

Division of Corporations

Page 1 of 1

N09000001623

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.

(((H09000036395 3)))



H090000363953ABC2

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 : BUSH ROSS, P.A.
Account Number : I19990000150
Phone : (813) 224-9255
Fax Number : (813) 223-9620

FILED
09 FEB 17 AM 10:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA*Brenda K. Holland for DBA - 11775.2*

FLORIDA PROFIT/NON PROFIT CORPORATION

JOHNSON ROAD PROPERTY OWNERS ASSOCIATION, INC.

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

RECEIVED
DEPARTMENT OF STATE
09 FEB 17 PM 4:22

Electronic Filing Menu

Corporate Filing Menu

Help

MRB 2/18
2/17/2009

FILED

09 FEB 17 AM 10:53

**ARTICLES OF INCORPORATION
OF
JOHNSON ROAD PROPERTY OWNERS ASSOCIATION, INC.
(A Florida Corporation Not-for-Profit)**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, hereby make, subscribe, acknowledge and file with the Secretary of the State of Florida, these Articles of Incorporation for the purpose of forming a corporation not-for-profit in accordance with the provisions of Chapter 617, Florida Statutes, as amended from time to time by the Legislature of the State of Florida, for the sole purpose of organizing a non-profit corporation and to that end do hereby set forth the following:

**ARTICLE I
NAME**

The name of this corporation is JOHNSON ROAD PROPERTY OWNERS ASSOCIATION, INC. and its principal address is 410 Ware Road, Suite 1010, Tampa, Florida 33619, and its mailing address is 410 Ware Road, Suite 1010, Tampa, Florida 33619 (the "Corporation").

**ARTICLE II
NOT-FOR-PROFIT CORPORATION**

This Corporation is organized as a not for profit corporation, pursuant to the Florida Not For Profit Corporation Act set forth in Chapter 617 of the Florida Statutes.

**ARTICLE III
PURPOSE**

The purposes and object of the Corporation shall be to administer the operation and management of the common elements of the commercial property described on Exhibit "A" attached hereto, (hereinafter collectively "the Development") to be established upon that certain real property in Hillsborough County, Florida (the "Property"), as more particularly described in

that certain Declaration of Easements, Covenants, Restrictions dated April 8, 2008, recorded in Official Records Book 18560, Page 627 of the public records of Hillsborough County, Florida (the "Declaration"). Such administration shall include, without limitation, (i) the operation, maintenance and management of the Storm Water Drainage Facilities in a manner consistent with the Southwest Florida Water Management District permit no. 44032617.000 requirements and applicable District rules and (ii) the enforcement of the restrictions and covenants contained in the Declaration. Johnson Road Development Company, LLC, a Florida corporation, is the developer (the "Developer") of the Development. All capitalized terms used herein shall have the meaning ascribed to them in the Declaration unless the context clearly indicates otherwise. The Corporation shall exist only for the purpose of operation and management of the Development and the purposes specified in the Declaration.

The Corporation does not contemplate pecuniary gain or profit to the members thereof and shall undertake and perform all acts and duties incident to the operation and management preservation and architectural control of the residence lots and common areas of the Development in accordance with the terms, provisions, and conditions of these Articles of Incorporation, the By-Laws of the Corporation and the Declaration.

ARTICLE IV **MEMBERS**

The Corporation shall be organized as an entity with members that are admitted to membership in accordance with the Declaration and Bylaws of the Corporation.

ARTICLE V
REGISTERED AGENT

The registered office of this Corporation is 1801 North Highland Avenue, Tampa, Florida, 33602 and the initial registered agent of the Corporation is Bush Ross Registered Agent Services, LLC.

ARTICLE VI
BOARD OF DIRECTORS/OFFICERS

The powers of this Corporation shall be exercised, its properties controlled and affairs supervised by a Board of Directors, the precise number of which shall be set by the Bylaws of the Corporation, provided that there shall be a minimum of three directors at all times. Each member of the Board of Directors shall be elected in the manner and for the terms prescribed in the Bylaws, and shall hold office until their respective successors are duly elected and qualified. The affairs of the Corporation shall be managed by this official board, as provided for in the Bylaws of the Corporation. Each officer shall be elected from time to time in accordance with the Bylaws and each officer shall hold office until his or her successor is elected and qualified.

The names and addresses of the members of the initial Board and the office which they will respectively hold until their successors are elected and qualified are as follows:

<u>Name</u>	<u>Title</u>	<u>Address</u>
Wilbur Brantley	President/Director	410 Ware Road Suite 1010 Tampa, Florida 33619
Bruce Brantley	Vice President/Director	410 Ware Road Suite 1010 Tampa, Florida 33619
Adam Sich	Secretary/Treasurer/Director	410 Ware Road Suite 1010 Tampa, Florida 33619

ARTICLE VII
BYLAWS

The Bylaws of this Corporation shall be made and adopted by the Board of Directors in accordance with the terms of these Articles and the Declaration and may be amended, altered or rescinded by the Board of Directors in a manner provided by the Bylaws.

ARTICLE VIII
AMENDMENTS

These Articles of Incorporation may be amended as follows:

1. Amendments shall be proposed by a majority of the Board of Directors.
2. The President, or acting Chief Executive Officer of the Corporation in the absence of the President, shall thereupon call a special meeting of the Members of the Corporation for a date not sooner than twenty (20) days nor later than sixty (60) days from the date of which the Board of Directors approve the amendment proposal. Each Member shall be given written notice of such meeting stating the time and place of the meeting and reciting the proposed amendment or amendments in reasonably detailed form, which notice shall be mailed or presented personally to each Member not less than ten (10) days nor more than thirty (30) days before the date set for such meeting. Such notice shall be deemed properly given when deposited in the United States mail, addressed to the Member at his post office address as it appears on the records of the Corporation. At such meeting, the amendment or amendments proposed must be approved by an affirmative vote of at least a majority of the members of each class entitled to vote and a majority vote of all members in order for such amendment or amendments to become effective. If so approved, a certified copy of the said

amendment or amendments shall be filed in the Office of the Secretary of State of the State of Florida and recorded in the public records of Hillsborough County, Florida.

Notwithstanding the foregoing procedures of this Article VIII, Developer shall have the sole right to amend these Articles to cure any ambiguity or error or any inconsistency between the provisions of these Articles and the Declaration or the Bylaws or the Plat (as defined in the Declaration) or otherwise amend these Articles solely by the Developer as long as the Developer owns a majority of the Parcels (as defined in the Declaration).

Notwithstanding the foregoing procedures of this Article VIII, any amendment to these Articles which would alter the Surface Water Management System from its original condition must receive prior written approval of the Southwest Florida Water Management District.

Notwithstanding the foregoing procedures of this Article VIII, any Amendment to these Articles that would alter or expand the Corporation's limited purpose must receive prior written approval of all record Owners of the Property.

ARTICLE IX **TERM**

The term of the Corporation shall be perpetual or until dissolved by due process of law.

ARTICLE X **INDEMNIFICATION**

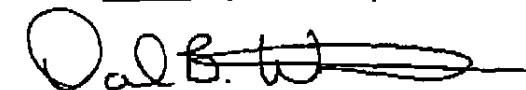
Each officer, director or employee of the Corporation shall be indemnified by the Corporation against expenses reasonably incurred by him or her in connection with any action, suit, or proceeding to which he or she is made a party by reason of his or her being, or having been an officer, director, or employee of the corporation provided he or she acted in good faith

and in a manner reasonably believed to be in, or not opposed to, the best interest of the Corporation, and had no reasonable cause to believe his or her conduct was unlawful.

ARTICLE XI
RULES OF THE SOUTHWEST FLORIDA WATER MANAGEMENT DISTRICT

In the event of termination, dissolution or final liquidation of the Corporation, the responsibility for the operation and maintenance of the Storm Water Drainage Facilities must be transferred to and accepted by an entity which would comply with Section 40D-4.301 and 40D-4.381 F.A.C. and be approved by the Southwest Florida Water Management District prior to such termination, dissolution or liquidation.

IN WITNESS WHEREOF, the undersigned, being the incorporator of this Corporation, for the purpose of forming this not-for-profit charitable corporation under the laws of the State of Florida, has executed these Articles of Incorporation on this 16th day of February, 2009.



David B. Williams
1801 N. Highland Avenue
Tampa, Florida 33602

FILED

09 FEB 17 AM 10:53

ACCEPTANCE OF REGISTERED AGENT**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, we hereby accept the appointment as registered agent and agree to act in this capacity. We further agree to comply with the provisions of all statutes relating to the proper and complete performance of our duties, and we are familiar with and accept the obligations of our position as registered agent.

**BUSH ROSS REGISTERED AGENT
SERVICES, LLC**

By: 
David B. Williams, Vice President

FILED

09 FEB 17 AM 10:53

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

EXHIBIT "A"

**Lots 1-8 (inclusive) and Tracts A and B of the Parkway Plaza Plat Recorded at Plat Book 115,
Page 239, Public Records of Hillsborough County, Florida**