

1. Search Date: 02/02/2010

## COVER LETTER

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

**SUBJECT:** PIERCEY SUBDIVISION PROPERTY OWNERS ASSOCIATION, INC.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

FROM: Richard R. Kosan, Esq.  
Name (Printed or typed)

112 West Windhorst Road  
Address

Brandon, FL 33510  
City, State & Zip

(813) 689-1577  
Daytime Telephone number

jpiercey1@verizon.net  
E-mail address: (to be used for future annual report notification)

**NOTE: Please provide the original and one copy of the articles.**



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

October 11, 2010

RICHARD R. KOSAN, ESQ  
112 WEST WINDHORST ROAD  
BRANDON, FL 33510

SUBJECT: PIERCY SUBDIVISION PROPERTY OWNERS ASSOCIATION, INC.  
Ref. Number: W10000047541

We have received your document for PIERCY SUBDIVISION PROPERTY OWNERS ASSOCIATION, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and street address must be consistent wherever it appears in your document.

An effective date may be added to the Articles of Incorporation if a 2011 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6928.

Tim Burch  
Regulatory Specialist II  
New Filing Section

Letter Number: 710A00024028

**ARTICLES OF INCORPORATION  
OF  
PIERCEY SUBDIVISION PROPERTY OWNERS ASSOCIATION, INC.**

THE UNDERSIGNED, for the purpose of forming a corporation under the Florida Not for Profit Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I - NAME**

The name of the corporation ("Corporation") is PIERCEY SUBDIVISION PROPERTY OWNERS ASSOCIATION, INC.

**ARTICLE II - PRINCIPAL ADDRESS**

The street address of the principal office of the Corporation is:

12565 U.S. Highway 301 North  
Thonotosassa FL 33592

**ARTICLE III - PURPOSE**

The corporation does not contemplate pecuniary gain or profit to the members thereof and is organized and shall be operated exclusively for the following purposes:

1. To provide for the operation, maintenance and preservation of Piercey Subdivision as defined in the DECLARATION OF COVENANTS, CONDITIONS AND RESTRICTIONS OF PIERCEY SUBDIVISION (the "Declaration") and consisting of that certain property known or to be known as Piercey Subdivision, pursuant to the plat recorded or to be recorded in Hillsborough County, Florida, of the property more particularly described in Exhibit A to the Declaration;
2. To be the Association referred to in said Declaration;
3. To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease and otherwise dispose of real property in the State of Florida and in all other states and countries.
4. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness required.
5. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of, the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.
6. To exercise all rights and powers conferred by the laws of the State of Florida upon not for profit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any of the purposes set forth herein.
7. To do such other things that are incidental to the purposes of the Corporation or

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TALLAHASSEE, FLORIDA

necessary or desirable in order to accomplish them.

#### **ARTICLE IV - MANNER OF ELECTION OF DIRECTORS**

The manner in which the directors are elected and appointed are as specified in the By-Laws.

#### **ARTICLE V - DEFINITIONS**

The terms used in these Articles shall have the same definitions and meanings as those set forth in the Declaration, unless herein provided to the contrary, or unless the context otherwise requires.

#### **ARTICLE VI - POWERS**

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

1. General. The Association shall have all of the common-law and statutory powers of a corporation not for profit under the laws of Florida that are not in conflict with the provisions of these Articles, the Declaration or the By-Laws.
2. Enumeration. The Association shall have all of the powers and duties reasonably necessary to operate the Association pursuant to the Declaration and as more particularly described in the By-Laws, as they may be amended from time to time, including, but not limited to, the following:
  - a. To perform all of the duties and obligations of the Association as set forth in the Declaration, as the same may be amended from time to time as therein provided, and to exercise such authority as may reasonably be necessary to effectuate its objectives under the Declaration, as the same may be amended from time to time as therein provided.
  - b. To assess, levy, collect and enforce payment, by any lawful means, assessments and other charges against members as Unit Owners and to use the proceeds thereof in the exercise of its powers and duties.
  - c. To buy, own, operate, lease, sell, trade and mortgage both real and personal property.
  - d. To hold, convey, lease and mortgage Common Area Lands of the Association for the benefit of the owners.
  - e. To maintain, repair, replace, reconstruct, add to and operate the property, and other property acquired or leased by the Association.
  - f. To purchase insurance upon the property and insurance for the protection of the Association, its officers, directors and owners.
  - g. To make and amend reasonable rules and regulations for the maintenance, conservation and use of the property and for the health, comfort, safety and welfare of the owners.
  - h. To enforce by legal means the provisions of the Declaration, these Articles, By-laws, and the Rules and Regulations for the use of the property.
  - i. To contract for the management and maintenance of the property and to authorize a management agent to assist the Association in carrying out its powers and duties by performing such functions as the submission of proposals, collections of Assessments, preparation of records, enforcement of rules and maintenance, repair and replacement of the Common Area Lands and property with such funds as shall be made

