

ARTICLES OF INCORPORATION  
OF  
BRENTWOOD HILLS HOMEOWNERS' ASSOCIATION, INC.  
(A corporation not-for-profit)

FILED  
MAR 21 1967  
TREASURY DEPARTMENT

The undersigned, all being of full age, do hereby associate ourselves together, and we do hereby agree for ourselves, our associates and our assigns, to become a corporation not-for-profit under Chapter 617, Florida Statutes, providing for the formation, liability, rights, privileges, benefits and obligations conferred and imposed by said law on corporations organized pursuant to the provisions thereof, and hereby make, subscribe and acknowledge and file these Articles of Incorporation as follows:

ITEM 1. - NAME OF CORPORATION

1.01 Name - The name of this corporation shall be BRENTWOOD HILLS HOMEOWNERS' ASSOCIATION, INC.

ITEM 2. - GENERAL NATURE OF BUSINESS

2.01 Purpose - The objects and purposes for which this corporation is formed are:

(1) To promote cooperation among lot owners and property owners in BRENTWOOD HILLS, and generally to provide for the mutual assistance, welfare and improvement of all such persons.

(2) In furtherance of its corporate purposes, to enter into, make, perform and carry out contracts of every kind, with any person, firm, corporation, private, public or municipal, under the Government of the United States, or any foreign government, so far as, and to the extent that, the same may be done and performed by a corporation organized under Chapter 617, Florida Statutes.

(3) Subject to the restrictions and limitations imposed by law, to purchase or otherwise acquire, hold, own, sell, assign, transfer, mortgage, pledge, create a security interest in, exchange or otherwise dispose of the shares, bonds, obligations or other securities or evidences of indebtedness of other corporations, domestic and foreign, of any person, firm or corporation, domestic or foreign, and, if desirable, to issue and exchange therefor bonds or other obligations of this corporation, and while the owner of such shares, to exercise all rights, powers and privileges of ownership, including the power to vote thereon; and in furtherance of the corporate purposes, in the course of transaction of the affairs of the corporation, to acquire real and personal property, rights and interests of every nature, and to sell such bonds, debentures or other instrument or instruments, mortgaging, pledging or creating a security interest in the same, or in any deed, contract or other instrument relating thereto.

(4) To do everything necessary, suitable or proper for the accomplishment, attainment or furtherance of, to do every other act or powers set forth in these Articles of Incorporation, whether along or in association with others; to possess all the rights, powers and privileges now or hereafter conferred by the laws of the State of Florida, and, in general, to carry on any of the activities and to do any of the activities and to do any of the things herein set forth and to the same extent as fully as a natural person or partnership might or could do; provided that nothing herein set forth shall be construed as authorizing the corporation to possess any purpose, object or power, or to do any act or things forbidden by law to a not-for-profit corporation organized under the laws of the State of Florida.

(5) The corporation shall not engage nor shall any of its funds, property or income be used to carry on propaganda or other-

wise attempt to influence legislation, nor shall the corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office, nor shall the corporation engage in subversive or un-American activities.

#### ITEM 3. - SCOPE OF POWERS

3.01 The corporation shall have the power, either directly or indirectly, either alone or in conjunction with others to do any and all lawful acts and things and to engage in any and all lawful activities which may be necessary, useful, desirable, suitable or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the corporation is to further accomplish, foster or attain any of such purposes. Notwithstanding anything herein to the contrary, this corporation shall have the corporate powers described in Section 617.021, Florida Statutes, as amended from time to time, together with those powers conferred by the Declaration of Covenants, Conditions, Restrictions, these Articles of Incorporation and any and all lawful Bylaws of the corporation and in furtherance of the exempt purposes of organizations set forth in Section 501 (c) of the Internal Revenue Code of 1954, as amended, and its regulations as the same now exist; or as they may be hereafter amended from time to time.

#### ITEM 4. - NON-PROFIT CHARACTER OF CORPORATION

4.01 This corporation is not organized for profit. In the event of the liquidation or dissolution of the corporation, whether voluntary or involuntary, members shall be entitled to any distribution or division of its remaining property or proceeds, and the balance of all money and other property received by the corporation from any source, after the payment of all debts and obligations of the corporation, shall be used or distributed, subject to the order of the Circuit Court of the State of Florida, as provided by Florida Statute 617.05, exclusively for purposes within those set forth in Item 2 of these Articles of Incorporation, and within the intentment of Section 501 (c) of the Internal Revenue Code of 1954, and the regulations thereunder as they now exist or as they may hereafter be amended.

#### ITEM 5 - QUALIFICATION

5.01 The membership of this corporation shall consist of all persons hereinafter named as Directors and such other persons as from time to time hereafter may become members in the manner provided in the Bylaws.

#### ITEM 6 - TERM OF EXISTENCE

6.01 This corporation is to exist perpetually.

#### ITEM 7 - PLACE OF OPERATION

7.01 The operations of the corporation are to be conducted principally within Hillsborough County, Florida.

#### ITEM 8 - PRINCIPAL OFFICE

8.01 The corporation's principal office shall initially be located at 1155 U.S. Highway 19, Palm Harbor, Pinellas County, Florida 34684.

#### ITEM 9 - OFFICERS

9.01 The initial officers of the corporation shall be a President, a Vice President, a Secretary-Treasurer, and such other persons as shall be provide in the Bylaws of the corporation. Any person may hold two or more offices, except that the President may

not also be the Secretary or Assistant Secretary of the corporation. The names of the persons who are to serve as officers of the corporation until the first annual meeting of the Board of Directors are:

<u>Name</u>	<u>Address</u>
Kenneth A. Jones President	1155 U.S. Highway 19 Palm Harbor, Florida 34684
Jose R. Cuarta Vice President	1155 U.S. Highway 19 Palm Harbor, Florida 34684
Frederick H. Burcaw Secretary-Treasurer	1155 U.S. Highway 19 Palm Harbor, Florida 34684

The officers shall be elected at the annual meeting of the Board of Directors as provided in the Bylaws of this corporation.

ITEM 10 - THE BOARD OF DIRECTORS

10.01 The business of the corporation shall be managed by the Board of Directors. This corporation shall have not less than three (3) directors initially. The number of directors may be increased from time to time by the Bylaws, but shall never be less than three (3) nor more than nine (9). The Board of Directors shall be members of the corporation. The members of the Board of Directors shall be elected and hold office in accordance with the Bylaws. The names and addresses of the persons who are to serve as directors until the first annual membership meeting of the corporation are:

<u>Name</u>	<u>Address</u>
Kenneth A. Jones President	1155 U.S. Highway 19 Palm Harbor, Florida 34684
Jose R. Cuarta Vice President	1155 U.S. Highway 19 Palm Harbor, Florida 34684
Frederick H. Burcaw Secretary-Treasurer	1155 U.S. Highway 19 Palm Harbor, Florida 34684

ITEM 11 - BYLAWS

11.01 The Board of Directors of this corporation shall provide such Bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time. Upon proper notice, Bylaws may be amended, altered or rescinded by a majority vote of those members of the Board of Directors present at any regular meeting, or any special meeting called for that purpose.

ITEM 12 - AMENDMENTS

12.01 Upon proper notice, these Articles of Incorporation may be amended by a majority vote of those members of the Board of Directors present at any regular meeting, or any special meeting called for that purpose.

IN WITNESS WHEREOF, we, the undersigned, the subscribing incorporators, have hereunto set our hands and seals, the 28 day of February, 1989.

Cheri S. Johnson  
James H. Lusk  
Witnesses as to all Parties

Kenneth A. Jones  
Kenneth A. Jones

Jose R. Cuarta  
Jose R. Cuarta

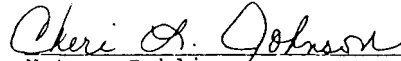
Frederick H. Burcaw  
Frederick H. Burcaw

STATE OF FLORIDA

COUNTY OF PINELLAS

I HEREBY CERTIFY that on the 28 day of February, 1989, before me, the undersigned authority, personally appeared KENNETH A. JONES, JOSE R. CUARTA and FREDERICK H. BURCAW, to me well known to be the individuals described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that they executed the same for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.

  
\_\_\_\_\_  
Notary Public  
State of Florida

My Commission Expires:

Notary Public, State of Florida  
My Commission Expires June 28, 1991  
Bonded thru Troy Fair - Insurance, Inc.

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 BRENTWOOD HILLS HOMEOWNERS' ASSOCIATION, INC.  
(Name of Corporation)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA,  
WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF Palm Harbor  
(City)

STATE OF Florida, HAS NAMED GARY N. STROHAUER  
(State) (Name of Resident Agent)

LOCATED AT 918 Drew Street, Suite A  
(Street Address & Number of Building)  
(Post Office Box Addresses Are Not Acceptable)

CITY OF Clearwater, STATE OF FLORIDA, AS ITS AGENT TO  
(City)

ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE Kenneth A. Jones  
(Corporate Officer) Kenneth A. Jones

TITLE President

DATE 2/28/89

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 THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE [Signature]  
(Resident Agent)

DATE 2/28/89

FIRST AMENDMENT TO  
ARTICLES OF INCORPORATION OF  
BRENTWOOD HILLS HOMEOWNERS' ASSOCIATION, INC.  
(A Corporation Not for Profit)

Pursuant to Item 12. - Amendments of the Articles of Incorporation of this Corporation, the Board of Directors of this Corporation, by unanimous vote at a regularly called meeting of the Board of Directors of this Corporation, held on March 24, 1989, passed the following amendment to the Articles of Incorporation of Brentwood Hills Homeowners' Association, Inc., a Corporation Not for Profit:

1. ITEM 5. - QUALIFICATION to the Articles of Incorporation of this Corporation is amended by adding the following subparagraph 5.02 thereto:

5.02 Notwithstanding anything contained in these Articles of Incorporation or the By-Laws of this Corporation to the contrary, every person or entity who is a record owner of any lot in Brentwood Hills Subdivision, Unit A-1 as recorded in Plat Book 67, Pages 33-1 through 33-4 and in Brentwood Hills Subdivision, Unit B-1 as recorded in Plat Book 67, Pages 27-1 through 27-4, all of the Public Records of Hillsborough County, Florida, together with any addition which may be made pursuant to the Brentwood Hills Declaration of Covenants, Conditions and Restrictions recorded in O.R. Book 5632, Page 1158, of the Public Records of Hillsborough County, Florida, shall be entitled to membership and voting rights in the Association. Membership in this Corporation is pertinent to and inseparable from ownership of lots in Brentwood Hills Subdivision as above set forth.

2. ITEM 12. - AMENDMENTS is deleted in its entirety and the following ITEM 12. - AMENDMENTS is substituted in its place and stead:

12.01 Upon proper notice, these Articles of Incorporation may be amended by an instrument approved by not less than two-thirds (2/3) of the owners as the same is defined in the Brentwood Hills Declaration of Covenants, Conditions and Restrictions as recorded in O.R. Book 5632, Page 1158, of the Public Records of Hillsborough County, Florida.

3. The following ITEM 13 is added to the Articles of Incorporation of this Corporation:

ITEM 13. - DISSOLUTION

13.01 In the event this Corporation is ever dissolved, the assets of this Corporation shall be dedicated to a public body or conveyed to a non-profit organization duly established and in good standing under the Laws of the State of Florida or the Laws of the United States, as the case may be, said entity to have similar purposes to the purposes for which this Corporation is established.

4. The following ITEM 14 is added to the Articles of Incorporation of this Corporation:

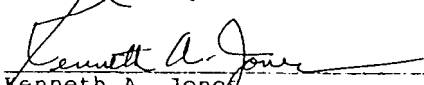
ITEM 14. - FHA/VA APPROVAL

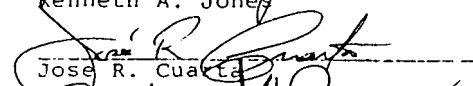
14.01 So long as there is Class B membership in this Corporation as the same is defined in the Brentwood Hills Declaration of Covenants, Conditions and Restrictions as recorded in O.R. Book 5632, Page 1158, of the Public Records of Hillsborough County, Florida, and the By-Laws of the Corporation, none of the following shall occur without the prior written approval of the Federal Housing Administration and the Veterans' Administration:

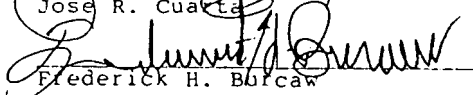
- A. Annexation of additional property subject to the Brentwood Hills Declaration of Covenants, Conditions and Restrictions as recorded in O.R. Book 5632, Page 1158, of the Public Records of Hillsborough County, Florida.
- B. Mergers or a consolidation of this Corporation with another homeowners' association (or similar organization).
- C. The mortgaging of any common areas or community properties as the same are defined in the Brentwood Hills Declaration of Covenants, Conditions and Restrictions as recorded in O.R. Book 5632, Page 1158, of the Public Records of Hillsborough County, Florida.
- D. Dissolution of this Corporation.
- E. Further amendment of these Articles of Incorporation.

At such time as Class B membership in this Corporation shall cease to exist, this provision shall be of no further force and effect.

IN WITNESS WHEREOF, the undersigned, being all of the Directors of this Corporation, have executed this First Amendment to Articles of Incorporation this 29<sup>th</sup> day of March, 1989.

  
Kenneth A. Jones

  
Jose R. Cuarta

  
Frederick H. Borcaw

STATE OF FLORIDA  
COUNTY OF PINELLAS

BEFORE ME, an officer duly qualified to take acknowledgements, personally appeared KENNETH A. JONES, to me known to be the person described in and who executed the foregoing First Amendment to Articles of Incorporation for the purposes therein expressed and

he acknowledged the execution thereof to be his free act and deed on behalf of said Corporation.

WITNESS my hand and official seal at Palm Harbor, County of Pinellas, State of Florida, this 29<sup>th</sup> day of March, 1989.

Barbara Myland  
Notary Public

My Commission Expires:  
NOTARY PUBLIC STATE OF FLORIDA  
MY COMMISSION EXPIRES ON 12/31/92.  
BUREAU OF THE NOTARY PUBLIC, TALLAHASSEE, FLORIDA.

STATE OF FLORIDA  
COUNTY OF PINELLAS

BEFORE ME, an officer duly qualified to take acknowledgements, personally appeared JOSE R. CUARTA, to me known to be the person described in and who executed the foregoing First Amendment to Articles of Incorporation for the purposes therein expressed and he acknowledged the execution thereof to be his free act and deed on behalf of said Corporation.

WITNESS my hand and official seal at Palm Harbor, County of Pinellas, State of Florida, this 29<sup>th</sup> day of March, 1989.

Barbara Myland  
Notary Public

My Commission Expires:  
NOTARY PUBLIC STATE OF FLORIDA  
MY COMMISSION EXPIRES ON 12/31/92.  
BUREAU OF THE NOTARY PUBLIC, TALLAHASSEE, FLORIDA.

STATE OF FLORIDA  
COUNTY OF PINELLAS

BEFORE ME, an officer duly qualified to take acknowledgements, personally appeared FREDERICK H. BURCAW, to me known to be the person described in and who executed the foregoing First Amendment to Articles of Incorporation for the purposes therein expressed and he acknowledged the execution thereof to be his free act and deed on behalf of said Corporation.

WITNESS my hand and official seal at Palm Harbor, County of Pinellas, State of Florida, this 29 day of March, 1989.

Barbara Myland  
Notary Public

My Commission Expires:

CONSENT AND RATIFICATION OF MEMBERS

The undersigned, being all of the members of the within Corporation as of the date of this Amendment, hereby consent to and adopt the above-referenced First Amendment to Articles of Incorporation this 29<sup>th</sup> day of March, 1989.

SCARBOROUGH-SEMBLER JOINT VENTURE,  
A Florida General Partnership

By Frederick H. Burcaw  
Frederick H. Burcaw  
Its Authorized Agent



SECOND AMENDMENT TO  
ARTICLES OF INCORPORATION OF

BRENTWOOD HILLS HOMEOWNERS' ASSOCIATION, INC.

1. The following ITEM 15 is added to the Articles of  
Incorporation of this Corporation:

ITEM 15 - INDEMNIFICATION

15.01 The corporation shall indemnify any present or former officer, director or member of the Architectural Review Board or person exercising powers and duties of an officer, director or member of the Architectural Review Board to the full extent now or hereafter permitted by law; however, indemnification shall not be made to or on behalf of any director, officer, employee, or agent if a judgment or other final adjudication establishes that his actions, or omissions to act, were material to the cause of action so adjudicated and constitute:

(a) A violation of the criminal law, unless the director, officer, employee, or agent had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful;

(b) A transaction from which the director, officer, employee, or agent derived an improper personal benefit;

(c) In the case of a director, a circumstance under which the liability provisions of s. 607.0834 are applicable; or

(d) Willful misconduct or a conscious disregard for the best interests of the corporation in a proceeding by or in the right of the corporation to procure a judgment in its favor or in a proceeding by or in the right of a member.

2. The foregoing Amendment was approved by an affirmative vote of more than two-thirds (2/3) of the members of this corporation present at the annual meeting of the corporation held on the 30th day of September, 1991, and said vote was sufficient for approval of this Amendment.

IN WITNESS WHEREOF, the undersigned Directors of this Corporation have executed these Articles of Amendment on the 23<sup>rd</sup> day of October, 1991.

Mark K. Evans  
Mark K. Evans, Director

Frederick H. Burcaw  
Frederick H. Burcaw, Director

Amy Burcaw  
Amy Burcaw, Director

FILED  
91 OCT 30 AM 9:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

~~SECOND~~ <sup>THIRD</sup> AMENDMENT  
TO ARTICLES OF INCORPORATION OF  
BRENTWOOD HILLS HOMEOWNERS' ASSOCIATION, INC.

The undersigned hereby certifies that the following second amendment to Articles of Incorporation, was unanimously passed by the entire board of directors of Brentwood Hills Homeowners' Association, Inc. at a regularly called meeting of the Board of Directors, on the 15<sup>th</sup> day of December, 1994:

The articles of Incorporation of this Corporation are hereby amended as follows:

1. Paragraph 3.02 is hereby added to Item 3 entitled SCOPE OF POWERS.

This corporation shall have power and authority to operate and maintain the common property, specifically the surface water management system as permitted by the Southwest Florida Water Management District, including all lakes, retention areas, water management areas, ditches, culverts, structures and related appurtenances.

2. Paragraph 3.03 is hereby added to Item 3 entitled SCOPE OF POWERS.

This corporation shall have the power and authority to assess its members and to enforce said assessments.

2. Paragraph 4.02 is added to Item 4 entitled NON-PROFIT CHARACTER OF CORPORATION.

Notwithstanding the forgoing, in the event that this corporation is ever dissolved, the property existing of the surface water management system shall be conveyed to an appropriate agency of local government, and in the event an appropriate agency of local government shall not accept conveyance of the surface water management system, then, in such event, the system shall be conveyed and dedicated to a similar non-profit corporation.

3. Except as herein modified and amended the articles of incorporation for Brentwood Hills Homeowners' Association, Inc. as filed March 21, 1989 and as amended by First Amendment thereto, dated April 11, 1989, shall remain in full force and effect.

IN WITNESS WHEREOF, the undersigned, being the president over this corporation, has executed this Second Amendment to Articles of Incorporation this 15<sup>th</sup> day of December 1994.

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Brentwood Hills Homeowners' Association, Inc.

BY: [Signature]  
its President

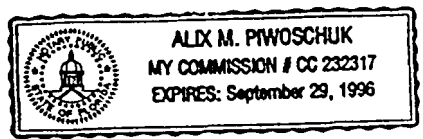
STATE OF FLORIDA  
COUNTY OF ~~PINELLAS~~ Hillsborough

John Fess

I HEREBY CERTIFY that on this 15<sup>th</sup> day of December, 1994, before me personally appeared, John Fess, as President of Brentwood Hills Homeowners' Association, Inc., who ~~provided his driver's license as identification~~ is personally known to me, and who executed the foregoing instrument and he acknowledged the execution thereof to be his free act and deed, for the uses and purposes therein mentioned, and who did take an oath.

WITNESS my hand and official seal at Valrico, County of ~~Pinellas~~ Hillsborough, State of Florida, the day and year last aforesaid.

[Signature]  
Notary Public  
My Commission Expires:



CONSENT AND RATIFICATION OF DIRECTORS

The undersigned, being all of the directors of Brentwood Hills Homeowners' Association, Inc., hereby consent to and join in the foregoing Second Amendment to Articles of Incorporation this 15<sup>th</sup> day of December, 1994. The members of the corporation were not entitled to vote on these amendments.

By: [Signature]  
Frederick H. Burcaw

By: [Signature]  
John Fess

By: Amy Burch Kirschner  
Amy Burch Kirschner

By: [Signature]  
Mark Brauer

By: A A Swallow  
A. A. Swallow