0505, Florida Statutes.

DATED this 29th day of October, 2007.


Registered Agent

FILED
07 OCT 29 PM 1:23
CLERK OF STATE
TALLAHASSEE, FLORIDA

H07000266923 3