available by the Association for such purposes. The Association and its officers shall, however, retain at all times the powers and duties granted by the Declaration, including, but not limited to, the making of Assessments, promulgation of rules and execution of contracts on behalf of the Association.

j. To employ personnel to perform the services required for the proper operation of the property.

k. To operate and maintain the improvements, facilities and systems utilized in connection with Common Area.

3. Association Property. All funds and the title to all properties acquired by the Association and their proceeds shall be held for the benefit and use of the members in accordance with the provisions of the Declaration, these Articles and the By-laws.

4. Distribution of Income; Dissolution. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its Members, Directors, or Officers, but the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the previous articles. Upon dissolution, all assets of the Association shall be transferred only to another non-profit corporation or a public agency or as otherwise authorized by the Florida Not for Profit Corporation Act, Chapter 617, Florida Statutes; provided that in the event of dissolution, the surface water management system shall be conveyed to an appropriate agency of local government, and if it is not accepted, then it shall be dedicated to a similar non-profit corporation.

#### **ARTICLE VII - MEMBERS**

The membership of this corporation shall consist of the owners of the parcels in the Piercey Subdivision as same is described and defined in the Declaration. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the property for which that share is held.

#### **ARTICLE VIII - EFFECTIVE DATE**

The effective date of this corporation shall be the recording date of its Articles of Incorporation, at which time it shall commence existence and shall have perpetual existence thereafter.

#### **ARTICLE IX - INCORPORATOR**

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

Richard R. Kosan, Esquire  
112 West Windhorst Road  
Brandon, FL 33510

#### **ARTICLE X - OFFICERS**

The affairs of the Association shall be administered by the officers holding the offices designated in the By-laws. The officers shall be elected by the Board of Directors of the Association at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

President: David E. Piercey 12565 U.S. Highway 301 North  
Thonotosassa FL 33592

Secretary/Treasurer: Brett Rockey 415 E. Knights Griffin Road  
Plant City, FL 33565

#### **ARTICLE XI - INDEMNIFICATION**

1. Indemnity. The Association shall indemnify any person who was or is a party of or is threatened to be made a party to any threatened, pending or contemplated action, suit or 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 reasonable incurred by him or her in connection with such action, suit 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 reasonable believed to me 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 cation, suit or proceeding by judgement, order, settlement, conviction or upon a 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 which he or she reasonable 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.
2. Expenses. To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in the previous section above, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fee) actually and reasonable incurred by him or her in connection therewith.
3. Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such actions, suite or proceeding upon receipt of an undertaking by or on behalf of the affected director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Association as authorized in this article.
4. 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 such person.
5. 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 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.

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

#### **ARTICLE XII - REGISTERED OFFICE AND AGENT**

PURSUANT TO the provisions of §617.0501, Fl. Stat., the address of the principal office is:

12565 U.S. Highway 301 North  
Thonotosassa FL 33592

and the name and address of the registered agent is:

Richard R. Kosan, Esq.  
112 West Windhorst Road  
Brandon, FL 33510


#### **ARTICLE XIII - BY-LAWS**

The By-laws of the corporation are to be made, adopted, altered, amended or rescinded by the Board of Directors.

#### **ARTICLE XIV - AMENDMENTS**

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and to all rights and privileges conferred upon the Members, Directors and Officers that are subject to this reservation. The Articles of Incorporation may be amended by a two-thirds (2/3) majority vote of the full Board of Directors, in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the corporation pursuant to law.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 5<sup>th</sup> day of October, 2010, submits this document and affirms that the facts stated herein are true. I am aware that including false information in a document that is submitted to the Department of State constitutes a third degree felony as provided in §817.155, F.S.

  
\_\_\_\_\_  
Richard R. Kosan, Incorporator

#### **ACCEPTANCE BY REGISTERED AGENT**

HAVING BEEN named as Registered Agent and designated to accept service of process for the above named corporation, at the place designated in this certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

  
\_\_\_\_\_  
Richard R. Kosan, Esq.

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