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This Instrument Prepared by and Return to:

Robert L. Tankel, Esquire

Address:

Robert L. Tankel, P.A.
1299 Main Street, Suite F
Dunedin, Florida 34698-5333

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03/16/00 Dpty Clerk

JED PITTMAN, PASCO COUNTY CLERK
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SPACE ABOVE THIS LINE FOR RECORDING DATA

**CERTIFICATE OF RECORDATION
OF
ARTICLES OF INCORPORATION and BY-LAWS OF
BELLERIVE AT FOX HOLLOW HOMEOWNERS ASSOCIATION, INC.**

WHEREAS, the Declaration of Covenants, Conditions and Restrictions ("Declaration") of TRINITY COMMUNITIES, dated June 3, 1993 were recorded in Official Records Book 3158 at Page 870 of the Public Records of Pasco County, Florida and subsequently amended thereafter; and

WHEREAS, the Board of Directors of BELLERIVE AT FOX HOLLOW HOMEOWNERS ASSOCIATION, INC., ("Board") is the entity responsible for operating all of the property subject to the Declaration; and

WHEREAS, Section 617, Florida Statutes provides that for any community whose Governing Documents are created after October 1st, 1995 must have its Articles of Incorporation and By-Laws recorded as an exhibit to the Declaration; and

WHEREAS, the Board is desirous of putting the world on notice of the contents of the Articles of Incorporation and By-Laws of the Association so as to bring its Documents up to "State of the Art."

NOW THEREFORE, the Board hereby resolves as follows:

1. The above recitations are true and correct and are incorporated herein by reference.
2. Attached hereto is a true and correct copy of the Articles of Incorporation and By-Laws of BELLERIVE AT FOX HOLLOW HOMEOWNERS ASSOCIATION, INC., as they exist on the date hereof with all amendments thereto incorporated in the text of said Documents.
3. The purpose of recording this instrument is to put the world on notice of the contents of these documents and to provide that, in the future, any amendments to the Articles of Incorporation or By-Laws will be recorded among the Official Records of Pasco County, Florida.

IN WITNESS WHEREOF, the Board has approved of this Certificate this 16TH day of FEBRUARY, 2000 at a duly called meeting at which a quorum was present by a vote of 5 to 0.

BELLERIVE AT FOX HOLLOW
HOMEOWNERS ASSOCIATION, INC.

By: *J.B. Farrington*
JOHN B. FARRINGTON, President

Attest: *T.W. Starrett*
T.W. Starrett, Secretary

STATE OF FLORIDA)
COUNTY OF PASCO)

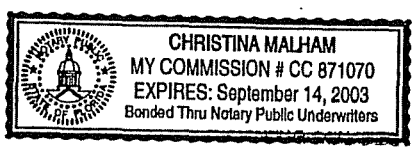
BEFORE ME, the undersigned personally appeared John Farrington and Thomas Starrett, to me known to be the President and Secretary, respectively, of BELLERIVE AT FOX HOLLOW HOMEOWNERS ASSOCIATION, INC., and they jointly and severally acknowledged before me that they freely and voluntarily executed the same as such officers, under authority vested in them by said corporation. They are personally known to me or have produced _____ and _____ as identification. If no type of identification is indicated, the above named persons are personally known to me.

WITNESS my hand and official seal in the County and State last aforesaid, this 22 day of February, 2000.

Christina Malham
Notary Public

CHRISTINA MALHAM
Printed Name

My commission expires:



State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of BELLERIVE AT FOX HOLLOW HOMEOWNERS ASSOCIATION, INC., a Florida corporation, filed on August 27, 1993, as shown by the records of this office.

The document number of this corporation is N93000003903.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Twenty-seventh day of August, 1993



CR2EO22 (2-91)

Jim Smith
Secretary of State

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13978.00001

ARTICLES OF INCORPORATION
OF
Bellerive at Fox Hollow Homeowners Association, Inc.
(a corporation not-for-profit)

The undersigned hereby executes these Articles of Incorporation for the purpose of forming a corporation not-for-profit under Chapter 617 of the Florida Statutes in existence as of the date of filing these Articles with the Secretary of State of Florida, (the "Florida Not For Profit Corporation Act") and certifies as follows:

ARTICLE I

NAME

The name of the corporation shall be Bellerive at Fox Hollow Homeowners Association, Inc., hereinafter referred to as the "Association," and its duration shall be perpetual.

