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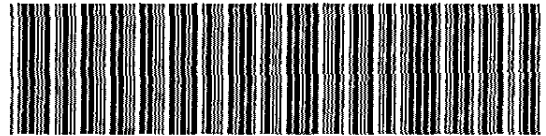
(Business Entity Name)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

05 APR -4 AM 10:40

FILED

04/04/05--01021--021 \*\*87.50

4/7/05  
BWK



March 30, 2005

Florida Department of State  
Division of Corporations  
PO Box 6850  
Tallahassee, FL 32314

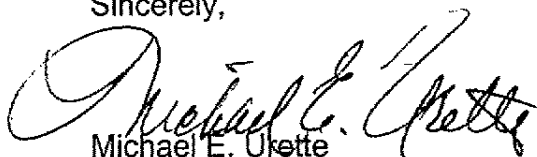
Re: Filing of Articles of Incorporation  
Tampa Palms Professional Center

To Whom It May Concern:

Enclosed please find Articles of Incorporation for the above and our check in the amount of \$87.50 to cover the filing fee.

Please contact our office should you need any further information. Thank you.

Sincerely,



Michael E. Ulette  
President

Encls.

## ARTICLES OF INCORPORATION

OF

### TAMPA PALMS PROFESSIONAL CENTER PROPERTY OWNERS ASSOCIATION, INC.

The undersigned incorporator, a resident of the State of Florida and of full age, hereby makes, subscribes, acknowledges and files with the Department of the State of Florida these Articles of Incorporation for the purpose of forming a corporation not for profit under the laws of the State of Florida.

FILED  
05 APR - 10:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#### ARTICLE I NAME

The name of this corporation is TAMPA PALMS PROFESSIONAL CENTER PROPERTY OWNERS ASSOCIATION, INC., (hereinafter called the "Association" in these Articles).

#### ARTICLE II PRINCIPAL OFFICE AND REGISTERED AGENT

The Association's initial principal office shall be at 3239 Henderson Boulevard, Tampa, Florida 33609. The Association's initial registered agent at that address is Michael E. Urette. Both the registered office and registered agent may be changed from time to time by the Board of Directors as provided by law.

#### ARTICLE III PURPOSE

This Association does not contemplate pecuniary gain or profit to its members and the specific purposes for which it is formed are to provide for the maintenance, preservation and management of all common areas within a certain tract of property (hereinafter called the "Property") to be developed for professional offices or other nonresidential use in Hillsborough County, Florida, and more particularly described in the Declaration referred to below.

#### ARTICLE IV POWERS

Without limitation this Association is empowered to:

(a) Declaration. Exercise all rights, powers, privileges, and perform all duties, of this Association set forth in that certain Declaration of Covenants, Conditions, Restrictions and Easements for Tampa Palms Professional Center (hereafter called the "Declaration") applicable to the Property and recorded or to be recorded in the Public Records of Hillsborough County, Florida, and as the same may be amended from time to time as therein provided;

(b) Property. In any lawful manner, acquire, own, hold, improve, manage, operate, maintain, repair, replace, operate, convey, sell, lease, transfer, assign, and otherwise dispose of property of any nature whatsoever, real, personal, or mixed, tangible or intangible, in connection with this Association's affairs;

(c) Assessments. Fix, levy, collect, and enforce by any lawful means all charges or assessments established by, or pursuant to, the Declaration; and to use and expend the proceeds of assessments in the exercise of its powers and duties hereunder;

(d) Costs. Pay all costs, expenses, and obligations lawfully incurred in connection with this Association's affairs including, without limitation, all licenses, taxes, or other governmental charges levied or imposed against this Association's property;

(e) Borrowing. Borrow money and, with the approval of two-thirds (2/3) of the members, mortgage, pledge, deed in trust, hypothecate, assign, grant security interests in, or otherwise transfer any or all of its property as security for money borrowed, debts incurred, or any of its other obligations;

(f) Dedications. With the approval of two-thirds (2/3) of the members, dedicate, sell or transfer all or any part of its property to any public agency, authority, or utility for such purposes, and subject to such conditions, as two-thirds (2/3) of the members determine;

(g) Mergers. With the approval of two-thirds (2/3) of the members, participate in mergers and consolidations with other non-profit corporations organized for similar purposes;

(h) Rules. From time to time adopt, alter, amend, rescind, and enforce reasonable rules and regulations governing the use of the lots and Common Property (as those terms are defined in the Declaration) consistent with the rights and duties established by the Declaration and these Articles;

(i) General. Have and exercise all common law rights, powers, and privileges and those that a corporation not for profit may now or hereafter have or exercise under the laws of the State of Florida, together with all other rights, powers, and privileges reasonably to be implied from the existence of any right, power, or privilege so granted, or granted by the Declaration or these Articles, or reasonably necessary to effectuate the exercise of any right, power, or privilege so granted;

(j) Enforcement. To enforce by legal means the obligations of the members of this Association and the provisions of the Declaration;

(k) Litigation. To sue or be sued; and

(l) Other. Engage in all lawful acts permitted or authorized by Section 617.0302, Florida Statutes.

## ARTICLE V

## **MEMBERSHIP**

Every person who from time to time holds the record fee simple title to, or any undivided fee simple interest in, any lot that is subject to the provisions of the Declaration is a member of this Association, including contract sellers, but excluding all other persons who hold any interest in any lot merely as security for the performance of an obligation. An Owner of more than one lot is entitled to one membership for each lot owned. Membership is appurtenant to, and may not be separated from, ownership of at least one lot that is subject to the provisions of the Declaration, and membership may not be transferred other than by transfer of title to such lot. Each membership is transferred automatically by record conveyance or other transfer of title of a lot.

## **ARTICLE VI VOTING RIGHTS**

The voting rights of members shall be as set forth in the Declaration.

## **ARTICLE VII BOARD OF DIRECTORS**

This Association's affairs shall be managed by a Board of Directors initially composed of three Directors. The number of Directors from time to time may be changed by amendment to this Association's By-Laws, but at all times it must be either three (3) members or five (5) members. The initial Directors named below shall serve until the earlier of (i) the annual meeting following the sale and conveyance of the last of the lots within the Property, or (ii) thirty-six months from the date of sale and conveyance of the first of the lots within the Property. The term of office for all Directors other than the initial Directors is one year. Until the Declarant's Control Period expires, all vacancies occurring on the Board of Directors, if any, will be filled by majority vote of the remaining Directors, even if less than a quorum. Any Director may succeed himself or herself in office. All Directors will be elected by secret written ballot. Each member may vote for each vacancy; however, cumulative voting is not permitted. Directors need not be Association members.

The names and addresses of the persons who will serve as Directors until their successors have been duly elected and qualify, unless they sooner die, resign, or are removed, are:

Michael E. Urette  
3239 Henderson Boulevard  
Tampa, FL 33609

Garrison B. Urette  
3239 Henderson Boulevard  
Tampa, FL 33609

Elizabeth A. McNeil  
3239 Henderson Boulevard  
Tampa, FL 33609

## **ARTICLE VIII INCORPORATOR**

The name and residence of the incorporator is:

Michael E. Urette  
3239 Henderson Boulevard  
Tampa, FL 33609

## **ARTICLE IX DISSOLUTION**

This Association may be dissolved in the manner from time to time provided by the laws of the State of Florida and with the assent given in writing and signed by not less than two-thirds (2/3) of the members. Upon dissolution of this Association in any manner other than incident to a merger or consolidation, all of this Association's assets must be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. If dedication is refused, such assets must be granted, conveyed, and assigned to any nonprofit corporation, association, trust, or other organization to be devoted to such similar purposes. In no event, however, may any assets inure to the benefit of any member or other private individual.

## **ARTICLE X DURATION**

This Association exists perpetually.

## **ARTICLE XI BY-LAWS**

This Association's By-Laws initially will be adopted by the Board of Directors. Thereafter, the By-Laws shall be altered, amended, or rescinded only with the approval of the Board of Directors, except as to those provisions for amendment to the By-Laws which are provided in the Declaration or any future supplemental declaration in which case those provisions shall control such amendments.

## **ARTICLE XII AMENDMENTS**

Amendments to these Articles may be proposed and adopted in the manner from time to time provided by the laws of the State of Florida, provided that each such amendment must have the approval in writing of two-thirds (2/3) of the members, except as to those provisions for amendment to these Articles which are provided in the Declaration or any Supplemental Declaration, in which case those provisions shall control such Amendments.

**ARTICLE XIV  
DISSOLUTION**

In the event of the dissolution of this Association, the assets of the Association, shall be distributed either to a public body or a nonprofit organization with similar purposes as this Association.

**ARTICLE XV  
INTERPRETATION**

Express reference is made to the Declaration where necessary to interpret, construe, and clarify the provisions of these Articles. Without limitation, all terms defined in the Declaration have the same meaning where used in these Articles. By subscribing and filing these Articles, the incorporator intends for its provisions to be consistent with the provisions of the Declaration and to be interpreted, construed, and applied with those of the Declaration to avoid inconsistencies or conflicting results.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, I, the undersigned, constituting the incorporator of this Association, have executed these Articles of Incorporation this 30<sup>th</sup> day of March, 2005.




Michael E. Urette  
Incorporator

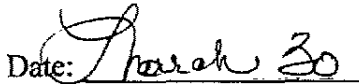
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA AND NAMING THE  
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

TAMPA PALMS PROFESSIONAL CENTER PROPERTY OWNERS ASSOCIATION, INC., desiring to organize under the laws of the State of Florida, as a corporation not for profit with its registered office, as indicated in its Articles of Incorporation, at 3239 Henderson Boulevard, Tampa, Florida 33609, has named Michael E. Urette, whose business office is 3239 Henderson Boulevard, Tampa, Florida 33609, as its registered agent to accept service of process within Florida.

**ACCEPTANCE**

Having been named to accept service of process for the foregoing 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, including the duties and obligations imposed by Section 617.0503, FLORIDA STATUTES, relative to the proper and complete performance of my duties.

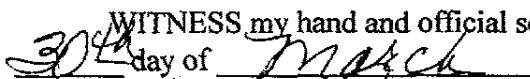
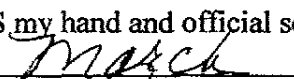
  
Michael E. Urette

Date:  30, 2005

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that on this day, before me, the undersigned authority, personally appeared Michael E. Urette, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation, and acknowledged to me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal at Tampa, Hillsborough County, Florida, this  
 30<sup>th</sup> day of  March, 2005.

  
Notary Public

My Commission expires:

