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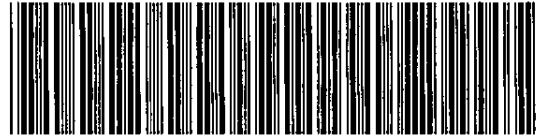
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TALLAHASSEE, FLORIDA

**SMOLKER BARTLETT LOEB**  
**HINDS & SHEPPARD**

STEPHANIE CALDWELL, ESQ.  
[StephanieC@smolkerbartlett.com](mailto:StephanieC@smolkerbartlett.com)

**VIA FEDERAL EXPRESS**

June 12, 2017

Florida Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

Re: Sylvan Crossing Homeowners Association, Inc.  
- Our File No.: 16448

Dear Sir/Madam:

Enclosed please find the original Articles of Incorporation for Sylvan Crossing Homeowners Association, Inc. to be filed. Please provide us with a Certificate of Status and a certified copy of the Articles of Incorporation.

Also enclosed you will find our firm's check in the amount of \$87.50, representing your filing fees. If additional fees are needed, please take the additional fees from our firm's account or contact me directly (813) 223-3888.

If you have any questions pertaining to the matter, please do not hesitate to contact me.

Thank you.

Sincerely,

**SMOLKER, BARTLETT, LOEB, HINDS & SHEPPARD, P.A.**



Stephanie Caldwell

SAC/jv

Enclosure(s)

**ARTICLES OF INCORPORATION**

**OF**

**SYLVAN CROSSING HOMEOWNERS ASSOCIATION, INC.**

The undersigned, in accordance with the provisions of Chapter 617, Florida Statutes, hereby makes, subscribes, acknowledges and files with the Department of the State of Florida these Articles of Incorporation for the purpose of forming a corporation not for profit under the laws of the State of Florida.

**ARTICLE I  
NAME**

The name of this corporation is SYLVAN CROSSING HOMEOWNERS ASSOCIATION, INC., a Florida corporation not for profit (hereinafter called the "Association" in these Articles of Incorporation).

**ARTICLE II  
OFFICE**

The Association's principal office and mailing address is 405 N. Reo Street, Suite 330, Tampa, Florida 33609.

**ARTICLE III  
DEFINITIONS**

All undefined terms appearing in initial capital letters herein shall have the meanings ascribed to them in that certain Declaration of Covenants, Conditions and Restrictions for Sylvan Crossing (the "Declaration"), as it may be amended from time to time.

**ARTICLE IV  
PURPOSES**

The Association does not contemplate pecuniary gain or profit, direct or indirect, to its Members. The primary purposes of the Association are:

(a) To promote the health, safety, and social welfare of the owners of all Lots located within Sylvan Crossing, a planned community development within Hillsborough County, Florida (the "Community");

(b) To maintain all portions of the Community and improvements thereon for which the obligation to maintain and repair has been delegated to the Association by the Declaration which is to be recorded in the public records of Hillsborough County, Florida;

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(c) To contract for the operation and maintenance of the Common Properties and Surface Water Drainage and Management System and to delegate any powers and duties of the Association in connection therewith, except such as specifically required by the Declaration to be exercised by the Board of Directors or the membership of the Association;

(d) To operate and maintain the Surface Water Drainage and Management System, including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, flood plan compensation areas, wetlands and any associated buffer areas, and wetland mitigation areas. Moreover, the Association shall operate, maintain, and manage the Surface Water Drainage and Management System in a manner consistent with the WMD Permit requirements and applicable WMD rules and regulations, and the terms and conditions of the Declaration (including enforcement provisions) which relate to the Surface Water Drainage and Management System. Additionally, the Association shall levy and collect adequate Assessments against Members for the cost of maintenance and operation of the Surface Water Drainage and Management System;

(e) To sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person;

(f) To purchase, take, receive, lease, take by gift, devise, or bequest, or otherwise acquire, own, hold, improve, use, or otherwise deal in and with real or personal property, or any interest therein, wherever situated;

(g) To sell, convey, mortgage, pledge, lease, exchange, transfer, or otherwise dispose of all or any part of its property and assets;

(h) To exercise all rights and powers of a non-profit corporation permitted by Chapter 617, Florida Statutes; and

(i) To exercise any other powers necessary and proper for the governance and operation of the Association, including those powers set forth in the Declaration.

## ARTICLE V DURATION

The term for which the Association is to exist is perpetual unless the Association is dissolved pursuant to any applicable provision of the Florida Statutes. Any dissolution of the Association shall comply with the Declaration. In the event of dissolution, the control or right of access to any portion of the Common Properties containing the Surface Water Drainage and Management System shall be conveyed or dedicated to an appropriate governmental unit or public utility. If the Surface Water Drainage and Management System is not accepted by a governmental or public utility, then it shall be conveyed to a non-profit corporation similar to the Association.

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**ARTICLE VI  
INCORPORATOR**

The name and address of the incorporator are:

Name: Shannon Sheppard, Esq.

Address: c/o Smolker, Bartlett, Loeb, Hinds & Sheppard, P.A.  
100 N. Tampa Street, Suite 2050  
Tampa, Florida 33602

**ARTICLE VII  
BOARD OF DIRECTORS**

The Association shall be governed by a Board of Directors consisting of not less than three (3) nor more than seven (7) persons. The members of the Board of Directors shall be elected in accordance with the provisions of Article IV of the By-Laws of the Association. The initial Board of Directors shall consist of three (3) persons whose names and addresses are:

Tom Spence c/o CalAtlantic Group, Inc.  
405 North Reo Street. Suite 330  
Tampa, Florida 33609

Barry Karpay c/o CalAtlantic Group, Inc.  
405 North Reo Street. Suite 330  
Tampa, Florida 33609

Kelly Evans c/o CalAtlantic Group, Inc.  
405 North Reo Street. Suite 330  
Tampa, Florida 33609

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In the event of a vacancy on the Board of Directors, the vacancy shall be filled by the majority vote of the remaining Directors.

**ARTICLE VIII  
OFFICERS**

The affairs of the Association are to be managed by a President, a Vice President, a Secretary, a Treasurer and such other Officers as the By-Laws of the Association may provide for from time to time. All Officers shall be elected by the Board at the first meeting of the Board of Directors following the annual meeting of the Association and shall hold office until the next succeeding annual election of Officers or until their successors are elected and qualified.

The names of the Officers who are to serve until the first meeting of the Board following the annual meeting of the Association are:

Barry Karpay	President
Tom Spence	Vice President
Kelly Evans	Secretary/Treasurer

In the event of a vacancy in any office, the vacancy shall be filled by a majority vote of the Board of Directors.

### ARTICLE IX VOTING RIGHTS

Each Lot Owner within the Community shall be entitled to one (1) vote for each owned Lot or as otherwise more fully set forth in the Declaration.

The Association shall have two (2) classes of membership, Class "A" and Class "B", as follows:

(a) Class "A". So long as there is a Class "B" Member, Class "A" Members shall be all Lot Owners, with the exception of the Declarant. Class "A" Members shall be entitled to one (1) equal vote for each Lot owned in the Community. When more than one (1) person holds an ownership interest in any Lot, all such persons shall be Members, provided that only one vote may be cast on behalf of all such Members holding an ownership interest in any one Lot. The vote for such Lot shall be exercised as those Owners themselves determine and advise the prior to any meeting. In the absence of such advice, the Lot's vote shall be suspended in the event more than one (1) person seeks to exercise it.

(b) Class "B". The sole Class "B" Member shall be the Declarant. The rights of the Class "B" Member, including the right to approve or withhold approval of actions proposed under the Declaration and the By-Laws, are specified elsewhere in the Declaration and the By-Laws. The Class "B" Member may appoint the members of the Board prior to the Turnover Date, with the exception that one director may be elected by the members other than the developer" (as defined in Section 720.307 of the Act) after 50% of the Lots in all phases of the Community which will ultimately be operated by the Association have been conveyed to Members. Following the Turnover Date, the Declarant shall have a right to disapprove actions of the Board and committees as provided in the By-Laws. Additionally, prior to the Turnover Date, the Class "B" Member shall be entitled to three (3) votes for each Lot owned. After the Turnover Date, the Declarant shall be entitled to one (1) vote for each Lot owned, and shall be entitled to all rights and privileges associated with Class "A" membership, in addition to all rights reserved to the Declarant as enumerated in the Declaration, these Articles of Incorporation, and the By-Laws.

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The Class "B" Member shall terminate upon the earlier of (the "Turnover Date"):

(i) Three (3) months after ninety percent (90%) of the Lots in all portions of the Community which are or may be ultimately subject to governance by the Association have been conveyed to third party Lot Owners; or

(ii) Twenty (20) years after the date on which the Declaration is recorded in the public records of Hillsborough County, Florida; or

(iii) When the Declarant, in its discretion, waives in writing its right to Class B membership, which waiver shall be evidenced by the recording of a certificate to such effect in the public records of Hillsborough County; or

(iv) Upon the Declarant abandoning or deserting its responsibility to maintain and complete the amenities or infrastructure as disclosed in the governing documents of the Community; or

(v) Upon the Declarant filing a petition seeking protection under Chapter 7 of the federal Bankruptcy Code; or

(vi) Upon the Declarant losing title to the Property through a foreclosure action or the transfer of a deed in lieu of foreclosure, unless the successor owner has accepted an assignment of developer rights and responsibilities first arising after the date of such assignment; or

(vii) Upon a receiver for the Declarant being appointed by a circuit court and not being discharged within thirty (30) days after such appointment, unless the court determines within thirty (30) days after such appointment that transfer of control would be detrimental to the Association or its Members.

**ARTICLE X  
QUORUM**

Ten percent (10%) of the total vote that could be cast at any annual or special meeting, represented in person or by proxy, shall constitute a quorum at any meeting of the Members. If a quorum cannot be reached at any meeting of the membership, the meeting may be adjourned by a majority of the Members present in person and reconvened without notice other than announcement at the meeting. Adjourned and reconvened meetings shall be at least three (3) days apart and, if a quorum is reached, any business may be transacted which might have been transacted at the adjourned meeting.

**ARTICLE XI  
SHARES**

The Association shall never have or issue any shares of stock, nor shall the Association distribute any part of the income of the Association, if any, to its Members, Directors or Officers.

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However, the Association shall not be prohibited from reasonably compensating its Members, Directors, or Officers for services rendered, nor shall the Association be prohibited from making any payments or distributions to Members of benefits, monies or properties permitted by Chapter 617, Florida Statutes.

## **ARTICLE XII POWERS**

The Association shall have all the powers set forth and described in Chapter 617, Florida Statutes, as presently existing or as may be amended from time to time, together with those powers conferred by the Declaration, these Articles of Incorporation (including, without limitation, powers to further any purpose described in Article IV hereof) and the By-Laws of the Association, including, but not limited to, the power to assess Members for all expenses incurred in connection with maintaining and operating the Surface Water Drainage and Management System and the right to enforce such assessments pursuant to the imposition of liens.

## **ARTICLE XIII INDEMNITY OF DIRECTORS AND OFFICERS**

The Association shall indemnify all persons who may serve or who have served at any time as Director or Officer, and their respective heirs, administrators, successors and assigns against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred in connection with the defense or settlement of any claim, action, suit or proceeding in which they or any of them are made a party, or which may be asserted against any of them, by reason of having been a Director or Officer of the Association, except in such cases where the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his/her duties. Such indemnification shall be in addition to any rights to which such Director or Officer may otherwise be entitled.

## **ARTICLE XIV RELATED TRANSACTIONS**

In the absence of fraud, no contract or other transaction between the Association or any other person, firm, association, corporation or partnership shall be affected or invalidated by the fact that any Director or Officer of the Association is financially or otherwise interested in, or is a director, member or officer of any such firm, association, corporation or partnership. Any director may vote and be counted in determining the existence of a quorum at any meeting of the Board of Directors for the purpose of authorizing such contract or transaction with like force and effect as if he were not so interested, or not a director, member or officer of such other firm, association, corporation or partnership.

## **ARTICLE XV BY-LAWS**

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The By-Laws of the Association are to be made and adopted by a majority vote of the Directors and said By-Laws may not be altered, amended, rescinded or added to except as provided in the By-Laws.

**ARTICLE XVI  
AMENDMENTS**

These Articles of Incorporation may be amended, altered, rescinded, or added to by appropriate resolution approved by a two-thirds (2/3) vote of the voting interest of the Members present at any duly convened membership meeting or, alternatively, by appropriate resolution adopted by a two-thirds (2/3) vote of the Board of Directors at any duly convened meeting of the Board and accepted by a two-thirds (2/3) vote of the voting interest of the Members present at any duly convened membership meeting. Any Member of the Association may propose an amendment to the Articles of Incorporation to the Board or the membership, as the case may be. Notwithstanding the foregoing, until termination of the Class B membership, any changes in the Articles of Incorporation may be made by a majority vote of the Board of Directors. Any proposed amendment to these Articles of Incorporation, which would affect the Surface Water Drainage and Management System (including environmental conservation areas and the water management portions of the Common Properties), must be submitted to the WMD or its successors for a determination of whether the amendment necessitates a modification of the applicable permit.

**ARTICLE XVII  
CONFLICTS**

To the extent any provisions contained herein conflict with the Declaration, the provisions contained in the Declaration shall supersede such conflicting provisions contained herein.

**IN WITNESS WHEREOF**, the undersigned incorporator has executed these Articles of Incorporation this 12<sup>th</sup> day of June, 2017.

  
\_\_\_\_\_  
Shannon Sheppard, Incorporator


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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA AND NAMING THE  
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

SYLVAN CROSSING HOMEOWNERS ASSOCIATION, INC., desiring to organize under the laws of the State of Florida, as a corporation not for profit with its principal office as indicated in its Articles of Incorporation has named Shannon Sheppard, whose business office is 100 N. Tampa Street, Suite 2050, Tampa, Florida 33602, as its registered agent to accept service of process within Florida.

**ACCEPTANCE**

Having been named to accept service of process for the foregoing corporation at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes, including the duties and obligations imposed by section 617.0503, Florida Statutes, relative to the proper and complete performance of my duties.

  
\_\_\_\_\_  
Shannon Sheppard  
Date: June 12, 2017

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