

JUN. 10. 2011

TRENAM KEMKER

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Old Memorial Homeowners Association, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
OLD MEMORIAL HOMEOWNERS ASSOCIATION, INC.
(A Florida Corporation Not For Profit)**

In order to form a corporation under the provisions of Chapter 617 of the Laws of the State of Florida for the formation of Corporations Not For Profit, we, the undersigned, hereby associate ourselves into a corporation not for profit for the purpose and with the powers hereinafter mentioned.

ARTICLE I

Name

The name of the corporation shall be:

OLD MEMORIAL HOMEOWNERS ASSOCIATION, INC.

(hereinafter referred to as the "Association").

ARTICLE II

Objects and Purposes of the Association

The purposes and objects of the Association shall be as follows:

1. To promote the health, safety, and general welfare of the Members of all Lots and Common Property that may now or hereafter be created or established by Old Memorial Club, Inc., a Florida corporation not for profit, its successors or designated assigns (collectively, the "Developer"), within all or any portion of that certain development in Hillsborough County, Florida known as "Old Memorial." Old Memorial is initially comprised of the lands described in Exhibit "A" attached hereto and incorporated by reference herein and shall include any lands subsequently annexed thereto pursuant to the terms of the Declaration (as hereafter defined).

2. To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association arising from or set forth in the Declaration of Covenants, Conditions, Restrictions, Easements and Reservations for Old Memorial subdivision (the "Declaration"), as amended and supplemented from time to time, now or hereafter recorded in the Public Records of Hillsborough County, Florida. The definitions contained in the Declaration are incorporated by reference herein. In the event of any conflict between the terms of the Declaration and these Articles, the provisions of the Declaration shall control.

3. To acquire, own, control, operate, manage, maintain, insure, and repair any portion or portions of the lands from time to time comprising Old Memorial, and any personal property appurtenant thereto, as Common Property for the common use and benefit of all Members of Old

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Memorial, and certain other persons entitled to use the Common Property as more particularly provided in the Declaration.

4. To perform all maintenance, repairs and replacements to Lots, Common Property, easement areas, and any other land, improvements, fixtures and personal property of Old Memorial as and to the extent provided in the Declaration and any amendments or supplements thereto that may now or hereafter be recorded in the Public Records of Hillsborough County, Florida.

5. To perform all of the duties and obligations of the Association as set forth in and in accordance with the terms, provisions, conditions, and authorizations contained in these Articles of Incorporation and the Declaration, and any amendments or supplements thereto with respect to all or any portion of the Real Property that may now or hereafter be recorded in the Public Records of Hillsborough County, Florida.

The Association shall be conducted as a non-profit organization for the benefit of its Members, and the Association shall make no distributions of income to its Members, directors, or officers.

ARTICLE III Powers of the Association

The Association shall have the following powers.

1. The Association shall have all of the powers and privileges granted to Corporations Not For Profit under the law pursuant to which this corporation is chartered and not in conflict with these Articles of Incorporation or the Declaration.

2. The Association shall have all of the powers and duties set forth in the Declaration, these Articles, the By-Laws and any Rules and Regulations enacted by the Association pursuant thereto, and any amendments or supplements thereto that may now or hereafter be recorded in the Public Records of Hillsborough County, Florida.

3. The Association shall have all of the powers reasonably necessary to implement and effectuate the purposes of the Association, including, but not limited to, the following:

(a) To acquire (by gift, purchase, or otherwise), own, control, operate, manage, maintain, and repair real property and improvements, specifically including the Common Property of Old Memorial.

(b) To operate and maintain, and to contract for the operation, maintenance and management of the Lots and Common Property (including without limitation to operate and to contract for the operation and management of the Surface Water Management System, including 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) and to delegate to the party with whom such contract has been entered into the

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appropriate powers and duties of the Association, except those requiring specific action by or approval of the Board of Directors or the Members of the Association.

(c) To fix, collect, levy, and enforce payment by any lawful means of all charges and assessments against Class A Members of the Association to defray all costs and expenses incident to the conduct of the business of the Association and the operation of the Common Property, including, without limitation, all licenses, taxes, assessments or other governmental charges levied or imposed against Members.

