

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF  
FRANCES ARBOR VILLAS HOMEOWNERS ASSOCIATION, INC.**

**a Florida not-for-profit corporation**

**ARTICLE I**

**Name**

The name of the corporation is **FRANCES ARBOR VILLAS HOMEOWNERS ASSOCIATION, INC.** (hereinafter referred to as the “Association”).

**ARTICLE II**

**Purpose**

The purposes for which the Association is organized are as follows:

1. To operate as a corporation not-for-profit pursuant to Chapter 617 of the Florida Statutes.
2. To administer, enforce, and carry out the terms and provisions of the Amended and Restated Declaration of Restrictions of the Association (hereinafter referred to as the “Declaration”) as same may be amended from time to time, pertaining to Frances Arbor Villas, situated in Hillsborough County, Florida.
3. To administer, enforce, and carry out the terms and provisions of any other declaration of covenants and restrictions or similar document, submitting property to the jurisdiction of, or assigning responsibilities, rights, or duties to, the Association, and accepted by the Board of Directors.
4. To promote the welfare of the Association members and the lot owners and residents of Frances Arbor Villas, as authorized by the Declaration, by these Amended and Restated Articles of Incorporation of the Association (hereinafter referred to as the “Articles”), and by the Amended and Restated By-Laws of the Association (hereinafter referred to as the “By-Laws”).

## **ARTICLE III**

### **Powers**

The master Association shall have the following powers:

1. All of the common law and statutory powers of a not-for-profit corporation under the laws of Florida which are not in conflict with the terms of these Articles.
2. All of the powers, express or implied, granted to the Association by the Declaration or which are reasonably necessary in order for the Association to administer, enforce, carry out, and perform all of the acts, functions, rights, and duties provided in, or contemplated by, the Declaration.
3. To make, establish, and enforce rules and regulations governing the use and maintenance of Frances Arbor Villas.
4. To make and collect assessments against members of the Association to defray the costs, expenses, reserves, and losses incurred or to be incurred by the Association and to use the proceeds thereof in the exercise of the Association's powers and duties.
5. To own, purchase, sell, mortgage, lease, administer, manage, operate, maintain, improve, repair, and/or replace real and personal property.
6. To purchase insurance for the protection of the Association, its officers, directors, and members, and such other parties as the Association may determine to be in the best interests of the Association.
7. To operate, maintain, repair, and improve all common areas, and such other portions of the property as may be determined by the Board from time to time.
8. To employ personnel necessary to perform the obligations, services, and duties required of or to be performed by the Association and/or to contract with others for the performance of such obligations, services and/or duties.
9. To operate and maintain the surface water management and drainage system for the property as permitted by the Southwest Florida Water Management District, including all lakes, retention areas, culverts, and related appurtenances.
10. To sue and be sued.

## **ARTICLE IV**

### **Members**

1. The owner of any lot situated in Frances Arbor Villas shall be a member of the Association.

2. Transfer of membership in the Association shall be established by the recording in the public records of Hillsborough County, Florida, a deed or other instrument establishing a transfer of record title to any property for which membership has already been established as hereinabove provided, the owner(s) designated by such instrument of conveyance thereby becoming a member, and the prior owner's membership thereby being terminated. In the event of death of a member, his or her membership shall be automatically transferred to his or her heirs or successors in interest. Notwithstanding the foregoing, the Association shall not be obligated to recognize such a transfer of membership until such time as the Association receives a true copy of the deed or other instrument establishing the transfer of ownership of the property, and it shall be the responsibility and obligation of the former and new owner of the property to provide such true copy of said instrument to the Association.

3. The total number of members' votes shall be equal to the number of lots within Frances Arbor Villas from time to time. On all matters upon which the membership shall be entitled to vote, there shall be one (1) vote for each lot.

4. The By-Laws shall provide for an annual meeting of the members of the Association and may make provision for special meetings of the members.

## **ARTICLE V**

### **Board of Directors**

1. The affairs of the Association shall be managed by a Board of Directors (hereinafter referred to as the "Board") consisting of not less than five (5) nor more than nine (9) directors, and which shall always be an odd number. Each director shall hold office for the term of two (2) years on a staggered basis, or until such time as his or her successor is chosen, as more fully set forth in the By-Laws.

2. The directors of the Association shall be elected by members.

3. All of the duties and powers of the Association existing under Chapter 617 of the Florida Statutes, the Declaration, these Articles, and the By-Laws shall be exercised exclusively by the Board, its agents, contractors, or employees, subject to approval by the members only when specifically required.

4. Vacancies on the Board shall be filled in the manner provided by the By-Laws.

## **ARTICLE VI**

### **Officers**

The officers of the Association shall be a President, Vice President, Secretary, Treasurer, and such other officers as the Board may from time to time by resolution create. The officers shall be elected and serve terms in the manner provided by the By-Laws. The By-Laws shall provide for the duties of the officers and for filling vacancies.

## **ARTICLE VII**

### **Indemnification**

1. The Association shall indemnify any person who was or is a party or is threatened to be made a party, to any threatened, pending, or contemplated action, suit, or proceeding whether civil, criminal, administrative, or investigative, by reason of the fact he is or was a director, employee, officer, or agent of the Association, against expenses (including attorney fees and appellate attorney fees), judgements, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interest of the Association; and, with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful; except, that no indemnification shall be made in respect to any claim, issue, or matter as to which such person shall have been adjudged to be liable for gross negligence or willful misfeasance or malfeasance in the performance of his duty to the Association unless and only to the extent that the court in which such action or suit was brought shall determine, upon application, that despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, in and of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interest of the Association; and with respect to any criminal action or proceeding, that he had no reasonable cause to believe that his conduct was unlawful.

2. To the extent that a director, officer, employee, or agent of the Association has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in paragraph 1 above, or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorney fees and appellate attorney fees) actually and reasonably incurred by him in connection therewith.

3. Any indemnification under paragraph 1 above (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the director, officer, employee, or agent is proper under the circumstances because he has met the applicable standard of conduct set forth in paragraph 1 above. Such determination shall be made (a) by the Board by a majority vote of a quorum consisting of

directors who were not parties to such action, suit, or proceeding, or, (b) if such quorum is not obtainable, or even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in written opinion, or, (c) by a majority of the members.

4. Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Association in advance of the final disposition of such action, suit, or proceeding as authorized by the Board in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized in this Article.

5. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the laws of the State of Florida, any By-Law, agreement vote of members, or otherwise; and as to action taken in an official capacity while holding office, 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, executors, and administrators of such a person.

6. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or to the enterprise, against any liability asserted against him and incurred by him in any such capacity, as arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

## **ARTICLE VIII**

### **By-Laws**

The By-Laws may be altered, amended, or rescinded in the manner provided by the By-Laws.

## **ARTICLE IX**

### **Amendments**

Amendments to these Articles shall be proposed and adopted in the following manner:

1. A majority of the Board shall adopt a resolution setting forth the proposed amendments in directing that it be submitted to a vote at a meeting of the members, which may be the annual or a special meeting.

2. Written notice setting forth the proposed amendment or a summary of the changes to be affected thereby shall be given to each member entitled to vote thereon within the time and in the manner provided in the By-Laws for the giving of notice of meeting of members. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

3. At such meeting, a vote of the members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of a majority of the members entitled to vote. A member may vote either in person at such meeting or by proxy.

4. Any number of amendments may be submitted to the members and voted upon by them at any one meeting.

5. If all of the directors and all of the members entitled to vote sign a written statement manifesting their intention that an amendment to these Articles be adopted, then the amendment shall thereby be adopted as though the above requirements have been satisfied.

6. Upon the approval of an amendment to these Articles, Articles of Amendment shall be executed and delivered to the Department of State as provided by law, and a copy certified by the Department of State shall be recorded in the public records of Hillsborough County, Florida.

## **ARTICLE X**

### **Terms**

The Association shall have perpetual existence.

**ARTICLE XI**

**Principal Office; Addresses**

The street address of the principal office of the Association is:

608 Herchel Drive  
Temple Terrace, Florida 33617

The mailing address of the Association is:

P.O. Box 16334  
Temple Terrace, Florida 33687-6334

**ARTICLE XII**

**Registered Agent/Registered Office**

The name and street address of the Association's registered agent is:

Charles Evans Glausier, Esq.  
Glausier Knight Jones, PLLC  
400 N. Ashley Drive, Suite 2020  
Tampa, Florida 33602

**ARTICLE XIII**

**Acceptance of Appointment as Registered Agent**

I hereby accept the appointment as Registered Agent of Frances Arbor Villas Homeowners Association, Inc. I hereby acknowledge that I am familiar with, and accept, the obligations of that position.

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Charles Evans Glausier, Esq.  
Glausier Knight Jones, PLLC

## **ARTICLE XIV**

### **Dissolution**

The Association may be dissolved as provided by law, provided that any such dissolution shall require the consent of all of the members. In the event of the dissolution or final liquidation of the Association, 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 to or 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 non-profit corporation, association, trust, or other organization, to be devoted to purposes as nearly as practicable to or the same as those to which they were required to be devoted by the Association. No such disposition of Association properties shall be effective to divest or diminish any right or title of any member vested under the Declaration unless made in accordance with the provisions of such Declaration.