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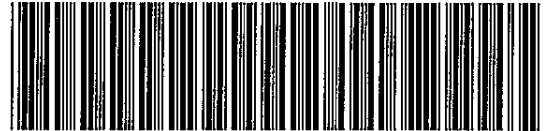
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1.) CitiLofts Townhomes of Year Association, Inc  
(CORPORATE NAME & DOCUMENT #)

2.)  
(CORPORATE NAME & DOCUMENT #)

3.)  
(CORPORATE NAME & DOCUMENT #)

4.)  
(CORPORATE NAME & DOCUMENT #)

5.)  
(CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

**ARTICLES OF INCORPORATION**  
**OF**  
**CITILOFTS TOWNHOMES OF YBOR ASSOCIATION, INC.**  
**a Florida not for profit corporation**

The undersigned subscribers, desiring to form a corporation not for profit under Chapter 617, Florida Statutes, as amended, hereby adopt the following Articles of Incorporation:

**ARTICLE I**  
**NAME**

The name of this Corporation is:

CITILOFTS TOWNHOMES OF YBOR ASSOCIATION, INC. hereinafter referred to as  
"Association" or "Declarant" whose corporate and mailing address is:

1313 Gray Street  
Tampa, Florida 33606

**ARTICLE II**  
**PURPOSES**

The Declarant intends to record a Declaration of Covenants, Conditions and Restrictions (the "Declaration") which will affect the construction, operation and maintenance of certain real property located in Hillsborough County, Florida, copy of said plat particularly described on that certain plat duly recorded in Plat Book 1, Page 10 of the Public Records of Hillsborough County, Florida (the "Real Property") attached hereto and made a part hereof. This Association is being formed to administer the Declaration and to perform, among other things, the duties and exercise the powers pursuant to the Declaration as and when the Declaration is recorded in the Public Records of Hillsborough County, Florida. The Association does not contemplate pecuniary gain or profit, direct or indirect, to its members. The purpose for which the Association is formed is as follows:

- A. To administer the Declaration and exercise powers pursuant to the same;
- B. To own, acquire, build, operate and maintain streets, roads, security and lighting, all for the benefit of the Owners (as defined in the Declaration) of the Real Property, including but not limited to: open personal properties incident thereto), hereinafter referred to as the "Common Properties"; and any and all rules and regulations, other agreements applicable thereto;
- C. To fix assessments (or charges) to be levied against the Properties and/or the owners of any part or parcel within the Properties;

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D. To enforce the Declaration of Covenants and Restrictions for (the "Declaration") and any and all rules and regulations and other agreements applicable thereto;

E. To pay taxes, if any, and insurance on the Common Properties and any other portions of the Properties provided for in the recorded covenants and restrictions applicable to the Properties.  
To pay taxes, if any, and insurance on the Real Property and the Common Property and any other portions of the Real Property provided for in the recorded covenants and restrictions applicable thereto;

F. To supplement municipal services; if any; and

G. Insofar as permitted by law, to do any other thing that, in the opinion of the Board of Directors of the Association, will promote the common benefit and enjoyment of the owners (as defined in the Declaration) of the Real Property.

### **ARTICLE III**

#### **POWERS**

The 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, fictions, 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 the Real Property.

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 Real Property as may be determined by the Board from time to time.

8. To exercise architectural control over all buildings, structures and improvements to be placed or constructed upon any portion of the Real Property pursuant to the Declaration.

9. To contract for cable television and security services within the Real Property as the Board in its discretion determines necessary or appropriate.

10. To provide, purchase, acquire, replace, improve, maintain and/or repair such buildings, structures, street lights and other structures, landscaping, paving and equipment, both real and personal, related to the health, safety and social welfare of the Members of the Association and the Owners and residents of the Real Property as the Board in its discretion determines necessary or appropriate.

11. 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.

12. To operate and maintain the surface water management and drainage system for the Real Property as permitted by the Southwest Florida Water Management District, if applicable, or any other water management regulatory agency, including all lakes, retention areas, culverts and related appurtenances.

13. To sue and be sued.

14. To promulgate and amend reasonable regulations respecting the use of the Real Property and the Common Property.

15. To enforce by legal means the provisions of the Declaration, these Articles, the Bylaws of the Association and any Rules and Regulations promulgated by the Association.

16. To contract for the management of the Real Property and to delegate to such management any and all powers and duties of the Association except such as are specifically required by the Declaration.

17. To have approval of the Board of Directors of the membership of the Association.

18. To contract for management or operations of portions of the Real Property or the Common Property susceptible to separate management for operation and to lease such portions.

19. To adopt and establish Bylaws relative to the operation of the Association.

20. To contract with public or private utility companies for purposes for providing utility services to the Real Property and private companies, if applicable, for private television services.

21. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration and the Bylaws of the Association and any and all amendments thereto.

#### **ARTICLE IV** **MEMBERS**

##### **Unless otherwise provided in the Declaration:**

1. Every person or entity who is or shall become a record owner of a fee or undivided fee interest in any Lot (as defined in the Declaration), which is or shall be subject to the Declaration, shall be a member of the Association from the date such member acquires record title to a Lot, provided that any such person or entity which holds such interest merely as a security for the performance of an obligation shall not be a member.

2. Notwithstanding the foregoing, no governmental authority or utility company shall be deemed a Member (as defined in the Declaration) unless one or more Lots actually are owned by such governmental authority or utility company, in which event the governmental authority or utility company will be a Member only with respect to the Lots owned.

3. A change in 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 or Residential Unit in the Real Property. On the delivery to the Association of a recorded copy of such instrument, the owner designated by such instrument shall thereby become a member of the Association and the membership of the prior owner shall be terminated.

4. The interest of any member in the Common Property of the Real Property or in the funds and assets of the Association cannot be conveyed, assigned, mortgaged, hypothecated or transferred in any manner except as may be authorized by the Declaration, these Articles or the Bylaws of the Association.

5. The Bylaws may provide for additional membership categories, which categories shall not have any voting privileges. The Bylaws may provide for the rights and obligations of any additional membership categories, including but not limited to, voting privileges.

#### **ARTICLE V** **TERM**

This Corporation shall have perpetual existence.

**ARTICLE VI**  
**THE SUBSCRIBERS**

The names and post office addresses of each subscriber of these Articles of Incorporation are as follows:

Harry Cohen  
1313 Gray Street  
Tampa, FL 33606

Haley Cohen  
1313 Gray Street  
Tampa, FL 33606

Marissa Christen  
1313 Gray Street  
Tampa, FL 33606

**ARTICLE VII**  
**OFFICERS**

The Officers shall be a President, a Vice President, a Secretary and a Treasurer. The President and the Secretary shall be members of the Board of Directors. The officers shall be chosen by a majority vote of the directors. All officers shall hold office during the pleasure of the Board of Directors. The offices of Secretary and Treasurer may be held by the same individual.

The affairs of the Association shall be administered by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and 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:

<b><u>OFFICE</u></b>	<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
President	Harry Cohen	1313 Gray Street, Tampa, FL 33606
Vice President	Marissa Christen	1313 Gray Street, Tampa, FL 33606
Secretary/Treasurer	Haley Cohen	1313 Gray Street, Tampa, FL 33606

**ARTICLE VIII**  
**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 five (5) persons, who need not be members of the Association. The initial Board of Directors shall consist of three (3) members who shall hold office until the election of their successors at the "Turnover Meeting" provided for in Section B of Article XI, or until their prior resignation.

At the "Turnover Meeting" the Board of Directors shall be increased to five (5) members, two (2) of which shall serve for a period of two (2) years and three (3) of which shall serve for a period of one (1) year. At the Annual Membership Meeting after the Turnover Meeting and at every other Annual Membership Meeting thereafter, three (3) Board members shall be elected for a period of two (2) years each; and at the Annual Membership Meeting for the alternate years, two (2) Board members shall be elected for a period of two (2) years each. In accordance with the provisions of Article XI, the Developer shall be entitled to appoint one Director to the Board of Directors as long as it owns at least one Lot or Residential Unit. The Board of Directors may increase the number of members of the Board of Directors effective as of the next Annual Membership Meeting to as many as seven (7) members, provided that any decision by the Board of Directors to increase the number of Directors shall be made at least sixty (60) days prior to the next Annual Membership Meeting. The term of the sixth Board member shall be for a period of one (1) year; and the term of the seventh Board member shall be for a period of two (2) years.

The names and addresses of those persons who are to act as Directors until the election of their successors are:

**NAME**

**ADDRESS**

Harry Cohen

1313 Gray Street, Tampa, FL 33606

Haley Cohen

1313 Gray Street, Tampa, FL 33606

Marissa Christen

1313 Gray Street, Tampa, FL 33606

**ARTICLE IX**  
**AMENDMENT TO THE ARTICLES OF INCORPORATION**

These Articles may be amended by the Members by two-thirds (2/3) of the votes of all the members present in person or by proxy at a duly called meeting of the Membership. However, as long as the Developer owns a Lot in the Properties, no such amendment may be made without the consent of the Developer. No such Amendment shall materially affect or interfere with the rights of Owners or lienors.

**ARTICLE X**  
**VOTING RIGHTS/"TURNOVER" OF ASSOCIATION**

**Unless otherwise provided in the Declaration:**



**A. Voting Rights:**

The Association shall have two classes of voting membership:

1. **Class "A":** Class "A" Members shall be all those Owners as defined in Article IV hereof with the exception of the Developer. A person or entity, including a builder, who owns a Lot, whether it is improved or unimproved, for resale to another party for occupancy, shall be a Class "A" Member. Class "A" Members shall be entitled to one vote for each Lot in which each holds the interest required for membership by Article IV. When more than one person holds such interest in any Lot, all such persons shall be Members, and the vote for such Lot shall be exercised as they among themselves determine; but in no event shall more than one vote be cast with respect to any such Lot.

2. **Class "B":**

(a) The Class "B" Member shall be the Developer, or its successor. The Class "B" Member shall be entitled to one vote for each Lot in which it holds the interest required for membership by Article IV hereof.

(i) The Developer shall have the right to elect or appoint all members of the Board of Directors until title to ninety percent (90%) of all Lots have been, conveyed by the Developer, and such Lots with dwellings have all been conveyed by the builders to owner occupants.

(ii) The Developer shall have the right to elect or appoint a majority of the Board of Directors of the Association until the occurrence of the earlier of the following events: (A) one (1) year after the Developer no longer holds title to or any interest in any portion of the Properties; or (B) the relinquishment by the Developer of its right to elect or appoint a majority of the Board of Directors of the Association.

(b) Any Director appointed by the Class B Member shall server at the pleasure of the Class B Member and may be removed only by action of the Class B Member, and may be removed from office and a successor Director appointed at any time by the Class B Member.

**B. Turnover:**

Within ninety (90) days after the Developer no longer has the right to elect or appoint a majority of the Board of Directors, the Association shall conduct a special meeting of the membership (the "Turnover Meeting") for the purpose of electing officers and directors. However, as long as the Developer is the Owner of one Lot governed by the Association, the Developer shall be entitled to appoint one (1) Member of the Board of Directors.

**ARTICLE XI**  
**ADDITIONS TO PROPERTIES**

Additions to the Real Property, if any, may be made only in accordance with the provisions of the Declaration or any other recorded covenants and restrictions applicable to the Properties. Such additions, when properly made under the Declaration or other applicable covenants and restrictions, shall extend the jurisdiction, functions, duties and membership of this Association to such properties.

**ARTICLE XII**  
**MERGER AND CONSOLIDATIONS**

Subject to the provisions of the Declaration or any other recorded covenants and restrictions applicable to the Properties, and to the extent permitted by law, the Association may participate in mergers and consolidations with other non-profit corporations organized for the same purposes, provided that any such merger or consolidation shall have the assent of two-thirds (2/3) of the votes of each class of Members who are voting in person or by proxy at a meeting duly called for this purpose.

**ARTICLE XIII**  
**DEDICATION OF PROPERTIES OR TRANSFER  
OF FUNCTION TO PUBLIC AGENCY OR UTILITY**

The Association shall have power to dispose of its real properties only as authorized under the recorded covenants restrictions applicable to said properties.

**ARTICLE XIV**  
**DISPOSITION OF ASSETS UPON DISSOLUTION**

Upon dissolution of the Association, which shall require the consent of two-thirds (2/3) of the members of each class of membership, 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 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 the same as those to which they were required to be devoted by the Association. No such disposition of the Association's properties shall be effective to divest or diminish any right or title vested in any Member under the recorded covenants and deeds applicable to the Properties unless made in accordance with the provisions of such covenants and deeds.

[See Signature Page Attached Hereto]

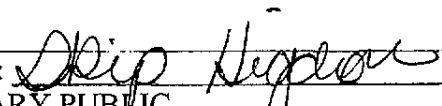
IN WITNESS WHEREOF, the subscriber(s) have hereunto set their hands this \_\_\_\_\_ day of February, 2005.

  
(Harry Cohen)

**STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH**

BEFORE ME, the undersigned authority, personally appeared HARRY COHEN, and he has freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth. He is personally known to me or has produced FL D, as identification and did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, this 24 day of ~~February~~, 2005.  
March

Name:   
NOTARY PUBLIC

My Commission Expires:



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

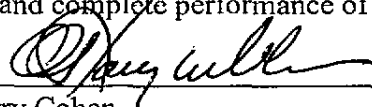
Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/resident agent, in the State of Florida.

1. The name of the corporation is **CITILOFTS TOWNHOMES OF YBOR ASSOCIATION, INC.**

2. The name and address of the registered agent and office is:

Harry Cohen  
1313 Gray Street  
Tampa, FL 33606

Having been named to accept service of process for the above 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 Florida law relative to the proper and complete performance of my duties.

  
\_\_\_\_\_  
Harry Cohen  
Registered Agent

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05 MAR 25 PM 12:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA