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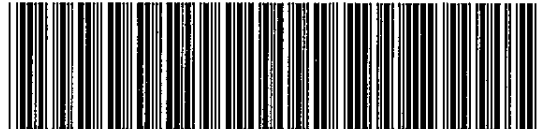
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6002-32303

SMITH NOV 13 2002



ACCOUNT NO. : 072100000032

REFERENCE : 814965 4727217

AUTHORIZATION : *Patricia Pizate*

COST LIMIT : \$ 78.75

ORDER DATE : November 11, 2002

ORDER TIME : 11:21 AM

ORDER NO. : 814965-005

CUSTOMER NO: 4727217

CUSTOMER: Pat Austin, Legal Assistant
Salem Saxon, P.a.
Suite 3200, Bank Of America
101 East Kennedy Boulevard
Tampa, FL 33602

DOMESTIC FILING

NAME: THE PRESERVE AT CARROLLWOOD
VILLAGE, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Norma Parramore - EXT. 1147

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

November 12, 2002

CSC

SUBJECT: THE PRESERVE AT CARROLLWOOD VILLAGE, INC.
Ref. Number: W02000032303

We have received your document for THE PRESERVE AT CARROLLWOOD VILLAGE, INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

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) 245-6927.

Tracy Smith
Document Specialist
New Filing Section

Letter Number: 002A00061386

RESUBMIT

Please give original
submission date as file date.

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DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION
OF
THE PRESERVE AT CARROLLWOOD VILLAGE, INC.**

I, the undersigned, hereby associate myself for the purpose of forming a corporation under the laws of the State of Florida, by and through the provisions of the statutes of the State providing for the formation, liabilities, rights and privileges and immunities of a corporation for profit.

ARTICLE I

NAME OF CORPORATION

The name of this corporation is The Preserve at Carrollwood Village, Inc. (hereinafter, the "Corporation").

ARTICLE II

PERIOD OF DURATION

The duration of the Corporation shall be perpetual.

ARTICLE III

GENERAL NATURE OF BUSINESS

The general nature of the Corporation's business and objects to be transacted, promoted or carried on are to do any and all of the things hereinafter mentioned as fully and to the same extent as natural persons might or could do, including but not limited to:

(a) To such extent as a corporation organized under the laws of this state may now or hereafter lawfully do, to do, either as principal or agent and either alone or in connection with other corporations, firms, or individuals, all and everything necessary, suitable, convenient, or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of the Corporation or to enhance the value of its properties; and in general to do any and all things and exercise any and all powers, rights, and privileges which a corporation may now or hereafter be organized to do or to exercise under the laws of this state or under any act amendatory thereof, supplemental thereto, or substituted therefore.

(b) To manufacture, purchase or otherwise acquire and to own, mortgage, pledge, sell, assign and transfer or otherwise dispose of, and to invest, trade, deal in and deal with goods, wares, merchandise, and other personal property of every class and description whatsoever.

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(c) To buy, sell, manufacture, repair, alter and exchange, let or hire, export and deal in all kinds of articles and things which may be required for the purposes of any of the said business, or commonly supplied or dealt in by persons engaged in any such business of which may seem capable of being dealt with profitably in connection with any of the said business.

(d) To purchase, hold, sell, improve, and lease real estate, and to mortgage and encumber the same and to erect, manage, care for and maintain buildings thereon. To acquire in any manner, enjoy, utilize, hold, sell, assign, lease, mortgage or otherwise dispose of, letters of patent of the United States, or any foreign country, patents, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trade marks and trade names or pending applications therefor, relating to or useful in connection with any business of the Corporation or other corporation in which the Corporation may have an interest as a stockholder or otherwise.

(e) To hold, purchase or otherwise acquire or be interested in, to sell, assign, pledge, or otherwise dispose of capital stock, bonds, or other evidences of debt issued or created by any other corporation, whether foreign or domestic or whether now or hereafter organized and while the holder of such shares of stock to exercise all the rights and privileges of ownership, including the right to vote thereon, to the same extent as a natural person might or could do, and, subject to the provisions of law, to purchase or otherwise acquire, hold and reissue the shares of its own capital stock.

(f) In general, to have and exercise any other powers conferred by the laws of the State of Florida upon corporations generally, it being hereby expressly provided that the foregoing numeration of specified powers shall not be held to limit or restrict in any manner the general powers of the Corporation.

ARTICLE IV

AUTHORIZED STOCK

1. The Corporation shall be authorized to issue One Hundred (100) shares of common stock with One Dollar (\$1.00) par value.

2. The whole or any part of the capital stock of the Corporation shall be payable in lawful money of the United States of America, or property, labor or services at a just valuation fixed by the Board of Directors.

3. Property, labor or services may also be purchased with the capital stock of the Corporation at such valuation as may be fixed by the Board of Directors.

ARTICLE V

REGULATION OF INTERNAL AFFAIRS

1. **Meetings of Shareholders and Directors.** Meetings of the Shareholders and Directors of the Corporation may be held either within or outside of the State of Florida at such place or places as may from time to time be designated in the By-Laws or by resolution of the Board of Directors.

2. **By-Laws.** The initial By-Laws of the Corporation shall be adopted by its Board of Directors. The Board of Directors may amend or repeal the By-Laws, or may adopt new By-Laws. The By-Laws may contain any provisions for the regulation and management of the Corporation which are consistent with the laws of the State of Florida and these Articles of Incorporation.

3. **Contracts in Which Directors Have an Interest.** Any contract or other transaction of the Corporation with any person, firm or corporation or any contract or other transaction in which the Corporation is interested shall not be invalidated or affected by (a) the fact that one or more of the Directors of the Corporation is interested in or is a Director or Officer of another corporation; or, (b) the fact that any Director, individually or jointly with others, may be a party to, or may be interested in the contract or transaction; provided that the acts of any Director so interested are made in good faith, and any Director so interested discloses such interest to the other Directors. Each person who may become a Director of this Corporation is hereby relieved from any liability that might otherwise arise by reason of his contracting with this Corporation for the benefit of himself or any firm or corporation in which he may be interested; provided such Director complies with the foregoing.

4. **Compensation of Directors.** The Board of Directors shall have the authority to make provisions for reasonable compensation to its members for their services as Directors and to fix the basis and conditions upon which compensation shall be paid. Any Director may also serve the Corporation in any other capacity and receive compensation therefor in any form.

ARTICLE VI

BOARD OF DIRECTORS

The affairs of the Corporation shall be conducted by a Board of Directors composed of not less than one (1) person, who need not be a Stockholder. The number of Directors may be increased or decreased from time to time by amendments to the By-Laws adopted by the Stockholders, but shall never be less than one (1) person and none of the Directors need be Stockholders. The initial number of Directors shall be one (1).

ARTICLE VII

INITIAL DIRECTOR

The name and address of the initial Director of the Corporation, who, subject to the provisions of these Articles of Incorporation and By-Laws and the General Corporate Law of the State of Florida, shall hold office for the first year, or until his successors are elected and have qualified to serve as Directors, is as follows:

John Blaeser
10139 Montague Street
Tampa, FL 33626

ARTICLE VIII

PRINCIPAL PLACE OF BUSINESS AND REGISTERED AGENT

The principal place of business of the Corporation is to be located at 10139 Montague Street, Tampa, FL 33626; however, with the privilege of having branch offices or places of business in any place or places within or outside of the State of Florida. The registered agent of the Corporation shall be, until otherwise designated, John W. Wilcox, Esq., of Salem Saxon, P.A., whose address is 101 E. Kennedy Blvd., Suite 3200, Tampa, FL 33602.

ARTICLE IX

AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE X

INCORPORATOR

The name and address of the incorporator of the Corporation is John B. Gibbons, Esq., Salem Saxon, P.A., 101 E. Kennedy Blvd., Suite 3200, Tampa, FL 33602.

IN WITNESS OF THE FOREGOING, I have hereunto set my hand and seal this 8th day of November, 2002, for the purposes of forming the Corporation under the laws of the State of Florida, and I hereby make and file in the Office of the Secretary of State of the State of Florida these Articles of Incorporation and certify that the facts herein stated are true.



John B. Gibbons, Incorporator

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing Articles of Incorporation of The Preserve at Carrollwood Village, Inc. were acknowledged before me this 8th day of November, 2002, by John B. Gibbons, as Incorporator, who is personally known to me.



Notary Public, State of Florida
Print, Type or Stamp Name



Zulma E Rosa
My Commission CC908035
Expires February 06, 2004

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHICH PROCESS MAY BE SERVICED**

IN COMPLIANCE WITH SECTION 607.0501, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST - THAT THE PRESERVE AT CARROLLWOOD VILLAGE, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 10139 MONTAGUE STREET, TAMPA, FL 33626, HAS NAMED JOHN W. WILCOX, ESQ., SALEM SAXON, P.A., 101 EAST KENNEDY BLVD., SUITE 3200, TAMPA, FLORIDA 33602, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: 
John B. Gibbons

TITLE: Incorporator

DATE: NOVEMBER 8, 2002

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, 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 RELATED TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: 
John W. Wilcox, Esq.
SALEM SAXON, P.A.

DATE: NOVEMBER 8, 2002

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SECRETARY OF STATE
DIVISION OF CORPORATIONS