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FLORIDA PROFIT/NON PROFIT CORPORATION
VILLAS OF RIVERCREST ASSOCIATION, INC.

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Page 3



August 3, 2015

FLORIDA DEPARTMENT OF STATE
Division of Corporations

E-FILE, BUSH ROSS, P.A.

SUBJECT: VILLAGE OF RIVERCREST ASSOCIATION, INC.
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FAX Aud. #: H15000186135
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**ARTICLES OF INCORPORATION
OF
VILLAS OF RIVERCREST ASSOCIATION, INC.
(A Florida Not For Profit Corporation)**

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

Article 1. Name. The Corporation's name is Villas of Rivercrest Association, Inc. For convenience, the Corporation shall be referred to in this instrument as the "Association".

Article 2. Address. The address of the initial principal office of the Association and the initial mailing address of the Association is 17824 N US Highway 41, Lutz, FL 33549.

Article 3. Definitions. All capitalized terms used herein which are not defined shall have the meaning set forth in the Amended and Restated Declaration of Covenants, Conditions and Restrictions for Rivercrest, recorded in the Official Records of Hillsborough County, Florida, as amended from time to time, and the Amended Supplemental Declaration of Covenants, Conditions and Restrictions for Rivercrest Garden Villas Property, recorded or to be recorded in the Official Records of Hillsborough County, Florida, as amended from time to time (collectively the "Declaration").

Article 4. Purposes. The Association does not contemplate pecuniary gain or benefit, direct or indirect, to its members. In way of explanation and not of limitation, the purposes for which the Association is organized are:

(a) to be and constitute the Neighborhood Association for the Garden Villas Neighborhood to which reference is made in the Declaration, to perform all obligations and duties of the Neighborhood Association for the Garden Villas Neighborhood, and to exercise all rights and powers of the Neighborhood Association for the Garden Villas Neighborhood, as set forth in the Governing Documents and as provided by law; and

(b) to provide an entity for the furtherance of the interests of the owners of real property in the Garden Villas Neighborhood.

Article 5. Powers. In furtherance of its purposes, the Association shall have the following powers, which, unless indicated otherwise by the Declaration or By-Laws of the Association, may be exercised by the Board of Directors:

(a) all of the powers conferred upon nonprofit corporations by common law and Florida statutes in effect from time to time;

(b) all of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles, the By-Laws, and the Declaration, including, without limitation, the power to do the following:

(i) fix, levy, collect, and enforce payment of all charges or assessments authorized by the Declaration by any lawful means and to pay all expenses in connection therewith

and all administrative 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,

(ii) manage, control, operate, maintain, repair, and improve the Common Areas and facilities in the Garden Villas Neighborhood, and any property the Association subsequently acquires, or for which it by rule, regulation, declaration, or contract, has a right or duty to provide such services,

(iii) make rules and regulations and to enforce covenants, conditions, or restrictions affecting any property in the Garden Villas Neighborhood to the extent the Association may be authorized to do so under the Declaration or By-Laws,

(iv) engage in activities which will actively foster, promote, and advance the common interests of all owners of property in the Gardens Villas Neighborhood,

(v) buy or otherwise acquire, sell, or otherwise dispose of, mortgage, or otherwise encumber, exchange, lease, hold, use, operate, and otherwise deal in and with real, personal, and mixed property of all kinds and any right or interest therein for any Association purpose,

(vi) borrow money for any purpose subject to such limitations as may be contained in the Declaration and By-Laws,

(vii) enter into, make, perform, and enforce contracts of every kind and description, and to do all other acts necessary, appropriate, or advisable in carrying out any purpose of the Association, with or in association with any other corporation, or other entity or agency, public or private,

(viii) act as agent, trustee, or other representative of other corporations, firms, or individuals, and as such to advance the business or ownership interests in such corporations, firms, or individuals, and

(ix) provide any and all supplemental municipal services to the Garden Villas Neighborhood as may be necessary or desirable.

The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law, and the powers specified in each of the paragraphs of this Article 5 are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provision of this Article 5.

Article 6. Members. The Association shall be a membership corporation without certificates or shares of stock. There shall be one class of membership as more fully set forth in the Declaration. The Owner of each Lot in the Garden Villas Neighborhood, as those terms are defined in the Declaration, shall be a Member of the Association and shall be entitled to vote as provided in the Declaration and the By-Laws.

Change of membership in the Association shall be established by recording in the Official Records of Hillsborough County, Florida, a deed or other instrument establishing record title to a Lot in the Garden Villas Neighborhood. Upon such recordation, the Owner designated by such instrument shall become a Member of the Association and the membership of the prior Owner shall terminate.

Article 7. Existence and Duration. Existence of the Association shall commence with the filing of these Articles of Incorporation with the Florida Department of State. Unless terminated in accordance with Florida law and Article 12, the Association shall exist in perpetuity.

Article 8. Board of Directors. The Association's business and affairs shall be conducted, managed, and controlled by a Board of Directors. The Board may delegate its operating authority to such companies, individuals, or committees as it, in its discretion, may determine.

The initial Board shall consist of five members, as provided in the By-Laws. The method of election and removal of directors, filling of vacancies, and the term of office of directors shall be as set forth in the By-Laws.

Article 9. By-Laws. The By-Laws shall be initially adopted by the undersigned Incorporator and may be altered, amended, or rescinded in the manner provided in the By-Laws.

Article 10. Liability of Directors. To the fullest extent that the Florida Not For Profit Corporation Act, as it exists on the date hereof or as it may hereafter be amended, permits the limitation or elimination of the liability of directors, no director of the Association shall be personally liable to the Association or its Members for monetary damages for breach of duty of care or other duty as a director. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of the Association for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

Article 11. Amendments. Amendments to these Articles of Incorporation may be proposed and adopted upon a resolution duly adopted by the Board and the affirmative vote or written consent of Members representing at least two-thirds of the votes in the Association. No amendment may be in conflict with the Declaration, and no amendment shall be effective to impair or dilute any rights of Members that are governed by such Declaration.

Article 12. Dissolution. The Association may be dissolved only as provided by Florida law and in the Governing Documents. The Association may be dissolved only upon a resolution duly adopted by the Board and the affirmative vote of Members who are Owners of not less than two-thirds (2/3) of the Lots in the Rivercrest Community. Upon dissolution of the Association, so long as the VA is guaranteeing and/or HUD is insuring any mortgage in the community, and unless otherwise agreed in writing by HUD or VA, as applicable, any remaining real property of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that acceptance of such dedication is refused, such assets shall be granted, conveyed, and assigned to any nonprofit corporation, association, trust, or other organization to be devoted to such similar purposes. No such restriction shall exist if VA is not guaranteeing or HUD is not insuring any mortgage in the community.

Article 13. Incorporator. The name of the incorporator of the Association is Donald J. Vella, Jr., and such incorporator's address is 17824 N US Highway 41, Lutz, FL 33549.

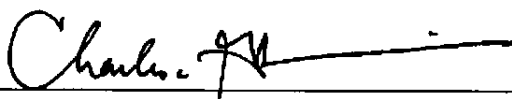
Article 14. Registered Agent and Office. The initial registered office of the Association is 1801 North Highland Avenue, Tampa, Florida 33602, and the initial registered agent at such address is Charles Evans Glausier.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 31st day of July, 2015.


Donald J. Vella, Jr., Incorporator

ACKNOWLEDGMENT

CHARLES EVANS GLAUSIER hereby accepts the appointment as Registered Agent of the above named Association and agrees to act as such in accordance with the provisions of Chapter 617, *Florida Statutes*.


Charles Evans Glausier

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