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FLORIDA PROFIT/NON PROFIT CORPORATION
JOMAR VILLAS PROPERTY OWNERS' ASSOCIATION INC.

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**ARTICLES OF INCORPORATION
OF
JOMAR VILLAS PROPERTY OWNERS' 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 corporation not for profit under the laws of the State of Florida.

**ARTICLE I
NAME**

The name of this corporation is **JOMAR VILLAS PROPERTY OWNERS ASSOCIATION, INC.**, a Florida corporation not for profit (hereinafter called the "Association" in these Articles).

**ARTICLE II
OFFICE AND REGISTERED AGENT**

The Association's registered office is: 1180 Ponce De Leon Blvd, Suite 801A, Clearwater, Florida 33756. The Association's registered agent is **CLAY A. GILMAN, Esquire**, who maintains a business office at: 625 Court Street, Suite 200, Clearwater, Florida 33756. Both the Association's registered office and registered agent may be changed from time to time by the Board of Directors as provided by law.

**ARTICLE III
PURPOSE**

This 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 the certain tract of property (hereinafter called the "Property") in Pinellas County, Florida, and more particularly described as:

See attached Exhibit "A".

**ARTICLE IV
POWERS**

This Association is empowered to:

(a) Declaration. Exercise all rights, powers, privileges, and perform all duties, of this Association set forth in that certain Declaration of Covenants, Conditions, Restrictions and Easements for **JOMAR VILLAS** (hereinafter called 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, convey, sell, lease, transfer, assign, and otherwise dispose of property of any nature whatsoever, real, personal, or mixed, tangible or intangible, in connection with this 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 this Association's affairs including, without limitation, all licenses, taxes, or other governmental charges levied or imposed against this Association's property;

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(c) Borrowing. Borrow money and, with the approval of eighty (80%) percent of each class of members, mortgage, pledge, deed in trust, hypothecate, assign, grant security interests in, or otherwise transfer 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 (80%) percent 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 (80%) percent of each class of members determine;

(g) Mergers. With the approval of eighty (80%) percent of each class of members, participate in mergers and consolidations with other non-profit corporations organized for similar purposes;

(b) 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 those terms are defined in the Declaration) consistent with the rights and duties established by the Declaration and these Articles;

(i) General. Have and exercise all common law rights, powers, and privileges and those that a corporation not for profit 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 of these Articles, or reasonably necessary to effectuate the exercise of any right, power, or privilege so granted;

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

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

(l) Other. Engage in all lawful acts permitted or authorized by Section 617.0302, Fla. Stat.

ARTICLE V MEMBERSHIP

Every person or entity who is a record owner of a Lot which is subject by covenants of record to assessment by the Association shall be a member of the Association. Any owner of more than one Lot shall be entitled to one (1) membership for each Lot owned by him. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment by the Association. Change of membership in the Association for an Owner shall be established by recording in the Public Records of Pinellas County, Florida, a deed or other instrument establishing record title to a Lot in the Development and by delivery of a recorded copy of the same to the Association. The Owner designated by such deed thus becomes a member of the Association and the membership of the prior Owner is terminated.

ARTICLE VI VOTING

1. The voting rights of the membership shall be appurtenant to the Ownership of the Lot. There shall be two classes with respect to voting rights:
 - A. Class A. Class A members shall be all Owners with the exception of the DECLARANT, and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The votes for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot.
 - B. Class B. The Class B members shall be the DECLARANT and its successors and assigns. The Class B members shall be entitled to one (1) vote for each Lot in which it holds the interest required for membership as provided in Section I of this Article III. The Class B membership shall cease when the members other

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than the Developer are entitled to elect at least a majority of the members of the board of directors of the association as set forth in Fla. Statutes §720.307 as now or hereafter existing. After Class B membership ceases, Declarant shall convert to a Class A member.

ARTICLE VII BOARD OF DIRECTORS

(a) The affairs of the Associate shall be managed by a Board of Directors consisting of the number of Directors determined by the Bylaws, which shall initially be three (3) Directors. Directors need not be members of the Association.

(b) Directors shall be elected at the annual meeting of the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided for in the Bylaws.

(c) The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

<u>Names</u>	<u>Addresses</u>
1. William B. Shirley	1180 Ponce De Leon Blvd, Suite 801A Clearwater, Florida 33756
2. Jody Jones Shirley	1180 Ponce De Leon Blvd, Suite 801A Clearwater, Florida 33756
3. J. Paul Raymond	625 Court Street, Suite 200 Clearwater, FL 33756

ARTICLE VIII OFFICERS

The affairs of the Association shall be administered by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>Office</u>	<u>Names</u>	<u>Addresses</u>
President	Jody Jones Shirley	1180 Ponce De Leon Blvd, Suite 801A
Sec/Treasurer		Clearwater, FL 33756

ARTICLE IX REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the Association shall be 625 Court Street, Suite 200, Clearwater, Florida 33756. The initial registered agent for the Association at the above address shall be Clay A. Gilman, Esq.

ARTICLE X 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 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

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are incurred, except when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification shall apply only when the Board of Directors approves 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.

ARTICLE XI
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 XII
AMENDMENTS

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

- (a) 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.
- (b) A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, provided such approval is delivered to the secretary at or prior to the meeting. Except as elsewhere provided:
 - i. Such approvals must be by not less than two-thirds (2/3) of the votes of the entire membership of the Association.
- (c) Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of members without the Developer's approval as long as the Developer owns a Lot in the Development.
- (d) A copy of each amendment shall be certified by the Secretary of State and be recorded in the Public Records of Pinellas County, Florida.

ARTICLE XIII
TERM

The term of the Association shall be perpetual.

ARTICLE XIV
INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Clay A. Gilman, Esq.	625 Court Street, Suite 200 Clearwater, Florida 33756

ARTICLE XV
DISSOLUTION

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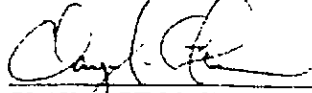
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The Association may be dissolved with the consent given in writing and signed by not less than two-thirds (2/3) of the Members of the Association. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which the Association was created. In the event that 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 which assumes responsibility for the operation and maintenance of the surface water management system facilities. In the event no such entity assumes such liability, all Members shall be jointly and severally liable for such operation and maintenance until such time as an alternate entity assumes such responsibility.

These Articles of Incorporation have been duly approved by the undersigned as and constituting all of the subscribers and directors of said corporation in a meeting duly held and assembled.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, I, the undersigned have executed these Articles of Incorporation, this 9th day of August, 2022.

INCORPORATOR


CLAY A. GILMAN, Esquire2022 AUG 10 PM 6:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**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**

JOMAR VILLAS PROPERTY OWNERS' ASSOCIATION, INC., desiring to organize under the laws of the State of Florida, as a corporation not for profit with its principal office, as indicated in its Articles of Incorporation, at 1180 Ponce De Leon Blvd, Suite 801A, Clearwater, Florida 33756, has named CLAY A. GILMAN, Esquire, whose business office is: 625 Court Street, Suite 200, Clearwater, FL 33756, as its registered agent to accept service of process within Florida.

ACCEPTANCE

Having been named as registered agent and to accept service of process for the above stated corporation not for profit at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated this 9th day of August, 2022.


Clay A. Gilman, Esquire

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TALLAHASSEE, FLORIDA

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