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(Requestor's Name)

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(City/State/Zip/Phone #)

☐ PICK-UP

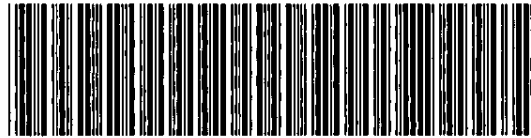
☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_



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04/17/12--01007--008 \*\*70.00

RECEIVED APR 16 2012

Special Instructions to Filing Officer:

Kent Rannels **NAME**  
AUTHORIZATION BY PHONE TO  
CORRECT Articles to be filed.  
DATE 4/18/12 MRD  
DOC. EXAM MRD signature

Office Use Only

FILED  
12 APR 18 PM 12:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MRD  
4/18/12

## COVER LETTER

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

SUBJECT: Harbor Key Townhomes Homeowners 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: Kent Runnells, P.A.  
Name (Printed or typed)

531 Main Street, Suite F  
Address

Safety Harbor, FL 34695  
City, State & Zip

(727) 726-2728  
Daytime Telephone Number

krpalaw@tampabay.rr.com  
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

April 18, 2012

KENT RUNNELLS, P.A.  
531 MAIN STREET  
SUITE F  
SAFETY HARBOR, FL 34695

SUBJECT: HARBOR KEY TOWNHOMES HOMEOWNERS ASSOCIATION,  
INC.  
Ref. Number: W12000021289

We have received your document for HARBOR KEY TOWNHOMES HOMEOWNERS ASSOCIATION, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must sign accepting the designation.

You can not use our form as an attachment. You would have to file using one or the other forms. Your drawn up articles must have everything that is required to file a non profit corporation. If you use our form to file you must give us the purpose for the non profit and fill in Article IV

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) 245-6052.

Ruby Dunlap  
Regulatory Specialist II  
New Filing Section

Letter Number: 012A00012022

ARTICLES OF INCORPORATION  
OF  
HARBOR KEY TOWNHOMES  
HOMEOWNERS ASSOCIATION, INC.

**FILED**  
12 APR 18 PM 12:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

(A Florida corporation not for profit)

The undersigned, by these Articles, hereby associate for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

ARTICLE I - NAME

The name of the corporation shall be: HARBOR KEY HOMEOWNERS ASSOCIATION, INC., hereinafter sometimes referred to as the "Association" and its principal office is at 2245 N. McMullen Booth Road, Clearwater, Florida 33759.

ARTICLE II - DEFINITION

All words, phrases, names and terms used in these Articles of Incorporation and the Bylaws shall have the same meaning and be used and defined the same as they are in the Declaration of Covenants, Conditions and Restrictions of HARBOR KEY.

ARTICLE III - PURPOSE

The purposes of the Association shall be as follows:

3.1 To accept and hold fee simple title to the Common Properties and to accept and hold the rights, titles, and interest of the Association as grantee to any Easements that are appurtenant to the Common Properties or to which the Association is a benefited party.

3.2 To provide for the ownership of the Common Properties and the maintenance, preservation and architectural control of the Common Properties and Lots.

3.3 To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association set forth herein, in the Bylaws and the Declaration as the same may be amended from time to time.

ARTICLE IV - POWERS

The Association shall have the following powers:

4.1 To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions of Harbor Key Townhomes, hereinafter called the "Declaration" and applicable

to the Land, or any portion thereof, and recorded or to be recorded in the Public Records of Pinellas County, Florida, as the same may be amended from time to time as therein provided;

4.2 To fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association; to borrow money, and with the consent of two-thirds (2/3) of each class of membership, mortgage, pledge or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

4.3 To hold funds solely and exclusively for the benefit of the members of the Association for the purposes set forth in these Articles of Incorporation and the Declaration;

4.4 To promulgate and enforce rules, regulations, bylaws, covenants, restrictions and agreements to effectuate the purposes for which the Association is organized;

4.5 To delegate power or powers where such is deemed in the interest of the Association;

4.6 To purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of, real or personal property; to enter into, make, perform or carry out contracts of every kind with any person, firm, corporation or association; to do any and all acts necessary or expedient for carrying on any and all of the activities and pursuing any and all of the objects and purposes set forth in the Articles of Incorporation and not forbidden by the laws of the State of Florida;

4.7 To dedicate, sell or transfer all or any part of the Common Properties to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication, sale or transfer shall be effective unless an instrument agreeing to such dedication, sale or transfer has been signed by members entitled to cast not less than two-thirds (2/3) of the votes of each Class of members of the Association;

4.8 To charge recipients for services rendered by the Association and the user for use of Association property where such is deemed appropriate by the Board of Directors of the Association;

4.9 To pay taxes and other charges, if any, on or against property owned or accepted by the Association;

4.10 To have and exercise any and all powers, rights and privileges which a corporation organized under the Nonprofit Corporation Laws of the State of Florida by law may now or hereafter have or exercise;

4.11 To participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and Common Properties, provided that any such merger or consolidation shall have the assent of two-thirds (2/3) of the votes of each Class of members of the Association.

4.12 To operate and maintain the Common Properties, including but not limited to the surface water management system as permitted by the Southwest Florida Management District including all lakes, retention areas, culverts, and related appurtenances.

4.13 To enter into contracts and agreements with the associations for adjoining properties for shared maintenance, utility and security expenses.

Notwithstanding anything contained above to the contrary, no part of the net earnings of the Association shall inure to the benefit of any member and no distributions of income shall be made to its members, directors or officers.

#### ARTICLE V - MEMBERSHIP

Every person or entity who is a record owner of a Lot which is subject by the Declaration to assessment by the Association shall be a member of the Association. Classes of membership may be established pursuant to the Declaration of Covenants, Conditions and Restrictions recorded for the Land. Any owner of more than one Lot shall be entitled to one (1) membership for each Lot owned by him. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association. Change of membership in the Association for an owner shall be established by recording in the Public Records of Pinellas County, Florida, a deed or other instrument establishing record title to a Lot in the Development and by delivery of a recorded copy of the same to the Association. The Owner designated by such deed thus becomes a member of the Association and the membership of the prior owner is terminated.

#### ARTICLE VI - VOTING

The Association shall have two (2) classes of members:

6.1 Class A. Class A members shall be all Owners, except the Developer, of Lots and shall be entitled to one (1) vote for each such Lot so owned.

6.2 Class B. The Class B member shall be the Developer and shall be entitled to twenty (20) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership when the total votes outstanding in Class A membership equals or exceeds the total votes outstanding in the Class B membership, or December 31, 2010, whichever first occurs.

## ARTICLE VII - BOARD OF DIRECTORS OR DIRECTORS

7.1 The affairs of the Association shall be managed by a Board of Directors consisting of the number of Directors determined by the Bylaws, which shall initially be three (3) and never less than three (3) Directors, nor more than five (5) Directors. Directors need not be members of the Association.

7.2 Directors shall be elected at the annual meeting of the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided for in the Bylaws.

7.3 Members other than the Developer are entitled to elect at least a majority of the members of the Board of Directors of the Association when the earlier of the following occurs:

(a) three months after ninety per cent (90%) of the Dwelling Units or Lots (as the same are defined in the Declaration) have been conveyed to members; or

(b) December 31, 2015.

For purposes of this Section, the term "members other than the Developer" does not include builders, contractors, or others who purchase a parcel for the purpose of constructing improvements thereon for resale.

Notwithstanding the foregoing, the Developer shall be entitled to elect at least one (1) member of the Board of Directors as long as the Developer holds for sale, in ordinary course of business, at least five percent (5%) of the Lots in the Development.

7.4 The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

<u>Names</u>	<u>Addresses</u>
Agostino DiGiovanni	2245 N. McMullen Booth Road Clearwater Florida 33759
Mariann DiGiovanni	2245 N. McMullen Booth Road Clearwater Florida 33759
Lauren DiGiovanni	2245 N. McMullen Booth Road Clearwater Florida 33579

#### ARTICLE VIII - OFFICERS

The affairs of the Association shall be administered by the officers designated in the Bylaws. The officers shall be elected 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>Office</u>	<u>Names</u>	<u>Addresses</u>
President	Agostino DiGiovanni	2245 N. McMullen Booth Road Clearwater Florida 33759
Vice President	Mariann DiGiovanni	2245 N. McMullen Booth Road Clearwater Florida 33759
Secretary	Mariann DiGiovanni	2245 N. McMullen Booth Road Clearwater Florida 33759
Treasurer	Mariann DiGiovanni	2245 N. McMullen Booth Road Clearwater Florida 33759

#### ARTICLE IX - REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the Association shall be 531 Main Street, Suite F, Safety Harbor, Florida 34695. The initial registered agent for the Association at the above address shall be Kent Runnells, P.A.

#### ARTICLE X - INDEMNIFICATION

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 or settlement of 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 of the Association, whether or not he is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.



#### ARTICLE XI - BYLAWS

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

#### ARTICLE XII - AMENDMENTS

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner.

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

12.2 A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing such approval is delivered to the secretary at or prior to the meeting. Except as elsewhere provided:

(a) Such approvals must be by not less than two-thirds (2/3) of the votes of the entire membership of the Association.

12.3 Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of members without the Developer's approval as long as the Developer owns a Lot in the Development.

12.4 A copy of each amendment shall be certified by the Secretary of State and be recorded in the Public Records of Pinellas County, Florida.

#### ARTICLE XIII - TERM

The term of the Association shall be perpetual.

#### ARTICLE XIV - SUBSCRIBERS

The name and address of the subscriber of these Articles of Incorporation is as follows:

Name

Address

Agostino DiGiovanni

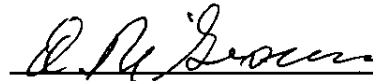
2245 N. McMullen Booth Road  
Clearwater, Florida 33759

ARTICLE XV - DISSOLUTION

The Association may be dissolved with the consent given in writing and signed by not less than two-thirds (2/3) of each Class of members of the Association. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which the Association was created. In the event that dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

These Articles of Incorporation have been duly approved by the undersigned as and constituting all of the subscribers and directors of said corporation in a meeting duly held and assembled.

Dated this 5 day of April, 2012.

  
AGOSTINO DIGIOVANNI

STATE OF FLORIDA           )  
COUNTY OF PINELLAS       )

BEFORE ME, the undersigned authority, personally appeared AGOSTINO DIGIOVANNI, who is/are ☒ personally known to me or ☐ who has/have produced \_\_\_\_\_ as identification, and who, after being duly sworn, acknowledged that he executed the foregoing Articles of Incorporation for the purposes expressed in such Articles this 5 day of April, 2012.

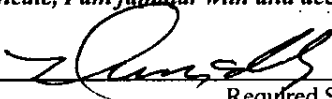
(seal)

  
Notary Public, State of Florida  
My Commission Expires:

Printed Name:



Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

  
Required Signature of Registered Agent

4-12-12  
Date

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.



4-12-12