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FLORIDA PROFIT/NON PROFIT CORPORATION
Zimple Development Property Owners' Association, Inc.

Certificate of Status	0
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[Signature]

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**ARTICLES OF INCORPORATION
OF
ZIMPLE DEVELOPMENT PROPERTY OWNERS' ASSOCIATION, INC.**

By these Articles of Incorporation, the undersigned incorporator forms a corporation not for profit in accordance with Chapter 617, Florida Statutes, and pursuant to the following provisions (the "Articles"):

**ARTICLE 1.
NAME**

The name of the corporation shall be ZIMPLE DEVELOPMENT PROPERTY OWNERS' ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Association."

**ARTICLE 2.
DURATION**

The Association shall exist perpetually unless and until dissolved according to law. Corporate existence of the Association shall commence upon the filing of these Articles with the Florida Department of State.

**ARTICLE 3.
DISSOLUTION**

Upon a two-thirds (2/3) vote of the votes cast by Members present at a special meeting called for that purpose, the Association may be dissolved. The procedures for dissolution will be as set forth in Chapter 617 Florida Statutes. If the Association is dissolved for any reason, the assets of the Association shall be dedicated to a public body or conveyed to a non-profit organization or similar entity with similar purposes.

**ARTICLE 4.
DEFINITIONS**

The term "Declaration" shall mean the Declaration of Covenants, Restrictions and Easements for Zimple Development Center as recorded in the Public Records of Hillsborough County, Florida, and all amendments or supplements made thereto. All other capitalized words and terms used in these Articles shall have the meaning and definition as provided in the Declaration, unless a new definition is provided in these Articles.

**ARTICLE 5.
PRINCIPAL OFFICE**

The principal office of the Association is located at 16013 Ternglade Drive, Lithia, Florida 33547.

**ARTICLE 6.
REGISTERED OFFICE AND AGENT**

Alan Bumberg, whose address is 16013 Ternglade Drive, Lithia, Florida 33547, is hereby appointed the initial registered agent of the Association and the registered office shall be at said address.

**ARTICLE 7.
PURPOSE AND POWERS OF THE ASSOCIATION**

The Association shall not pay dividends and no part of any income of the Association shall be distributed to its Members, directors or officers. The Association is formed to provide for, among other things, the maintenance and preservation of the Common Areas. The Association shall have all the statutory powers and common law powers of a non-profit corporation organized under the laws of the State of Florida, subject only to such limitations upon the exercise of such powers as are expressly set forth in these Articles, the Bylaws, or the Declaration. The Association shall have the power and the duty to do any and all lawful things which may be authorized, assigned, required or permitted to be done by the Declaration, these Articles or the Bylaws, and to do and perform any and all acts which may be necessary or proper for, or incidental to, the exercise of any of the duties or powers of the Association for the benefit of the Members and for the maintenance, administration and improvement of the Property, including the Common Areas thereof. Unless otherwise specifically prohibited, any and all functions, duties and powers of the Association shall be fully transferable, in whole or in part as may be allowed by law or by the Declaration. Without limiting the foregoing, the Association shall have the power to (i) own and convey property, (ii) establish rules and regulations governing membership or take any other actions necessary for the purposes for which the Association is organized, and (iii) sue and be sued.

**ARTICLE 8.
MEMBERSHIP AND VOTING RIGHTS**

8.1 Each Owner, including the Declarant, shall be a Member of the Association. The qualifications of Members, the manner of their admission to and termination of membership and voting shall be set forth herein:

8.1.1 The Class A Members shall be all Owners of the Lots, with the exception of the Declarant (or Declarant's assignee pursuant to the Declaration) while the Class B Membership exists. The Association shall have a total of one thousand (1,000) votes ("Total Eligible Votes") at any time. At the time of each membership vote, the Total Eligible Votes shall be apportioned among the existing Owners within the Property at that time according to the ratio that the square footage of each Lot represents to the total square footage of all Lots within the Property. Except as otherwise specifically provided in the Declaration, passage of any matter submitted to vote of the Members at a meeting shall require the affirmative vote of 50% of the total voting interests in the Association. Notwithstanding the foregoing, any matter that materially detrimentally affects the use of or access to any Owner's Lot shall require the written approval of such Owner.

8.1.2 The Class B Member shall be the Declarant (or Declarant's assignee pursuant to the Declaration), who shall be vested with the sole voting rights of the Association

until the Class B Membership terminates. The Class B Membership shall terminate upon the occurrence of one of the following events, whichever shall first occur

- 1) The date on which Declarant (which term, for purposes of this section, shall include Declarant's assignee pursuant to the Declaration) no longer owns any Lot or other property subject to the Declaration;
- 2) December 31, 2050;
- 3) When Declarant, in its sole discretion, determines to terminate its Class B Membership in writing.

Any person or entity who holds any interest merely as security for the performance of any obligation shall not be a Member.

8.2 The Association membership of each Owner shall be appurtenant to the Lot giving rise to such membership, and shall not be transferred except upon the transfer of title to said Lot and then only to the transferee of title thereto. Any prohibited separate transfer shall be void. Any transfer of title shall operate automatically to transfer the membership in the Association appurtenant thereto to the new owner thereof and thereafter the prior owner's membership with respect to that lot shall terminate. All voting rights and procedures within the Association shall be governed in accordance with the provisions set forth in the Declaration and in the Bylaws. If the Member is a corporation, partnership, limited liability company or other business entity, such Member shall designate in writing the name of the person to vote on behalf of the Member. If the title to a Lot is held by multiple persons, such persons must designate in writing the name of the person to vote for such Member.

ARTICLE 9. DIRECTORS AND OFFICERS

The affairs of this Association shall be managed by a Board of Directors, and the affairs of the Association shall be administered by the officers. All matters regarding the directors and other officers of the Association, including numbers, election, duration, and the like, shall be governed in accordance with the provisions set forth in the Declaration and in the Bylaws. The names and addresses of the first Board of Directors who shall hold office until their successors are elected and qualified are:

Name:

Address:

Alan Bumberg

16013 Ternglade Drive
Lithia, Florida 33547

T. Layne Williams

16013 Ternglade Drive
Lithia, Florida 33547

Rick Roberts

16013 Ternglade Drive
Lithia, Florida 33547

ARTICLE 10. INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities including counsel fees, reasonably incurred by or imposed upon such director or officer in connection with any proceedings whether civil, criminal, administrative or investigative, or any settlement of any proceeding whether civil, criminal, administrative or investigative, or any appeal from such proceeding to which such person may be a party or in which such person may become involved by reason of his being or having been a director or officer of the Association or having served at the Association's request as a director or officer of any other corporation, whether or not such person is serving in such capacity at the time such expenses are incurred, regardless of by whom the proceedings were brought, except in relation to matters as to which any such director or officer shall be adjudged liable for gross negligence or willful misconduct, provided that in the event of a settlement, the indemnification shall apply only when the Board of Directors of the Association approved such settlement and reimbursement as being for the best interest of the Association. 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. Expenses incurred in defending a suit or proceeding whether civil, criminal, administrative or investigative may be paid by the Association in advance of the final disposition of such action, suit or proceeding if authorized by all of the non-interested directors upon receipt of an undertaking by or on behalf of the director or officer to repay such amount if it shall be primarily determined that he is not to be indemnified by the Association as authorized in these Articles of Incorporation. The Association shall have the power to purchase at its expense and maintain insurance on behalf of any person who is or was a director or officer of the Association against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such whether or not the Association would have the power to indemnify him against such liability under the provisions of these Articles.

ARTICLE 11. BYLAWS

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

ARTICLE 12. AMENDMENTS

Amendments to these Articles of Incorporation shall be made in accordance with the provisions of this Article XII. The Board of Directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of Members, which may be either the annual or a special meeting. Within the time and in the manner provided in the Bylaws for the giving of notice of meetings of Members, written notice setting forth the proposed amendment or a summary of the changes to be affected thereby shall be given to each Member of

record entitled to vote thereon. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting. At such meeting, a vote of the Members to vote thereof shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of seventy-five percent (75%) majority of the votes of Members entitled to vote thereon. Any number of amendments may be submitted to the Members and voted upon by them at one meeting. No amendment shall make any changes in the qualifications for membership. No amendment shall be made that is in conflict with the Declaration.

ARTICLE 13. INCORPORATOR

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

Name:

Address:

Alan Bumberg

16013 Ternglade Drive
Lithia, Florida 33547

ARTICLE 14. NON-STOCK OPTION

The Association is organized on a non-stock basis and shall not issue shares of stock evidencing membership in the Association; provided, however, that membership in the Association may be evidenced by a certificate of membership, which shall contain a statement that the Association is a corporation not for profit.

IN WITNESS WHEREOF, the undersigned Incorporator has caused these Articles to be executed as of the 22 day of April, 2021.

Richard Thompson
Name: Nichole Thompson

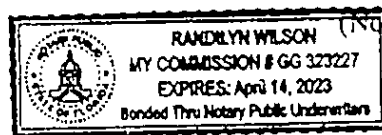
Alan Bumberg
Alan Bumberg, Incorporator

Barbara F. Hillman
Name: Barbara F. Hillman

STATE OF FLORIDA
COUNTY OF Hillsborough

I HEREBY CERTIFY that on this 22 day of April, 2021, before me, an officer duly authorized in the State of Florida, to take acknowledgments, personally appeared by means of physical presence, Alan Bumberg, the Incorporator described in the foregoing Articles of Incorporation. He is personally known to me or produced Drivers License as identification.

Randilyn Wilson
Signature of Person taking Acknowledgment
Notary Public



ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent to Accept service of process for the above stated Association at the place designated in Article VI hereof, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I am familiar with, and hereby accept, the obligations of my position as Registered Agent.

Nichole Thompson

Print Name: Nichole Thompson

Alan Bumberg

Alan Bumberg, Registered Agent

Barbara F. Hellman

Print Name: Barbara F. Hellman

STATE OF FLORIDA

COUNTY OF Hillsborough

I HEREBY CERTIFY that on this 22 day of April, 2021, before me, an officer duly authorized in the State of Florida, to take acknowledgments, personally appeared Alan Bumberg, the Registered Agent described in the foregoing Articles of Incorporation. He is personally known to me or produced Drivers License as identification.

Randelyn Wilson

Signature of Person taking Acknowledgment
Notary Public

