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JAN 25 2024 D CUSHING Daniel J. Greenberg, Esq. Stephan C. Nikoloff, Esq. Scott M. Gross, Esq. Ariana E. Zarrella, Esq.



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January 4, 2024

Florida Department of State
Division of Corporations

ATTN: Diane Cushing, Operations Manager

P.O. Box 6327

Tallahassee, FL 32314

Re: Articles of Incorporation

Hammock Estates Homeowners Association of Hernando County, Inc.

Dear Ms. Cushing:

Enclosed please find original Articles of Incorporation for Hammock Estates Homeowners Association of Hernando County, Inc., along with a check in the amount of \$78.75 to file the Articles and obtain a certified copy of same. As you may recall, our office previously attempted to file articles of amendment to these Articles, and discovered that the original Articles had not been filed. For your convenience, I have enclosed a copy of the letter received from you dated December 6, 2023 and request a refund of the filing fee in the total amount of \$43.75.

Please return the certified copy in the enclosed, stamped self-addressed envelope.

I thank you for your attention to this matter. If you have any questions, please do not hesitate to contact the undersigned.

Sincerely

Stephane. Mkolofi, Esq

SCN:dls Enclosures

ARTICLES OF INCORPORATION

OF

HAMMOCK ESTATES HOMEOWNERS ASSOCIATION OF HERNANDO COUNTY, INC.

The undersigned do hereby associate themselves for the purpose of forming a corporation not for profit as allowed by Section 720 and Section 617 of the Florida Statutes. Pursuant to the provisions and laws of this State of Florida, we certify as follows:

1. NAME

The name of the corporation shall be HAMMOCK ESTATES HOMEOWNERS ASSOCIATION OF HERNANDO COUNTY, INC. Hereinafter the corporation shall be referred to as the "Association", with its principal registered office located at 1408 N. Westshore Boulevard, Suite 704, Tampa, FL 33607. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

2. PURPOSE

The purpose for which the Association is organized is to provide an entity pursuant to Chapter 720. Florida Statutes, or as thereafter amended, hereinafter called the "Homeowners Association Act", for the operation of Hammock Estates, located in Hernando County, Florida, to be created pursuant to the provisions of the Homeowners Association Act.

3. POWERS

The powers of the Association shall include and be governed by the following provisions:

- 3.1 The Association shall have all of the common law and statutory powers of a corporation not for profit not in conflict with the terms of these Articles of Incorporation or the Homeowners Association Act.
- 3.2 The Association shall have all of the powers and duties set forth in the Homeowners Association Act except as limited by these Articles of Incorporation, and all of the powers and duties reasonably necessary to operate the community pursuant to the Declaration and as it may be amended from time to time.
- 3.3 All funds and the titles to all properties acquired by the Association, and their proceeds, shall be held in trust for the members in accordance with the provisions of the Declaration, these Articles of Incorporation, and the By-Laws of the Association.
- 3.4 The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration and the By-Laws.

- 3.5 The Association shall have the power and authority to levy, charge, assess and collect fees, charges and assessments from the lot owners as allowed by the Declaration.
- 3.6 Notwithstanding anything herein to the contrary, the corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c)(7) of the Internal Revenue Code and its regulations as the same now exist or as they may be hereinafter amended from time to time.
- 3.7 The corporation shall have no power to declare dividends, and no part of its net earnings shall inure to the benefit of any member or director of the corporation or to any other private individual. The corporation shall have no power or authority to engage in activities which consist of carrying on propaganda or otherwise attempting to influence legislation or to participate in, or intervene in, any political campaign on behalf of any candidate for public office.
 - 3.8 The corporation shall have no capital stock.
- 3.9 The corporation shall be responsible for maintenance of SWMS, ditches, canals, lakes, and water retention ponds in HAMMOCK ESTATES. All SWMS within HAMMOCK ESTATES which are accepted by or constructed by the Association or the developer, excluding those areas (if any) normally maintained by the County or another governmental agency, will be the ultimate responsibility of the Association, whose agents, employees, contractors and subcontractors may enter any portion of the Facilities and make whatever alterations, improvements or repairs that are deemed necessary to provide or restore property water management.

4. MEMBERSHIP

- 4.1 The members of the Association shall consist of all of the record Owners of Lots in the community which have adopted these Articles, hereinafter referred to as "Lots."
- 4.2 Membership shall be acquired by recording in the Public Records of the County within which the community is situate, a deed or other instrument establishing record title to a Lot in the community, the Owner designated by such instrument thus becoming a member of the Association, and the membership of the prior Owner being thereby terminated, provided, however, any party who owns more than one Lot shall remain a member of the Association so long as he shall retain title to or a fee ownership interest in any Lot.
- 4.3 The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to his Lot.
- 4.4 On all matters upon which the member shall be entitled to vote, there shall be one vote for each Lot, which vote may be exercised or east in such manner as may be provided in the By-Laws of the Association. Any person or entity owning more than one Lot shall be entitled to one vote for each Lot be owns.

4.5 The Developer shall be a member of the Association and shall be allowed one vote for each Lot owned by the Developer.

5. EXISTENCE

The Association shall have perpetual existence.

6. SUBSCRIBERS

The names and addresses of the subscribers to these Articles of Incorporation are:

DILIP KANJI 1408 N. Westshore, Suite 704

Tampa, Florida 33607

LOREN RHOADS 4937 W. San Rafael Ave.

Tampa, Florida 33629

MICHAEL GREGORY 1501 W. Horatio St., #112

Tampa, Florida 33606

GAR LIPPINCOTT 4939 St. Croix Drive

Tampa, FL 33629

7. OFFICERS

The affairs of the Association shall be administered by a President, a Vice-President and a Secretary-Treasurer, and such other officers as the Board of Directors may from time to time designate. Any person may hold two offices, excepting that the same person shall not hold the office of President and Secretary. Officers of the Association shall be those set forth herein or 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:

President Dilip Kanji

1408 N. Westshore, Suite 704

Tampa, Florida 33607

Vice-President Loren Rhoads

4937 W. San Rafael Ave.

Tampa, FL 33629

Secretary-Treasurer Michael Gregory

1501 W. Horatio St., #112

Tampa, FL 33606

8. DIRECTORS

- 8.1 The affairs of the Association shall be managed by a Board of Directors who shall be members of the Association, except that the first Board of Directors shall consist of five (5) Directors who need not be members of the Association, and thereafter the membership of the Board shall consist of not less than three (3) Directors; provided, however, that the Board shall consist of an odd number of members.
- 8.2 Directors of the Association shall be elected at the annual meeting of the members in the manner provided by the By-Laws. Directors may be removed and vacancies on the Board shall be filled in the manner provided by the By-Laws.
- 8.3 The first election of Directors shall not be held until Impact MCG Ventures, LLC, a Florida Limited Liability Company, hereinafter called the "Developer", is required by law to relinquish control of the Association. The Directors named in these Articles shall serve until the first election of Directors, and any vacancies in office occurring before the first election shall be filled by the remaining Directors. The successor Directors need not be members of the Association.
- 8.4 The names and address 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:

DILIP KANJI	1408 N. Westshore, Suite 704
DICH 18/1:301	TANO IN MESISHOLE, DURE 104

Tampa, Florida 33607

LOREN RHOADS 4937 W. San Rafael Ave.

Tampa, Florida 33629

MICHAEL GREGORY 1501 W. Horatio St., #112

Tampa, Florida 33606

GAR LIPPINCOTT 4939 St. Croix Drive

Tampa, FL 33629

DIPAK SHAH 1408 N. Westshore, Suite 704

Tampa, Florida 33607

9. INDEMNIFICATION

Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities including attorneys' fees, reasonably incurred by or imposed upon him in connection with any proceedings or the settlement of any proceeding to which he may be a party, or in which he may become involved by reason of him 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, except when the Director or Officer is adjudged guilty of willful misfeasance, malfeasance, or nonfeasance, in the performance of his duties. The foregoing right of

indemnification shall be in addition to and inclusive of all other rights and remedies to which such Director or Officer may be entitled.

10. BY-LAWS

The By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided therein.

11. AMENDMENT

These Articles of Incorporation shall be amended in the following manner:

- 11.1 Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered.
- Board of Directors of the Association or by the members of the Association. A member may propose such an amendment by instrument in writing directed to any member of the Board of Directors signed by not less than twenty (20%) percent of the membership. Amendments may be proposed by the Board of Directors by action of a majority of the Board at any regularly constituted meeting thereof. Upon an amendment being proposed as herein provided, the President, or in the event of his refusal or failure to act, the Board of Directors, shall call a meeting of the membership to be held not sooner than fourteen (14) days nor later than sixty (60) days thereafter for the purpose of considering said amendment. Directors and members not present in person 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 provided herein, such approval must be by:
 - (a) Not less than two-thirds (2/3) of the affirmative votes of the entire membership of the Association.
- 11.3 Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of the members without approval in writing by all members and the joinder of all record Owners of mortgages on the Lots. No amendment shall be made that is in conflict with the Homeowners Association Act or the Declaration. No amendment shall be made without the consent and approval of the Developer so long as it shall own any Lots in the community.
- 11.4 A copy of each amendment shall be filed with the Secretary of State, pursuant to the provisions of the applicable Florida Statutes, and a copy certified by the Secretary of State shall be recorded in the Public Records of Hillsborough County, Florida.

12. REGISTERED AGENT

The corporation hereby appoints Impact MCG Ventures, LLC, 1408 N. Westshore Boulevard, Suite 704, Tampa, FL 33607, as its Registered Agent to accept service of process within this State.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF HAMA	MOCK ESTATES HOMEOWNERS ASSOCIATION
OF HERNANDO COUNTY, INC., has ca	used these Articles of Incorporation to be executed in expressed this, 2023.
	HAMMOCK ESTATES HOMEOWNERS ASSOCIATION OF HERNANDO COUNTY, INC.
	By:
ATTEST:	—Dilip Kanji, President
Loren Rhoads, Secretary	
STATE OF FLORIDA COUNTY OF HILLSBOROUGH	
acknowledgments, personally ap LOREN RHOADS, who, after b he/she has affixed his/her name to the f ESTATES HOMEOWNERS ASSOCIATION for-profit corporation, as President and	peared DILIP HANTI and being duly cautioned and sworn, deposes and says that oregoing Articles of Incorporation of HAMMOCK ON OF HERNANDO COUNTY, INC., a Florida not-Secretary, respectively, of HAMMOCK ESTATES RNANDO COUNTY, INC., for the purposes therein
WITNESS my hand and official seal the da	te aforesaid.
MARIA KALABAKAS MY COMMISSION # HH 095426 EXPIRES: February 21, 2025 Bonded Thru Notary Public Underwriters	Mh. Janos Notary Public Malia KALABAKAS My Commission Expires: FEBRUARY 21, 2025
	to accept service of process for the above-stated rtificate, I am familiar with and accept the appointment apacity.
IMPAGE-MCG VENTURES, LLC	
By:	Date: 12-21-23
Dily Kani - Nesel Printed Name and Title	_