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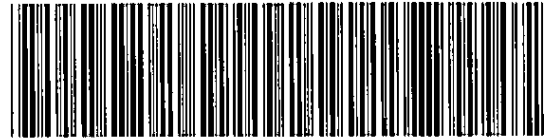
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S. TALLENT  
JUL 10 2019

*Amended &  
Restated*

FILED  
2019 JUN 24 PM 2:24  
SECRETARY OF STATE  
TALLER, JEFFREY L.

**FRISCIA & ROSS, P.A.**

Attorneys and Counselors at Law  
SUITE 250  
5550 WEST EXECUTIVE DRIVE  
TAMPA, FLORIDA 33609

FRANCIS E. FRISCIA  
BRENTON J. ROSS  
GEORGE D. ROOT, III  
JOHN J. CAVALIERE, III

TEL: (813) 286-0888  
FAX: (813) 286-0111  
[www.frpalegal.com](http://www.frpalegal.com)

June 20, 2019

Amendment Section  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

**Re: Brentwood Park Association, Inc.  
Corporation Document No.: N15963**

Dear Madam or Sir:

Attached please find the *original* Amended and Restated Articles of Incorporation of Brentwood Park Association, Inc. along with your filing fee and certified copy fee of \$43.75. You will note on the last page of the Amended and Restated Articles of Incorporation, is the Certificate of Membership Approval of Amendments signed by the President of the corporation.

Should you have any questions or need anything further please contact me.

Very truly yours,

FRISCIA & ROSS, P.A.



Francis E. Friscia  
Email: [ffriscia@frpalegal.com](mailto:ffriscia@frpalegal.com)

FEF/ajw  
Enclosures

FILED

2019 JUN 24 PM 2:24

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
BRENTWOOD PARK ASSOCIATION, INC.  
(A Florida Corporation Not-For-Profit)

These Amended and Restated Articles of Incorporation of Brentwood Park Association, Inc., incorporate all amendments to the original Articles of Incorporation, which were filed with the Secretary of State on July 21, 1986. The amendments incorporated herein were previously approved and recorded in the Official Records of Hillsborough County, Florida as follows:

1. October 17, 1991, in Official Records Book 6407, Pages 878-80; and
2. October 22, 2014, in Official Records Book 22873, Pages 5-6.

These Amended and Restated Articles of Incorporation have been prepared and are being filed and recorded for the purpose of incorporating the amendments that were recorded in the Official Records of Hillsborough County at the book and page numbers listed above. This Amended and Restated version makes no changes to the Articles of Incorporation except as is specifically set forth in the amendments referenced above. Said amendments are incorporated into this Amended and Restated version in order to clarify the current Articles of Incorporation of the Brentwood Park Association, Inc., and in order to eliminate any confusion or ambiguity regarding the Articles of Incorporation for Brentwood Park Association, Inc.

\*\*\*\*\*

We the undersigned with other persons being desirous of forming a corporation not-for-profit, under the provisions of Chapter 617, Florida Statutes, do agree to the following:

ARTICLE I. NAME.

The name of this corporation is Brentwood Park Association, Inc. For convenience, the corporation shall be referred to in this instrument as the "Association."

ARTICLE II. PURPOSE.

The Association is organized as a corporation not-for-profit under the terms and provisions of Chapter 617, Florida Statutes. The purposes and objects of the Association are as follows:

(1) To promote the health, safety and general welfare of the residents of the Brentwood Park Townhomes, a zero lot line development located in Hillsborough County, Florida (the "Development").

(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 "Master Declaration of Covenants, Easements, Conditions and Restrictions for Brentwood Park Townhomes" (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.

(3) To acquire, own, control, operate, manage, maintain, insure and repair any portion or portions of the Development and any fixtures or personal property appurtenant thereto, for the common use and benefit of all the residents of the Development.

(4) To perform all 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.

### ARTICLE III. QUALIFICATION OF MEMBERS AND MANNER OF ADMISSION.

Section 1. The members of the Association shall constitute all the record owners of residential units in the Development. Change of membership in the Association shall be established by recording in the Public Records of Hillsborough County, Florida, a deed or other instrument establishing record title to a unit and the delivery to the Association of a certified copy of such instrument. The owner designated by such instrument thus becomes a member of the Association and the membership of the prior owner of such unit shall thereupon be terminated.

Section 2. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated, pledged or transferred in any manner whatsoever except as an appurtenance to his unit.

Section 3. The owner of each unit shall be entitled to at least one (1) vote as a member of the Association. The exact number of votes to be cast by owners of a unit and the manner of exercising voting rights shall be determined by the By-Laws of the Association.

### ARTICLE IV. CORPORATE EXISTENCE.

The Association's existence shall commence upon the filing of these Articles of Incorporation with the Secretary of State, State of Florida.

### ARTICLE V. DIRECTORS AND OFFICERS.

The affairs of the Association shall be managed by the Board of Directors. The Directors and officers may lawfully and properly exercise all powers given to it under these Articles of Incorporation, the Association's By-Laws or the Declaration.

### ARTICLE VI. BOARD OF DIRECTORS.

Section 1. The business affairs of this corporation shall be managed by the Board of Directors.

Section 2. This corporation shall have three (3) members of the board. The Board of Directors may be changed from time to time as provided by the By-Laws, but their number may never be less than three (3).

Section 3. Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the By-Laws.

Section 4. The first election of Directors shall not be held until such time as seventy-five percent (75%) of the units in the Development have been sold. The directors named in these Articles shall serve until the first election of Directors and any vacancy in their number occurring before the first election shall be filled by the remaining Directors.

Section 5. Directors need not be members of the Association.

Section 6. Names and addresses of the initial Board of Directors are as follows:

Michael L. Keiselman  
5300 West Cypress Street, Suite 265  
Tampa, FL 33607

Joseph J. Postiglione  
5300 West Cypress Street, Suite 265  
Tampa, FL 33607

Harry Agoado  
5300 West Cypress Street, Suite 265  
Tampa, FL 33607

Derek Tennant  
5300 West Cypress Street, Suite 265  
Tampa, FL 33607

#### ARTICLE VII. OFFICERS.

Section 1. The officers of the corporation shall be a president, a secretary, a treasurer and such number of vice presidents and other officers as may be provided in the By-Laws. The same person may hold more than one office simultaneously.

Section 2. The names of the persons who are to serve as officers of the Association until their successors are elected by the Board of Directors are as follows:

OFFICE	NAME
President	Michael L. Keiselman
Vice President	Derek Tennant
Secretary	Harry Agoado
Treasurer	Joseph J. Postiglione

Section 3. 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.

Section 4. The officers shall have such duties, responsibilities and powers as provided by the By-Laws and by the Declaration.

#### ARTICLE VIII. BY-LAWS.

The membership shall adopt By-Laws for the Association at the first meeting of the Association after approval of these Articles of Incorporation by the Secretary of State. Additional By-Laws or alterations or rescision of the first By-Laws shall be enacted in the manner provided in the By-Laws.

#### ARTICLE IX. AMENDMENT TO ARTICLES.

The Articles of Incorporation may be amended at any special or regular meeting by approval of not less than two-thirds (2/3) of the members of the Association. Any amendment to these articles will be voted upon only after notice of any meeting as required by the By-Laws of the Association. Any amendment to these articles shall require the prior approval of the HUD/VA so long as there is a Class B membership.

#### ARTICLE X. INITIAL REGISTERED OFFICER AND AGENT.

The street address of the initial registered office of the Association is:

341 Plant Ave.  
Tampa, FL 33606

and the name and address of the initial registered agent of the Association is:

Steven A. Anderson  
341 Plant Ave.  
Tampa, FL 33606

#### ARTICLE XI. POWERS.

The Association shall have the following additional powers:

Section 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.

Section 2. The Association shall have all of the powers and duties set forth in the Declaration and any amendments or supplements thereto that may now or hereafter be recorded in the Public Records of Hillsborough County, Florida.

Section 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. As authorized in the Declaration, to contract for exterior landscaping maintenance of the common area and to delegate to the party with whom such contract has been entered into the appropriate powers and duties of the Association, except those requiring specific action or approval by the board of directors or the members of the Association.

b. To fix, collect, levy, and enforce payment by any lawful means of all charges and assessments against members of the association, to defray all costs and expenses incident to the conduct of the business of the association, including, without limitation, all licenses, taxes and assessments or other governmental charges levied or imposed against the property of the Association.

c. 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.

d. To enforce by its name, the provisions of these Articles of Incorporation the By-Laws of the Association that may now or hereafter be adopted, 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.

e. To participate in annexation of additional properties, mortgaging of Common Areas, mergers and consolidations with other non-profit corporations organized for similar purposes, provided that any such merger or consolidation is approved by members of the Association entitled to cast two-thirds (2/3) of the 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; and further provided that any such action shall require the prior approval of HUD/VA so long as there is a Class B membership.

f. 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 property of the Association.

g. To buy, sell, lease, mortgage, or otherwise deal with any and all property, whether real or personal.

h. To dissolve this non-profit corporation provided that any such dissolution is approved by members of the association entitled to cast three-fourths (3/4) of the 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; and further provided that any such dissolution shall require the prior approval of HUD/VA so long as there is a Class B membership. In the event the association is dissolved, the assets of the association shall be dedicated to a public body, or conveyed to a non-profit organization with similar purposes.