ARTICLE II

PURPOSES

A. Purposes. The purposes for which the Association is organized are:

1. To engage as a nonprofit organization in protecting the value of the property of the Owners and Members of the Association and the property of the Association;
2. To control and regulate the use of certain amenities;
3. To promote, assist and provide adequate and proper maintenance of property for the benefit of all Owners;
4. To maintain certain land and facilities for the benefit of all Owners and Members of the Association;
5. To acquire, hold, convey and otherwise deal with real and personal property in the Association's capacity as a property owners association;
6. To exercise all the powers and privileges and to perform all the duties and obligations of the Association as defined and set forth in the Articles of Incorporation, the By-Laws and that certain Declaration of Covenants, Conditions and Restrictions for Bellerive at Fox Hollow ("Declaration") to be recorded in the office of the Clerk of the Circuit Court in and for Pasco County, Florida, including the establishment and enforcement of payment of charges and assessments contained therein;
7. To promote the recreation, general welfare, benefit and enjoyment of the Owners;

8. To exercise all powers and discharge all responsibilities granted to it as a corporation under the laws of the State of Florida, the Articles of Incorporation, the By-Laws and the Declaration; and

9. To engage in such other lawful activities as may be to the benefit of the Owners and Members of the Association and their property.

B. Not a Condominium Association. The Association is created pursuant to the Declaration and the Articles of Incorporation and is not intended to be, nor shall it be deemed to be, a condominium association within the meaning of Florida Statutes, Chapter 718.

C. No Distribution of Income. The Association shall make no distribution of income to its Members, directors or officers, except as provided in the Declaration.

D. Undefined Terms. All terms used herein which are not defined herein shall have the same meaning as ascribed in the Declaration.

ARTICLE III

POWERS

The Association shall have all powers granted to it by common law, Florida Statutes, the Articles of Incorporation, the By-Laws and the Declaration. The powers of the Association shall include, but not be limited to, the following:

A. Common Law and Statutory Powers. 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 By-Laws and the Declaration.

B. Necessary Powers. The Association shall have all the powers reasonably necessary to perform the obligations and duties and to exercise the rights and powers set out in the Articles, the Declaration and the By-Laws, including, but not limited to, the following:

1. To operate, manage, control and regulate the property of the Association and the Common Areas in accordance with the purpose and intent contained in the Declaration;

2. To purchase equipment, supplies and material and to maintain, repair, replace, operate and manage the Common Areas;

3. To employ the personnel required for the operation of the Association and the Common Areas;

4. To enter into a long-term contract with any person, firm, corporation or management entity of any nature or kind, to provide for the maintenance, operation, repair and upkeep of the Common Areas, and of any facilities leased or dedicated to the Association or otherwise provided for the Owners' usage. The cost of the management entity's fee shall be a Common Expense, collected pursuant to the Declaration;

5. To reconstruct improvements upon the Commons Areas after casualty and to further improve the Common Areas;

6. To make, levy and collect assessments and charges, as provided for in the Declaration;

7. To collect delinquent assessments by suit or otherwise, and to abate nuisances and enjoin or seek damages from Owners for violation of the provisions of the Articles of Incorporation, the By-Laws, the Declaration or any rules and regulations of the Association;

8. To expend monies collected for the purpose of paying the Common Expenses of the Association;

9. To use the proceeds of assessments and charges in the exercise of its powers and duties;

10. To make, adopt, alter, 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;

11. To make reasonable rules and regulations and to amend them from time to time;

12. To pay all taxes and other assessments which are liens against the Common Areas;

13. To enforce by legal means the provisions of the Articles of Incorporation, the By-Laws, the Declaration, any traffic regulations, and all other rules and regulations promulgated by the Association;

14. To carry out and enforce covenants, conditions or restrictions to the extent the Association may be authorized to do so under the By-Laws or Declaration;

15. To engage in activities which will foster, promote and advance the common interests of the Owners and the Members;

16. 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, and to maintain or improve such real and personal property once acquired;

17. To borrow money for any purpose, subject to any limitations contained in the By-Laws, and the power to select depositories for the Association's funds, and to determine the manner of receiving, depositing and disbursing those funds and the form of check and the person or persons by whom the same shall be signed, when not signed as otherwise provided by the By-Laws;

18. To purchase insurance of any nature in such amounts or with such companies as the Board of Directors shall deem necessary and appropriate;

19. 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 associations, corporations or any entity or agency, public or private;

20. To act as agent, trustee or other representative of other corporations, firms or individuals, and as such to advance the business for ownership interests in such corporations, firms or individuals;

21. To provide any and all supplemental municipal services as may be necessary or proper;

22. To pay utility bills for utilities serving the Common Areas or other property;

23. To provide for management and maintenance and to authorize a management entity to assist the Association in carrying out its powers and duties by performing functions, including, but not limited to, the collection of assessments, preparation of records, enforcement of rules and maintenance of the Common Areas. The Association shall, however, retain at all times the powers and duties and granted it by common law, Florida Statutes and local ordinances, including, but not limited to, the making of assessments, the promulgation of rules and the execution of contracts on behalf of the Association;

24. To establish additional officers and/or directors of the Association and to appoint all officers, except as otherwise provided herein;

25. To appoint such committees as the Board of Directors may deem appropriate;

26. To do all of the foregoing with respect to property, other than Common Areas, as deemed appropriate by the Board of Directors; and

27. To possess, enjoy and exercise all powers necessary to implement, enforce and carry into effect the powers above described.

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 III are independent powers, not to be restricted by reference to or inference from the terms of any other paragraph or provision of Article III.

C. Funds and Title to Properties. All funds and title to all properties acquired by the Association and the proceeds thereof shall be held only for the benefit of the Owners and Members of the Association in accordance with the provisions of the Declaration. No part of the income, if any, of the Association shall be distributed to the Owners, Members, directors or officers of the Association. The Association shall have no obligation to create or maintain any reserves.

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

ARTICLE IV

MEMBERSHIP

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

B. Qualification for, and admission to, membership in the Association shall be regulated by the Declaration and the By-Laws of the Association.

C. The share of an Owner or 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 Lot or Unit.

ARTICLE V

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 nine (9) directors. So long as Declarant retains control of the Association, as described in the Declaration, Declarant shall have the right to appoint all members of the Board of Directors and to approve the appointment of all officers of the Association, and no action of the membership of the Association shall be effective unless, and until, approved by Declarant. Further, until turnover of control by Declarant, as aforesaid, no director or officer need be a Member of the Association. After turnover of control of the Association, and so long as Developer owns any property within the Trinity Communities, Declarant shall have the right to vote for each Lot or Unit owned by Declarant. The number of directors constituting the initial Board is three (3) and they shall serve until such time as Declarant turns over control of the Association or until replaced or expanded by Declarant. Commencing with the first annual meeting of Members following the date on which Declarant turns over control of the Association, the directors shall be elected by the Members of the Association at the annual meeting. Declarant shall be entitled at any time, and from time to time, to remove or replace any director originally appointed by Declarant. Declarant may waive or relinquish in whole or in part any of its rights to appoint any one or more of the directors it is entitled to appoint. The following persons shall constitute the initial Board of Directors:

<u>Name</u>	<u>Address</u>
Lew Friedland	43309 U.S. Highway 19N P.O. Box 1608 Tarpon Springs, FL 34668-1608
Daniel Aldridge	43309 U.S. Highway 19N P.O. Box 1608 Tarpon Springs, FL 34668-1608
David Ford	43309 U.S. Highway 19N P.O. Box 1608 Tarpon Springs, FL 34668-1608

ARTICLE VI

OFFICERS

The affairs of the Association shall be administered by the officers designated by the By-Laws. Officers shall be elected by the Board of Directors at the annual meetings of the Directors, as provided in the By-Laws. Until such time as Declarant relinquishes control of the Association, as provided in the Declaration, however, Declarant shall have the right to approve all of the officers of the Association. The initial officers shall consist of a President, a Vice President, a Secretary and Treasurer. An individual may hold more than one office. The following persons shall serve as officers until the first election:

<u>Name</u>	<u>Title</u>
Lew Friedland	President
Daniel Aldridge	Vice President
Bill Sweetnam	Secretary
David Ford	Treasurer

ARTICLE VII

INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Association shall indemnify its officers and directors, and may indemnify its employees and agents, to the extent provided in the Declaration and to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Such 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 representatives of such a person. An adjudication of liability shall not affect the right to indemnification for those indemnified. The Association may as a Common Expense maintain general liability and officers' and directors' liability insurance to fund this obligation.

ARTICLE VIII

INCORPORATOR

The name and address of the incorporator of the Association is:

Name	Address
Hugh W. Perry, Esq.	Gunster, Yoakley & Stewart, P.A. Phillips Point, East Tower 777 S. Flagler Dr., Ste. 500 P.O. Box 4587 West Palm Beach, Florida 33402-4587

ARTICLE IX

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 and provided further that no amendment, alteration or rescission may be made which adversely affects the rights or privileges of any Institutional Mortgagee, without the express prior written consent of the Institutional Mortgagee so affected, and provided further that no amendment, alteration or rescission of the By-Laws shall be made without the Association's prior written approval. Until such time as Declarant relinquishes control of the Association, no amendments to the By-Laws shall be effective unless Declarant shall have joined in and consented thereto in writing. Any attempt to amend, alter or rescind contrary to these prohibitions shall be of no force or effect.

ARTICLE X

AMENDMENTS

These Articles of Incorporation of the Association may be amended, altered or rescinded as provided in the Florida Not-For-Profit Corporation Act; provided, however, that no such amendment shall conflict with the terms of the Declaration or adversely affect the rights of Declarant, without Declarant's prior written approval; and provided further that no amendment, alteration or rescission may be made which adversely affects the rights or privileges of any Institutional Mortgagee, without the express prior written consent of the Institutional Mortgagee so affected. Any attempt to amend contrary to these prohibitions shall be of no force or effect.

ARTICLE XI

DISSOLUTION OF ASSOCIATION

The Association may be dissolved in the manner provided by the Florida Not-For-Profit Corporation Act; provided, however, the Association shall not be dissolved nor shall it dispose of any real property contained in the Common Areas, by sale or otherwise (except to an entity organized for the purpose of owning and maintaining such Common Areas), without the prior approval of the Board of County Commissioners of Pasco County, Florida. The Board of County Commissioners, as a condition precedent to approving such dissolution, may require dedication of Common Areas to the public as deemed necessary. In the event

of dissolution of the Association, controlling responsibility for maintenance, together with all easements related thereto, shall be transferred to a governmental agency or another association not-for-profit or a similar organization.

ARTICLE XII

REGISTERED AGENT AND REGISTERED OFFICE

The name of the initial registered agent shall be Hugh W. Perry, Esq. and the street address of the registered office of the Association shall be c/o Gunster, Yoakley & Stewart, P.A. 777 S. Flagler, Suite 500 West Palm Beach, Florida 33402-4587
The Association shall have the right to designate subsequent registered agents without amending these Articles of Incorporation.

ARTICLE XIII

ADDRESS

The principal place of business or mailing address of the Association shall be:

c/o Adam Smith Enterprises, Inc.
43309 U.S. Highway 19N
P.O. Box 1608
Tarpon Springs, FL 34668-1608

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation at Palm Beach County, Florida, this 06th day of August, 1993.

Signed, sealed and delivered in the presence of:

[Signature]
Name: Quathia C. Thiery
[Signature]
Name: [Signature]

[Signature] (SEAL)
HUGH W. PERRY
Incorporator

STATE OF FLORIDA)
) ss.
COUNTY OF Palm Beach

The foregoing instrument was acknowledged before me this 24th day of August, 1993, by HUGH W. PERRY, who [] is personally known to me or [] has produced the following identification _____ which is current or has been issued within the past five years and bears a serial or other identifying number and who did not take an oath.

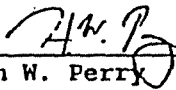


[Signature]
Print Name: Deborah Ritchie
NOTARY PUBLIC - STATE OF Florida
Commission Number: _____
My commission expires: _____

(Notarial Seal)

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping said office open for service of process.



Hugh W. Perry