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FLORIDA PROFIT/NON PROFIT CORPORATION

BELMONT HEIGHTS ESTATES MASTER ASSOCIATION, INC

EP 2/24/09

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**ARTICLES OF INCORPORATION
FOR
BELMONT HEIGHTS ESTATES MASTER ASSOCIATION, INC.**

The undersigned incorporator, for the purpose of forming a not-for-profit corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

**ARTICLE 1
NAME AND ADDRESS**

The name of the corporation shall be BELMONT HEIGHTS ESTATES MASTER ASSOCIATION, INC. The principal address of the corporation is 1529 W. Main Street, Tampa, Florida 33607. For convenience, the corporation shall be referred to in this instrument as the "Association," the Declaration of Protective Covenants and Restrictions for Belmont Heights Estates as the "Declaration," these Articles of Incorporation as the "Articles," and the Bylaws of the Association as the "Bylaws."

**ARTICLE 2
PURPOSE**

The purpose for which the Association is organized is to provide an entity to promote the health, safety and welfare of the Members of the Association and to provide for those objects and purposes as are authorized by the Declaration, to be recorded in the Public Records of Hillsborough County, Florida, as hereafter amended from time to time. The further purpose of the Association is to preserve the values and amenities within the Committed Property, to operate, administer, maintain and repair portions of the Common Area for the benefit of the Owners, their family members, guests, invitees, and the Tenants, and to enforce the covenants and restrictions contained in the Declaration, these Articles, the Bylaws and the rules and regulations promulgated thereunder.

**ARTICLE 3
DEFINITIONS**

The terms used in these Articles shall have the same definitions and meanings as those set forth in the Declaration to be recorded in the Public Records of Hillsborough County, Florida, as the same may be amended from time to time, unless herein provided to the contrary or unless the context otherwise requires.

**ARTICLE 4
POWERS**

The powers of the Association shall include and be governed by the following:

4.1 General. The Association shall have all of the common-law and statutory powers of a not-for-profit corporation under the laws of the State of Florida that are not in conflict with the provisions of these Articles, the Declaration, or the Bylaws.

4.2 Enumeration. The Board shall have all of the powers and duties necessary and appropriate for the governance of the Association's affairs and for performing all responsibilities

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and exercising all rights of the Association as set forth in the Declaration, the Bylaws, these Articles, and as provided by law. The Board may do or cause to be done all acts and things not required by the Declaration, these Articles, the Bylaws, or Florida law to be done and exercised exclusively by the Members. The Board may delegate powers to committees, officers, a management agent or agents, or employees of the Association. The duties of the Board shall include, without limitation:

- (a) preparing and adopting annual budgets;
- (b) levying and collecting assessments against the Members;
- (c) providing for the operation, care, upkeep, and maintenance of the Common Area;
- (d) retaining the services of a managing agent or agents and/or designating, hiring, and dismissing such other personnel as are necessary to perform the powers and responsibilities of the Association and, where appropriate, providing for the compensation of such personnel and for the purchase of the equipment, supplies, and material to be used by such personnel in the performance of their duties;
- (e) approving a bank depository to receive funds on behalf of the Association and depositing all such funds therein and using such funds to operate the Association; provided, any reserve fund may be deposited, in the Directors' best business judgment, in depositories other than banks;
- (f) adopting rules and regulations governing the use of the Committed Property and the facilities thereon and establishing sanctions for infractions thereof;
- (g) opening of bank accounts on behalf of the Association and designating the signatories required;
- (h) making or contracting for the making of repairs, additions, and improvements to or alterations of the Common Areas in accordance with the Declaration, these Articles and the Bylaws;
- (i) enforcing by legal means the provisions of the Declaration, these Articles, the Bylaws, and the rules and regulations adopted by the Board; provided, the Board shall not be obligated to take any action to investigate any alleged violation of or to enforce any covenant, restriction, or rule and regulation which the Board reasonably determines is, or is likely to be, inconsistent with applicable law, or if the Board reasonably determines that the Association's position is not strong enough to take such enforcement action, or if the Board otherwise determines, in its business judgment, that such enforcement action would be inappropriate;
- (j) obtaining and carrying property, liability, and commercial crime insurance, as required in the Declaration, paying the cost thereof, and filing and adjusting claims, as appropriate;

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- (k) paying all taxes and/or assessments which are or could become a lien on the Common Area or a portion thereof;
- (l) paying the cost of all services rendered to the Association or Members and not chargeable directly to specific Members;
- (m) keeping books with detailed accounts of the receipts and expenditures of the Association;
- (n) making available and providing copies, for a fee, to any Owner, and the holders, insurers, and guarantors of any mortgage on any Lot or Rental Tract current copies of the Declaration, these Articles, the Bylaws, the rules and regulations, and such other books, records, and financial statements of the Association as are identified as official records of the Association by Chapter 720, Florida Statutes, or its successor law, as from time to time amended;
- (o) indemnifying a Director, officer or committee member, or former Director, officer or committee member of the Association to the extent such indemnity is permitted or required by Florida law and these Articles, and purchasing insurance providing such indemnification;
- (p) supervising all officers, agents and employees of the Association to ensure that their duties are properly performed;
- (q) borrowing money for any legal purpose and to mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred, all without membership approval;
- (r) owning and conveying property; and
- (s) suing and being sued.

4.3 Distribution of Income; Dissolution. The Association shall make no distributions of income to its Members, Directors or officers.

ARTICLE 5 MEMBERSHIP/VOTING

5.1 Membership. There shall be the following two (2) classes of membership in the Association:

- (a) Class A. Every person, group of persons or entities that is an Owner of a Lot shall be a Class A Member of the Association. However, any such person, group of persons, or entities, who holds such interest solely as security for the performance of an obligation shall not be a Member.

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- (b) Class B. Every person, group of persons or entities that is an Owner of a Rental Tract shall be a Class B Member of the Association. However, any such person, group of persons, or entities, who holds such interest solely as security for the performance of an obligation shall not be a Member.

5.2. Membership Appurtenant to Ownership. Every Owner of a Lot or Rental Tract shall be a Member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot or Rental Tract, and such membership shall be terminated without the necessity of any formal action upon the recording of a valid instrument terminating or transferring the vested, present interest of the Owner.

5.3 Votes. Votes shall be cast in such manner and subject to such restrictions (not inconsistent with the terms and conditions of this Article 5) and as are set forth in the Bylaws.

5.4 Meetings. The Bylaws shall provide for an annual meeting of Members, and may provide for regular and special meetings of Members other than the annual meeting.

ARTICLE 6 TERM OF EXISTENCE

The Association shall have perpetual existence.

ARTICLE 7 INCORPORATOR

The name and address of the incorporators of the Association is the Housing Authority of the City of Tampa, whose address is 1529 W. Main Street, Tampa, Florida 33607.

ARTICLE 8 OFFICERS

The affairs of the Association shall be administered by the officers holding the offices designated in these Articles and the Bylaws. The officers shall be elected by the Board at its first meeting of the Board and shall serve at the pleasure of the Board. The names and addresses of the initial officers who shall serve until their successors are designated by the Board are as follows:

President: Don Miller
1 E. Stow Road
Marlton, NJ 08053

Vice President: Leroy Moore
1529 W. Main Street
Tampa, FL 33607

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Secretary: Milton Pratt
1 E. Stow Road
Marlton, NJ 08053

Treasurer: Gionne Jourdan
1 E. Stow Road
Marlton, NJ 08053

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ARTICLE 9 DIRECTORS

9.1 Number and Qualification. The property, business, and affairs of the Association shall be managed by a Board consisting of the number of Directors determined in the manner provided by the Bylaws.

9.2 Duties and Powers. All of the duties and powers of the Association existing under the Declaration, these Articles, the Bylaws and Florida law shall be exercised exclusively by the Board, its agents, contractors, or employees, subject only to approval by the Members when such approval is specifically required.

9.3 Election. Directors of the Association shall be elected at the annual meeting of the Members each year in the manner determined by and subject to the qualifications set forth in the Bylaws.

9.4 Removal and Filling Vacancies. Directors may be removed and vacancies on the Board shall be filled in the manner provided by the Bylaws.

9.5 Initial Directors. The names and addresses of the members of the initial Board who shall hold office until their successors are elected and have taken office, as provided in the Bylaws, are as follows:

| <u>NAME</u> | <u>ADDRESS</u> |
|----------------|---|
| Leroy Moore | 1529 W. Main Street, Tampa, FL 33607 |
| Don Miller | 1 E. Stow Road, Marlton, NJ 08053 |
| Milton Pratt | 1 E. Stow Road, Marlton, NJ 08053 |
| Gionne Jourdan | 1 E. Stow Road, Marlton, NJ 08053 |
| Claudia Woods | 3802 24 th Street, Tampa, FL 33605 |

ARTICLE 10 INDEMNIFICATION

10.1 Indemnity. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, lawsuit, or

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proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he or she is or was a Director, employee, officer, or agent of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by that person in connection with such action, lawsuit, or proceeding unless (a) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he or she did not act in good faith or in a manner he or she reasonably believed to be not in, or opposed to, the best interest of the Association, and, with respect to any criminal action or proceeding, that he or she had reasonable cause to believe his or her conduct was unlawful, and (b) such court further specifically determines that indemnification should be denied. The termination of any action, lawsuit, or proceeding by judgment, order, settlement, conviction or upon plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or did act in a manner that he or she reasonably believed to be not in, or opposed to, the best interest of the Association, and, with respect to any criminal action or proceeding, that he or she had reasonable cause to believe that his or her conduct was unlawful.

10.2 Advances. Expenses, including, but not limited to, attorneys' fees and costs, incurred in defending a civil or criminal action, lawsuit, or proceeding shall be paid by the Association in advance of the final disposition of such action, lawsuit, or proceeding on behalf of the affected Director, officer, employee, or agent. Such Director, officer, employee or agent shall not be required to repay such amount unless it shall ultimately be determined that he or she is not entitled to be indemnified by the Association as provided in Section 10.1 hereof.

10.3 Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any agreement, vote of Members, or otherwise, and shall continue as to a person who has ceased to be a Director, officer, employee, or agent and shall inure to the benefit of the heirs and personal representatives of that person.

10.4 Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee, or agent of the Association; or is or was serving, at the request of the Association, as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Association would have the power to indemnify him or her against such liability under the provisions of this Article 10.

10.5 Amendment. Anything to the contrary herein notwithstanding, the provisions of this Article 10 may not be amended without the prior written consent of all persons whose interest would be adversely affected by such amendment.

ARTICLE 11 BYLAWS

The first Bylaws shall be adopted by the Board and may be altered, amended,

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rescinded in the manner provided in the Bylaws.

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**ARTICLE 12
AMENDMENTS**

These Articles may be amended by the affirmative vote of a majority of the Board at a regular or special meeting of the Board called for that purpose; provided however, that these Articles may not be so amended by the Board in any manner which would be inconsistent with the Declaration or the Bylaws. Amendments to these Articles shall become effective upon the recordation of an amendatory instrument executed by the President and Secretary of the Association in the Public Records of Hillsborough County, Florida.

**ARTICLE 13
NAME AND ADDRESS OF REGISTERED AGENT**


The initial registered agent of the Association shall be Bernice S. Saxon, Esq., c/o Saxon, Gilmore, Carraway, Gibbons, Lash & Wilcox, P.A., who shall also be a resident agent, whose street address is 201 East Kennedy Boulevard, Suite 600, Tampa, Florida 33602.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with the laws of the State of Florida, the following is submitted:

That desiring to organize under the laws of the State of Florida with its principal office, as indicated in the foregoing Articles of Incorporation, in the County of Hillsborough, State of Florida, the corporation named in the said Articles has named Bernice S. Saxon, whose street address is 201 East Kennedy Boulevard, Suite 600, Tampa, Florida 33602, as its statutory registered agent.

Having been named the statutory agent of the corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity and agree to comply with the provisions of Florida law relative to keeping the registered office open.


Print Name: Bernice S. Saxon, Esq.

REGISTERED AGENT

DATED on 12/5/08

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**ARTICLE 14
INITIAL REGISTERED OFFICE AND INCORPORATOR**

The initial registered office of the Association shall be at 1529 W. Main Street, Tampa, Florida 33607, with the privilege of having its office and branch offices at other places within or without the State of Florida.

**ARTICLE 15
SURFACE WATER MANAGEMENT SYSTEM FACILITIES**

15.1 Description of Facilities. The Surface Water Management System Facilities shall include, but is not limited to, 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.

15.2 Operation and Maintenance. The Association is responsible for operation and maintenance of the Surface Water Management System Facilities. Operation, maintenance and re-inspection reporting shall be performed in accordance with the terms and conditions of the environmental resource permit issued by the Southwest Florida Water Management District.

15.3 Term of Operation and Maintenance. The requirements of this Article 15 shall exist in perpetuity; however, if the Association ceases to exist, all of the Owners of Lots and Rental Tracts shall be jointly and severally responsible for operation and maintenance of the Surface Water Management System Facilities in accordance with the requirements of the environmental resource permit and any modifications thereto, unless and until the control and 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 that if not accepted, then the Surface Water Management System Facilities shall be conveyed to a non-profit corporation similar to the Association.

IN WITNESS WHEREOF, the incorporators have affixed their signature the day and year set forth below.

**HOUSING AUTHORITY OF THE CITY OF
TAMPA, FLORIDA, a body corporate and politic
organized under Chapter 421 of the Florida Statutes**

By: 

Jerome D. Ryans, CEO

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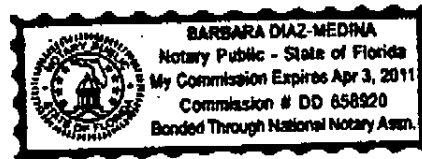
STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 20th day of February, 2009,
by Jerome D. Ryans, as CEO of the Housing Authority of the City of Tampa. He is personally
known to me or has produced _____ as identification and who did not
take an oath.


Notary Signature

Barbara Diaz Medina
Print Notary Name

My Commission Expires:



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