



ARTICLES OF INCORPORATION OF TAMPA PALMS OWNERS ASSOCIATION, INC.

(A Florida Corporation Not-For-Profit)

RECORDED
TAMPA COUNTY CLERK
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The undersigned, by these Articles, associate themselves for the purpose of forming a corporation not-for-profit under Chapter 617, Florida Statutes, and certify as follows:

ARTICLE 1. Name. The name of the Corporation shall be Tampa Palms Owners Association, Inc. For convenience, the Corporation shall be referred to in this instrument as the "Association."

ARTICLE 2. Purposes.

- (a) The purposes for which the Association is organized are:
 - (i) to be and constitute the Association to which reference is made in the Declaration of Covenants, Conditions, and Restrictions for Tampa Palms Owners Association, (hereinafter the "Declaration"), establishing a Master Land Use Plan which is part of the public records of the City of Tampa, Florida, and Hillsborough County, Florida, as amended from time to time, to perform all obligations and duties of the Association, and to exercise all rights and powers of the Association, as specified therein, in the By-Laws, and as provided by law; and
 - (ii) to provide an entity for the furtherance of the interests of the owners in the development.
- (b) The Association shall make no distributions of income to its members, directors, or officers.
- (c) All terms used herein which are not defined shall have the same meaning provided in the Declaration.

ARTICLE 3. Powers. The powers of the Association shall include and be governed by the following provisions:

- (a) The Association shall have all of the common law and statutory powers of a corporation not-for-profit which are not in conflict with the terms of these Articles, the Declaration, and the By-Laws of this Association.
- (b) The Association shall have all of the powers necessary or desirable to perform the obligations and duties and to exercise the rights and powers set out in these Articles, the By-Laws, or the Declaration, including, without limitation, the following:
 - (i) to fix and to collect assessments or other charges to be levied against the Units;
 - (ii) to manage, control, operate, maintain, repair, and improve property subjected to the Declaration or any other property for which the Association by rule, regulation, Declaration, or contract has a right or duty to provide such services;
 - (iii) to enforce covenants, conditions, or restrictions affecting any property to the extent the Association may be authorized to do so under any Declaration or By-Laws;
 - (iv) to engage in activities which will actively foster, promote, and advance the common interests of all owners;
 - (v) to buy or otherwise acquire, sell, or otherwise dispose of, mortgage, or otherwise encumber, exchange, lease, hold, use, operate, and otherwise deal in and with real, personal, and mixed property of all kinds and any right or interest therein for any purpose of the Association;
 - (vi) to borrow money for any purpose as may be limited in the By-Laws;
 - (vii) to enter into, make, perform, or enforce contracts of every kind and description, and to do all other acts necessary, appropriate, or advisable in carrying out any purpose of the Association, with or in association with any other association, corporation, or other entity or agency, public or private;
 - (viii) to act as agent, trustee, or other representative of other corporations, firms, or individuals, and as such to advance the business or ownership interests in such corporations, firms, or individuals;
 - (ix) to adopt, alter, and amend or repeal such By-Laws as may be necessary or desirable for the proper management of the affairs of the Association; provided, however, such By-Laws may not be inconsistent with or contrary to any provisions of the Declaration; and

(x) to provide any and all supplemental municipal services as may be necessary or proper.

(xi) the foregoing enumeration of powers shall not limit or restrict in any manner the exercise of other and further rights and powers which may now or hereafter be allowed or permitted by law; and the powers specified in each of the paragraphs of this Article 3 are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provision of Article 3.

ARTICLE 4. Members.

(a) The Association shall be a membership corporation without certificates or shares of stock.

(b) The owner of each Unit subject to the Declaration shall be a member of the Association and shall be entitled to vote in accordance with the formula set forth in the Declaration, except there shall be no vote for any Unit owned by the Association. The manner of exercising voting rights shall be determined by the By-Laws of the Association.

(c) Change of 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 lot subject to the Declaration and written notice to the Association of such change in title. The owner designated by such instrument thus becomes a member of the Association and the membership of the prior owner is terminated.

(d) 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 of his Unit.

ARTICLE 5. Term. The Association shall be of perpetual duration.

ARTICLE 6. Directors.

(a) The affairs of the Association shall be conducted, managed, and controlled by a Board of Directors. The initial Board of Directors shall consist of three (3) directors.

(b) The names and addresses of the members of the initial Board of Directors, who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

Larry D. Larsen 5209 Tampa Palms Blvd. Tampa, Florida 33647	W. Don Whyte 5209 Tampa Palms Blvd. Tampa, Florida 33647	Richard F. Arthur 5209 Tampa Palms Blvd. Tampa, Florida 33647
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(c) The method of election and term of office, removal, and filling of vacancies shall be as set forth in the By-Laws. The Board may delegate such operating authority to such companies, individuals, and committees as it, in its discretion, may determine.

ARTICLE 7. Officers. The affairs of the Association shall be administered by the officers designated by the By-Laws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the Association, and they 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:

Larry D. Larsen, President 5209 Tampa Palms Blvd. Tampa, Florida 33647	W. Don Whyte, Vice President 5209 Tampa Palms Blvd. Tampa, Florida 33647	Richard F. Arthur, Secretary 5209 Tampa Palms Blvd. Tampa, Florida 33647
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ARTICLE 8. By-Laws. The By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended, or rescinded in the manner provided by the By-Laws.

ARTICLE 9. Amendments. Amendments to the Articles of Incorporation may be proposed and adopted as provided in Chapter 617, Florida Statutes, provided that no amendment may be in conflict with the Declaration, and provided, further, no amendment shall be effective to impair or dilute any rights of members that are governed by such Declaration.

ARTICLE 10. Subscribers. The names and addresses of the subscribers to these Articles of Incorporation are as follows:

Larry D. Larsen 5209 Tampa Palms Blvd. Tampa, Florida 33647	W. Don Whyte 5209 Tampa Palms Blvd. Tampa, Florida 33647	Richard F. Arthur 5209 Tampa Palms Blvd. Tampa, Florida 33647
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ARTICLE 11. Registered Agent and Office. The initial registered office of the Corporation is 215 East Madison, Tampa, Florida 33601, and the initial registered agent at such address is Robert G. Cochran.

IN WITNESS WHEREOF, the subscribers have hereunto affixed their signatures this 11th day of March, 1986.

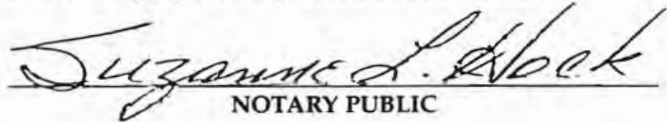






**STATE OF FLORIDA
COUNTY OF HILLSBOROUGH**

The foregoing Articles of Incorporation were acknowledged before me this 11th day of March, 1986, by **LARRY D. LARSEN, W. DON WHYTE, and RICHARD F. ARTHUR**, who, being duly sworn, severally acknowledged before me that they executed the same for the purposes expressed in such Articles.



NOTARY PUBLIC

My Commission Expires _____

**ACCEPTANCE OF DESIGNATION
AS REGISTERED AGENT**

The undersigned, having been designated as Registered Agent of TAMPA PALMS OWNERS ASSOCIATION, INC., in its Articles of Incorporation, hereby accepts such designation and agrees to comply with the provisions of F.S. §48.091, relative to keeping the corporation's registered office open.



ROBERT G. COCHRAN, Registered Agent

FILED

1986 MAR 19 PM 4:04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA