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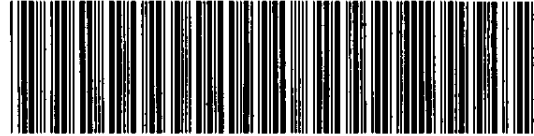
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17 JAN 23 AM 8:07  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

N. Guitierrez

1/25/17

## COVER LETTER

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

SUBJECT: Palm Breeze Estates 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: Gail Popovich  
Name (Printed or typed)

3658 Emerald Dr  
Address

Valrico FL 33596  
City, State & Zip

813-681-8419  
Daytime Telephone number

gpopovich@sunrisehomescorp.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

January 11, 2017

GAIL POPOVICH  
3658 ERINDALE DRIVE  
VALRICO, FL 33596

SUBJECT: PALM BREEZE ESTATES HOMEOWNERS ASSOCIATION, INC  
Ref. Number: W16000031184

2017 JAN 23 PM 3:55  
FALL HASBINI

We have received your document for PALM BREEZE ESTATES 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):

You failed to make the correction(s) requested in our previous letter.

The registered agent and street address must be consistent wherever it appears in your document.

ARTICLE XI STATES the Registered Agent is Gail Popovich. On the CERTIFICATE PAGE (7). You list Ali Hasbini. The names have to be the same. I am returning the two pages only.

Please return 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.

Neysa Culligan  
Regulatory Specialist II

Letter Number: 116A00008722

ARTICLES OF INCORPORATION OF  
PALM BREEZE ESTATES HOMEOWNERS ASSOCIATION, INC. 17 JAN 23 AM 8:07

The undersigned hereby associate to form a corporation not for profit under Chapter 617 of the Florida Statutes. SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLE I  
NAME

The name of this corporation shall be PALM BREEZE ESTATES HOMEOWNERS ASSOCIATION, INC., hereinafter referred to as the ("Association"). The principal and mailing address of this corporation shall be 3658 Erindale Drive, Valrico, Florida 33596.

ARTICLE II  
PURPOSE

The purpose of the Association is to acquire title to and own, and whether owned or not, to operate, maintain and preserve the Common Area, as such term is defined in the Declaration of Covenants, Conditions and Restrictions of PALM BREEZE ESTATES, which will be recorded among the Public Records of Hillsborough County, Florida, (hereinafter called "Declaration"), in the development located in Hillsborough County, Florida, known as PALM BREEZE ESTATES. The Association is also formed to maintain the privately owned areas of PALM BREEZE ESTATES which are not maintained by their owners.

ARTICLE III  
POWERS

The Association shall have all of the powers given to corporations not for profit by the Florida Statutes and all of the powers expressly conferred upon it by the Declaration, together with all powers necessary to fulfill all such stated powers and the duties expressly given to it by such Declaration. These powers include, but are not limited to, the power to:

1. Maintain, repair, improve and insure the Common Area as defined in the Declaration and other real or personal property which the Association owns or which it has assumed the obligation to maintain, including without limitation the surface water management system which

includes the lakes, retention areas, culverts and related appurtenances;

2. Make and collect assessments from its Members;
3. Pay all Association expenses;
4. Acquire title to and exercise all rights of ownership in and to any real or personal property;
5. Own and convey real or personal property;
6. Make, amend and enforce reasonable rules and regulations for the use of the property it owns or maintains;
7. Enforce the terms of the Declaration, these Articles, and the By-Laws of the Association.
8. Sue and be sued;
9. Contract for operation and maintenance services.
10. Require all Owners to be members of the Association.
11. Exist in perpetuity, but in the event that the Association is dissolved, the Common Area including the surface water management system shall be conveyed to an appropriate agency of local government, or if not accepted to a nonprofit corporation with similar purposes.
12. Take any other action necessary for the purposes for which the Association is formed.

#### ARTICLE IV MEMBERS

1. Every record owner of a fee interest in any Lot, as defined in the Declaration, including contract Sellers, shall be a Member of the Association. The foregoing is not intended to include persons or entities that hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to, and may not be separated from, ownership of a Parcel.

2. Change of membership in the Association shall be established by the recording, in the Public Records of Hillsborough County, Florida, of a deed or other instrument

establishing a record of title to a Lot, and shall be evidenced by delivery to the Association of a copy of such instrument. The membership of the prior owner shall be terminated as of the date of delivery of such deed or other instrument.

3. The share of a Member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any way.

4. There shall be two (2) classes of membership as follows:

(a) Class A. As long as there is a Class B membership, Class A Members shall be all Owners, as defined in the Declaration, other than the Declarant, as defined in the Declaration, and shall be entitled to one vote for each Lot owned. Upon termination of Class B membership, Class A Members shall be all owners, including the Declarant, as long as the Declarant is an Owner and each Owner shall be entitled to one vote for each Lot owned. If more than one (1) person owns an interest in any Lot, all such persons shall be Members, but there shall be only one (1) vote cast with respect to such Lot. Such vote may be exercised as the Owners determine among themselves, but no split vote shall be permitted.

(b) Class B. The Class B Member shall be the Declarant and as long as there is a Class B voting membership the Declarant shall be entitled to nine (9) votes for each Lot owned. Class B membership shall cease and be converted to Class A membership and any Class B Lots then subject to the terms of the Declaration shall become Class A Lots upon the happening of any of the following events, whichever occurs earlier:

(i) three months after ninety percent of the Lots in all phases of the Subdivision that will ultimately be operated by the homeowners association have been conveyed to Class A Members; or,

(ii) eight(8) years following the conveyance of any lot from Declarant to a Class A owner.

(iii) When the Declarant waives in writing its right to Class B membership.

ARTICLE V  
BOARD OF DIRECTORS

1. The affairs of the Association shall be initially managed by a Board of three (3) Directors, whose names and address are:

Name:       Robert Appleyard  
              Gail Popovich  
              Dave Nejman

Address:   3658 Erindale Drive  
            Valrico, Florida 33596

2. New Directors shall be appointed or elected and the number of Directors shall be increased or diminished in accordance with the By-Laws of the Association, but there shall not be fewer than three.

ARTICLE VI  
OFFICERS

The officers of the Association shall be President, Vice President, Secretary and Treasurer, and such additional officers as the By-Laws specify. The officers shall be elected by Directors at their annual meeting or at any special meeting called for that purpose.

The first officers who shall serve until the first election are:

President:	Robert Appleyard 3658 Erindale Drive Valrico, Florida 33596
Vice President:	Dave Nejman 3658 Erindale Drive Valrico, Florida 33596
Secretary/Treasurer:	Gail Popovich 3658 Erindale Drive Valrico, Florida 33596

## ARTICLE VII

### BY-LAWS

The By-Laws of the Association shall be adopted by the first Board of Directors and may be altered as follows:

1. An amendment may be proposed by any Member or any Director prior to a meeting at which it will be considered.

2. Notice of the subject matter of the proposed amendment shall be included in the notice of the meeting at which the amendment is to be considered.

3. The amendment must be approved, either in person or by proxy by at least a majority of the entire membership of the Board of Directors.

4. No amendment may change the qualifications for membership in the Association.

5. No amendment that will affect the Declarant shall be adopted unless the Declarant has consented thereto in writing.

6. As long as there is a Class B membership, the Federal Housing Administration or the Veterans Administration shall have the right to veto amendments.

7. A copy of the amendment shall be recorded in the Public Records of Hillsborough County, Florida.

## ARTICLE VII

### AMENDMENT OF ARTICLES

These Articles may be amended in the manner set forth in Chapter 617, Florida Statutes, provided, however, that any amendment to these Articles shall require the assent of written consent of two-thirds (2/3) of the Lot Owners at any regular or special meeting of the membership duly caused and convened. No such amendment may diminish any rights of the Class B Member, however, unless joined in by such Class B Member.

## ARTICLE IX

### DISSOLUTION OF THE ASSOCIATION

The term of the Association shall be perpetual unless dissolved by the unanimous written consent of the Members and all mortgagees.



Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association (including without limitation the surface water management system portions of the Common Area) 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 such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes, but in no event shall such assets inure to the individual benefit of any Member or other private individual. The Article is subject to the provisions of Section 617.05 Florida Statutes.

ARTICLE X  
INITIAL SUBSCRIBERS

The name and address of the initial subscriber is as follows:

Ali Hasbini  
3658 Erindale Drive  
Valrico, Florida 33596

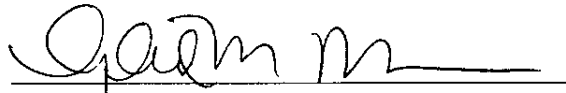
ARTICLE XI  
RESIDENT AGENT

The Resident Agent of the Association, for purposes of accepting Service of process shall be Gail Popovich, whose address within the State of Florida is 3658 Erindale Drive, Valrico, FL 33596.

ARTICLE XII  
FHA/APPROVAL

As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: annexation of additional properties, mergers and consolidations, mortgaging of the Common Area, dissolution and amendment of these Articles. Such approval may be presumed by any third party upon the filing or recording of any document requiring such action or actions.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the purpose of forming the Association this 9th day of May, 2016 2015.

  
GAIL POPOVICH


CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

PALM BREEZE ESTATES HOMEOWNERS ASSOCIATION, INC. desiring to organize under the laws of the State of Florida, with its principal place of business at 3658 Erindale Drive, Valrico, FL 33596, has named Gail Popovich, 3658 Erindale Drive, Valrico, FL 33596, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By:   
Gail Popovich  
Dated: 5/9/16

17 JAN 23 AM 8:07  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA