

LAW OFFICES  
**GREEN, KAHN, PIOTRKOWSKI**  
A PROFESSIONAL ASSOCIATION  
317 SEVENTY-FIRST STREET  
MIAMI BEACH, FLORIDA 33141

KAREN B. COHEN  
MARVIN M. GREEN  
BRUCE H. HORNSTEIN  
DONALD J. KAHN  
JOEL S. PIOTRKOWSKI

PLEASE REPLY TO: P.O. BOX 4297

AREA CODE 305  
MIAMI 865-4311  
TELEFAX 861-8813

May 4 1999

*N99000002901*

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32301

400002867694--4  
-05/07/99-01106-003  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Articles of Incorporation/Bella Roma Estates at  
Hyde Park Townhouse Homeowner's Association, Inc.

Gentlemen:

Enclosed herewith please find original and one copy of the Articles of Incorporation for the above, together with our check in the amount of \$70.00 representing the following:

Filing Fee	\$35.00
Resident Agent Fee	<u>35.00</u>
	\$70.00

After filing, please forward to this office the copy of the Articles of Incorporation marked "filed".

Your prompt attention to this matter is appreciated.

Very truly yours,

*[Signature]*  
JOEL S. PIOTRKOWSKI

JSP:ss  
Enclosures

FILED  
99 MAY -7 PM 2:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*5/11/99  
mm*

ARTICLES OF INCORPORATION

OF

BELLA ROMA ESTATES AT HYDE PARK TOWNHOUSE HOMEOWNER'S  
ASSOCIATION, INC.  
(a corporation not-for profit)

ARTICLE I.

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of the corporation is BELLA ROMA ESTATES AT HYDE PARK TOWNHOUSE HOMEOWNER'S ASSOCIATION, INC. (hereinafter referred to as the "Association"). The principal place of business of the Association is 5005 Excellence Boulevard, Tampa, FL 33617.

ARTICLE II.

GENERAL PURPOSE

The general purpose of the Association shall be to administer the operation and management of the real property located in Hillsborough County, Florida, more particularly described in Exhibit "A" attached hereto, and to undertake the performance of the acts and duties incident to the administration of the operation and management of the aforesaid real property in accordance with the terms, provisions, conditions, and authorizations contained in these Articles of Incorporation, and which are contained in the Declaration of Covenants, Restrictions and Easements of Bella Roma Estates at Hyde Park Townhouses which shall be recorded in the Public Records of Hillsborough County, Florida, and to own, operate, lease, sell, trade and otherwise deal with such property, whether real or personal, as may be necessary or convenient in the administration of said Association. The Association shall be conducted as a non-profit organization for the benefit of its members.

ARTICLE III.

QUALIFICATIONS OF MEMBERS AND MANNER OF ADMISSION

The members of the Association shall constitute all of the record owners of residences erected on the property. Membership in the Association shall be established by recording in the Public Records of Hillsborough County, Florida, a deed or other instrument establishing record title to a residence, the owner designated by such instrument thereby becoming a member of the Association. The membership of the prior owner shall be thereby terminated. The Association may issue certificates of membership. Every person or entity who is a record owner of any Lot is entitled to membership and voting rights in the Association in accordance with the By-Laws. Membership is appurtenant to and inseparable from ownership of the Lot.

ARTICLE IV.

TERM

The Association shall be perpetual existence.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE V.

NAMES AND ADDRESSES OF INCORPORATORS

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

<u>Name</u>	<u>Address</u>
Alfredo Seidner	5005 Excellence Blvd. Tampa, FL 33617

ARTICLE VI.

MANAGEMENT OF ASSOCIATION AFFAIRS

The affairs of the Association shall be managed and governed by its directors, composed of not less than three (3) nor more than the numbers specified in the By-Laws. The directors, subsequent to the first Board of Directors, shall be elected at the annual meeting of the membership for a term of one (1) year or until their successors shall be elected and shall qualify. Provisions for such election and provisions respecting the removal, disqualification and resignation of directors, and for the filling of vacancies on the Board of Directors shall be established by the By-Laws.

Notwithstanding the above provisions, the Developer shall determine the number of directors who shall not be less than three (3) and shall appoint the directors to serve until their successors shall be elected or appointed and shall qualify. The Developer, at its option, may at any time terminate its right to elect or appoint directors.

The principal officers of the Association shall be the President, Vice-President, Secretary and Treasurer (the office of Secretary and Treasurer may be held by one person) who shall be elected from time to time in the manner set forth in the By-Laws as adopted by the Association.

ARTICLE VII.

OFFICERS AND DIRECTORS

The names and addresses of the persons constituting the first Board of Directors who are to serve until the first election or appointment are:

<u>Title</u>	<u>Name</u>	<u>Address</u>
President and Director	Alfredo Seidner	5005 Excellence Blvd. Tampa, FL 33617
Vice-President and Director	Isaac Reiter	5005 Excellence Blvd. Tampa, FL 33617
Secretary-Treasurer and Director	Henry Rakowski	5005 Excellence Blvd. Tampa, FL 33617

## ARTICLE VIII.

### BY-LAWS

The By-Laws of the Association shall initially be made and adopted by its first Board of Directors. The first Board of Directors shall have full power to amend, alter or rescind the By-Laws until the filing of the Declaration of Covenants, Restrictions and Easements involving the property described in Article II hereof. Upon the filing of the Declaration of Covenants, Restrictions and Easements, the By-Laws may be amended, altered, supplemented or modified by the membership at a duly convened meeting of the majority of the residential owners, provided, however, that the proposed change is unanimously approved by the Board of Directors. If the proposed change has not been unanimously approved by the Board of Directors of the Association, then the change shall require the vote of not less than two-thirds (2/3rds) of the owners of residences. Proposals to amend the By-Laws shall contain the full text of the By-Laws to be amended; new words shall be inserted in the text underlined and words to be deleted shall be lined through with hyphens. If the proposed change is so extensive that this procedure would hinder rather than assist the understanding of the proposed amendment, it is not necessary to use underlining and hyphens as indicators of the words added or deleted; however, a notation must be inserted immediately preceding the proposed amendment in substantially the following language: "Substantial re-wording of By-Laws. See By-Law for present text." No amendments shall change the rights and privileges of the Developer as set forth in the Declaration of Covenants, Restrictions and Easements without the written approval of the Developer.

## ARTICLE IX.

### AMENDMENTS

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

(a) Notice of the subject matter of a proposed amendment shall be included in the notice of meeting at which a proposed amendment is considered;

(b) An amendment may be proposed by any member or by the Board of Directors;

(c) A resolution adopting a proposed amendment must be approved by not less than two-thirds (2/3rds) of the Directors;

(d) In the alternative, an amendment may be made by an agreement, signed and acknowledged by all of the residence owners in the manner required for the execution of a deed;

(e) Directors not present at the meeting considering the amendment may express their approval in writing;

(f) No amendment shall discriminate against any residential owner nor against any residence, class or group of residential owners unless all of the residential owners so affected and all of their mortgagees shall give their prior written consent thereto;

(g) No amendment shall, directly or indirectly, adversely affect the Developer;

(h) An amendment shall be effective when a copy thereof, together with a certificate of the Secretary of this Association that such amendment was adopted pursuant to the provisions of this section, has been filed with the Secretary of State, and recorded in the Public Records of Hillsborough County.

#### ARTICLE X.

##### POWERS AND DUTIES

The Association shall have all of the following powers and duties:

(a) All of the powers and duties set forth and described under Florida Statutes and law.

(b) All of the powers and duties contained in the Declaration of Covenants, Restrictions and Easements and Exhibits attached thereto.

#### ARTICLE XI.

##### COMPENSATION AND DISTRIBUTION

The Association may pay compensation in a reasonable amount to its members, directors and officers for services rendered, may confer benefits upon its members in conformity with its purposes, and upon partial or complete dissolution of final liquidation may make distribution to its members as permitted by the court having jurisdiction thereof, and no such payment, benefit or distribution shall be deemed to be a dividend or a distribution of income. Notwithstanding any provisions herein to the contrary, in the event the Association is dissolved, the assets shall be dedicated to a public body, or conveyed to a non-profit organization with similar purposes to the Association.

#### ARTICLE XII.

##### RESIDENT AGENT

Joel S. Piotrkowski, Attorney-at-Law, 317 - 71st Street, Miami Beach, Florida 33141 is appointed resident agent for service of process upon this Association, subject to the right of this Association to change the resident agent in the manner provided by the laws of the State of Florida.

#### ARTICLE XIII.

##### INDEMNIFICATION

The Association shall indemnify any person who was or is a party or is threatened to be made party to any threatened, pending or completed claim, action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was a director, officer, employee or agent of the Association or is or was serving at the request of the Association as a director, partner, officer, employee or agent of another association, corporation, partnership, joint venture, trust or

other enterprise against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such claim, action, suit or proceedings if he acted in good faith and in a manner he reasonably believes to be in or not opposed to the best interests of the Association and with respect to any criminal action or proceeding, had no reasonable cause to believe that his conduct was unlawful. The Association shall further indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed claim, action or suit, by or in the right of the Association to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the Association or is or was serving at the request of the Association as a director, partner, officer, employee or agent of another association, corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such claim, action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Association and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for misconduct in the performance of his duty to the Association. The expenses incurred in defending any civil or criminal action, suit or proceeding is to be paid by the Association in advance of the final disposition of such actions, suits or proceedings as authorized by the Board of Directors. The indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any statute, rule of law or otherwise. This indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and personal representative of such person. The Association shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association or was serving at the request of the Association as a director, partner, 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 power to indemnify him against such liability under the provisions of this section. The invalidity or unenforceability of any provision hereof shall not in any way affect the remaining portions hereof which shall continue in full force and effect. Any reference herein to the male gender shall also include the female gender.

#### ARTICLE XIV.

##### DISPOSITION OF ASSETS UPON DISSOLUTION

If the Association is dissolved, the assets shall be dedicated to a public body, or conveyed to a non-profit organization with similar purposes to the Association.

We, the undersigned, being each of the subscribers hereto, do hereby subscribe to these Articles of Incorporation and have hereunto set our hands and seals this 4th day of May, 1999.

  
ALFREDO SEIDNER

(SEAL)

STATE OF FLORIDA )  
 :SS.  
COUNTY OF HILLSBOROUGH )

The foregoing instrument was acknowledged before me this  
4th day of May, 1999, by Alfredo Seidner, who is  
personally known to me and who did take an oath.



Susan J. Stein  
MY COMMISSION # CC809803 EXPIRES  
April 30, 2003  
BONDED THRU TROY FAIN INSURANCE, INC.

*Susan J. Stein*

ACCEPTANCE OF DESIGNATION OF RESIDENT AGENT

Joel S. Piotrkowski does hereby accept the foregoing  
designation as Resident Agent for service of process on behalf of  
the above Association.

Dated this 4th day of MAY, 1999.

*Joel S. Piotrkowski*  
Joel S. Piotrkowski

FILED  
99 MAY -7 PM 2:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA