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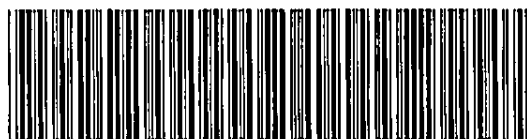
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October 17, 2018

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Articles of Incorporation
Entry Name: Highland Park Villas Property Owner's Association, Inc.
Our File No.: 10041-0004

To Whom It May Concern:

This firm represents Highland Park Villas Property Owner's Association, Inc. Enclosed please find original Articles of Incorporation for the above-referenced corporation. We have also enclosed this firm's check no. 2051 in the amount of \$70.00 payable to the Florida Department of State, which represents payment of the related filing fees.

Should you have any questions related to this correspondence please do not hesitate to contact the undersigned. Thank you for your prompt attention to this matter.

Sincerely,

DAVID R. PHILLIPS, P.A.

David R. Phillips, Esq.

Enclosures

ARTICLES OF INCORPORATION
OF
HIGHLAND PARK VILLAS PROPERTY OWNER'S ASSOCIATION, INC.

The undersigned incorporator, a resident of the State of Florida and of full age, hereby makes, subscribes, acknowledges and files with the Department of the State of Florida these Articles of Incorporation for the purpose of forming a not-for-profit corporation under the laws of the State of Florida.

ARTICLE I
NAME

The name of this corporation is Highland Park Villas Property Owner's Association, Inc., a Florida not-for-profit corporation (hereinafter called the "Corporation" or the "Association").

ARTICLE II
ADDRESS & REGISTERED AGENT

The Association's principal address is 2363 Gulf to Bay Boulevard, Suite 200, Clearwater, Florida 33765. The Association's registered agent is David R. Phillips, Esq., David R. Phillips, P.A., 1314 S. Fort Harrison Avenue, Suite A, Clearwater, Florida 33756. Both the Association's principal address and registered agent may be changed from time to time by the Board of Directors as provided by law.

ARTICLE III
PURPOSE

The Association does not contemplate pecuniary gain or profit to its members and the specific purposes for which it is formed are to provide for the maintenance, preservation and architectural control of all common areas and residential lots within that certain tract of real property (hereinafter called the "Property") situated in Pinellas County, Florida and more particularly described as:

A PORTION OF THE LANDS LYING WITHIN HIGHLAND PARK VILLAS
ACCORDING TO PLAT THEREOF RECORDED OR TO BE RECORDED IN
THE PUBLIC RECORDS OF PINELLAS COUNTY, FLORIDA.

ARTICLE IV
POWERS

The Association is empowered to:

(a) Declaration. Exercise all rights, powers, privileges, and perform all duties of the Association set forth in that certain Declaration of Covenants, Conditions, Restrictions and Easements for Highland Park Villas (as may be amended from time to time, the "Declaration") applicable to the Property and recorded or to be recorded in the

above-referenced county, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth in full;

(b) Property. In any lawful manner, acquire, own, hold, improve, manage, operate, maintain, repair, replace, operate, convey, sell, lease, transfer, assign, and otherwise dispose of property of any nature whatsoever, real, personal, or mixed, tangible or intangible, in connection with the Association's affairs;

(c) Assessments. Fix, levy, collect, and enforce by any lawful means all charges or assessments established by, or pursuant to, the Declaration; and to use and expend the proceeds of assessments in the exercise of its powers and duties hereunder;

(d) Costs. Pay all costs, expenses, and obligations lawfully incurred in connection with the Association's affairs including, without limitation, all licenses, taxes, or other governmental charges levied or imposed against the Association's property;

(e) Borrowing. Borrow money and, with the approval of eighty percent (80%) of each class of members, mortgage, pledge, deed in trust, hypothecate, assign, grant security interests in, or otherwise any or all of its property as security for money borrowed, debts incurred, or any of its other obligations;

(f) Dedications. With the approval of eighty percent (80%) of each class of members, dedicate, sell or transfer all or any part of its property to any public agency, authority, or utility for such purposes, and subject to such conditions, as eighty percent (80%) percent of each class members determine;

(g) Mergers. With the approval of eighty (80%) percent of each class of members, participate in mergers and consolidations with other not-for-profit corporations organized for similar purposes;

(h) Rules. From time to time adopt, alter, amend, rescind, and enforce reasonable rules and regulations governing the use of the Lots and Common Property (as such terms are defined in the Declaration) consistent with the rights and duties established by the Declaration and these Articles of Incorporation;

(i) Levy/Collect Assessments. To levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the surface water or stormwater management systems, including but not limited to, work within retention areas, drainage structures, and drainage easements;

(j) Operate/Maintain. To operation, maintain, and manage conservation areas and the surface water and stormwater management system, including all lake, retention areas culverts, and related appurtenances in a manner consistent with Southwest Florida Water Management District (hereinafter called the "District") permit requirements and applicable District rules, and assist in the enforcement of the restrictions and covenants contained therein;

(k) General. Have and exercise all common law rights, powers, and privileges and those that a not-for-profit corporation may now or hereafter have or exercise under the laws of the State of Florida, together with all other rights, powers, and privileges reasonably to be implied from the existence of any right, power, or privilege so granted, or granted by the Declaration or these Articles of Incorporation, or reasonably necessary to effectuate the exercise of any right, power, or privilege so granted;

(l) Enforcement. To enforce by legal means the obligations of the members of the Association and the provisions of the Declaration;

(m) Litigation. To sue or be sued; provided, however, that the Association's right to sue any third party is limited in the manner described in the Declaration; and

(n) Other. Engage in all lawful acts permitted or authorized by Section 617.0302, Florida Statutes;

Notwithstanding anything contained herein to the contrary, the District has the right to take enforcements measures, including a civil action for injunction and/or penalties against the Association to compel it to correct and outstanding problems with the surface water management system facilities. Any amendment of the Declaration affecting the surface water management system facilities shall have the prior written approval of the District. The Association shall exist in perpetuity. However, should the Association dissolve, the surface water management system facilities shall be transferred to and maintained by one of the entities identified in Sections 12.3.1(a) through (f), Environmental Resource Permit Applicant's Handbook, Volume I, who has the powers listed in Section 12.3.3(b)1. through 8., Environmental Resource Permit Applicant's Handbook, Volume I, the covenants and restrictions required in Section 12.3.3(c)1. through 9., Environmental Resource Permit Applicant's Handbook, Volume I, and the ability to accept responsibility for the operation and routine custodial maintenance of the surface water management system facilities described in Section 12.3.3(d)1. or 2., Environmental Resource Permit Applicant's Handbook, Volume I, all of which are incorporated by reference in Rule 62-330-010, Florida Admin. Code.

ARTICLE V MEMBERSHIP

Every person who from time to time holds the record fee simple title to, or any undivided fee simple interest in any Lot that is subject to the provisions of the Declaration shall be a member of the Association, including contract sellers, but excluding all other persons who may hold any interest in any Lot merely as security for the performance of an obligation. An Owner of more than one Lot is entitled to one membership for each Lot owned. Membership is appurtenant to, and may not be separated from, ownership of at least one Lot that is subject to the provisions of the Declaration, and membership may not be transferred other than by transfer of fee simple title to such Lot. Each membership is transferred automatically by record conveyance or other transfer of fee simple title of a Lot.

ARTICLE VI VOTING RIGHTS

The Association shall have two classes of voting membership:

Each "Class A Member" shall be entitled to one vote for each Lot in which he/she holds the interest required for membership under Article V hereof; provided, however, there shall be only one vote per Lot. In any situation where a person is entitled personally to exercise the vote for his/her Lot and more than one person holds the interest in such Lot required for membership, the vote for such Lot shall be exercised as those persons determine among themselves and advise the secretary of the Association in writing prior to any meeting. In the absence of such advice, the Lot's vote shall be suspended if more than one person seeks to exercise it.

The "Class B Member" shall be the Developer (as such term is defined in the Declaration). The Class B Member shall have three votes for each Lot which it owns until the end of the Class B Member Control Period (as such term is hereafter defined).