(d) To adopt, alter, amend, and rescind By-Laws for the operation of the Association not inconsistent with the law pursuant to which the Association is chartered and these Articles of Incorporation, and to adopt, alter, amend, and rescind reasonable rules and regulations governing the use of the Common Property.

(e) To enforce in its own name the provisions of these Articles of Incorporation, the By-Laws of the Association that may now or hereafter be adopted, any rules or regulations that may now or hereafter be adopted by the Association, and the provisions of the Declaration, and any amendments or supplements thereto that may now or hereafter be recorded in the Public Records of Hillsborough County, Florida.

(f) To participate in mergers and consolidations with other non-profit corporations organized for similar purposes, provided that any such merger or consolidation is approved by the Members entitled to cast two-thirds (2/3) of the aggregate number of votes entitled to be cast by all Members present or represented by proxy at a duly noticed and convened annual or special meeting of the Members.

(g) To dedicate, release, alienate, sell, or transfer all or any portion of the Common Property to any public agency, authority, or utility for such purposes and subject to such conditions as are agreed to by the Members of the Association; provided, however, no such dedication, sale, or transfer shall be effective until and unless the same shall have been approved by Members entitled to cast two-thirds (2/3) of the aggregate number of votes entitled to be cast by all Members. No such action authorized hereunder shall be taken without the prior written consent of Developer until the expiration of the Class B Control Period, as provided in Article IV below.

(h) To pay all costs, expenses, and obligations lawfully incurred in connection with the Association's affairs including, without limitation, all licenses, taxes, assessments, or other governmental charges levied or imposed against the Common Property and all charges for maintenance of Lakes, Common Streets and Roads, the Surface Water Management System and all other portions thereof.

(i) To own, buy, sell, lease, mortgage, convey, or otherwise deal with any and all property, whether real or personal.

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(j) To perform all of the maintenance, repair, management, and operations set forth in the Declaration.

(k) To operate and maintain the Surface Water Management System, including 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.

(l) To sue or be sued and to defend any suits brought against it.

(m) To take any other action necessary for the purposes for which the Association is organized.

ARTICLE IV Membership in Association

There shall be two classes of Members in the Association. Every Owner of a Lot in Old Memorial is a Class A Member of Association. Developer is the sole Class B Member of the Association, by virtue of its ownership of a Lot or Lots. An Owner of more than one Parcel or portion thereof as aforesaid is entitled to one membership for each Parcel owned. Each membership appurtenant to a Lot is transferred automatically by conveyance of title to that Parcel or portion thereof, whereupon the membership of the previous Owner automatically terminates. The two classes of Membership in the Association are more particularly described as follows:

1. Class A Members. Each Owner of a Lot shall be a Class A Member of the Association and shall be entitled to voting rights in Association as set forth in Section 2 below. Membership in the Association is mandatory and automatically attaches to the Owner upon acquisition of title to a Lot in Old Memorial.

2. Class B Member. The sole Class B Member of Association shall be Developer. The Class B Membership shall cease, terminate and convert to Class A Membership upon the happening of any one of the following events, whichever occurs first:

(a) Three (3) months have elapsed after ninety percent (90%) of the Lots in Old Memorial that are expected by Developer to be developed or improved have been conveyed to a person or entity other than Developer; or,

(b) Developer elects to terminate the Class B membership, provided Developer has obtained the prior written consent of Developer's Mortgagee; or,

(c) Ten (10) years from the date the Declaration is recorded in the Public Records of Hillsborough County, Florida.

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The end of the period marked by the first to occur of the above dates is hereinafter referred to as the "Class B Control Period." Upon termination of the Class B Membership, all provisions of these Articles and the By-Laws referring to special voting rights of Class B Membership shall be void and without further force or effect. Regardless of any provision herein to the contrary, Developer shall be entitled to elect at least one member of the Board of Directors of Association for as long as Developer holds for sale in the ordinary course of business at least five percent (5%) of the Parcels within the Real Property. Subsequent to the date that Developer relinquishes control of Association, Developer may exercise the right to vote the Class A Membership which it then holds in Association in the same manner as any other Class A Member, except for purposes of reacquiring control of Association or selecting a majority of members of the board of directors.

ARTICLE V

Voting Rights in Association

Voting Rights in the Association shall be as follows:

1. Class A Members. Each Class A Member of the Association shall be entitled to one (1) equal vote for each Lot that such Member owns, except that there shall be only one (1) vote per Lot regardless of the number of Members that own a Lot.

2. Class B Members. The Class B Member shall be entitled to five (5) votes for each Lot owned by the Class B Member in Old Memorial and shall be entitled to appoint a majority of the Members of the Board of Directors of Association during the Class B Control Period. The Class B Membership shall terminate and be converted to Class A Membership no later than the end of the Class B Control Period, as provided above.

3. Voting Records. Association shall maintain records setting forth the total votes in Association, the number of votes allocated to Member, and the Members authorized to exercise voting rights within Association. Upon the request of any Owner or Mortgagee of a Lot, Association shall issue a certificate in recordable form stating the number of votes allocated to the Lot.

ARTICLE VI

Association to Have Perpetual Existence

The Association shall have perpetual existence. However, in the event the Association is dissolved, the control or right of access to the Surface Water Management System shall be conveyed or dedicated to an appropriate governmental entity or public utility, and if such dedication or conveyance is not accepted, then the Surface Water Management System shall be conveyed to a not-for-profit corporation similar to the Association.

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ARTICLE VII Principal Office

The principal office of the Association shall be located at 3717 W. North B Street, Tampa, Florida 33609, but the Association may maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the Board of Directors. Furthermore, the Board of Directors may from time to time relocate the aforesaid principal office.

ARTICLE VIII Board of Directors

1. The affairs of the Association shall be managed by a Board of Directors. The Board of Directors initially shall be composed of three (3) directors, and there shall not be fewer than three (3) and not more than seven (7) directors. With the exception of the first term of the initial Board of Directors, the directors shall serve for staggered terms of three (3) years ending on the date of the third (3rd) annual meeting of the members of the Association following the meeting at which such director was elected, or until such director's resignation or removal in accordance with these By-Laws. In the event that the number of directors of the Association shall be increased from time to time in accordance with these By-Laws, the term of office of any new directors so elected shall be staggered such that at all times one-third (1/3) of the total number of directors shall be elected at each annual meeting of the members of the Association. In the event that the number of directors of the Association shall be decreased from time to time in accordance with these By-Laws, then the terms of office, respectively, of the directors remaining after such decrease shall be adjusted by vote of the membership such that at all times one-third (1/3) of the total number of directors shall be elected at each annual meeting of the members of the Association. The number of such directors and the commencement and expiration of their term in office may be increased or decreased as provided in the By-Laws.

2. All directors shall be elected by secret written ballot at the annual meeting of the Members. Each Member shall be entitled to cast as many votes for each director's position as such Member has under the provisions of Article V hereof; and the person receiving the largest number of votes cast by all Members for each director's position shall be elected. Cumulative voting shall not be permitted. Directors must be Members of the Association.

3. The names and addresses of the members of the first Board of Directors of the Association who shall hold office until their successors have been duly elected and qualify, or until removed, are as follows:

| <u>Name</u> | <u>Address</u> |
|----------------|--|
| Bob Basham | 3717 W. North B Street, Tampa, Florida 33609 |
| Chris Sullivan | 3717 W. North B Street, Tampa, Florida 33609 |
| Nick Reader | 3717 W. North B Street, Tampa, Florida 33609 |

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ARTICLE IX Officers

The affairs of the Association shall be administered by the officers in accordance with the By-Laws. The President, Vice-President, Secretary, and Treasurer, and such Assistant Secretaries and Assistant Treasurers as the Board of Directors may from time to time designate, shall constitute the officers of the Association. The officers of the Association shall be elected annually by the Board of Directors 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:

| <u>Officer</u> | <u>Name</u> | <u>Address</u> |
|---------------------|----------------|--|
| President: | Bob Basham | 3717 W. North B Street, Tampa, Florida 33609 |
| Vice-President: | Chris Sullivan | 3717 W. North B Street, Tampa, Florida 33609 |
| Secretary-Treasure: | Nick Reader | 3717 W. North B Street, Tampa, Florida 33609 |

ARTICLE X By-Laws

The first By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended, or rescinded in the manner provided by the By-Laws.

ARTICLE XI Indemnification

1. Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that, in the event of any claim for reimbursement or indemnification herein the right of indemnification shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such directors or officers may be entitled.

2. The Board of Directors may, and shall if the same is reasonably available, purchase liability insurance to insure all directors, officers or agents, past and present, against all expenses and liabilities as set forth above. The premiums for such insurance shall be paid by the Class A Members of the Association as a common expense of the Association.

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ARTICLE XII
Amendment

An amendment or amendments to these Articles of Incorporation may be proposed by the adoption by the Board of Directors, acting upon a vote of the majority of the directors, of a resolution setting forth the proposed amendment. The Members shall not amend these Articles without such a resolution by the Board of Directors. Written notice setting forth the proposed amendment or amendments shall be given to each Member within the time and in the manner required in the By-Laws for the giving of notice of meetings of the Members. If the meeting is an annual meeting, the proposed amendment or amendments may be included in the notice of such annual meeting. Each amendment must be approved by a majority of the votes entitled to be cast by the Members present or represented by proxy at a duly noticed and convened annual or special meeting of the Members. Thereupon, each such approved amendment shall be transcribed and executed in such form as may be necessary to register the same in the Office of the Secretary of State of the State of Florida. Notwithstanding anything to the contrary contained herein, until the end of the Class B Control Period, no amendment shall be effective without the prior written consent of Developer.

ARTICLE XIII
Transactions With Interested Directors or Officers

In the absence of fraud, no contract or other transaction between the Association and any other person, firm, corporation, or partnership shall be affected or invalidated by reason of the fact that any director or officer of the Association is pecuniarily or otherwise interested therein.

ARTICLE XIV
Incorporator

The names and addresses of the Incorporators of the Association are as follows:

| <u>Name</u> | <u>Address</u> |
|-------------------------|--|
| David R. Brittain, Esq. | Trenam, Kemker, Scharf, Barkin, Frye, O'Neill & Mullis, Professional Association 101 E. Kennedy Boulevard, Ste. 2700 Tampa, Florida 33602 |

ARTICLE XV

The street address of the Association's initial registered office is 3717 W. North B Street, Tampa, Florida 33609 and the name of its initial registered agent at such address is Nick Reader. This

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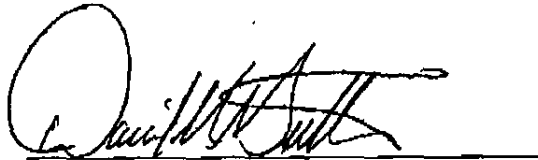
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corporation shall have the right to change such registered agent and office from time to time, as provided by law.

IN WITNESS WHEREOF, the undersigned has executed these Articles this 1ST day of JUNE, 2011.

A handwritten signature in black ink, appearing to read "David R. Brittain", is written over a horizontal line.

David R. Brittain, Incorporator

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ACKNOWLEDGMENT

STATE OF FLORIDA)
COUNTY OF HILLSBOROUGH)

The foregoing instrument was acknowledged before me this 1st day of June, 2011, by David R. Brittain, as Incorporator of Old Memorial Home Owners Association, Inc., a Florida corporation not-for-profit, on behalf of such corporation. He is either [check applicable box] X personally known to me, or _____ has produced a valid drivers license as identification.

(NOTARIAL SEAL)



SANDRA T. HUTTON
MY COMMISSION # DD 967106
EXPIRES: July 2, 2014
Banded Three Budget Notary Services

Sandra T. Hutton
NOTARY PUBLIC
Print Name: SANDRA T. HUTTON
My Commission Expires: 7/2/2014

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is Old Memorial Homeowners Association, Inc.
2. The name and address of the registered agent and office are:

NameAddress

Nick Reader

3717 W. North B Street, Tampa, Florida 33609

Having been named as registered agent and agent to accept service of process for the above-stated Corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to at 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 obligation of my position as registered agent.


Name: Nick ReaderDate: 6/2/1111 JUN 10 AM 11:19
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