#### ARTICLE XII. INDEMNIFICATION.

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities including attorney's 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 be involved, by reason of his being or having been a director or officer at the time such expenses were incurred, except in such cases wherein the director or officer is judged 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 approve such settlement and reimbursement as being 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.

#### ARTICLES XIII. INTERESTED DIRECTORS OR OFFICERS

In the absence of fraud no contract or other transaction between the Association and any other person, firm, corporation, partnership, or other entity 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 IX. CONFLICTING PROVISIONS

In the event that any provisions of these Articles of Incorporation conflict with those of the Declaration, the Declaration shall control.

#### ARTICLE X. SUBSCRIBERS

The name and addresses of the subscribers of these Articles of Incorporation are as follows:

Michael L. Keiselman  
5300 West Cypress Street, Suite 265  
Tampa, FL 33607

Joseph J. Postiglione  
5300 West Cypress Street, Suite 265  
Tampa, FL 33607

Harry Agoado  
5300 West Cypress Street, Suite 265  
Tampa, FL 33607

Derek Tennant  
5300 West Cypress Street, Suite 265  
Tampa, FL 33607

**IN WITNESS WHEREOF**, Brentwood Park Association, Inc., has caused these Amended and Restated Articles of Incorporation to be executed in its name on this 5 day of June, 2019.

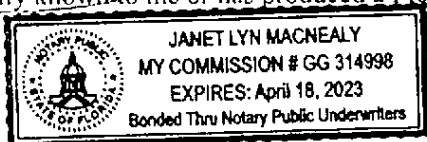
BRENTWOOD PARK ASSOCIATION, INC.

Janet MacNealy  
Signature of Witness  
Janet MacNealy  
Printed Name of Witness

Kay Perry  
Kay Perry, President  
Joanne N. Eriole  
Signature of Witness  
JOANNE N. ERIOLE  
Printed Name of Witness

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

Sworn and subscribed before me on this 5 day of June, 2019, by Kay Perry, as President of Brentwood Park Association, Inc., a Florida corporation, not-for-profit, on behalf of the corporation who is personally known to me or has produced a Florida Driver's License as identification.



My Commission Expires:

4-18-23

Janet MacNealy  
Notary Public  
Janet MacNealy  
Signature of Notary Public

Kay Perry  
Signature of Witness  
KAY PERRY  
Printed Name of Witness

Joanne N. Eriole  
Joanne Eriole, Secretary  
Janet MacNealy  
Signature of Witness  
Janet MacNealy  
Printed Name of Witness

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

Sworn and subscribed before me on this 5 day of June, 2019, by Joanne Eriole, as Secretary of Brentwood Park Association, Inc., a Florida corporation, not-for-profit, on behalf of the corporation who is personally known to me or has produced a Florida Driver's License as identification.



My Commission Expires:

4-18-23

Janet MacNealy  
Notary Public  
Janet MacNealy  
Printed Name of Notary Public

CERTIFICATE OF MEMBERSHIP APPROVAL OF AMENDMENTS

The two amendments incorporated into these Amended and Restated Articles of Incorporation were duly adopted by the members with the sufficient number of votes for approval on: (1) September 12, 1991, and recorded on October 17, 1991 in the Official Records of Hillsborough County at O.R. Book 6407, page 878; and (2) January 3, 2013, and recorded in the Official Records of Hillsborough County on October 22, 2014, at O.R. Book 22873, page 5.

I hereby certify, on behalf of the Brentwood Park Association, Inc., that the above information is true and correct on this 5 day of June, 2019.

Brentwood Park Association, Inc.

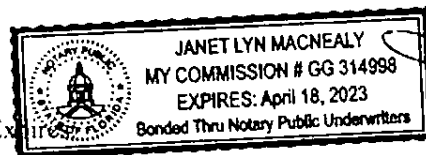
Kay Perry, President  
Kay Perry, President

Joanne N. Eriole  
Signature of Witness  
JOANNE N. ERIOLE  
Printed Name of Witness

Alice Barth  
Signature of Witness  
ALICE BARTH  
Printed Name of Witness

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

Sworn and subscribed before me on this 5 day of June, 2019, by Kay Perry, as President of Brentwood Park Association, Inc., a Florida corporation, not-for-profit, on behalf of the corporation who is personally known to me or has produced a Florida Driver's License as identification.



My Commission Expires

4-18-23

Janet MacNealy  
Notary Public  
Janet MacNealy  
Signature of Notary Public