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D.P. 6492 PAGE 674

01 Cash	11 Chg
40 Rec	4900
41 DS	
43 Int	
Tot	4900

State of Florida



Department of State

15	15891715	71
	40	
	TOTAL	

1.	49.00	87
	49.00	HK

I certify from the records of this office that

THE VILLAGE AT BENILEY PARK HOMEOWNERS' ASSOCIATION, INC.

is a corporation organized under the laws of the State of Florida

filed on FEBRUARY 5, 1985.

The document number of this corporation is N07454.

I further certify that said corporation has paid all fees due this office through December 31, 1987, and its status is active.

Given under my hand and the Great Seal of the State of Florida, at Tallahassee, the Capital, this the 9th day of APRIL, 1987.



George Firestone

George Firestone
Secretary of State

CR2E022 (10-85)

CR2E027 (9-85)

Return Catalina Bonds. 16826 Declar. Shares du. Tampa Zoo 88624

MAY 13 4 08 PM '87
CLERK OF THE CIRCUIT COURT
TALLAHASSEE, FLORIDA
Pauline S. DeBorja

ARTICLES OF INCORPORATION
OF

THE VILLAGE AT BENTLEY PARK HOMEOWNERS' ASSOCIATION, INC.
a not-for-profit Florida corporation

The undersigned subscribers, desiring to form a corporation not for profit under Chapter 617, Florida Statutes, as amended, hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of this Corporation is:

THE VILLAGE AT BENTLEY PARK HOMEOWNERS' ASSOCIATION, INC.

The Corporation is hereinafter sometimes referred to as the "Association".

ARTICLE II

PURPOSES

The Association does not contemplate pecuniary gain or profit, direct or indirect, to its members. The purpose for which it is formed is:

1. to promote the health, safety and welfare of the property owners in that certain subdivision in Pinellas County, Florida, to be known as The Village at Bentley Park, all of which is hereinafter referred to as the "Properties";

2. to own, acquire, build, operate and maintain streets, roads, security, lighting and recreation facilities, all for the benefit of the owners of the Properties, including but not limited to: parks, playgrounds, lakes, open spaces, streets, paths and footways (including buildings, structures and personal properties incident thereto), hereinafter referred to as the "Common Properties"; and

3. fix assessments (or charges) to be levied against the Properties and/or the owners of any part or parcel within the Properties;

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TALLAHASSEE, FLORIDA

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4. enforce the Declaration of Covenants and Restrictions for The Village at Bentley Park (the "Declaration") and any and all rules and regulations and other agreements applicable thereto;

5. pay taxes, if any, and insurance on the Common Properties and any other portions of the Properties provided for in the recorded covenants and restrictions applicable to the Properties;

6. supplement municipal services;

7. insofar as permitted by law, to do any other thing that, in the opinion of the Board of Directors, will promote the common benefit and enjoyment of the residents of the Properties.

ARTICLE III

POWERS

The powers of the Association shall include the following:

A. 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.

B. The Association shall have all the powers and duties set forth in the covenants and restrictions recorded against the Properties in addition to all of the powers and duties reasonably necessary to own, operate, maintain, repair and replace the Common Properties and to provide such services as are required for the benefit of the Owners of Lots contained in the Properties from time to time including, but not limited to, the following:

1. To establish, levy and assess, and collect such assessments as may be necessary to operate the Association and carry on its activities, and to create such reserves for extraordinary expenditures as may be deemed appropriate in the discretion of the Board of Directors.

2. To purchase insurance upon the Common Properties and for the protection of the Association and its Members;

3. To reconstruct improvements after casualty and to make additional improvements to the Common Properties;

4. To promulgate and amend reasonable regulations respecting the use of the Common Properties and all the Properties;

5. To enforce by legal means the provisions of the covenants and restrictions recorded against the Properties, these Articles, the By-laws of the Association and the Rules and Regulations of the Association;

6. To contract for the management of the Properties and to delegate to such contractor all powers and duties of the Association except such as are specifically required by the covenants and restrictions recorded against the Properties to have approval of the Board of Directors or the Membership of the Association;

7. To contract for the management or operation of portions of the Properties susceptible to separate management or operation, and to lease such portions;

8. To employ personnel to perform the services required for proper operation of the Properties;

9. To adopt and establish By-laws for the operation of the Association; and

10. To contract with public or private utility companies for purposes of providing utility services to the Properties and private companies for private television services.

C. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the covenants and restrictions recorded against the Properties and the By-laws of the Association.

ARTICLE IV

MEMBERSHIP

Every person or entity who is or shall become a record owner of a fee or undivided fee interest in any Lot in the Properties (as defined in the Declaration), which is or shall be subject to the Declaration, shall be a member of this Association from the date such member acquires record title to a Lot, provided that any such person or entity which holds such interest merely as a security for the performance of an obligation shall not be a member.

A change in membership in the Association shall be established by recording in the Public Records of Pinellas County, Florida, a deed or other instrument establishing record title to a Lot in the Properties. Upon the delivery to the Association of a recorded copy of such instrument, the owner designated by such instrument shall thereby become a Member of the Association, and the membership of the prior owner shall at that time be terminated.

The interest of any Member in the Common Properties or in the funds and assets of the Association cannot be conveyed, assigned, mortgaged, hypothecated or transferred in any manner, except as authorized by the Declaration, these Articles, or the By-laws of the Association.

ARTICLE V

TERM

This Corporation shall have perpetual existence.

ARTICLE VI

THE SUBSCRIBERS

The names and post office addresses of each subscriber of these Articles of Incorporation are as follows:

Charles D. Robbins	2400 AmeriFirst Building One S.E. Third Avenue Miami, Florida 33131
Thomas P. Finan	2400 AmeriFirst Building One S.E. Third Avenue Miami, Florida 33131
Edward N. Rogalin	2400 AmeriFirst Building One S.E. Third Avenue Miami, Florida 33131

ARTICLE VII

OFFICERS

The Officers shall be a President, a Vice President, a Secretary and a Treasurer. The President and the Secretary shall be members of the Board of Directors. The officers shall be

chosen by a majority vote of the directors. All officers shall hold office during the pleasure of the Board of Directors. The offices of Secretary and Treasurer may be held by the same individual.

The affairs of the Association shall be administered by the officers designated in the By-laws. The officers shall be 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:

<u>OFFICE</u>	<u>NAME</u>	<u>ADDRESS</u>
President	Richard H. Turk	3300 Henderson Boulevard Suite 202 Tampa, Florida 33609
Secretary/ Treasurer	Sue Ann Bunevich	500 N. Westshore Boulevard Suite 400 Tampa, Florida 33609
Assistant Vice President	D. Michael Collis	3300 Henderson Boulevard Suite 202 Tampa, Florida 33609
Assistant Secretary	Elaine M. Bullock	500 N. Westshore Boulevard Suite 400 Tampa, Florida 33609

ARTICLE VIII

BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors consisting of not less than three (3) nor more than seven (7) persons, who need not be members of the Association. The initial Board of Directors shall consist of three (3) members who shall hold office until the election of their successors at the "Turnover" meeting provided for in the Declaration, or until their prior resignation.

At the "Turnover" meeting the Board of Directors shall be increased to five (5) members, two (2) of which shall serve for a period of two (2) years and three (3) of which shall serve for a period of one (1) year. At the Annual Membership Meeting after the Turnover Meeting and at every other Annual Membership

Meeting thereafter, three (3) Board members shall be elected for a period of two (2) years each; and at the Annual Membership Meeting for the alternate years, two (2) Board members shall be elected for a period of two (2) years each. In accordance with the provisions of Article XI, the Developer shall be entitled to appoint one Director to the Board of Directors as long as it owns at least one Lot. The Board of Directors may increase the number of members of the Board of Directors effective as of the next Annual Membership Meeting to as many as seven (7) members, provided that any decision by the Board of Directors to increase the number of Directors shall be made at least sixty (60) days prior to the next Annual Membership Meeting. The term of the sixth Board member shall be for a period of one (1) year; and the term of the seventh Board member shall be for a period of one (1) year.

The names and addresses of those persons who are to act as Directors until the election of their successors are:

Richard H. Turk 3300 Henderson Boulevard
Suite 202
Tampa, Florida 33609

Gene F. Cermak 500 N. Westshore Boulevard
Suite 400
Tampa, Florida 33609

Sue Ann Bunevich 500 N. Westshore Boulevard
Suite 400
Tampa, Florida 33609

ARTICLE IX

BY-LAWS

The By-laws of the Corporation may be made, altered, amended or rescinded by a two-thirds (2/3) vote of the members of the Board of Directors present at a duly called meeting of the Board or by two-thirds (2/3) of the votes of all Members present in person or by proxy at a duly called meeting of the Membership; provided that those provisions of the By-laws which are governed by these Articles of Incorporation may not be amended except as provided in these Articles of Incorporation.

ARTICLE X

AMENDMENT TO THE ARTICLES OF INCORPORATION

These Articles may be amended by the Members by two-thirds (2/3) of the votes of all the members present in person or by proxy at a duly called meeting of the Membership. No such Amendment shall materially affect or interfere with the rights of Owners or lienors.

ARTICLE XI

VOTING RIGHTS/"TURNOVER" OF ASSOCIATION

A. Voting Rights:

The Association shall have two classes of voting membership:

1. Class "A". Class "A" Members shall be all those Owners as defined in Article IV hereof with the exception of the Developer and the Declarant. A person or entity, including a builder, who owns a Lot, whether it is improved or unimproved, for resale to another party for occupancy, shall be a Class "A" Member. Class "A" Members shall be entitled to one vote for each Lot in which each holds the interest required for membership by Article IV. When more than one person holds such interest in any Lot, all such persons shall be Members, and the vote for such Lot shall be exercised as they among themselves determine; but in no event shall more than one vote be cast with respect to any such Lot.

2. Class "B".

(a) The Class "B" Member shall be the Developer, AmeriFirst Development Corporation, and the Declarant, Pinellas Associates or their respective successors. Each Class "B" Member shall be entitled to three votes for each Lot in which it holds the interest required for membership by Article IV hereof, provided that the Class "B" Membership shall cease and become converted to Class "A" Membership on the happening of the earlier of the following events:

(i) when the total votes outstanding in the Class "A" Membership equal the total votes outstanding in the Class "B" membership; or

(ii) at any earlier time that the Developer, in its sole discretion, voluntarily converts its Class "B" Membership to Class "A" Membership; or

(iii) on January 1, 2004.

(b) From and after the happening of the earlier of these events, each Class "B" Member shall be deemed to be a Class "A" Member entitled to one vote for each Lot in which it holds the interest required for Membership under Article IV hereof.

ARTICLE XII

ADDITIONS TO PROPERTIES

Additions to the Properties may be made only in accordance with the provisions of the Declaration or any other recorded covenants and restrictions applicable to the Properties. Such additions, when properly made under the Declaration or other applicable covenants and restrictions, shall extend the jurisdiction, functions, duties and membership of this Association to such properties.

ARTICLE XIII

MERGER AND CONSOLIDATIONS

Subject to the provisions of the Declaration or any other recorded covenants and restrictions applicable to the Properties, and to the extent permitted by law, the Association may participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, provided that any such merger or consolidation shall have the assent of two-thirds (2/3) of the votes of each class of Members who are voting in person or by proxy at a meeting duly called for this purpose.

ARTICLE XIV

DEDICATION OF PROPERTIES OR TRANSFER OF FUNCTION TO PUBLIC AGENCY OR UTILITY

The Association shall have power to dispose of its real properties only as authorized under the recorded covenants and restrictions applicable to said properties.

ARTICLE XV

DISPOSITION OF ASSETS UPON DISSOLUTION

Upon dissolution of the Association, which shall require the consent of two-thirds (2/3) of the members of each class of membership, the assets, both real and personal, of the Association shall be dedicated to an appropriate public agency or utility to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust, or other organization to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association. No such disposition of the Association's properties shall be effective to divest or diminish any right or title vested in any Member under the recorded covenants and deeds applicable to the Properties unless made in accordance with the provisions of such covenants and deeds.

ARTICLE XVI

FHA/VA/FNMA/FHLMC APPROVAL

As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration, the Veterans Administration, Federal National Mortgage Association, or Federal Home Loan Mortgage Corporation, where any of such entities has an interest: mergers and consolidations, mortgaging of Common Properties, dedication to a public body of any Common Properties, dissolution and amendment of these Articles of Incorporation, and annexation of additional properties.

IN WITNESS WHEREOF, the said subscribers have hereunto set their hands this 31st day of January, 1985.

Charles D. Robbins
Charles D. Robbins

Thomas P. Finan
Thomas P. Finan

Edward N. Rogalin
Edward N. Rogalin

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Charles D. Robbins, Thomas P. Finan and Edward N. Rogalin, who are to me well known to be the persons described in and who subscribed the above and foregoing Articles of Incorporation; and they have freely and voluntarily acknowledged before me according to law that they made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, this 3rd day of January, 1985.

Carol A. Deane

NOTARY PUBLIC
State of Florida at Large

My Commission Expires:

Notary Public, State of Florida at Large
My Commission Expires May 13, 1987
Bonded with Surety Bonding Agency

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with the laws of Florida, the following
is submitted:

That THE VILLAGE AT BENTLEY PARK HOMEOWNERS' ASSOCIA-
TION, INC., desiring to organize under the laws of the State of
Florida with its principal place of business in the City of
Tampa, State of Florida, has named Charles D. Robbins, Esq.,
Blackwell, Walker, Gray, Powers, Flick & Hoehl, located at 2400
AmeriFirst Building, One S.E. Third Avenue, Miami, Florida 33131,
as its agent to accept service of process within Florida.

THE VILLAGE AT BENTLEY PARK
HOMEOWNERS' ASSOCIATION, INC.

By: Charles D. Robbins

By: W. W. W. W.

By: Edward H. Rogalin

Date: January 31, 1985

Having been named to accept service of process for the
above Corporation at the place designated in this Certificate, I
hereby agree to act in this capacity, and I further agree to
comply with the provisions of Florida law relative to the proper
and complete performance of my duties.

Charles D. Robbins

CHARLES D. ROBBINS
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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