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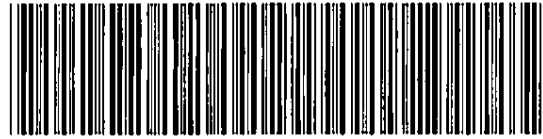
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**Department of State**

**Division of Corporations**

**Date: 04/05/2021**

**American Expediting (Stealth Courier)**

**1531 Commonwealth Business Dr.**

**Ste 105**

**Tallahassee, Fl. 32303**

**850-294-5632**

## **Stealth Courier Box**

**Company: Water Brooke at Lake Cypress**

**Requester: Brown & Zohar Law**

**Order: 13069665**

## COVER LETTER

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

SUBJECT: Water Brooke at Lake Cypress 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: Seaver P. Brawn  
Name (Printed or typed)

505 E. Jackson St., Suite 302  
Address

Tampa, FL 33602  
City, State & Zip

727.698.4320  
Daytime Telephone number

seaver@brownzoharlaw.com  
E-mail address: (to be used for future annual report notification)

**NOTE: Please provide the original and one copy of the articles.**

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E-mail address: (to be used for future annual report notification)

**NOTE: Please provide the original and one copy of the articles.**

(b) Duties and Powers. All of the duties and powers of the Association existing under the Declarations, these Articles of Incorporation and the Bylaws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject to approval by Owners only when such approval is specifically required.

(c) Election and Removal. Directors of the Association shall be elected at the Annual Meeting of the members in the manner determined by and subject to the qualifications set forth in the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

(d) Term of Initial Directors. The Declarant shall appoint the members of the first Board of Directors and their replacements, who shall hold office for the periods described in the Bylaws.

(e) Initial Directors. The names and addresses of the first Board of Directors who shall hold office until their successors are elected and have taken office, as provided in the Bylaws are as follows:

Dominic C. Iafrate  
855 28th Street South, St. Petersburg, Florida 33712

Dominic A. Iafrate  
855 28th Street South, St. Petersburg, Florida 33712

Keri Iafrate  
855 28th Street South, St. Petersburg, Florida 33712

2021 APR -5 PM 10:15

#### **ARTICLE IX** **TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED**

No contract or transaction between the Association and one or more of its Directors or Officers or between the Association and any other corporation, partnership, trust, association or other organization in which one or more of its Officers or Directors are officers or directors shall be invalid, void or voidable solely for this reason or solely because the Officer or Director is present at, or participates in, meeting of the board or committee thereof that authorized the contract or transaction, or solely because such Officer's or Director's votes are counted for such purpose. No Director or Officer of the Association shall incur liability by reason of the fact that such Director or Officer may be interested in any such contract or transaction. Interest Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee that authorized the contract or transaction.

#### **ARTICLE X** **DURATION**

The corporation shall exist perpetually.

**ARTICLES OF INCORPORATION**  
**OF**  
**WATER BROOKE AT LAKE CYPRESS HOMEOWNERS ASSOCIATION, INC.**

The undersigned, in accordance with the provisions of Chapter 617, Florida Statutes, hereby makes, subscribed, 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 Florida.

**ARTICLE I**  
**CORPORATE NAME**

The name of the corporation is: WATER BROOKE AT LAKE CYPRESS HOMEOWNERS ASSOCIATION, INC., a Florida corporation not for profit, (the "Association").

**ARTICLE II**  
**PRINCIPAL OFFICE ADDRESS**

The principal office of the Association is located at: 855 28th Street South, St. Petersburg, Florida 33712.

**ARTICLE III**  
**DEFINITIONS**

The terms used in these Articles shall have the same definitions and meanings as those set forth in the Declaration of Covenants, Conditions, Restrictions and Easements of Water Brooke at Lake Cypress to be recorded in the Public Records of Hillsborough County, Florida (the "Declarations"), unless herein provided to the contrary, or unless the context otherwise provides.

**ARTICLE IV**  
**INITIAL REGISTERED OFFICE AND AGENT**

The name of the initial registered agent of the Association is Brown & Zohar Law, whose address is: 505 E. Jackson Street, Suite 302, Tampa, Florida 33602.

**ARTICLE V**  
**COMMENCEMENT OF CORPORATE EXISTENCE**

The corporate existence of the Association shall commence at the time these Articles of Incorporation are filed by the Department of State of the State of Florida.

1

**ARTICLE VI**  
**PURPOSE AND POWERS**

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the residence lots and Common Areas within the Association, which is a planned community development within Hillsborough County, Florida (the "Property"), and any additions thereto that may be brought within the jurisdiction of the Association for this purpose to:

(a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declarations, as may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(b) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) Dedicate, sell or transfer all or any part of the Common Areas to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of the Board of Directors, agreeing to such dedication, sale or transfer, or without the prior written consent of Declarant so long as Declarant owns at least one (1) Lot;

(e) Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Areas, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members;

(f) To pay all expenses in connection with and incident to the conduct of the business and affairs of the Association;

(g) To borrow money and to pledge, mortgage or hypothecate any or all of the real or personal property owned by the Association as security for money borrowed or debts incurred by the Association;

(h) Operate and maintain common property, specifically the surface water management system including any mitigation areas as permitted by the Southwest Florida Water Management District including but not limited to, all lakes, retention areas, culverts, swales, and related appurtenances;

- (i) To require all the lot owners to be members;
- (j) To contract for the management of the Association and to delegate in such contract all or any part of the powers and duties of the Association, and to contract for services to be provided to Owners, including, but not limited to, trash removal and other utilities or services;
- (k) To purchase insurance upon the Property or any part thereof and insurance for the protection of the Association, its Officers, its Directors and the Owners;
- (l) To approve or disapprove the leasing, transfer, ownership, or possession of any Lots, as may be provided by the Declarations;
- (m) To employ personnel to perform the services required for the proper operation of the Association; and
- (n) Have and to exercise any and all powers, rights and privileges which a corporation organized under the non-profit corporation law of the State of Florida by law may now or hereafter have or exercise.

The foregoing clauses shall be construed both as purposes and powers, and the enumeration of specific purposes and powers shall not be construed to limit or restrict in any way the purposes and powers of the Association that may be granted by applicable law and any amendments thereto.

The activities of the Association will be financed by assessments against members as provided in the Declaration and no part of any net earnings of the Association will inure to the benefit of any member.

## **ARTICLE VII**

### **MEMBERSHIP**

The Declarant, to the extent provided in the Declaration, and every person or entity who is a record Owner of a fee or undivided fee interest in any residential lot which is subject by the Declarations to assessments by the Association shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any lot that is subject to assessment by the Association.

## **ARTICLE VIII**

### **BOARD OF DIRECTORS**

(a) Number and Qualifications. The Business and affairs of the Association shall be managed and governed by a Board of Directors. The number of Directors constituting the initial Board of Directors shall be no less than three (3) and no more than five (5). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws of the Association, but in no event shall there be less than three (3) Directors. Directors need not be Members of the Association nor residents of the Lots.



**ARTICLE XI**  
**OFFICERS**

The affairs of this Association shall be administered by the Officers holding the offices designated in the Bylaws. The election of officers shall take place at the first meeting of the Board of Directors. The Bylaws may provide for the removal of Officers, for the filling of vacancies and for the duties of the Officers. The names of the Officers who shall serve until their successors are designated by the Board of Directors are as follows:

Dominic C. Iafrate	President
Dominic A. Iafrate	Vice President
Keri Iafrate	Secretary

**ARTICLE XII**  
**BYLAWS**

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

**ARTICLE XIII**  
**DISSOLUTION**

The Association may be dissolved with the assent given in writing and signed by not less than eighty percent (80%) of each class of members as set forth in the Declarations; provided, however, that the proposed action is specifically set forth in the notice of any such meeting, and that, so long as Declarant owns at least one (1) Lot, Declarant's written consent to the dissolution of the Association must first be obtained.

Upon dissolution of the Association other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public 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 nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

**ARTICLE XIV**  
**INCORPORATOR**

The name and address of the incorporator of the Association is:

Name:	Seaver P. Brown, Esq.
Address:	Brown & Zohar Law 505 E. Jackson St., Suite 302 Tampa, Florida 33602

2021 OCT 15 PM 10:16

IN WITNESS WHEREOF, for the purposes of forming this corporation under the laws of the State of Florida, the undersigned, constituting the incorporator of this Association, has executed these Articles of Incorporation, this 31st day of March, 2021.

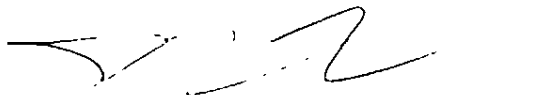
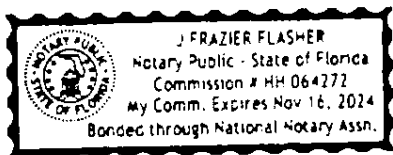
INCORPORATOR:



SEAVER P. BROWN

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

Before me this 31st day of March, 2021, personally appeared, by means of physical presence, Seaver P. Brown, who is personally known to me to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledges to and before me that he executed said instrument for the purposes therein express.



Notary Public

2021 APR -5 PM 10:16

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

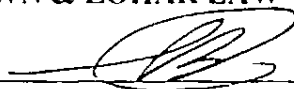
In compliance with the laws of Florida, the following is submitted:

That desiring to organize under the laws of the State of Florida, the corporation named in the foregoing Articles of Incorporation has named Seaver P. Brown, as manager of Brown & Zohar Law, whose address is 505 E. Jackson Street, Suite 302, Tampa, Florida 33602, as its statutory registered agent.

Having been named statutory registered agent of said corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Dated this 31st day of March, 2021.

**BROWN & ZOHAR LAW**

  
\_\_\_\_\_  
Seaver P. Brown, Manager