

N98000006243



ACCOUNT NO. : 072100000032  
REFERENCE : 008761 100456A  
AUTHORIZATION :  
COST LIMIT : \$ PPD

ORDER DATE : October 26, 1998  
ORDER TIME : 1:20 PM  
ORDER NO. : 008761-005  
CUSTOMER NO: 100456A

000002672420--3  
-10/26/98-01080-014  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

CUSTOMER: Mr. Russell Thomas  
BECKER & POLIAKOFF, P.A.  
BECKER & POLIAKOFF, P.A.  
Suite 2400  
401 East Jackson Street  
Tampa, FL 33602

RECEIVED  
98 OCT 26 PM 1:53  
DIVISION OF CORPORATION

DOMESTIC FILING

NAME: ST. TROPEZ AT HARBOUR ISLAND  
HOMEOWNERS ASSOCIATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson  
2589-2295  
W98-24242  
534-192-2557-611

EXAMINER'S INITIALS:

*JW* 10/26/98

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 OCT 26 PM 2:14



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 OCT 26 PM 2:15

October 29, 1998

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

**RESUBMIT**  
Please give original  
submission date as file date.

SUBJECT: ST. TROPEZ AT HARBOUR ISLAND HOMEOWNERS  
ASSOCIATION, INC.  
Ref. Number: W98000024242

We have received your document for ST. TROPEZ AT HARBOUR ISLAND HOMEOWNERS ASSOCIATION, INC.. However, the document has not been filed and is being returned for the following:

Please accept our apology for failing to mention this in our previous letter.

Please list the street address of each officer/director. If the officer/director does not have a street address, list a P.O. Box and write (N/A) beside the box number.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 298A00053054

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98 NOV -2 PM 1:09  
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 OCT 26 PM 2:15

October 26, 1998

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: ST. TROPEZ AT HARBOUR ISLAND HOMEOWNERS  
ASSOCIATION, INC.  
Ref. Number: W98000024242

We have received your document for ST. TROPEZ AT HARBOUR ISLAND HOMEOWNERS ASSOCIATION, INC.. However, the document has not been filed and is being returned for the following:

You must list the corporation's principal office and/or a mailing address in the document.

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 998A00052530

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98 OCT 28 AM 11:38

DIVISION OF CORPORATION

**RESUBMIT**  
Please give original  
submission date as file date.

ARTICLES OF INCORPORATION  
OF

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 OCT 26 PM 2:15

ST. TROPEZ AT HARBOUR ISLAND HOMEOWNERS ASSOCIATION, INC.

A Corporation Not-for-Profit under  
the Laws of the State of Florida

The undersigned hereby executes and acknowledges these Articles for the purpose of forming a corporation not-for-profit under Chapter 617, Florida Statutes, and certifies as follows:

1. **Name.** The name of the corporation shall be St. Tropez at Harbour Island Homeowners Association, Inc., which corporation shall hereinafter be referred to as the "Association".

2. **Purpose.** The purpose and object of the Association shall be to administer the operation and management of all common areas ("Common Areas") within St. Tropez at Harbour Island, a residential development ("Development") located in Hillsborough County, Florida; to undertake the performance of the acts and duties incident to the administration of the operation and management of the Common Areas and other properties within the Development in accordance with the terms, provisions, conditions and authorizations contained in these Articles of Incorporation and in the Declaration of Covenants, Conditions and Restrictions for St. Tropez at Harbour Island ("Declaration") which shall be recorded in the Public Records of Hillsborough County, Florida; to take and hold fee simple title to such of the Common Areas as are not dedicated to the public and to operate, lease, mortgage, sell, trade and otherwise deal with such property, whether real or personal, as may be necessary or convenient in the administration and maintenance of the Association and Development; and, to foster a "first class" residential community throughout the Development.

3. **Powers.** The Association shall have the following powers:

3.1. The Association shall have all of the common law and statutory powers of a corporation not-for-profit under the laws of Florida which are not in conflict with the terms of these Articles and the Declaration and all of the powers and duties reasonably necessary to implement and effectuate the purposes of the Association as hereinabove set forth including, but not limited to, the following:

3.1.1. To make, establish and enforce reasonable rules and regulations governing the use of the Common Areas and other properties within the Development;

3.1.2. To make and collect Assessments (as defined in the Declaration) against Members (as defined in the Declaration) of the Association to defray the costs, expenses and losses of the Association;

3.1.3. To impose, collect and use Assessments in the exercise of its powers and duties;

3.1.4. To undertake the maintenance, repair, replacement and operation of the Common Areas, or other property specified in the Declaration, and/or property leased or acquired by the Association for the benefit of its Members, including, without limitation, the surface water management system as permitted by the Southwest Florida Water Management District including all lakes, retention areas, water management areas, ditches, culverts, structures and related appurtenances;

3.1.5. To purchase insurance upon the Common Areas and insurance for the protection of the Association and its Members;

3.1.6. To reconstruct improvements upon the Common Areas after casualty and construct further improvements upon these properties;

3.1.7. To do anything necessary or proper in law or equity or otherwise to enforce the provisions of the Declaration, these Articles of Incorporation, the Bylaws of the Association and the Rules and Regulations for the use and maintenance of the properties within the Development;

3.1.8. To contract for the management of the Common Areas, and other properties for which the Association may be responsible, and to delegate all management powers and duties to a qualified person, firm or corporation;

3.1.9. To employ personnel necessary to perform the obligations, services and duties required of the Association and for the proper operation of the properties for which the Association is responsible;

3.1.10. To acquire fee simple title to such of the Common Areas as are not dedicated to the public; and

3.1.11. To acquire and/or sell and to enter into any agreements whereby it acquires and/or sells any interest in real or personal property, whether by fee or otherwise, whether or not contiguous to the Development; provided that all of the transactions contemplated herein shall be for the use, benefit and enjoyment of the Members of the Association. The foregoing shall include, but not be limited to, acquisition and/or lease of real property and/or personal property as and for recreational and community facilities.

3.2. All funds and the title to all properties acquired by the Association and the proceeds thereof shall be held in trust for the Members in accordance with the provisions of the Declaration, these Articles of Incorporation and the Bylaws of the Association.

3.3. The Association shall make no distribution of income to the Members.

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 Bylaws of the Association.

#### 4. Members.

4.1. The members of the Association shall consist of the Developer and all record owners of a Unit as defined in the Declaration.

4.2. Membership in the Association shall be established by recording in the Public Records of Hillsborough County, Florida, a deed or other instrument conveying record title to a Unit and the delivery to the Association of a copy of such instrument.

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 or her Unit.

4.4. Class A Members of the Association shall be entitled to one (1) vote for each Unit owned, and the Class B Member shall be entitled to three (3) votes for each Membership Interest owned by it. The manner of exercising voting rights when there are two or more owners of one Unit is set forth in the Declaration.

#### 5. Directors.

5.1. The affairs of the Association will be managed by a Board consisting of three (3) Directors as set forth in the Declaration. Prior to the first election of Directors, the Board shall consist of:

Brian Taub  
5101 San Jose  
Tampa, Florida 33629-6414

Deborah Taub  
5101 San Jose  
Tampa, Florida 33629-6414

Russell S. Thomas  
401 E. Jackson St., Suite 2400  
Tampa, Florida 33602

5.2. The Directors of the Association shall be elected in the manner set forth in the Declaration. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Declaration and Bylaws.

5.3. The first election of Directors shall be held at the time provided in the Declaration.

6. **Officers.** The affairs of the Association shall be administered by officers designated as provided in the Bylaws of the Association. After the first election of Directors, the officers shall be elected by the Board of Directors at its first meeting following the first meeting of the Members of the Association at which the Board of Directors is elected. The officers shall serve at the pleasure of the Board of Directors.

7. **Indemnification.** Every director and officer of the Association, and members of Association committees, 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 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, or a committee member, whether or not he is a director, officer or committee member at the time such expenses are incurred, except in such cases wherein the director, officer or committee member is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement, indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interests of the Association. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which such director, officer or committee member may be entitled.

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

9. **Amendments.** Amendments to these Articles of Incorporation shall be proposed and adopted in the following manner:

9.1. 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.

9.2. A resolution approving a proposed amendment may be proposed by either the Board of Directors or by ten percent (10%) or more of 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 of the Association at or

prior to the meeting, and such approval must be by a vote of not less than seventy-five percent (75%) of the Members.

9.3. No amendment shall make any changes in the qualifications for membership or in voting rights of Members without approval in writing by all Members.

9.4. A copy of each amendment to the Articles of Incorporation as approved shall be filed with the Secretary of State and recorded in the Public Records of Hillsborough County, Florida.

9.5. Notwithstanding the provisions of this Article 9:

9.5.1. the Declarant reserves the right to alter and amend these Articles of Incorporation as it deems necessary an/or appropriate for the development, protection and enhancement of the Development, and the Declarant shall not require or need the joinder of any Member; provided, however, that any such amendment which adversely affects the rights of institutional mortgagees shall require the approval and consent of all institutional mortgagees of record; and

9.5.2. until Declarant no longer owns any portion of the Development and the construction of all Units authorized by the Site Plan for the Development has been completed, no amendment of these Articles shall be adopted or become effective without the prior written consent of the Declarant if such amendment, directly or indirectly, affects or may affect Declarant's construction or completion of the Development or its marketing of Units.

10. **Term.** The Association shall have perpetual existence.

11. **Declarant.** Wherever referred to herein or in the Bylaws of the Association, the term "Declarant" shall mean Taub Development Company, a Florida corporation, and its successors and assigns.

12. **Incorporator.** The name and address of the incorporator of these Articles of Incorporation is: Russell S. Thomas, Esq., 401 E. Jackson St., Suite 2400, Tampa, Florida 33602.

13. **Registered Agent.** The initial Registered Agent of the Association shall be: Russell S. Thomas, Esq.

14. **Initial Registered and Principal Office and Mailing Address.** The initial registered and principal office and mailing address of the Association shall be located at 401 E. Jackson St., Suite 2400, Tampa, Florida 33602.

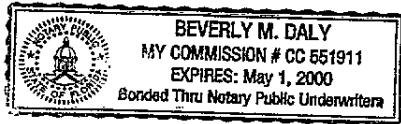


IN WITNESS WHEREOF, the incorporator has hereto affixed his signature on this 30th day of October, 1998.

*Russell S. Thomas*  
Russell S. Thomas

STATE OF FLORIDA )  
COUNTY OF Hillsborough ) :ss

The foregoing instrument was acknowledged before me this 30<sup>th</sup> day of October, 1998 by Russell S. Thomas who is personally known to me ~~or who has produced~~ as identification.



*Beverly M. Daly*  
Notary Public, STATE OF FLORIDA

Print Name: BEVERLY M. DALY

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

**ACKNOWLEDGMENT OF REGISTERED AGENT**

Having been named to accept service of process for St. Tropez at Harbour Island Homeowners Association, Inc. at the place designated in the foregoing Articles of Incorporation, I hereby accept to act in such capacity, and agree to comply with the provisions of Section 48.04, Florida Statutes, relative to keeping open said office.

*Russell S. Thomas*  
Russell S. Thomas

103098:77381.05

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