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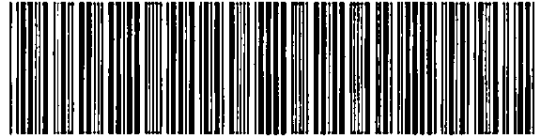
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## COVER LETTER

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

**SUBJECT:** Tara Serena Homcowners' 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:** Tara Serena, LLC  
\_\_\_\_\_  
Name (Printed or typed)  
  
7717 NW 20th Lane  
\_\_\_\_\_  
Address  
  
Gainesville, FL 32605  
\_\_\_\_\_  
City, State & Zip  
  
352.870.8772  
\_\_\_\_\_  
Daytime Telephone number

Silvia@NemerRealEstate.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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**ARTICLES OF INCORPORATION FOR  
Tara Serena Homeowners Association, Inc.  
(a corporation not-for-profit)**

The undersigned, acting as Incorporator(s) of a corporation pursuant to Chapter 617, Florida Statutes, adopt(s) the following Articles of Incorporation:

**ARTICLE I - NAME**

The name of the corporation shall be **Tara Serena Homeowners Association, Inc.**, a Florida corporation not-for-profit (the "Association").

**ARTICLE II - DEFINITIONS**

Each term used herein, except as otherwise defined herein, is defined in the Declaration of Covenants, Conditions, and Restrictions of Tara Serena (the "Declaration") recorded, or to be recorded, among the Public Records of Alachua County, Florida by Tara Serena, L.L.C. a Florida limited liability company (the "Declarant"), and shall have the same meaning or definition ascribed thereto in the Declaration.

**ARTICLE III - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The principal place of business and mailing address of the Association shall be 7717 NW 20<sup>th</sup> Lane, Gainesville, Florida 32605.

**ARTICLE IV- PURPOSE(S)**

The corporation is organized as a corporation not-for-profit under Chapter 617 of the laws of the State of Florida, subject to the extent applicable, to Chapter 720, as amended from time to time ("the HOA Act") of the laws of the State of Florida. The specific purposes for which the corporation is organized are:

Section 1. To promote the health, safety and social welfare of the Owners of Property within the residential community of Tara Serena as described in the Declaration.

Section 2. To own and maintain, repair and replace the Association Property and the Common Areas and other items, including landscaping and other improvements in and/or benefiting said Association Property and Common Areas, for which the obligation to maintain and repair has been delegated and accepted.

Section 3. To control the specifications, architecture, design, appearance, elevation and location of, and landscaping around, all buildings and improvements of any type, including walls, fences, swimming pools, antennae, sewers, drains, disposal systems or other structures constructed, placed or permitted to remain in the Property, as well as the alteration, improvement, addition or change thereto.

Section 4. To operate without profit for the benefit of its Members.

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CLERK OF DISTRICT COURT  
JACKSONVILLE, FLORIDA

Section 5. To perform those functions granted to or reserved by the Association in the Declaration.

#### ARTICLE V- GENERAL POWERS

The Association shall have 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 including, without limitation, the following:

Section 1. To hold funds solely and exclusively for the benefit of the Members for the purposes set forth in these Articles of Incorporation.

Section 2. To promulgate and enforce rules, regulations, bylaws, covenants, restrictions and agreements to effectuate the purposes for which the Association is organized.

Section 3. To delegate power or powers where such is deemed in the interest of the Association.

Section 4. To levy Assessments and other Charges on Lots, collect such Assessments and other Charges from Lot Owner Members, and to use the proceeds thereof in the exercise of its powers and duties.

Section 5. To pay taxes and other charges, if any, on or against the Association Property, excepting Lots not owned by the Association, and the Common Area.

Section 6. To have all express powers conferred upon the Association by the Declaration, Bylaws and Chapter 720, Florida Statutes, and to have all powers conferred upon a corporation by the laws of the State of Florida, including Chapter 617, Florida Statutes, except as prohibited herein.

Section 7. To engage in activities which will actively foster, promote and advance the common interests of all Owners of any portion of the Property, including contracting for services to be provided to the Association.

Section 8. To own, convey, 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, personal and mixed property of all kinds and any right or interest therein of the Association for purposes of advancing the common interests of all Owners of any portion of the Property, except as otherwise expressly limited or prohibited in these Articles, the Declaration, the Bylaws or the HOA Act.

Section 9. To borrow money for any purpose subject to all limitations in the Declaration or Bylaws.

Section 10. To sue and be sued, and to enforce by legal means the provisions of the HOA Act, other applicable laws, the Declaration, these Articles, the Bylaws, the Rules and Regulations, and the policies of the Association.

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Section 11. 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 Declaration.

Section 12. To operate and maintain Surface Water Management System Facilities, including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, floodplains compensation areas, wetlands and any associated buffers and wetland mitigation areas, preserve areas and conservation easements, as applicable and required by the Permit, and to contract for services to provide for such operation and maintenance, with the power to accept future phases into the Association that will utilize the Surface Water Management System facilities.

Section 13. To contract for services for the operation, maintenance, and management of Common Areas and Property and all other property dedicated to or maintained by the Association.

Section 14. To contract for the management of the Association and to delegate to the party or parties with whom such contract has been entered into the powers and duties of the Association, excepting those which require specific approval of the Board of Directors or the membership of the Association

Section 15. To mortgage or convey Common Area with the affirmative vote of at least two-thirds of the Class A Membership.

#### ARTICLE VI- MANNER OF ELECTION OF DIRECTORS

Directors shall be elected or appointed in accordance with the provisions of the Bylaws of the Association.

#### ARTICLE VII - MEMBERS

Section 1. Every Owner of a Lot shall be a Member of the Association and subject the terms and conditions of the Declaration. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to Assessment.

#### ARTICLE VIII- DIRECTORS

The Board of Directors of the Corporation shall be comprised of at least three (3) directors. The members of the Board of Directors and their street addresses are:

Sayed Moukhtara	7717 NW 20 <sup>th</sup> Lane Gainesville, Florida 32605
Silvia H. Moukhtara Nemer	7717 NW 20 <sup>th</sup> Lane Gainesville, Florida 32605

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Berit Lassen

7717 NW 20<sup>th</sup> Lane  
Gainesville, FL 32605

Those directors appointed to the Board of Directors by Declarant or its designated successor or assigns, need not be Members of the Association and need not be residents of the State of Florida. All Directors appointed by the Declarant shall serve at the pleasure of the Declarant, and may be removed from office, and a successor Director may be appointed at any time by the Declarant.

All of the duties and powers of the Association existing under the HOA Act, the Declaration, these Articles, the Bylaws and the Rules and Regulations (all as amended from time to time) shall be exercised by the Board of Directors or such committees to which authority is given by the Board or pursuant to the HOA Act or the Governing Documents of the Association, subject only to approval by Members when such approval is specifically required.

At the first annual election to the Board of Directors where Directors are elected by the Members, the term of office of the elected Director receiving the highest plurality of votes shall be established at two (2) years, with the other elected Directors to serve for a term of one (1) year. Elections shall be by plurality votes. All Directors, other than those appointed by Declarant, shall hold office until the election of new directors at the next annual meeting or resignation of said Director. Each year thereafter, as many Directors shall be elected and appointed, as the case may be, as there are regular terms of office of Directors expiring at such time, and the term of the Director so elected or appointed at each annual election shall be for two (2) years expiring at the second annual election following their election, and thereafter until their successors are duly elected and qualified, or until removed from office with or without cause by the affirmative vote of a majority of the Members which elected or appointed them.

#### ARTICLE IX - OFFICERS

The Officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time, by resolution, create. Any two or more offices may be held by the same person except the offices of President and Secretary. Officers shall be elected for one (1) year terms in accordance with the procedures set forth in the Bylaws. The names of the Officers who are to manage the affairs of the Association until the next annual meeting of the Board of Directors and until their successors are duly elected and qualified are:

President:

Sayed Moukhtara  
7717 NW 20<sup>th</sup> Lane  
Gainesville, Florida 32605

Vice President  
and Secretary:

Silvia H. Moukhtara Nemer  
7717 NW 20<sup>th</sup> Lane  
Gainesville, Florida 32605

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Treasurer:

Berit Lassen  
7717 NW 20<sup>th</sup> Lane  
Gainesville, FL 32605

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2022 FEB 14 PM 7:38  
CLERK OF THE CIRCUIT COURT  
IN AND FOR THE COUNTY OF  
FLORIDA

#### **ARTICLE X - REGISTERED AGENT, MAILING ADDRESS AND STREET ADDRESS**

The street and mailing address of the Corporation's registered office is 7717 NW 20<sup>th</sup> Lane, Gainesville, Florida 32605, and the Registered Agent is Silvia Moukhtara Nemer.

#### **ARTICLE XI - CORPORATE EXISTENCE**

The Association shall have perpetual existence. If the Association is dissolved, the control or right of access to the property containing the Surface Water Management System Facilities and other dedicated property and related infrastructure shall be transferred to, accepted and maintained by an entity in accordance with Rule 62-330.310, Florida Administrative Code, and the Environmental Resource Permit Applicant's Handbook Volume 1, Section 12.3, as such may be amended from time to time, and be approved by the WMD prior to such termination, dissolution, or liquidation.

#### **ARTICLE XII - BYLAWS**

The Board of Directors shall adopt Bylaws consistent with these Articles. The Bylaws for the Association will be recorded in the Public Records as originally enacted by Declarant, and as thereafter amended from time to time in accordance with the provisions for amendment set forth therein.

#### **ARTICLE XIII - AMENDMENTS TO ARTICLES OF INCORPORATION**

Amendment of these Articles requires the approval of at least two-thirds (2/3) of the membership votes. Notwithstanding the foregoing: (a) for so long as the Declarant has the right to appoint the entire Board of Directors of the Association, the Declarant or its successor or assign shall be permitted to unilaterally amend these Articles; and (b) for so long as Declarant owns any portion of the Property, no amendment of these Articles shall make any changes which would in any way affect any of the rights, privileges, powers or options herein provided in favor of, or reserved to, the Declarant, unless the Declarant joins in the execution of the amendment.

Such amendments shall be subject to the prior approval required by any appropriate governmental agency. Notwithstanding anything to the contrary herein contained, amendments for correction of scrivener's errors may be made by the Board of Directors of the Association alone without the need of consent of any other person. Notwithstanding the foregoing, matters stated herein to be or which are in fact governed by the Declaration may not be amended except as provided in such Declaration. Additionally, the provisions which are governed by the Bylaws of this Association may not be amended except as provided in the Bylaws.

Any amendment to these Articles that would alter the Surface Water Management System Facilities, conservation areas or any water management areas of the Common Areas must

have the prior approval of the WMD. Any such proposed amendments must be submitted to the WMD for a determination of whether the amendment necessitates a modification to the WMD Permit. If the proposed amendment necessitates a modification to the WMD Permit, the modification to the WMD Permit must be approved by the WMD prior to the amendment to these Articles.

#### ARTICLE XIV- INDEMNIFICATION OF OFFICERS AND DIRECTORS

Section 1. **Indemnity.** The Association shall indemnify any Officer, Director, or Committee Member who was or is a party or is threatened to be made a party to any threatened, pending, or contemplated action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he/she is or was a Director, Officer, or Committee Member of the Association, against expenses (including attorney's fees and appellate attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit, or proceeding, unless (i) a court of competent jurisdiction finally determines, after all appeals have been exhausted or not pursued by the proposed indemnitee, that he/she did not act in good faith or in a manner he/she reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, that he/she had reasonable cause to believe his conduct was unlawful, and (ii) such court also determines specifically that indemnification should be denied. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person failed to act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interest of the Association, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful. It is the intent of the membership of the Association, by the adoption of this provision, to provide the most comprehensive indemnification possible to their Officers, Directors, and Committee Members as permitted by Florida law. In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approves such settlement as being in the best interest of the Association.

Section 2. **Defense.** To the extent that a Director, Officer, or Committee Member of the Association has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Section 1 above, or in defense of any claim, issue, or matter therein, he/she shall be indemnified against expenses (including attorney's fees and appellate attorney's fees) actually and reasonably incurred by him/her in connection therewith.

Section 3. **Advances.** Reasonable expenses incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the Association in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of the affected Director, Officer, or Committee Member to repay such amount if it shall ultimately be determined that he/she is not entitled to be indemnified by the Association as authorized by this Article XIV.

Section 4. **Miscellaneous.** The indemnification provided by this Article XIV shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any Bylaw, agreement, vote of Members, or otherwise, and shall continue as to a person who has ceased to be a Director, Officer, or Committee Member and shall inure to the benefit of the heirs and personal representatives of such person.



Section 5. **Insurance.** The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, Committee Member, employee, or agent of the Association, or a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, 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 duty to indemnify him against such liability under the provisions of this Article.

#### ARTICLE XV- - DISSOLUTION

The Association may be dissolved if three-fourths (3/4) of the votes cast at a duly held meeting of the Members of the Association vote in favor of dissolution, if permitted by the Declaration. 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 XVI- INCORPORATOR

The name and address of the Incorporator is:

Name: TARA SERENA, LLC  
Address: 7717 NW 20<sup>th</sup> Lane  
Gainesville, Florida 32605

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2022 FEB 14 PM 7:39  
CLERK OF COURT  
JUDICIAL CIRCUIT IN AND FOR  
THE NINTH JUDICIAL CIRCUIT  
IN FLORIDA

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 8<sup>th</sup>  
day of February, 2022.

TARA SERENA, L.L.C. a Florida limited  
liability company  
By: [Signature]  
Name: SAYED MOUKHTARA  
Its: MANAGER

STATE OF FLORIDA

COUNTY OF Alachua

The foregoing instrument was acknowledged before me by means of ☒ physical  
presence or ☐ online notarization, this 8<sup>th</sup> day of February 2022, by Sayed Moukhtara,  
as Manager of Tara Serena, L.L.C. on behalf of the company. He/She is  
☒ personally known to me or has ☐ produced [Signature] as identification.



(NOTARY SEAL)

DENISE LOWRY HUTSON  
Commission # GG 250418  
Expires December 12, 2022  
Bonds Thru Budget Notary Services

[Signature]  
Notary Public Signature

Denise Lowry Hutson

Notary Name [Printed/Typed/Handwritten]

State of Florida

Commission Expires: \_\_\_\_\_

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2022 FEB 14 PM 7:39  
Notary Public, Florida

**REGISTERED AGENT**

The undersigned hereby accepts appointment as Registered Agent of Tara Serena Homeowners Association, Inc., a Florida corporation not-for-profit this 8<sup>th</sup> day of FEB., 2022.

Silvia Moukhtara Nemer

By: 

Name: SILVIA MOUKHTARA NEMER

Its: REGISTERED AGENT

FILED  
2022 FEB 14 PM 7:39  
Tara Serena Homeowners Association, Inc.

**ARTICLES OF INCORPORATION FOR  
Tara Serena Homeowners Association, Inc.  
(a corporation not-for-profit)**

The undersigned, acting as Incorporator(s) of a corporation pursuant to Chapter 6  
Florida Statutes, adopt(s) the following Articles of Incorporation:

**ARTICLE I - NAME**

The name of the corporation shall be **Tara Serena Homeowners Association, Inc.**, a Florida corporation not-for-profit (the "Association").

**ARTICLE II – DEFINITIONS**

Each term used herein, except as otherwise defined herein, is defined in the Declaration of Covenants, Conditions, and Restrictions of Tara Serena (the "Declaration") recorded, or to be recorded, among the Public Records of Alachua County, Florida by Tara Serena, LLC, a Florida limited liability company (the "Declarant"), and shall have the same meaning or definition ascribed thereto in the Declaration.

**ARTICLE III - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The principal place of business and mailing address of the Association shall be 7717 NW 20<sup>th</sup> Lane, Gainesville, Florida 32605.

**ARTICLE IV- PURPOSE(S)**

The corporation is organized as a corporation not-for-profit under Chapter 617 of the laws of the State of Florida, subject to the extent applicable, to Chapter 720, as amended from time to time ("the HOA Act") of the laws of the State of Florida. The specific purposes for which the corporation is organized are:

Section 1. To promote the health, safety and social welfare of the Owners of Property within the residential community of Tara Serena as described in the Declaration.

Section 2. To own and maintain, repair and replace the Association Property and the Common Areas and other items, including landscaping and other improvements in and/or benefiting said Association Property and Common Areas, for which the obligation to maintain and repair has been delegated and accepted.

Section 3. To control the specifications, architecture, design, appearance, elevation and location of, and landscaping around, all buildings and improvements of any type, including walls, fences, swimming pools, antennae, sewers, drains, disposal systems or other structures constructed, placed or permitted to remain in the Property, as well as the alteration, improvement, addition or change thereto.

Section 4. To operate without profit for the benefit of its Members.

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CLERK OF COURT  
JUDICIAL CIRCUIT IN AND FOR  
ALACHUA COUNTY, FLORIDA

Section 5. To perform those functions granted to or reserved by the Association in the Declaration.

#### ARTICLE V- GENERAL POWERS

The Association shall have 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 including, without limitation, the following:

Section 1. To hold funds solely and exclusively for the benefit of the Members for the purposes set forth in these Articles of Incorporation.

Section 2. To promulgate and enforce rules, regulations, bylaws, covenants, restrictions and agreements to effectuate the purposes for which the Association is organized.

Section 3. To delegate power or powers where such is deemed in the interest of the Association.

Section 4. To levy Assessments and other Charges on Lots, collect such Assessments and other Charges from Lot Owner Members, and to use the proceeds thereof in the exercise of its powers and duties.

Section 5. To pay taxes and other charges, if any, on or against the Association Property, excepting Lots not owned by the Association, and the Common Area.

Section 6. To have all express powers conferred upon the Association by the Declaration, Bylaws and Chapter 720, Florida Statutes, and to have all powers conferred upon a corporation by the laws of the State of Florida, including Chapter 617, Florida Statutes, except as prohibited herein.

Section 7. To engage in activities which will actively foster, promote and advance the common interests of all Owners of any portion of the Property, including contracting for services to be provided to the Association.

Section 8. To own, convey, 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, personal and mixed property of all kinds and any right or interest therein of the Association for purposes of advancing the common interests of all Owners of any portion of the Property, except as otherwise expressly limited or prohibited in these Articles, the Declaration, the Bylaws or the HOA Act.

Section 9. To borrow money for any purpose subject to all limitations in the Declaration or Bylaws.

Section 10. To sue and be sued, and to enforce by legal means the provisions of the HOA Act, other applicable laws, the Declaration, these Articles, the Bylaws, the Rules and Regulations, and the policies of the Association.

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Section 11. 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 Declaration.

Section 12. To operate and maintain Surface Water Management System Facilities, including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, floodplains compensation areas, wetlands and any associated buffers and wetland mitigation areas, preserve areas and conservation easements, as applicable and required by the Permit, and to contract for services to provide for such operation and maintenance, with the power to accept future phases into the Association that will utilize the Surface Water Management System facilities.

Section 13. To contract for services for the operation, maintenance, and management of Common Areas and Property and all other property dedicated to or maintained by the Association.

Section 14. To contract for the management of the Association and to delegate to the party or parties with whom such contract has been entered into the powers and duties of the Association, excepting those which require specific approval of the Board of Directors or the membership of the Association

Section 15. To mortgage or convey Common Area with the affirmative vote of at least two-thirds of the Class A Membership.

#### ARTICLE VI- MANNER OF ELECTION OF DIRECTORS

Directors shall be elected or appointed in accordance with the provisions of the Bylaws of the Association.

#### ARTICLE VII - MEMBERS

Section 1. Every Owner of a Lot shall be a Member of the Association and subject the terms and conditions of the Declaration. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to Assessment.

#### ARTICLE VIII- DIRECTORS

The Board of Directors of the Corporation shall be comprised of at least three (3) directors. The members of the Board of Directors and their street addresses are:

Sayed Moukhtara	7717 NW 20 <sup>th</sup> Lane Gainesville, Florida 32605
-----------------	---

Silvia H. Moukhtara Nemer	7717 NW 20 <sup>th</sup> Lane Gainesville, Florida 32605
---------------------------	---

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Berit Lassen

7717 NW 20<sup>th</sup> Lane  
Gainesville, FL 32605

Those directors appointed to the Board of Directors by Declarant or its designated successor or assigns, need not be Members of the Association and need not be residents of the State of Florida. All Directors appointed by the Declarant shall serve at the pleasure of the Declarant, and may be removed from office, and a successor Director may be appointed at any time by the Declarant.

All of the duties and powers of the Association existing under the HOA Act, the Declaration, these Articles, the Bylaws and the Rules and Regulations (all as amended from time to time) shall be exercised by the Board of Directors or such committees to which authority is given by the Board or pursuant to the HOA Act or the Governing Documents of the Association, subject only to approval by Members when such approval is specifically required.

At the first annual election to the Board of Directors where Directors are elected by the Members, the term of office of the elected Director receiving the highest plurality of votes shall be established at two (2) years, with the other elected Directors to serve for a term of one (1) year. Elections shall be by plurality votes. All Directors, other than those appointed by Declarant, shall hold office until the election of new directors at the next annual meeting or resignation of said Director. Each year thereafter, as many Directors shall be elected and appointed, as the case may be, as there are regular terms of office of Directors expiring at such time, and the term of the Director so elected or appointed at each annual election shall be for two (2) years expiring at the second annual election following their election, and thereafter until their successors are duly elected and qualified, or until removed from office with or without cause by the affirmative vote of a majority of the Members which elected or appointed them.

#### ARTICLE IX - OFFICERS

The Officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time, by resolution, create. Any two or more offices may be held by the same person except the offices of President and Secretary. Officers shall be elected for one (1) year terms in accordance with the procedures set forth in the Bylaws. The names of the Officers who are to manage the affairs of the Association until the next annual meeting of the Board of Directors and until their successors are duly elected and qualified are:

President:	Sayed Moukhtara 7717 NW 20 <sup>th</sup> Lane Gainesville, Florida 32605
Vice President and Secretary:	Silvia H. Moukhtara Nemer 7717 NW 20 <sup>th</sup> Lane Gainesville, Florida 32605

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2022 FEB 14 PM 7:39  
CLERK OF COURT  
JANET L. HARRIS

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Treasurer: Berit Lassen  
7717 NW 20<sup>th</sup> Lane  
Gainesville, FL 32605

#### **ARTICLE X - REGISTERED AGENT, MAILING ADDRESS AND STREET ADDRESS**

The street and mailing address of the Corporation's registered office is 7717 NW 20<sup>th</sup> Lane, Gainesville, Florida 32605, and the Registered Agent is Silvia Moukhtara Nemer.

#### **ARTICLE XI - CORPORATE EXISTENCE**

The Association shall have perpetual existence. If the Association is dissolved, the control or right of access to the property containing the Surface Water Management System Facilities and other dedicated property and related infrastructure shall be transferred to, accepted and maintained by an entity in accordance with Rule 62-330.310, Florida Administrative Code, and the Environmental Resource Permit Applicant's Handbook Volume 1, Section 12.3, as such may be amended from time to time, and be approved by the WMD prior to such termination, dissolution, or liquidation.

#### **ARTICLE XII - BYLAWS**

The Board of Directors shall adopt Bylaws consistent with these Articles. The Bylaws for the Association will be recorded in the Public Records as originally enacted by Declarant, and as thereafter amended from time to time in accordance with the provisions for amendment set forth therein.

#### **ARTICLE XIII - AMENDMENTS TO ARTICLES OF INCORPORATION**

Amendment of these Articles requires the approval of at least two-thirds (2/3) of the membership votes. Notwithstanding the foregoing: (a) for so long as the Declarant has the right to appoint the entire Board of Directors of the Association, the Declarant or its successor or assign shall be permitted to unilaterally amend these Articles; and (b) for so long as Declarant owns any portion of the Property, no amendment of these Articles shall make any changes which would in any way affect any of the rights, privileges, powers or options herein provided in favor of, or reserved to, the Declarant, unless the Declarant joins in the execution of the amendment.

Such amendments shall be subject to the prior approval required by any appropriate governmental agency. Notwithstanding anything to the contrary herein contained, amendments for correction of scrivener's errors may be made by the Board of Directors of the Association alone without the need of consent of any other person. Notwithstanding the foregoing, matters stated herein to be or which are in fact governed by the Declaration may not be amended except as provided in such Declaration. Additionally, the provisions which are governed by the Bylaws of this Association may not be amended except as provided in the Bylaws.

Any amendment to these Articles that would alter the Surface Water Management System Facilities, conservation areas or any water management areas of the Common Areas must



have the prior approval of the WMD. Any such proposed amendments must be submitted to the WMD for a determination of whether the amendment necessitates a modification to the WMD Permit. If the proposed amendment necessitates a modification to the WMD Permit, the modification to the WMD Permit must be approved by the WMD prior to the amendment to these Articles.

#### ARTICLE XIV- INDEMNIFICATION OF OFFICERS AND DIRECTORS

Section 1. **Indemnity.** The Association shall indemnify any Officer, Director, or Committee Member who was or is a party or is threatened to be made a party to any threatened, pending, or contemplated action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he/she is or was a Director, Officer, or Committee Member of the Association, against expenses (including attorney's fees and appellate attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him/her in connection with such action, suit, or proceeding, unless (i) a court of competent jurisdiction finally determines, after all appeals have been exhausted or not pursued by the proposed indemnitee, that he/she did not act in good faith or in a manner he/she reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, that he/she had reasonable cause to believe his conduct was unlawful, and (ii) such court also determines specifically that indemnification should be denied. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent shall not, of itself, create a presumption that the person failed to act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interest of the Association, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful. It is the intent of the membership of the Association, by the adoption of this provision, to provide the most comprehensive indemnification possible to their Officers, Directors, and Committee Members as permitted by Florida law. In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approves such settlement as being in the best interest of the Association.

Section 2. **Defense.** To the extent that a Director, Officer, or Committee Member of the Association has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in Section 1 above, or in defense of any claim, issue, or matter therein, he/she shall be indemnified against expenses (including attorney's fees and appellate attorney's fees) actually and reasonably incurred by him/her in connection therewith.

Section 3. **Advances.** Reasonable expenses incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the Association in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of the affected Director, Officer, or Committee Member to repay such amount if it shall ultimately be determined that he/she is not entitled to be indemnified by the Association as authorized by this Article XIV.

Section 4. **Miscellaneous.** The indemnification provided by this Article XIV shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any Bylaw, agreement, vote of Members, or otherwise, and shall continue as to a person who has ceased to be a Director, Officer, or Committee Member and shall inure to the benefit of the heirs and personal representatives of such person.

Section 5. **Insurance.** The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, Committee Member, employee, or agent of the Association, or a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, 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 duty to indemnify him against such liability under the provisions of this Article.

#### **ARTICLE XV- - DISSOLUTION**

The Association may be dissolved if three-fourths (3/4) of the votes cast at a duly held meeting of the Members of the Association vote in favor of dissolution, if permitted by the Declaration. 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 XVI- INCORPORATOR**

The name and address of the Incorporator is:

Name: TARA SERENA, LLC  
Address: 7717 NW 20<sup>th</sup> Lane  
Gainesville, Florida 32605

FILED  
2022 FEB 14 PM 7:39  
CLERK OF THE CIRCUIT COURT  
IN AND FOR THE COUNTY OF FLORIDA

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 8<sup>m</sup>  
day of February, 2022.

TARA SERENA, L.L.C. a Florida limited  
liability company

By: 

Name: SAYED MOUNKHATARA  
Its: MANAGER

STATE OF FLORIDA

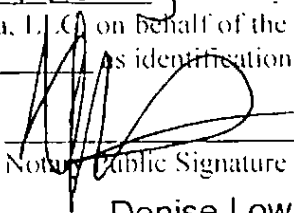
COUNTY OF Alachua

The foregoing instrument was acknowledged before me by means of ☒ physical  
presence or ☐ online notarization, this 8<sup>m</sup> day of February 2022, by Sayed Mounkhtar  
as Manager of Tara Serena, L.L.C. on behalf of the company. He/She is  
☒ personally known to me or has ☐ produced \_\_\_\_\_ as identification.



(NOTARY SEAL)

DENISE LOWRY HUTSON  
Commission # GG 250418  
Expires December 12, 2022  
Bonded thru Budget Notary Services

  
Notary Public Signature

Denise Lowry Hutson

Notary Name [Printed/Typed/Handwritten]

State of Florida

Commission Expires: \_\_\_\_\_

FILED  
2022 FEB 14 PM 7:39  
STATE OF FLORIDA  
TALLAHASSEE

REGISTERED AGENT

The undersigned hereby accepts appointment as Registered Agent of Tara Serena Homeowners Association, Inc., a Florida corporation not-for-profit this 8<sup>th</sup> day of FEB, 2022.

Silvia Moukhtara Nemer

By: 

Name: SILVIA MOUKHTARA NEMER

Its: REGISTERED AGENT

FILED  
2022 FEB 14 PM 7:39  
STATE  
OF FLORIDA