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**FLORIDA PROFIT/NON PROFIT CORPORATION  
SPRING HILL ACRES COMMERCIAL ASSOCIATION, INC.**

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STATE OF FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**SPRING HILL ACRES COMMERCIAL ASSOCIATION, INC.**  
**A NOT FOR PROFIT CORPORATION**

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned, being a resident of the State of Florida and of full age, hereby forms a corporation not for profit in accordance with the laws of the State of Florida, and certify as follows:

**ARTICLE I - NAME**

The name of this corporation is SPRING HILL ACRES COMMERCIAL ASSOCIATION, INC., hereinafter called the "Association".

**ARTICLE II: DEFINITIONS**

The following terms shall have the following definitions:

"Association" shall mean Spring Hill Acres Commercial Association, Inc., a Florida not for profit corporation, established to operate, manage and control the Property in accordance with the Declaration.

"Articles" shall mean these Articles of Incorporation of the Association.

"Bylaws" shall mean the bylaws of the Association.

"Declaration" shall mean the Declaration of Restrictions and Easements of Spring Hill Acres Commercial, now or hereafter recorded among the Public Records of Hernando County, Florida, and any amendments or modifications thereof.

"District" shall mean the Southwest Florida Water Management District.

Any capitalized terms not defined herein shall have the meanings set forth in the Declaration.

**ARTICLE III - PRINCIPAL OFFICE**

The initial principal office of this Association shall be located at 4230 S. MacDill Avenue, Suite E, Tampa, FL 33611, which office may be changed from time to time by action of the Board of Directors.

**ARTICLE IV - REGISTERED OFFICE AND AGENT**

The name and street address of the initial registered agent and office of the Association shall be Zambito Enterprises, Inc., 4230 S. MacDill Avenue, Suite E, Tampa, FL 33611.

**ARTICLE V - PURPOSE AND POWERS OF THE ASSOCIATION**

This Association does not contemplate pecuniary gain or profit to its members. The specific purposes for which it is formed are to promote the health, safety, and general welfare of the Parcel Owners of the Property described in the Declaration and any additions thereto as may hereafter be brought within the jurisdiction of the Association.

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The purpose of the Association shall include the operation, monitoring, maintenance and repair of the Association Property and Common Elements, including, but not limited to, any Surface Water Management System.

For the foregoing purposes, this Association is empowered to:

- (1) exercise all of the powers and privileges, and to perform all of the duties and obligations of the Association as set forth in the Declaration as the same may be amended from time to time as therein provided;
- (2) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration, and to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of this Association, including all license fees, taxes, or governmental charges levied or imposed against the real or personal property of this Association;
- (3) acquire, either by gift, purchase or otherwise, and to own, hold, improve, build upon, operate, maintain, convey, sell, lease or transfer, or otherwise dispose of real or personal property, or interests therein, in connection with the affairs of this Association;
- (4) dedicate, sell, or transfer all or any part of the Association Property to any public body or governmental agency or authority, or any public or private utility for such purposes and subject to such conditions as may be agreed to by the members;
- (5) grant easements as to the Common Elements to public and private utility companies, and to public bodies or governmental agencies or other entities or persons, without cost or charge, where convenient, desirable or necessary in connection with the development of the Property, and the providing of utility and other services thereto;
- (6) adopt, alter, amend, and rescind reasonable rules and regulations from time to time, which rules and regulations shall be consistent with the rights and duties established by the Declaration and with the provisions of these Articles of Incorporation;
- (7) contract for the maintenance and management of the Association Property and Common Elements and to authorize a management agent to assist the Association in carrying out its powers and duties under the Declaration;
- (8) to adopt such annual budgets as are necessary to carry out the provisions of the Declaration;
- (9) have and exercise any and all powers, rights, and privileges which a corporation organized under Chapter 617, Florida Statutes by law may now or hereafter have or exercise;
- (10) perform all duties and obligations required as the operation and maintenance entity under any environmental resource permit concerning the Property issued by the District; and
- (11) in the event the Property has on-site wetland mitigation as defined in the applicable Laws which requires monitoring and maintenance, the Association shall include in its budget an appropriate allocation of funds for monitoring and maintenance of the wetland mitigation area(s) each year until the District determines that the area(s) is successful in accordance with the applicable environmental resource permit.

#### **ARTICLE VI - MEMBERSHIP AND VOTING RIGHTS**

- A. This Association shall be a membership corporation, without certificates of shares of stock.

B. Qualification for, and admission to, membership in the Association shall be regulated by the Declaration and the Bylaws of the Association.

C. The share of an Owner or a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance of such Owner's or member's Parcel.

D. Every person or entity who is a record owner of any Parcel is entitled to membership and voting rights in the Association. Membership is appurtenant to, and inseparable from, ownership of the Parcel.

#### **ARTICLE VII - BOARD OF DIRECTORS**

The affairs of this Association shall be managed by a Board of Directors, which shall consist of three (3) directors, and thereafter shall consist of not less than three (3) or more than five (5) directors. The initial Directors are not required to be members of the Association; however, subsequently elected Directors shall be members of the Association. The names and addresses of the persons, who are to act in the capacity of directors until their successors are elected and qualified, unless they sooner shall die, resign or be removed, are:

<u>NAME</u>	<u>ADDRESS</u>
John L. Zambito	4230 S. MacDill Avenue, Suite E, Tampa, FL 33611
Christopher Logan	4803 George Road, Suite 330, Tampa, FL 33634
John L. Zambito, Jr.	4230 S. MacDill, Avenue, Suite E, Tampa, FL 33661

The initial Board of Directors herein designated shall serve until the first annual membership meeting thereafter, at which time the members shall elect three (3) directors. Directors elected at the first such annual membership meeting and thereafter shall serve for a period of one year, and until their successors have been duly elected and qualified.

#### **ARTICLE VIII - OFFICERS**

The Association shall be administered by a President, Vice-President, Secretary and Treasurer, and such other officers as may be designated in the Bylaws, and shall be elected at the time and in the manner prescribed in the Bylaws. Officers need not be members of the Association. The names and addresses of the initial officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
John L. Zambito	President	4230 S. MacDill Avenue, Suite E, Tampa, FL 33611
Christopher Logan	Vice President	4803 George Road, Suite 330, Tampa, FL 33634
John L. Zambito, Jr.	Secretary/Treasurer	4230 S. MacDill Avenue, Suite E, Tampa, FL 33611

#### **ARTICLE IX - INCORPORATOR**

The name and address of the subscriber to these Articles of Incorporation is as follows:

NAME

John L. Zambito

ADDRESS

4230 S. MacDill Avenue, Suite E, Tampa, FL 33611

**ARTICLE X - DISSOLUTION**

The Association shall exist in perpetuity. Provided, this Association may be dissolved with the assent given in writing and signed by the members entitled to cast not less than two-thirds (2/3) of the votes of each class of members. Upon dissolution of this Association, other than incident to a merger or consolidation, the assets of this Association shall be dedicated to an appropriate public body or agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit organization to be devoted to such similar purposes, but in no event shall such assets inure to the benefit of any member or other private individual. Notwithstanding the foregoing, 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 Environmental Resource Permit Application's Handbook Volume I, Section 12.3, and be approved by the District prior to such termination, dissolution or liquidation.

**ARTICLE XI - BYLAWS**

The Bylaws of this Association shall be initially adopted by the Board of Directors. Thereafter, the Bylaws may be amended, altered or rescinded in the manner provided by the Bylaws.

**ARTICLE XII - AMENDMENT OF ARTICLES**

A. These Articles of Incorporation may be amended, from time to time, as follows:

(1) Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

(2) A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by not less than one-third (1/3) of the voting members of the Association.

(3) Except as elsewhere provided, an amendment shall be adopted if approved by not less than two-thirds (2/3) of the vote of the voting members duly qualified to vote.

B. No amendment shall make any change in the qualifications for membership nor the voting rights or property rights of members, without approval in writing by all members and the joinder of all record owners of mortgages upon Parcels.

C. No amendment shall be effective until a copy of such amendment shall have been certified by the Secretary of State of the State of Florida and thereafter shall have been recorded in the Public Records of Hernando County, Florida.

**ARTICLE XIII - INDEMNIFICATION**

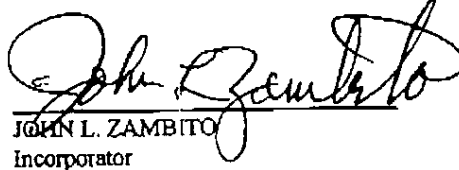
Every director and every officer of the Association shall be indemnified by the Association to the fullest extent of the law against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed on him in connection with any proceeding or settlement of any proceeding to which he may be a party or in which he may become

involved by reason of his being or having been a director or officer of the Association, whether or not he is a director or officer at the time such expenses are incurred. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

#### **ARTICLE XII - INTERPRETATION**

Express reference is hereby made to the terms, provisions, definitions, and rules of interpretation contained in the Declaration where necessary to interpret, construe, and clarify the provisions of these Articles. In subscribing and filing these Articles, it is the intent of the undersigned that the provisions hereof be consistent with the provisions of the Declaration and, to the extent not prohibited by law, that the provisions of these Articles and of the Declaration be interpreted, construed, and applied so as to avoid inconsistencies or conflicting results.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the subscriber of this Association, has executed these Articles of Incorporation this 11/10/20 day of \_\_\_\_\_, 2020.

  
JOHN L. ZAMBITO  
Incorporator

**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND STREET ADDRESS FOR  
SERVICE OF PROCESS WITHIN FLORIDA**

Pursuant to Fla. Stat. §48.091, SPRING HILL ACRES COMMERCIAL ASSOCIATION, INC., desiring to incorporate under the laws of the State of Florida, hereby designates Zambito Enterprises, Inc., located at 4230 S. MacDill Avenue, Suite E, Tampa, FL 33611, as its registered agent to accept service of process within the State of Florida.

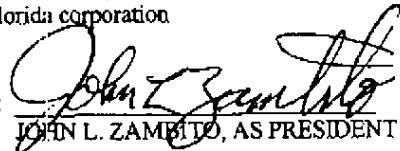
**ACCEPTANCE OF DESIGNATION**

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named Corporation; at the place designated above, and agrees to comply with the provisions of Fla. Stat. §48.091(2) relative to maintaining an office for the service of process.

Dated this 10 day of Nov, 2020.

Zambito Enterprises, Inc.,  
a Florida corporation

By:

  
JOHN L. ZAMBITO, AS PRESIDENT