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FLORIDA PROFIT/NON PROFIT CORPORATION

FERN GROVE HOMEOWNERS ASSOCIATION, INC.

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February 28, 2008

CORPDIRECT AGENTS, INC.

FLORIDA DEPARTMENT OF STATE
Division of Corporations

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SUBJECT: FERN GROVE HOMEOWNERS ASSOCIATION, INC.
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ARTICLES OF INCORPORATION
OF
FERN GROVE HOMEOWNERS ASSOCIATION, INC.

The undersigned incorporator, a resident of the State of Florida and of full age, hereby makes, subscribes, acknowledges and files with the Florida Department of State these Articles of Incorporation for the purpose of forming a corporation not for profit under the laws of the State of Florida.

ARTICLE 1
NAME

The name of this corporation is FERN GROVE HOMEOWNERS ASSOCIATION, INC., a Florida corporation not for profit (the "Association").

ARTICLE 2
PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of the Association is 1410 North Westshore Blvd., Suite 600, Tampa, Florida 33607. The Association's principal office and registered office may be changed from time to time by the Board of Directors as provided by law.

ARTICLE 3
PURPOSE

This Association does not contemplate pecuniary gain or profit to its members. The specific purposes for which the Association is formed are to provide for the maintenance, preservation and architectural control of all common areas and residential lots within that certain tract of property (the "Property") more particularly described in the Declaration of Covenants, Conditions, Restrictions and Easements for Fern Grove recorded, or to be recorded, in the official records of Hillsborough County, Florida (the "Declaration"), and to further promote the health, safety and welfare of the residents of the Property and any additions thereto by annexation.

ARTICLE 4
POWERS

In furtherance of the purposes of the Association, the Association shall have the following powers:

4.1 Declaration. Exercise all rights, powers and privileges, and perform all duties, of this Association set forth in the Declaration, 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;

4.2 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 the Association's affairs;

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4.3 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;

4.4 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 the Association's property;

4.5 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 interests in, or otherwise transfer any or all of its property as security for money borrowed, debts incurred, or any of its other obligations;

4.6 Dedications. With the approval of two-thirds (2/3) of the Class "A" Members of the Association, 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, two-thirds (2/3) of the Class "A" Members of the Association may determine;

4.7 Mergers. With the approval of two-thirds (2/3) of the Class "A" Members of the Association, participate in mergers and consolidations with other non-profit corporations organized for similar purposes;

4.8 Rules. From time to time adopt, alter, amend, rescind and enforce reasonable rules and regulations governing the use of the Lots and Common Property (as those terms are defined in the Declaration) consistent with the rights and duties established by the Declaration and these Articles;

4.9 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;

4.10 Enforcement. To enforce by legal means the obligations of the members of this Association and the provisions of the Declaration;

4.11 Litigation. To sue or be sued in the name of the Association; and

4.12 Other. Engage in all lawful acts permitted or authorized by Florida Statutes Section 617.0302, or similar successor law.

ARTICLE 5

MEMBERSHIP

Every person who from time to time holds the record fee simple title to, or any undivided fee simple interest in, any Lot is a member of this Association, including contract sellers, but excluding all other persons who hold any interest in a 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. Each membership is appurtenant to the Lot upon which it is based and is transferred automatically by record conveyance of title to that Lot. No person other than an owner may be a member of the

H08000050851 3

Association, and a membership in the Association may not be transferred except by the transfer of title to a Lot; provided, however, the foregoing shall not be construed to prohibit the assignment of membership and voting rights by an owner who is a contract seller to his vendee in possession.

ARTICLE 6 VOTING RIGHTS

This Association shall have two classes of voting membership:

6.1 Class "A" Members. Class "A" Members shall be entitled to one (1) vote for each Lot in which they hold the interest required for membership under Article 5 hereof; provided, however, there shall be only one (1) vote per Lot. In any situation where a person is entitled personally to exercise the vote for his Lot and more than one (1) person holds the interest in such Lot required for membership, the vote for such Lot shall be exercised as those persons determine among themselves and advise the secretary of the Association in writing prior to any meeting. In the absence of such advice, the Lot's vote shall be suspended if more than one (1) person seeks to exercise such vote.

6.2 Class "B" Member. The Class "B" Member shall be the Declarant (as defined in the Declaration). Until the Turnover Date (as hereafter defined), the Class "B" Member shall have three (3) votes for each Lot that it owns. Thereafter, the Class "B" Member shall have one (1) vote for each Lot that it owns. Other rights of the Class "B" Member, including the right to approve actions taken under the Declaration and the Association's By-Laws, are specified elsewhere in the Declaration and in the By-Laws.

6.3 Rights of the Class "B" Member with Respect to the Board.

6.3.1 Appointments. Until the Turnover Date, the Class "B" Member shall be entitled to appoint a majority of the members of the Association's Board of Directors (the "Board"). Beginning with the Turnover Date and until such time as the Declarant no longer owns for sale in the ordinary course of business at least five percent (5%) of the Lots, the Class "B" Member shall be entitled to appoint one (1) member of the Board.

6.3.2 Veto Rights. After the Turnover Date, the Class "B" Member shall have the right to disapprove actions of the Board and any committee as provided in the By-Laws.

6.4 Turnover Date. The "Turnover Date" shall be the first to occur of the following:

6.4.1 Three months after ninety percent (90%) of the Lots shown on the Plat (as that term is defined in the Declaration) have been conveyed to Owners other than the Declarant or any builders, contractors or other parties who purchased a Lot for the purpose of constructing improvements thereon for resale (the Declarant having reserved the right to annex additional lands for future phases as provided in the Declaration);

6.4.2 Twenty (20) years after the date the Declaration is recorded in the official records of the county where the Property is located; or

6.4.3 When, in its discretion, the Class "B" Member so determines, in writing.

H08000050851 3

If the Turnover Date has occurred by virtue of Section 6.4.1 or 6.4.3 and additional lands are subsequently made subject to the Declaration by annexation as provided in the Declaration, then the Class "B" membership and rights associated therewith shall immediately and automatically become reinstated and shall continue until the re-determined Turnover Date applying the provisions of this Section 6.4.

ARTICLE 7
BOARD OF DIRECTORS

7.1 The Association's affairs are managed by a Board of Directors initially composed of three Directors. The number of Directors may be changed from time to time by amendment to the Association's By-Laws, but at all times it must be either three (3), five (5) or seven (7). The initial Directors named below shall serve until the Association's first annual meeting. The term of office for all Directors is one year. Before any such annual meeting occurring after Turnover Date, 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 vote for each vacancy; however, cumulative voting is not permitted. Directors need not be Association members.

7.2 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:

| <u>Name</u> | <u>Address</u> |
|-----------------|---|
| Michael Roche | 1410 N. Westshore Blvd., Suite 600 Tampa, FL 33607 |
| Tom Bennett | 1410 N. Westshore Blvd., Suite 600 Tampa, FL 33607 |
| Joseph I. Musca | 1410 N. Westshore Blvd., Suite 600 Tampa, FL 33607 |

ARTICLE 8
DISSOLUTION

The 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 the 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 Association member or other private individual. In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or stormwater management system must be transferred to and accepted by an entity which would comply with Section 40, Florida Administrative Code, and be approved by the Southwest Florida Water Management District prior to such termination, dissolution or liquidation.

H08000050851 3

ARTICLE 9
DURATION

The Association shall exist perpetually.

ARTICLE 10
BY-LAWS

The 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 for in the Declaration, in which case those provisions shall control such amendments.

ARTICLE 11
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 two-thirds (2/3) of each class of the membership, except as to those provisions for amendment to the Articles which are provided for in the Declaration, in which case those provisions shall control such amendments. Prior to the Turnover Date, the Board can amend these Articles by a majority vote of the Board members. No amendment shall make any changes in the qualifications for membership nor the voting rights of the members without approval in writing by all members and the joinder of all record owners of mortgage upon the Lots.

ARTICLE 12
INTERPRETATION

Express reference is made to the Declaration where necessary to interpret, construe and clarify the provisions of these Articles. Without limitation, all capitalized terms used by not defined in these Articles shall have the meanings ascribed to them in the Declaration. By subscribing and filing these Articles, the Incorporator intends 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 13
FHA / VA APPROVAL

As long as there is a Class "B" Member and only if the Federal Housing Administration or the Veterans Administration insures or guarantees mortgage loans within the Property, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration, as applicable: (i) any merger or consolidation of this Association or the dissolution of this Association; (ii) any mortgaging, sale or dedication of any Common Property; (iii) any annexation of additional properties; and (iv) any amendment of the Declaration, these Articles or the Association's By-Laws.

H08000050851 3

ARTICLE 14
REGISTERED AGENT

The Association's registered agent is Charles H. Carver, who maintains a business office at 2907 Bay to Bay Boulevard, Suite 201, Tampa, Florida 33629. The Association's registered agent may be changed from time to time by the Board of Directors as provided by law.

ARTICLE 15
INCORPORATOR

The name and residence of the Incorporator is:

Name

Address

Michael Roche

1410 N. Westshore Blvd., Suite 600
Tampa, FL 33607

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 25th day of February, 2008.



Michael Roche, Incorporator

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ACCEPTANCE AND CONSENT OF REGISTERED AGENT

Having been named to accept service of process for the foregoing corporation at the place designated in the foregoing Articles, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes, including the duties and obligations imposed by Section 607.0503, Florida Statutes, relative to the proper and complete performance of my duties.


Charles H. Carver, Esq.

Dated: February 25, 2008

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