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FLORIDA PROFIT/NON PROFIT CORPORATION
Harbour Isle on Anna Maria Sound Master Association

Certificate of Status	1
Certified Copy	1
Page Count	07
Estimated Charge	\$87.50

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SECRETARY OF STATE
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**ARTICLES OF INCORPORATION
OF
HARBOUR ISLE ON ANNA MARIA SOUND
MASTER ASSOCIATION, INC.**

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

**ARTICLE I
NAME AND PRINCIPAL OFFICE**

The name of this corporation is HARBOUR ISLE ON ANNA MARIA SOUND MASTER ASSOCIATION, INC., a Florida not-for-profit corporation (hereinafter called the "Association" in these Articles). The principal office and mailing address of the Association is 10150 Highland Manor Drive, Suite 200, Tampa, Florida 33610.

**ARTICLE II
OFFICE AND REGISTERED AGENT**

The Association's initial registered office is 500 E. Kennedy Boulevard, Suite 200 Tampa, Florida 33602. The Association's initial registered agent is Bricklemyer Smolker & Bolves, P.A. who maintains a business office at 500 E. Kennedy Boulevard, Suite 200, Tampa, Florida 33602. Both this Association's registered office and registered agent may be changed from time to time by the Board of Directors as provided by law.

**ARTICLE III
PURPOSE**

This Association does not contemplate pecuniary gain or profit to its members and the specific purposes for which it is formed are to provide for the maintenance, preservation and architectural control of common areas and residential lots and dwellings within that certain tract of property in Manatee County, Florida, as more particularly described in Exhibit "A" attached hereto (the "Property"), and all other properties which may hereafter be made subject to the Declaration as defined below.

**ARTICLE IV
POWERS**

Without limitation this Association is empowered to:

(a) Declaration. Exercise all rights, powers, privileges, and perform all duties of this Association set forth in that certain Declaration of Covenants, Conditions and Restrictions for Harbour Isle On Anna Maria Sound Master Association (hereinafter called The "Declaration") applicable to the Property and recorded or to be recorded in the Public Records of Manatee

County, Florida, 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;

(b) 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 this Association's affairs;

(c) 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 hereunder;

(d) 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 this Association's property;

(e) Borrowing. Borrow money and, with the approval of two-thirds (2/3) of the 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;

(f) Dedications. With the approval of a two-thirds (2/3) vote of the members, dedicate, sell or transfer all or any part of its property to any public agency, authority, or utility;

(g) Mergers. With the approval of a two-thirds (2/3) vote of the members, participate in mergers and consolidations with other non-profit corporations organized for similar purposes;

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

(i) 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;

(j) Enforcement. Enforce by legal means the obligations of the members of this Association and the provisions of the Declaration;

(k) Litigation. Sue or be sued;

(l) Surface Water Management. Operate and maintain the surface water management system facilities, including all inlets, ditches, swales, culverts, water control

structures, retention and detention areas, ponds, lakes, flood plain compensation areas, wetlands and any associated buffer areas, and wetland mitigation areas, and to contract for services for operation and maintenance of the surface water management system facilities;

- (l) Other. Engage in all lawful acts permitted or authorized by law.

ARTICLE V MEMBERSHIP

Every person who from time to time holds the record fee simple title to, or any undivided fee simple interest in, any Unit (as defined in the Declaration)) that is subject to the provisions of the Declaration is a member of this Association, including contract sellers, but excluding all other persons who hold any interest in any unit merely as security for the performance of an obligation. An Owner of more than one Unit is entitled to one membership for each Unit owned. Membership is appurtenant to, and may not be separated from, ownership of a Unit that is subject to the provisions of the Declaration, and membership may not be transferred other than by transfer of title to such Unit. Each membership is transferred automatically by record conveyance or other transfer of title of a Unit.

ARTICLE VI VOTING RIGHTS

The voting rights of members are as set forth in the Declaration. So long as there is Class B membership (as defined in the Declaration), whenever a provision herein calls for approval of the members it means approval of the aggregate voting rights of the members.

ARTICLE VII BOARD OF DIRECTORS

This Association's affairs are managed by a Board of Directors initially composed of three Directors. The number of Directors from time to time may be changed by amendment to this Association's By-Laws, but at all times it must be either three (3) members or five (5) members. Election of directors shall take place in accordance with the By-Laws of the Association; cumulative voting for Directors is not permitted.

The initial members of the Board of Directors shall be as follows, and each member shall hold office until his or her successor has been duly elected and qualified:

<u>Name</u>	<u>Address</u>
William Bullock	10150 Highland Manor Drive, Suite 200 Tampa, FL 33610-9712

Michael Johns

10150 Highland Manor Drive, Suite 200
Tampa, FL 33610-9712

Brad Anderson

10150 Highland Manor Drive, Suite 200
Tampa, FL 33610-9712

ARTICLE VIII DURATION

This Association exists perpetually.

ARTICLE IX DISSOLUTION

This Association may be dissolved in the manner from time to time provided by the laws of the State of Florida and with the consent given in writing and signed by not less than two-thirds (2/3) of the Members. Upon dissolution of this Association in any manner other than incident to a merger or consolidation, all of this Association's assets, together with the control or right of access to any property containing the surface water management system facilities, shall be conveyed or dedicated to an appropriate governmental unit or public utility to be used for purposes similar to those for which this Association was created. If any such conveyance or dedication is refused, such assets, together with the control or right of access to any property containing the surface water management system facilities shall be granted, conveyed, and assigned to a non-profit corporation or other organization similar to the Association and devoted to such similar purposes. In no event, however, may any assets inure to the benefit of any Member or other private individual.

ARTICLE X BY-LAWS

This Association's By-Laws will initially be adopted by the Board of Directors. Thereafter, the By-Laws shall be altered, amended, or rescinded solely by the approval of the Board of Directors. In certain circumstances set forth in the Declaration or as may be set forth in any future supplemental declaration the Members may have authority to approve amendments to the By-Laws; in those circumstances such provisions shall control the alteration, amendment or rescission of the By-Laws.

**ARTICLE XI
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 of two-thirds (2/3) of the aggregate votes at a meeting of members at which a quorum is present. In certain circumstances set forth in the Declaration or as may be set forth in any future supplemental declaration the members may have authority to approve amendments to these Articles by a different percentage of the members; in those circumstances such provisions shall control the amendment to these Articles.

**ARTICLE XII
FNMA/FHA/VA APPROVAL**

As long as there is a Class B membership in the Association, the following actions will require the prior approval of the Federal National Mortgage Association (FNMA), Federal Housing Administration (FHA) or Veterans Administration (VA):

- (a) Amendment of these Articles of incorporation; or
- (b) Merger, consolidation and/or dissolution of the Association.
- (c) Annexation of additional properties.
- (d) Mortgaging of Common Areas.

**ARTICLE XIII
INTERPRETATION**

Express reference is made to the Declaration if necessary to interpret, construe, and clarify the provisions of these Articles. By subscribing and filing these Articles, the incorporator intends for 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. In the event of a conflict, the order of priority for interpretation shall be: the Declaration, these Articles, and the By-Laws of the Master Association.

**ARTICLE XIV
INDEMNIFICATION**

Every Director and every officer of the Master Association shall be indemnified by the Master Association against all expenses and liabilities including attorneys' fees, reasonably incurred by or imposed upon him or her in connection with any proceedings or the settlement of any proceeding to which he or she may be a party, or in which he or she may become involved

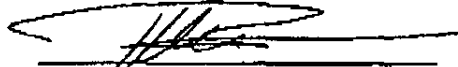
by reason of his being or having been a Director or Officer of the Master Association, whether or not he or she is a Director or officer at the time such expenses are incurred, except when the Director or officer is adjudged guilty of willful misfeasance, malfeasance, or nonfeasance or found to have breached his or her fiduciary duty in the performance of his duties. The foregoing right of indemnification shall be in addition to and exclusive of all other rights and remedies to which such Director or officer may be entitled.

**ARTICLE XV
INCORPORATOR**

The name and residence of the incorporator is:

Name: Keith W. Brickleyer, Esq.
Address: 500 East Kennedy Boulevard, Suite 200
Tampa, Florida 33602

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 Master Association, have executed these Articles of Incorporation this 25th day of March 2011.



Keith W. Brickleyer, Esq.
Incorporator

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

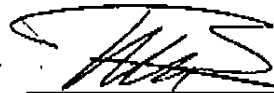
HARBOUR ISLE ON ANNA MARIA SOUND MASTER ASSOCIATION, INC.,
desiring to organize under the laws of the State of Florida, as a corporation not for profit with its
principal office as indicated in its Articles of Incorporation has named Bricklemyer Smolker &
Bolves, P.A., whose business office is 500 E. Kennedy Boulevard, Suite 200, Tampa, Florida
33602, as its registered agent to accept service of process within Florida.

ACCEPTANCE

Having been named to accept service of process for the foregoing Corporation at the
place designated in this certificate, hereby agree to act in this capacity, and further agree to
comply with the provisions of all statutes, including the duties and obligations imposed by
Section 617.0503, Florida Statutes, relative to the proper and complete performance of my
duties.

BRICKLEMYER SMOLKER & BOLVES, P.A.,

By:



Keith W. Bricklemyer
President

Date: March 25, 2011

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APPROVED
AND
FILED