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FLORIDA PROFIT/NON PROFIT CORPORATION

Townhouse Residences at University Groves Associatio

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THIS DOCUMENT PREPARED BY:
Mark P. Bamebey, Esquire
KIRK PINKERTON, P.A.
720 S. Orange Avenue
Sarasota, FL 34236

ARTICLES OF INCORPORATION
OF
TOWNHOUSE RESIDENCES AT UNIVERSITY GROVES ASSOCIATION, INC.
(A Not-For-Profit Corporation)

The undersigned hereby executes these Articles of Incorporation for the purpose of forming a not-for-profit corporation under Chapter 617 Florida Statutes:

ARTICLE I
NAME

The name of the corporation shall be TOWNHOUSE RESIDENCES AT UNIVERSITY GROVES ASSOCIATION, INC. (hereinafter referred to as the "Association"). Its principal office shall be at 2801 Fruitville Road, Suite 100, Sarasota, Florida 34237 or at such other place as may be designated, from time to time, by the Board of Directors.

ARTICLE II
NOT-FOR-PROFIT CORPORATION

The Association is a not-for-profit corporation.

ARTICLE III
DURATION

The period of duration of the Association is perpetual. Existence of the Association shall commence with the filing of these Articles with the Secretary of State.

ARTICLE IV
PURPOSE

The purpose for which the Association is organized is to provide an entity for the operation, management and administration of the homeowners association of a subdivision known as the TOWNHOUSE RESIDENCES AT UNIVERSITY GROVES located in Manatee County, Florida, hereinafter referred to as the "ASSOCIATION". The powers of the Association shall include and be governed by the following provisions:

Section 1. Common Law and Statutory Powers. The Association shall have all of the common law and statutory powers granted to it under Florida law, as the same may be amended or supplemented, which are not in conflict with the terms of these Articles and the Declaration of Protective Covenants for Townhouse Residences at University Groves recorded or to be recorded in the Public Records of Manatee County, Florida (the "Declaration").

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Section 2. Necessary Powers. The Association shall have all of the powers reasonably necessary to exercise its rights and powers and implement its purpose, including, without limitation, the following:

A. The power to levy and collect Assessments as defined in and as set forth in the Declaration.

B. The power to expend monies assessed and collected for the purpose of paying the expenses of the Association, including without limitation costs and expenses of maintenance and operation of the Common Property (as defined in the Declaration).

C. The power to purchase supplies, materials and lease equipment required for the maintenance, repair, replacement, operation and management of the Common Property.

D. The power to employ the personnel required for the operation and management of the Association and the Common Property.

E. The power to establish and maintain a reserve fund for capital improvements, repairs and replacements as set forth in the Declaration.

F. Subject to applicable laws, ordinances and governmental regulation, the power to control and regulate the use of the Common Property.

G. The power to enforce by any legal means the provisions of these Articles, the By-Laws and the Declaration.

H. The power to borrow money and to select depositories for the Association's funds, and to determine the manner of receiving, depositing, and disbursing those funds and the form of checks and the person or persons by whom the same shall be signed, when not signed as otherwise provided in the By-Laws.

I. The power to enter into a contract with any person, firm, corporation, or management agent of any nature or kind to provide for the maintenance, operation, repair, monitoring and upkeep of the Common Property or the operation of the Association. The contract may provide that the total operation of the managing agent, firm or corporation shall be at the cost of the Association. The contract may further provide that the managing agent shall be paid from time to time a reasonable fee. The power to delegate to the management agent, all of the powers and duties of the Association, except those matters which must be specifically approved by Members or the Board of Directors, as provided by the Declaration, these Articles of Incorporation, the By-Laws or applicable law.

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J. The power to appoint committees as the Board of Directors may deem appropriate.

K. The power to collect delinquent Assessments and fines by suit or otherwise, to abate nuisances and to fine, enjoin or seek damages from Members in violation of the provisions of the Declaration, these Articles of Incorporation and the By-Laws.

L. Subject to the terms of the Declaration, the power to bring suite and to litigate on behalf of the Association.

M. The power to adopt, alter and amend or repeal the By-Laws of the Association as may be desirable or necessary for the proper management of the Association.

N. The power to posses, employ and exercise all powers necessary to implement, enforce and carry into effect the powers above described.

Section 3. Funds and Title to Properties. All funds and title to all properties acquired by the Association and the proceeds thereof shall be held in the name of the Association for the benefit of the Members in accordance with the provisions of the Declaration. No part of the income, if any, of the Association shall be distributed to the Members, directors, or officers of the Association. Nothing herein shall prohibit the Association from reimbursing its directors, officers and committee members for all expenses reasonably incurred in performing service rendered to the Association.

Section 4. Limitations. The powers of the Association shall be subject to and be exercised in accordance with the provisions of the Declaration.

ARTICLE VI QUALIFICATIONS OF MEMBERSHIP

The qualifications for membership and the manner of admission shall be as provided by the By-Laws of the Association.

ARTICLE VII VOTING RIGHTS

The Members shall have the right to vote on Association matters as provided in the Declaration and By-Laws.

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ARTICLE VIII
LIABILITY FOR DEBTS

Neither the Members nor the officers or directors of the Association shall be liable for the debts of the Association.

ARTICLE IX
BOARD OF DIRECTORS

Section 1. The number of directors constituting the initial Board of Directors of the Association is ~~three~~ (3) and the names and addresses of the persons who will serve as the initial Board of Directors of the Association are:

<u>Name</u>	<u>Address</u>
Howard B. Camp	2801 Fruitville Road, Suite 100 Sarasota, FL 34237
Robert R. Nelson	2801 Fruitville Road, Suite 100 Sarasota, FL 34237
Lemuel Sharp, III	2801 Fruitville Road, Suite 100 Sarasota, FL 34237

Section 2. The Board of Directors shall be the persons who will manage the corporate affairs of the Association and are vested with the management authority thereof. The Board of Directors will be responsible for the administration of the Association and will have the authority to control the affairs of the Association, as are more fully set forth in the Declaration and the By-Laws of the Association.

Section 3. The method of election or appointment and terms of office, removal and filling of vacancies shall be as set forth in the By-Laws of the Association.

ARTICLE X
BY-LAWS

The By-Laws of the Association may be adopted, amended, altered or rescinded as provided therein; provided, however, that at no time shall the By-Laws conflict with these Articles of Incorporation or the Declaration.

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ARTICLE XI
CONSTRUCTION

These Articles of Incorporation and the By-Laws of the Association shall be construed, in case of any ambiguity or lack of clarity, to be consistent with the provisions of the Declaration. In the event of any conflict between the terms of the Declaration, these Articles of Incorporation or the By-Laws, the following order of priority shall apply: the Declaration, the Articles of Incorporation and the By-Laws.

ARTICLE XII
SOLE INCORPORATOR

The name and address of the sole incorporator is as follows:

Robert R. Nelson

2801 Fruitville Road, Suite 100
Sarasota, FL 34237

ARTICLE XIII
OFFICERS

The affairs of the Association shall be managed by a President, a Vice-President, a Secretary and a Treasurer, and if elected by the Board of Directors, any such other officers and assistant officers as may be designated by the Board of Directors. The Board of Directors at each annual meeting shall elect, to serve for a term of one (1) year, a President, a Vice-President, a Secretary and a Treasurer, and such other officers as the Board of Directors from time to time determine appropriate.

ARTICLE XIV
AMENDMENT

Amendments to these Articles may be made and adopted upon as follows:

1. If the amendment is to be adopted by the Members:
 - (a) A notice of the proposed amendment shall be included in the notice of the Members' meeting which shall consider the amendment. The meeting may be the annual meeting or a special meeting.
 - (b) There is an affirmative vote of two-thirds (2/3) of the membership votes entitled to be cast and

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- (c) No amendment by the Members shall make any changes which would in any way affect any of the rights, privileges, power or options herein provided in favor of, or reserved to, Declarant, unless Declarant joins in the execution of the amendment.

2. So long as Declarant appoints a majority of the directors of the Association, Declarant shall be entitled to unilaterally amend these Articles and the Bylaws.

ARTICLE XV INDEMNIFICATION

Every director and every officer of the Association 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 or any settlement of any proceeding to which he may be a part or in which he may become involved by reason of his being or having been a director or officer of the Association, whether or not he is a director or officer at the time such expenses are incurred, except when the director or officer is guilty of willful misfeasance of malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for 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 or officer may be entitled.

ARTICLE XVI REGISTERED AGENT AND REGISTERED OFFICE

The name of the initial registered agent shall be Mark P. Barnebey, and the street address of the registered office of the Association shall be 1301 Sixth Avenue West, Suite 401, Bradenton, Florida 34207.

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IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 8th day of August, 2006.

Robert R. Nelson
Robert R. Nelson, Incorporator

STATE OF FLORIDA
COUNTY OF Sarasota

BEFORE ME, the undersigned authority personally appeared Robert R. Nelson, known to me and known by me to be the person described in and who executed the foregoing and who acknowledged before me that he executed the same for the uses and purposes therein expressed. He is personally known to me.

WITNESS my hand and official seal in the County and State last aforesaid, this 8th day of August, 2006.

* Sheri Fry
(*Print Name of Notary Public)
Notary Public - State of Florida
My Commission Expires: 10-16-2008
My Commission Number: 22362114



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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED.

FIRST--THAT TOWNHOUSE RESIDENCES AT UNIVERSITY GROVES
ASSOCIATION, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF
THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 2801
FRUITVILLE ROAD, SUITE 100, SARASOTA, FLORIDA 34237.

SECOND—MARK P. BARNEBEY, C/O 1301 SIXTH AVENUE WEST, SUITE 401,
BRADENTON, FLORIDA 34237, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS
WITHIN FLORIDA.

SIGNATURE Robert R. Nelson
Robert R. Nelson

DATE: August 8, 2006

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I
HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY
WITH PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES

SIGNATURE: Mark P. Barney
Mark P. Barney

DATE: AUG. 9, 2006

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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