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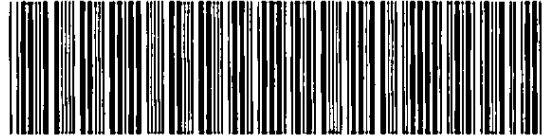
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Name:	<u>Payne Park Village</u>
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**ARTICLES OF INCORPORATION
OF
PAYNE PARK VILLAGE HOMEOWNERS ASSOCIATION, INC.
(A CORPORATION NOT-FOR-PROFIT)**

In compliance with the requirements of the laws of the State of Florida, and for the purpose of forming a corporation no-for-profit, the undersigned does hereby certify:

ARTICLE 1- NAME

The name of this corporation shall be Payne Park Village Homeowners Association, Inc. For convenience, the corporation shall be referred to herein as the "Association", these Articles of Incorporation as the "Articles" and the Bylaws of the Association as the "Bylaws".

ARTICLE 2- COMMENCEMENT OF CORPORATE EXISTENCE

The Association shall commence corporate existence on the date these Articles are filed with the Secretary of State, Tallahassee, Florida and shall exist in perpetuity.

ARTICLE 3- PRINCIPAL OFFICE AND MAILING ADDRESS

The initial principal office and mailing address of the Association shall be located at 6567 Gunn Highway, Tampa, Florida 33625.

ARTICLE 4- DEFINITIONS

All capitalized terms used herein which are not defined shall have the same meaning as set forth in that certain Declaration of Covenants, Conditions, and Restrictions for Payne Park Village, recorded or to be recorded in the Official Records of Sarasota County, Florida, as same may be amended and/or restated from time to time (the "Declaration").

ARTICLE 5- PURPOSES AND POWERS

5.1 Purposes. The Association is formed to: (i) provide for ownership, operation, maintenance and preservation of the Common Areas; (ii) perform the duties delegated to it in the Declaration; and (iii) administer the interests of the Association and the Owners.

5.2 Powers. The Association shall have the right to transact any and all lawful business as a not-for-profit residential homeowners' association as contemplated by Chapter 720, Florida Statutes, as the same may be amended from time to time. The Association shall also have all of the powers enumerated in the Chapter 617, Florida Statutes (Florida Not for Profit Corporation Act), Chapter 607, Florida Statutes (Florida Business Corporation Act) (as such Florida Business Corporation Act may apply to this not for profit corporation), as the same now exist and as hereafter amended, and all such other powers as are permitted by applicable Florida statutory and common law, including, without limitation and only by illustration, the following:

- (a) 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 Bylaws, or the Declaration;

- (b) to fix and to collect assessments and other charges to be levied against the Lots;
- (c) to manage, control, operate, maintain, repair, and improve property subject to the Declaration or any other property for which the Association by rule, regulation, covenant, or contract has a right or duty to provide such services;
- (d) to enforce covenants, conditions, or restrictions affecting any property to the extent the Association may be authorized to do so under the Declaration or Bylaws;
- (e) to engage in activities which will actively foster, promote, and advance the common interests of the Owners;
- (f) to 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 and personal property of all kinds and any right or interest therein for any purpose of the Association, subject to such limitations as may be set forth in the Declaration or Bylaws;
- (g) to borrow money for any purpose, subject to such limitations as may be set forth in the Declaration or the Bylaws;
- (h) to enter into, make, perform, or 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 association, corporation, or other entity or agency, public or private;
- (i) to adopt, alter, and amend or repeal such Bylaws as may be necessary or desirable for the proper management of the affairs of the Association; provided, however, such Bylaws may not be inconsistent with or contrary to any provisions of the Declarations;
- (j) to elect or appoint officers and agents and define their duties and fix their compensation, if any;
- (k) to have and exercise all powers necessary or convenient to effect its purposes.

The foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other rights and powers which may now or hereafter be permitted by law; the powers specified in each of the subsections of this Article V are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph of this Article. The Association shall make no distributions of income to its members, directors, or officers.

5.3 Surface Water Management System. In addition to the purposes and powers set forth in Sections 5.1 and 5.2 above, the Association shall have the following purposes, duties and powers:

- (a) The Association shall operate, maintain and manage the Surface Water Management System in a manner consistent with the requirements of the Permit and applicable District rules, and shall assist in the enforcement of the restrictions and covenants contained herein.
- (b) The Association shall levy and collect adequate assessments against members of the Association as necessary for the costs of maintenance and operation to the Surface Water

Management System.

(c) The assessments shall be used for the maintenance and repair of the Surface Water Management Systems and mitigation or preservation areas, including but not limited to work within retention/detention areas, drainage structures and drainage easements as specified in the Declaration.

ARTICLE 6- MEMBERS

6.1 Lot Owners. Each Owner shall be a member of the Association and shall be entitled to vote in accordance with the terms of the Declaration, except there shall be no vote for any Lot owned by the Association. The manner of exercising voting rights shall be as set forth in the Declaration and in the Bylaws of the Association.

6.2 Membership Change. Change of membership in the Association shall be established by recording in the Official Records of Sarasota County, Florida, a deed or other instrument establishing record title to real property subject to the Declaration. Upon such recordation, the owner designated by such instrument shall become a member of the Association and the membership of the prior owner with regard to such real property shall be terminated.

6.3 Member Interest in Assets, Liabilities, etc. The share of a member in the funds, liabilities and assets of the Association cannot be assigned, hypothecated, or transferred in any manner, except as an appurtenance of its Lot.

ARTICLE 7- INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of the Association shall be located at 250 East Colonial Drive, Suite 300, Orlando, Florida 32801, and the initial registered agent of the Association at that address shall be John Kingman Keating. The Association may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation.

ARTICLE 8- BOARD OF DIRECTORS

The manner in which the Board of Directors of the Association are elected and appointed is as set forth in the Bylaws. The initial Board of Directors of the Association shall consist of three (3) directors. The number of directors of the Association shall be specified, from time to time, by the Bylaws provided, however, that the number of directors shall never be less than three (3) nor more than five (5). The name and street address of the initial Board of Directors of the Association are:

<u>Director</u>	<u>Street Address</u>
Jeff Waddle	6567 Gunn Highway Tampa, Florida 33625
Shad Tome	6567 Gunn Highway Tampa, Florida 33625
Kevin Kramer	6567 Gunn Highway Tampa, Florida 33625

ARTICLE 9 - OFFICERS

The name and street address of the initial Officers of the Association are:

<u>Officer</u>	<u>Street Address</u>
Jeff Waddle President	6567 Gunn Highway Tampa, Florida 33625
Shad Tome Vice President	6567 Gunn Highway Tampa, Florida 33625
Kevin Kramer Secretary/Treasurer	6567 Gunn Highway Tampa, Florida 33625

ARTICLE 10- INCORPORATOR

The name and street address of the person signing these Articles as incorporator is:

<u>Name</u>	<u>Street Address</u>
James Vanderwoud	225 S. Westmonte Drive, Suite 2000 Altamonte Springs, Florida 32741

ARTICLE 11- INDEMNIFICATION

In addition to any rights and duties under applicable law, the Association shall indemnify and hold harmless all of its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorneys' fees and costs, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such except for willful misconduct or gross negligence.

ARTICLE 12- DISSOLUTION AND AMENDMENT

12.1 Dissolution. The Association may be dissolved only as provided in the Bylaws and by the laws of the State of Florida; provided, however, in the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the Surface Water Management System must be transferred to and accepted by an entity which complies with Rule 62-330.310, F.A.C., and Applicant's Handbook Volume I, Section 12.3, and be approved by the Agency prior to such termination, dissolution or liquidation.

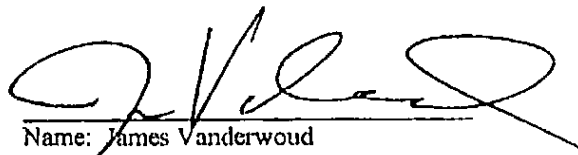
12.2 Amendments. Amendments to these Articles of Incorporation may be proposed and adopted as provided in Chapter 617, Florida Statutes; provided, no amendment may be in conflict with the Declaration, and provided, further, no amendment shall be effective to impair or dilute any rights of

Members representing two-thirds (2/3) of the total Class "A" votes in the Association, and the consent of the Class "B" Member, if such exists.

ARTICLE 13- HEADINGS AND CAPTIONS

The headings or captions of these various Articles of Incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, being the Incorporator of this Association, has executed these Articles of Incorporation as of August 3, 2017.



Name: James Vanderwoud

**CERTIFICATE DESIGNATING REGISTERED AGENT
FOR SERVICE OF PROCESS**

In compliance with sections 48.091 and 617.0501, Florida Statutes, the corporation identified below hereby submits the following Certificate Designating Registered Agent for Service of Process ("Certificate") in designation of the registered office and registered agent in the State of Florida.

Payne Park Village Homeowners Association, Inc. desiring to organize as a domestic not for profit corporation has named and designated John Kingman Keating as its Registered Agent to accept service of process within the State of Florida with its registered office located at 250 East Colonial Drive, Suite 300, Orlando, Florida 32801.

ACKNOWLEDGMENT

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.



John Kingman Keating
Registered Agent

Dated: August 3, 2017