



ARTICLES OF INCORPORATION  
OF  
BLOOMINGDALE VILLAGE  
HOMEOWNER'S ASSOCIATION, INC.

FILED

96 FEB 19 PM 2:51

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned, acting incorporator of a corporation under the Not for Profit Corporation Act of the State of Florida, adopts the following articles of incorporation.

ARTICLE I. - NAME OF THE CORPORATION

The name of the corporation is Bloomingdale Village Homeowner's Association, Inc.

ARTICLE II. - DURATION

The corporation's duration shall be perpetual, commencing on the date of the filing of these Articles of Incorporation with the Department of State of the State of Florida.

ARTICLE III. PURPOSE

The object and purpose of the corporation shall be:

A. To promote the health, safety and social welfare of the owners of the lots located within the subdivision known as Bloomingdale Village located in the City of Valrico, County of Hillsborough, State of Florida, as per plat thereof recorded in Plat Book 77, Page 21 of the Public Records of Hillsborough County, Florida, hereinafter referred to as the "Subdivision".

B. To maintain the common areas, if any, of the Subdivision for which the obligation to maintain and repair has been delegated to the corporation.

C. To collect assessments levied by said corporation against lots owned by members of the corporation.

D. To provide such services as may be deemed necessary or viable by the Board of Directors of the corporation and to acquire such capital improvements and equipment as may be related thereto.

E. To purchase, acquire, replace, improve, maintain and repair such structures, equipment and grounds related to the health, safety and social welfare of the members of the corporation as the Board of Directors of the corporation, in its discretion, determines to be necessary and desirable.

F. To carry out all of the duties and obligations assigned to it as a neighborhood property owner's association under the terms of the Declaration of Covenants, Conditions, Restrictions and Easements applicable to the lots in the Subdivision.

G. To operate without profit and for the sole and exclusive benefit of its members.

#### ARTICLE IV. - MEMBERSHIP

The members of this corporation shall consist of all the owners of lots in the Subdivision. Owners of such lots shall automatically become members upon acquisition of the fee simple title to their respective lots.

The membership of any member in the corporation shall

automatically terminate upon conveyance or other divestment of title to such member's lot, except that nothing herein contained shall be construed as terminating the membership of any member who may own two or more lots, so long as such member owns at least one lot.

The interest of a member in the funds and assets of the corporation cannot be assigned, hypothecated, or transferred in any manner, except as an appurtenance to the lot which is the basis of such membership in the corporation.

The Secretary of the corporation shall maintain a list of the members of the corporation. Whenever any person or entity becomes entitled to membership in the corporation, it shall be such party's duty and obligation to so inform the Secretary in writing, giving his name, address and lot number; provided, however, that any notice delivered to or accepted by the owner of such lot before receipt of written notification of change of ownership, shall be deemed to be properly given or received.

#### ARTICLE V. - VOTING

If more than one (1) person owns an interest in any Lot, all such persons are members; but there may be only one (1) vote cast with respect to such Lot. Such vote may be exercised as the owners determine among themselves; but no split vote is permitted.

The corporation shall have two classes of voting membership:  
Class A. So long as there is Class B membership, Class A

Members shall be all Owners, except the developer of the Subdivision, Sungroone Incorporated, hereinafter referred to as the "developer", and shall not be entitled to vote. Upon termination of Class B membership, Class A Members shall be all Owners, including the developer so long as the developer is an Owner, and each Owner shall be entitled to one vote for each Lot owned.

Class B. The Class B Member shall be the developer and as long as there is a Class B voting membership the developer shall have the sole voting power. The Class B membership shall cease and be converted to Class A membership on occurrence of the earlier of the following dates:

(a) When all the lots in Bloomingdale Village as shown on the Plat have been fully developed, permanent improvements constructed thereon, and sold to permanent residents; or

(b) On January 1, 2000.

Except where otherwise required by law or by the provisions of the Declaration of Covenants, Conditions, Restrictions and Easements for Bloomingdale Village, or these Articles, the affirmative vote of a majority of members represented at any meeting of the members duly called and at which a quorum is present shall be binding upon the members.

**ARTICLE VI. - INITIAL REGISTERED OFFICE AND AGENT**

Initial street address of the initial registered/<sup>principal</sup>office of the corporation is 1802 Natures Way Blvd., Valrico, FL 33594, and the name of the initial registered agent at such address is Vito

Saputo.

**ARTICLE VII. - INITIAL BOARD OF DIRECTORS**

The affairs of the corporation shall be managed by a Board of Directors consisting of initially three (3) Directors. The number of Directors comprising succeeding Boards of Directors shall be as provided from time to time in the bylaws of the corporation, but in no event shall there be less than three (3) or more than seven (7) Directors. All Directors shall be appointed by and serve the pleasure of the developer as long as there is a Class B voting membership. Commencing with the annual meeting next following the expiration of Class B voting membership, all Directors shall be elected by the members.

The names and addresses of the first Board of Directors are as follows:

Vito Saputo  
1802 Natures Way Blvd.  
Valrico, FL 33594

Eiji T. Sadato  
1802 Natures Way Blvd.  
Valrico, FL 33594

Carol Saputo  
1802 Natures Way Blvd.  
Valrico, FL 33594

**ARTICLE VIII. - INCORPORATOR**

The name and address of the Incorporator is as follows:

Vito Saputo  
1802 Natures Way Blvd.  
Valrico, FL 33594

**ARTICLE IX. - BYLAWS**

The members of the Board of Directors of the corporation may provide such bylaws for the conduct of the corporation's business and the carrying out of its purposes as they deem necessary or desirable from time to time. Upon proper notice, the bylaws may be amended, altered or repealed by a majority vote of the Board of Directors present at any regular meeting or special meeting called for that purpose. The Board of Directors, however, may not alter, amend or repeal any bylaw adopted by the Class A voting members, if the said voting members specifically provide that such a bylaw is not subject to being altered, amended or repealed by the Board of Directors.

**ARTICLE X. - AMENDMENT TO ARTICLES OF INCORPORATION**

These articles may be amended, altered or repealed by resolution of the Board of Directors and approved by a vote of a majority of the members. No amendment affecting the rights of Developer shall be effective without the prior written consent of Developer.

**ARTICLE XI. - GENERAL**

All income and assets of the corporation, above necessary expenses, shall be administered solely and exclusively for the corporate purposes set forth herein as may be selected by the Board of Directors from time to time. The corporation shall have no capital stock and shall pay no dividends to its incorporators,

Directors, officers or members. In addition, no part of the income of the corporation shall be distributed to its members, Directors, officers or incorporators. The corporation shall conduct its activities in such manner as to qualify for the income tax treatment available to it as a homeowner's association, as such term is defined in Section 528(c) of the Internal Revenue Code of 1986, as amended from time to time, hereinafter referred to as the "Code".

No substantial part of the activities of the corporation shall be the carrying on of propayanda, or otherwise attempting to influence legislation, except as otherwise provided in Section 501(h) of the Internal Revenue Code of 1986, as amended, of the corresponding provision of any future U.S. Internal Revenue Law, and the corporation shall not participate in, or intervene (including publishing or distribution of statements) in any political campaign on behalf of any candidate for public office.

**ARTICLE XII. - INDEMNIFICATION OF OFFICERS AND DIRECTORS**

All officers and Directors shall be indemnified by the corporation for and against all expenses and liabilities, including counsel fees and counsel fees in appellate proceedings, reasonably incurred in connection with any proceeding or settlement thereof in which they become involved by reason of holding such office. In no event, however, shall any officer or Director be indemnified for his own willful misconduct or, with respect to any criminal proceeding, his own knowing violation of provisions of law. The



corporation may purchase and maintain insurance on behalf of all officers and Directors against them or incurred by them in their capacity as officers of Directors or arising out of their status as such.

**ARTICLE XIII. - DISSOLUTION**

A. Upon expiration of the term of the aforementioned Declaration of Covenants, Conditions, Restrictions and Easements, the corporation may be dissolved upon a resolution to that effect and being approved by two-thirds (2/3) of the members of the Board of Directors, and, if a judicial decree is necessary at the time of dissolution, then after receipt of an appropriate decree as provided for in Chapter 617, Florida Statutes, (1995) or any statute of similar import than in effect.


B. Upon dissolution of the corporation, all of its assets remaining after provision for payment of creditors and all costs and expenses of such dissolution shall be distributed in the following manner:

(1) Any property determined by the Board of Directors of the corporation to be appropriate for dedication to any applicable municipal or other governmental authority may be dedicated to such authority, provided the authority is willing to accept the dedication.

(2) All remaining assets, or the proceeds from the sale of such assets, shall be apportioned among the lots subject to assessment in equal shares, and the share of each shall be

distributed to the then owners thereof.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 15<sup>th</sup> day of February, 1996.

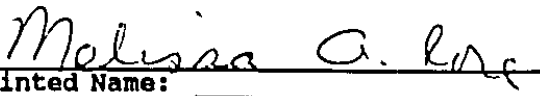
  
\_\_\_\_\_  
Vito Saputo

**ACKNOWLEDGMENT**

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared VITO SAPUTO, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 15<sup>th</sup> day of February, 1996.

  
\_\_\_\_\_  
Printed Name:  
NOTARY PUBLIC  
STATE OF FLORIDA AT LARGE  
My commission expires:



MELISSA A ROSE  
My Commission CC433157  
Expires Jan. 12, 1999  
Bonded by HAI  
HW-482-1855

**CERTIFICATE DESIGNATING REGISTERED AGENT**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That Bloomingdale Village Homeowner's Association, Inc., desiring to organize under the not-for-profit corporation act of the State of Florida with its initial registered office, as indicated in the Certificate of Incorporation, at 1802 Natures Way Blvd., Valrico, FL 33594, has named Vito Saputo as its agent to accept service of process within this State.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above stated Corporation at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office and the provisions of Chapter 617.

*Vito Saputo*  
REGISTERED AGENT

FILED  
96 FEB 19 PM 2:51  
STATE OF FLORIDA  
TALLAHASSEE

**ACKNOWLEDGMENT**

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared VITO SAPUTO, known to me and known by me to be the person who executed the foregoing Certificate Designating Registered Agent, and he acknowledged before me that he executed the Certificate Designating Registered Agent.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 15<sup>th</sup> day of February, 1996.

*Melissa A. Rose*  
Printed Name: \_\_\_\_\_  
NOTARY PUBLIC  
STATE OF FLORIDA AT LARGE  
My commission expires:

