

Division of Corporations

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**FLORIDA PROFIT/NON PROFIT CORPORATION  
ENCORE COMMUNITY ASSOCIATION, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	08
Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION  
FOR  
ENCORE COMMUNITY ASSOCIATION, INC.,  
a Florida corporation not for profit**

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The undersigned incorporator by these Articles associates itself for the purpose of forming a corporation not for profit pursuant to the laws of the State of Florida, and hereby adopts the following Articles of Incorporation:

**ARTICLE I  
NAME**

The name of the corporation shall be ENCORE COMMUNITY ASSOCIATION, INC. For convenience, the Corporation shall be referred to in this instrument as the "Association," these Articles of Incorporation as the "Articles," and the Bylaws of the Association as the "Bylaws."

**ARTICLE II  
PURPOSE**

The purpose for which the Association is organized is to provide an entity for the purpose of administering a planned, mixed-use development project known as "Encore Tampa" to be located in the city of Tampa, Hillsborough County, Florida (hereinafter called the "Project").

**ARTICLE III  
DEFINITIONS**

The terms used in these Articles shall have the same definitions and meaning as those set forth in the Declaration of Covenants, Restrictions and Easements for Encore Tampa (the "Declaration") to be recorded in the Public Records of Hillsborough County, Florida, and/or the Bylaws, unless herein provided to the contrary, or unless the context otherwise requires.

**ARTICLE IV  
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 corporation not for profit under the laws of Florida that are not in conflict with the provisions of these Articles, the Declaration, or the Bylaws.

4.2 **Enumeration.** The Association shall have all of the powers reasonably necessary to operate the Project pursuant to the Declaration and as more particularly described in the Bylaws and these Articles, as they may be amended from time to time, including, but not limited to, the following:

(a) To make and collect Assessments and other charges as set forth in the Declaration and to use the proceeds thereof in the exercise of its powers and duties.

(b) To buy, own, operate, lease, sell, trade and mortgage both real and personal property.

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- (c) To prepare and adopt annual budgets.
- (d) To maintain, repair, replace, reconstruct, add to and operate the Project and other property acquired or leased by the Association.
- (e) To purchase insurance upon the Common Areas and insurance for the protection of the Association, its officers, Board and Owners.
- (f) To make and amend reasonable rules and regulations for the maintenance, conservation and use of the Project and for the health, comfort, safety and welfare of the Owners.
- (g) To approve or disapprove the leasing, transfer, ownership and possession of Lots as may be provided by the Declaration.
- (h) To enforce, by legal means, the provisions of the Declaration, these Articles, the Bylaws, and the rules and regulations for the use of the Project; subject, however, to the limitation regarding assessing Lots owned by Declarant for fees and expenses relating in any way to claims or potential claims against Declarant as set forth in the Declaration and/or Bylaws.
- (i) To contract for the management and maintenance of the Project and to authorize a management agent (who may be an affiliate of the Declarant) to assist the Association in carrying out its powers and duties by performing such functions as the submission of proposals, collection of Assessments, preparation of records, enforcement of rules and maintenance, repair and replacement of the Common Areas with funds as shall be made available by the Association for such purposes. The Association, including its board and all 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 Project.
- (k) To indemnify 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 to purchase insurance providing such indemnification.

4.3 Association Property. All funds and the titles to all properties acquired by the Association and their proceeds shall be held for the benefit and use of the Owners in accordance with the provisions of the Declaration, these Articles and the Bylaws.

4.4 Distribution of Income: Dissolution. The Association shall make no distribution of income to the Owners, Directors or Officers, and upon dissolution, all assets of the Association shall be transferred only to another non-profit corporation or a public agency, except in the event of a termination of the Declaration.

4.5 Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions hereof and of the Declaration and the Bylaws.

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**ARTICLE V**  
**MEMBERS**

5.1 **Membership.** The Members of the Association shall initially consist of the Declarant Owners, through their Parcel Members if so elected or appointed; and the Commercial Representatives and Occupant Representatives of the Lots and Parcels in the Project from time to time, as further described in Article 13 of the Declaration.

5.2 **Assignment.** Each Owner's share in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the Residential Dwelling Unit and/or Commercial Improvement for which that share is held.

5.3 **Voting.** On all matters upon which the membership shall be entitled to vote, votes shall be exercised or cast in the manner provided by the Declaration and Bylaws; provided, however, the Declarant shall also be entitled to voting rights in accordance with Section 13.2 of the Declaration.

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

**ARTICLE VI**  
**TERM OF EXISTENCE**

The Association shall have perpetual existence.

**ARTICLE VII**  
**INCORPORATOR**

The name and address of the Incorporator to these Articles is as follows:

Jerome D. Ryans 1529 W. Main Street Tampa, FL 33607
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**ARTICLE VII**  
**OFFICERS**

Subject to the direction of the Board (described in Article IX below), the affairs of the Association shall be administered by the Officers holding the offices designated in the Bylaws. The Officers shall be elected by the Board at its first meeting following the annual meeting of the Members of the Association and shall serve at the pleasure of the Board. The Bylaws may provide for the removal from office of officers, for filling vacancies and for the duties of the Officers. The names of the Officers who shall serve until their successors are designated by the Board are as follows:

President:	Leroy Moore
Vice President:	Roxanne Amoroso
Treasurer:	Andy Libby
Secretary:	Eileen M. Pope

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**ARTICLES IX**  
**BOARD OF DIRECTORS**

9.1 **Qualification.** The property, business and affairs of the Association shall be managed by the Board as further described in the Declaration and the Bylaws.

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

9.3 **Board Membership.** Except as set forth in Section 9.4 herein, the members of the Board (individually, a "Director" and collectively, the "Directors") shall be the same as the Members of the Master Association as set forth in Section 13.1 of the Declaration. Directors may be removed and vacancies on the Board shall be filled in the manner provided in the Bylaws and/or the Declaration.

9.4 **First Directors:** The names of the Members of the first Board who shall each have a 25% voting share and who shall hold office for a period of two years from the recording of the Declaration at which time the Board will then consist of the Directors as set forth in Section 9.3 above, are as follows:

Name	Address
Leroy Moore	1529 W. Main Street Tampa, FL 33607
Roxanne Amoroso	Bank Of America Merrill Lynch Mail Code: FL1-400-06-08 101 E. Kennedy Blvd. 6th Floor Tampa, FL 33602
Andy Libby	1529 W. Main Street Tampa, FL 33607
Eileen M. Pope	Bank of America, Merrill Lynch NC1-007-11-25 100 N. Tryon Street, 11th Floor Charlotte, NC 28255-0001

Declarant reserves the right to designate successor Directors to serve on the initial Board for so long as the initial Board is to serve, as provided for in the Declaration and Bylaws. Declarant reserves the right to remove any Director from the initial Board and the right to remove any Director designated by Declarant.

**ARTICLE X**  
**INDEMNIFICATION**

10.1 **Indemnity.** The Association shall indemnify any Director, Officer, or their agents, who was or is a party, 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 such party 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 such party in connection with such action, suit or proceeding, unless (a) a court of

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competent jurisdiction finally determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that such party did not act in good faith or in a manner such party reasonably believed to be in, or not opposed to, the best interest of the Association, and with respect to any criminal action or proceeding, that such party had reasonable cause to believe that his or her conduct was unlawful, and (b) such court also determines specifically that indemnification should be denied. The termination of any action, suit or proceeding by judgment, 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 and in a manner which such person reasonably believed to be in, or not opposed to, the best interest of the Association, and with respect to any criminal action or proceeding, had reasonable cause to believe that such person's conduct was unlawful.

**10.2 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 Section 10.1 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' fees) actually and reasonably incurred by him or her in connection therewith.

**10.3 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 action, suit 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 be ultimately determined that he or she is entitled to be indemnified by the Association as authorized in this Article X.

**10.4 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 bylaw, 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.

**10.5 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 such party and insured by such party in any such capacity, or arising out of said person's status as such, whether or not the Association would have the power to indemnify said person against such liability under the provisions of this Article.

**10.6 Amendment.** Anything to the contrary herein notwithstanding, the provisions of this Article X may not be amended without the approval in writing of all persons whose interest would be adversely affected by such amendment.

#### **ARTICLE XI** **BYLAWS**

The first Bylaws of the Association shall be adopted by the Board and may be altered, amended or rescinded in the manner provided in the Bylaws and the Declaration.

#### **ARTICLE XII** **AMENDMENTS**

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Prior to the recording of the Declaration in the Public Records, these Articles may be amended by an instrument in writing signed by the President (or a Vice President) and the Secretary and filed in the Office of the Secretary of the State of Florida. The instrument amending these Articles shall identify the particular Article or Articles being amended, give the exact language of such amendments, and give the date of adoption of the amendment by the Board. A certified copy of each such amendment shall always be attached to any certified copies of these Articles or a certified copy of the Articles as restated to include such amendments and shall be an exhibit to the Declaration upon the recording of the Declaration. This Article XII is intended to comply with Chapter 617, Florida Statutes.

After the recording of the Declaration in the Public Records, amendments to these Articles shall be proposed and adopted in the following manner:

**12.1 Notice.** Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered.

**12.2 Adoption.** A resolution for the adoption of a proposed amendment may be proposed by a majority of the Board. Directors not present in person or by proxy at the meeting considering the amendment may express their approval in writing, provided that the approval is delivered to the Secretary at or prior to the meeting. The approvals must be by not less than seventy-five percent (75%) of the entire Board.

**12.3 Limitation.** No amendment shall make changes in the qualifications for membership nor in the voting rights or property rights of Owners, nor any changes in Section 4.3, 4.4 or 4.5 of Article IV, entitled "Powers," without the approval in writing of all Owners and the joinder of all mortgagees. No amendment shall be made that is in conflict with the Declaration or the Bylaws, nor shall any amendment make any changes which would in any way affect any of the rights, privileges, powers or options herein provided in favor of or reserved to the Declarant, unless Declarant shall join in the execution of the amendment. No amendment to this Section 12.3 shall be effective.

**12.4 Declarant.** Declarant has the absolute right, without the joinder of the Association or any other party to amend these Articles (consistent with the provisions of the Declaration allowing certain amendments to be effective by the Declarant alone), without any consent of the Members or the Owners.

**12.5 Recording.** A copy of each amendment shall be filed with the Department of State pursuant to the provisions of applicable Florida law.

#### ARTICLE XIII

##### PRINCIPAL ADDRESS OF ASSOCIATION

The principal office of this Corporation shall be 1529 W. Main Street, Tampa, FL 33607, or such other place as may subsequently be designated by the Board.

#### ARTICLE XIV

##### CONVEYANCE

The Association shall accept any and all deeds of conveyance delivered to it by the Declarant.

#### ARTICLE XV

##### EMERGENCY POWERS

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The following shall apply to the extent not viewed to be in conflict with Chapter 617, Florida Statutes:

15.1 During any emergency defined in Section 15.5 below or in anticipation of such emergency, the Board may:

- (a) Modify lines of succession to accommodate the incapacity of any Director, officer, agent or employee of the Association; and
- (b) Relocate the principal office of the Association or designate alternate principal offices or authorize officers to do so.

15.2 During any emergency defined in Section 15.5 below:

- (a) One or more officers of the Association present at a meeting of the Board may be deemed to be Directors for the meeting, in order of rank and within the same order of rank in order of seniority, as necessary to achieve a quorum; and
- (b) The Director or Directors in attendance at a meeting shall constitute a quorum.

15.3 Corporate action taken in good faith during an emergency under this Article XV to further the ordinary affairs of the Association:

- (a) Binds the Association; and
- (b) May not be used to impose liability on a Director, officer, employee or agent of the Association.

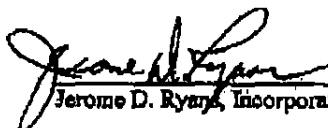
15.4 A Director, officer or employee of the Association acting in accordance with any emergency bylaws is only liable for willful misconduct.

15.5 An emergency exists for the purposes of this Article XV if a quorum of the Directors cannot readily assemble because of a catastrophic event.

**ARTICLE XVI**  
**REGISTERED AGENT**

The initial Registered Agent of the Association shall be Bernice S. Saxon of Saxon, Gilmore, Carraway & Gibbons, P.A., Fifth Third Center, 201 E. Kennedy Blvd., Suite 600, Tampa, Florida 33602.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 2nd day of January, 2011.

  
Jerome D. Ryan, Incorporator



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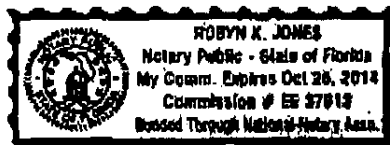


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STATE OF FLORIDA )

COUNTY OF HILLSBOROUGH )

The foregoing instrument was acknowledged before me this day 2nd of August, 2011, by Jerome D. Ryans, to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.



Robyn K. Jones  
NOTARY PUBLIC, STATE OF FLORIDA AT LARGE

Robyn K. Jones  
Print Name  
Commission Number: EE 37813  
My Commission Expires: October 26, 2014

**ACCEPTANCE BY REGISTERED AGENT**

The undersigned, Bernice S. Saxon of Saxon, Gilmore, Carraway & Gibbons, P.A., hereby accepts the appointment as Registered Agent of ENCORE COMMUNITY ASSOCIATION, INC., a Florida corporation not for profit, which is contained in the foregoing Articles of Incorporation.

DATED this 2nd day of August, 2011.

Bernice S. Saxon, Registered Agent

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