Thereafter, the Class B Member shall have four votes for each Lot which it owns. Other rights of the Class B Member, including the right to approve actions taken under the Declaration and the Association's Bylaws, are specified in the Declaration and the Bylaws.

The Class B Member shall be entitled to appoint a majority of the members of the Board of Directors of the Association during the Class B Member Control Period; provided, however, in the event the Class B Member fails to exercise this power within thirty (30) days after vacancy occurs on the Board for which the Class B Member would be entitled to appoint a successor, the Class B Member shall be deemed to have waived its right to appoint such a successor. In such case, the voting members representing the Class A Members may act to call a special meeting of the Association (in accordance with Article III of the Bylaws) for the purpose of electing a successor to serve the remainder of the unexpired term of the vacating director. Thereafter, the voting members representing the Class A Members shall be entitled to elect a successor to the director who filled the vacancy in accordance with the Bylaws in addition to those directors the voting members may be entitled to elect under Article IV of the Bylaws.

The Class B Member Control Period shall commence with the recordation of the Declaration by Developer and expire upon the first to occur of the following:

(a) Within three months after ninety percent (90%) of the Lots in all phases of the residential development to be known as "Highland Park Villas" that will ultimately be operated by the Association have been conveyed to Owners other than the Developer, any builders, contractors, or other parties who purchased a Lot for the purpose of constructing improvements thereon for resale.

(b) Seven years after the date the Declaration is recorded in the public records in the county where the Property is situated; or

- (c) When, in its discretion, the Class B Member so determines.

ARTICLE VII
BOARD OF DIRECTORS AND OFFICERS

The Association's affairs shall be managed by a board of directors (hereinafter called the "Board of Directors") initially composed of three directors. The number of directors from time to time may be changed by amendment to the Association's Bylaws; provided, however, at all times the Board of Directors must consist of either three or five directors. The initial directors named below shall serve until the Association's turnover meeting. The term of office for all directors is one year. Before any such annual meeting occurring after the Class B Member Control Period expires, all vacancies occurring on the Board of Directors, if any, will be filled by majority vote of the remaining directors, even if less than a quorum. Any director may succeed himself or herself in office. All directors will be elected by majority membership vote by written ballot with the exception of the initial Board of Directors. Each member may vote for each vacancy, however, cumulative voting is not permitted. Directors need not be Association members.

The Board of Directors, at its annual meeting, shall elect a president, vice president, secretary and treasurer and such other officers as may, in the opinion of the Board of Directors, from time to time be necessary to adequately administer the affairs of the Association, such officers to hold office at the pleasure of the Board of Directors or until their successors are duly elected and qualified. Any person may hold two or more corporate offices except that the offices of president and secretary shall not be held by the same person. The officers of the Association shall have such duties as may be specified by the Board of Directors or by the Bylaws of the Association. Compensation for any of such officers, if any, shall be fixed by the Board of Directors. Vacancies occurring on the Board of Directors or among the officers shall be filled in the manner prescribed by the Bylaws of the Association.

The names, and titles and addresses of the persons who will serve as directors and officers until their successors have been duly elected and qualify, unless they sooner die, resign, or are removed, are:

<u>Name</u>	<u>Title</u>	<u>Address</u>
Andrew M. Park	Director President	2363 Gulf to Bay Boulevard, Suite 200 Clearwater, FL 33765
Forrest Eleazer	Director Vice President	2363 Gulf to Bay Boulevard, Suite 200 Clearwater, FL 33765
Brian A. Barker	Director Treasurer Secretary	565 S. Hercules Avenue Clearwater, FL 33764

ARTICLE IX
INCORPORATOR

The name and business office of the incorporator is:

Name

Address

David R. Phillips, Esq.

David R. Phillips, P.A.
1314 S. Fort Harrison Avenue, Suite A
Clearwater, FL 33756

ARTICLE X
DISSOLUTION

The Association may be dissolved in the manner from time to time provided by the laws of the State of Florida and with the assent given in writing and signed by not less than eighty percent (80%) of each class of members. Upon dissolution of the Association in any manner other than incident to a merger consolidation, all of the Association's assets must be dedicated to an appropriate public agency to be used for purposes similar to those for which the Association was created. If dedication is refused, such assets must be granted, conveyed, and assigned to any not-for-profit corporation, association, trust, or other organization to be devoted to such similar purposes. In no event, however, may any assets inure to the benefit of any member or other private individual.

In the event of termination, dissolution, or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water and stormwater management system must be transferred to and accepted by an entity which would comply with Section 40, Florida Admin Code, and be approved by the District prior to such termination, dissolution or liquidation.

ARTICLE XI
DURATION

The term for which the Association shall exist shall be perpetual.

ARTICLE XII
BYLAWS

The Association's Bylaws initially will be adopted by the Board of Directors. Thereafter, the Bylaws may be altered, amended, or rescinded with the approval of the Board of Directors, except as to those provisions for amendment to the Bylaws which are provided in the Declaration or any future supplemental declaration in which case those provisions shall control such amendment.

ARTICLE XII

AMENDMENTS

Amendments to these Articles of Incorporation may be proposed and adopted in the manner from time to time provided by the laws of the State of Florida, provided that each such amendment must have the approval in writing of eighty percent (80%) of the entire membership, except as to those provisions for amendment to these Articles of Incorporation which are provided in the Declaration or any supplemental declaration in which case those provisions shall control such Amendments, or if the provision to be amended requires a higher percentage for a specified action, such provisions may not be amended except by the percentage vote specified therein.

ARTICLE XIII INTERPRETATION

Express reference is made to the Declaration where necessary to interpret, construe, and clarify the provisions of these Articles of Incorporation. Without limitation, all terms defined in the Declaration have the same meaning where used in these Articles of Incorporation. By subscribing and filing these Articles of Incorporation, the incorporator intends for its provisions to be consistent with the provisions of the Declaration and to be interpreted, construed, and applied with those of Declaration to avoid inconsistencies or conflicting results.

ARTICLE XIV INDEMNIFICATION

The Association shall indemnify any individual who was or is a party to any proceeding (other than an action by, or in the right of, the Association), by reason of the fact that such individual is or was a director, officer, employee, or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against liability incurred in connection with such proceedings, including any appeal thereof, including gross negligence, to the full extent as authorized by law, said indemnity to include gross negligence, to the full extent as authorized by law, said indemnity to include but not to be limited to expenses and amounts paid in settlement, expenses of liabilities incurred as a result of such individual serving as director, officer, employee, or agent as hereinabove provided, or as otherwise contemplated and included within applicable law. Indemnification and advancement of expenses as provided herein shall continue as to an individual who has ceased to be a director, officer, or employee or agent, and shall inure to the benefit of the heirs, executors, and administrators of such an individual, and any amendment or changes to this indemnification provision shall be prospective only as to individuals who shall serve as a director, officer, employee or agent after the effective date of such an amendment, and such amendment shall not otherwise affect the rights of indemnification for any individual who has therefore served as a director, officer, employee, or agent.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, I, the undersigned, constituting the incorporator of this corporation, have executed these Articles of Incorporation, this 16th day of October, 2018.



DAVID R. PHILLIPS, ESQ.

STATE OF FLORIDA
COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements, David R. Phillips, Esq., to me personally known or who has produced _____ as identification, and know to me to be the individual described in and who executed the foregoing instrument and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Clearwater, said County and State, this 16th day of October, 2018.



Notary Public

Print Name: Janice Marie Lewis

My Commission Expires: 02/04/2019

JANICE MARIE LEWIS
Notary Public, State of Florida
My Comm. Expires Feb. 4, 2019
No. FF 196026

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.

Highland Park Villas Property Owner's Association Inc., desiring to organize under the laws of the State of Florida, as a not-for-profit corporation with its principal office, as indicated in its Articles of Incorporation, at 2363 Gulf to Bay Boulevard, Suite 200, Clearwater, Florida 33765, has named David R. Phillips, Esq., whose business office is David R. Phillips, P.A., 1314 S. Fort Harrison Avenue, Suite A, Clearwater, Florida 33756, 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.

Date: October 16, 2018



DAVID R. PHILLIPS, ESQ.