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FLORIDA NON-PROFIT CORPORATION

Franklin Street City Lofts Owners Association, Inc.

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**ARTICLES OF INCORPORATION
OF
FRANKLIN STREET CITY LOFTS OWNERS ASSOCIATION, INC.**

The undersigned incorporator hereby adopts the following Articles of Incorporation for the purpose of forming a not-for-profit corporation under the "Florida Not For Profit Corporation Act."

**ARTICLE 1
CORPORATE NAME**

The name of the Corporation shall be FRANKLIN STREET CITY LOFTS OWNERS ASSOCIATION, INC. (the "Association."). The principal business address and mailing address of the Association shall be 1725 1/2 East 7th Avenue, Suite 2, Tampa, Florida 33605.

**ARTICLE 2
DURATION**

The duration of the Association shall be perpetual.

**ARTICLE 3
DEFINITIONS**

The terms used in these Articles shall have the same definitions as those set forth in the Declaration of Restrictions, Covenants, Easements and Conditions of Franklin Street City Lofts (the "Declaration") to be recorded in the Public Records of Hillsborough County, Florida, unless herein provided to the contrary, or unless the context otherwise requires.

**ARTICLE 4
COMMENCEMENT OF CORPORATE EXISTENCE**

The corporate existence of the Association shall commence at the time these Articles of Incorporation are filed by the Department of State of the State of Florida.

**ARTICLE 5
PURPOSES AND POWERS**

The Association is not organized for pecuniary profit or financial gain, and no part of the Association's assets or income shall inure to the benefit of any director, officer or member of the Association except as may be authorized by the Board of Directors in accordance with the terms and provisions of the Bylaws of the Association with respect to the compensation of directors, officers or members of the Association for the rendition of unusual or exceptional services to the Association.

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The purposes for which the Association is formed, and the powers that may be exercised by the Board of Directors of the Association, are:

(a) To own, convey, operate, maintain, preserve or replace, and to provide architectural control over, the Lots and Common Area located on the Property, known as the Franklin Street City Lofts and such additional Lots and/or Common Area that may be annexed to the Property, if any;

(b) To operate and maintain the surface water management system facilities, including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, floodplain compensation areas, wetlands and any associated buffer areas, and wetland mitigation areas, if any;

(c) Establish rules and regulations;

(d) Assess members and enforce assessments;

(e) Sue and be sued;

(f) Contract for services to provide for operation and maintenance of the surface water management system facilities if the Association contemplates employing a maintenance company;

(g) Require all the Owners to be members;

(h) Exist in perpetuity; however, if the Association is dissolved, the control or right of access to the property containing the surface water management system facilities shall be conveyed or dedicated to an appropriate governmental unit or public utility and that if not accepted, then the surface water management system facilities shall be conveyed to a non-profit corporation similar to the association;

(i) Take any other action necessary for the purposes for which the Association is organized;

(j) To acquire by gift, purchase, or otherwise, and to own, build, improve, operate, repair, maintain and replace, lease, transfer, and otherwise dispose of, real property, buildings, improvements, fixtures and personal property in connection with the business and affairs of the Association;

(k) To dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the Members. No such dedication or transfer shall be effective without the consent of a majority of the Members to such dedication, sale or transfer, in writing or by vote at a duly called meeting of the Association, and without the prior written consent of Declarant so long as Declarant owns at least one (1) Lot;

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(l) To establish, levy, collect, and enforce payment of, all assessments and charges pursuant to the terms and provisions of the Declaration or the Bylaws of the Association, and to use the proceeds thereof in the exercise of its powers and duties;

(m) To pay all expenses in connection with and incident to the conduct of the business and affairs of the Association;

(n) To borrow money and to pledge, mortgage or hypothecate any or all of the real or personal property owned by the Association as security for money borrowed or debts incurred by the Association;

(o) To annex additional real property to the Property pursuant to the terms and provisions of the Declaration;

(p) To exercise such powers which are now or may hereafter be conferred by law upon an association organized for the purposes set forth herein, or which may be necessary or incidental to the powers so conferred;

(q) To grant easements on or through the Common Area;

(r) To exercise all of the powers and privileges, and to perform all of the duties and obligations, of the Association as set forth in the Declaration, as the same may be amended from time to time;

(s) To promulgate, or enforce rules, regulations, bylaws, covenants, restrictions or agreements to effectuate the purposes for which the Association is organized;

(t) To contract for the management of the Association and to delegate in such contract all or any part of the powers and duties of the Association, and to contract for services to be provided to Owners, including, but not limited to, trash removal and other utilities or services;

(u) To purchase insurance as set forth in the Declaration;

(v) To approve or disapprove the leasing, transfer, ownership, or possession of any Lot, as may be provided by the Declaration;

(w) To employ personnel to perform the services required for the proper operation of the Association;

(x) To levy fines for violations of the rules and regulations in an amount not to exceed \$100 per violation (\$1,000 in the aggregate for a continuing violation) and to suspend an Owner's right to use the Common Area for a period not to exceed sixty (60) days for any infraction of the Association's rules and regulations; and

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(y) To take any other action necessary for the purposes for which the Association is organized.

The foregoing clauses shall be construed both as purposes and powers, and the enumeration of specific purposes and powers shall not be construed to limit or restrict in any way the purposes and powers of the Association that may be granted by applicable law and any amendments thereto.

ARTICLE 6
BOARD OF DIRECTORS

A. NUMBER AND QUALIFICATIONS. The property, business and affairs of the Association shall be governed by a Board of Directors consisting of the number of directors determined in the manner provided by the Bylaws, but which shall consist of not less than three (3) directors; provided, however, that so long as Declarant is entitled to appoint all of the members of the Board of Directors, the Board of Directors may consist of two (2) members. Directors, other than those appointed by Declarant, must be members of the Association.

B. DUTIES AND POWERS. All of the duties and powers of the Association existing under the Declaration, these Articles and the Bylaws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject to approval by Owners only when such approval is specifically required.

C. ELECTION; REMOVAL. Directors of the Association shall be elected at the annual meeting of the Members in the manner determined by and subject to the qualifications set forth in the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

D. TERM OF INITIAL DIRECTORS. The Declarant shall appoint the members of the first Board of Directors and their replacements, who shall hold office for the periods described in the Bylaws.

E. INITIAL DIRECTORS. The names and addresses of the first Board of Directors who shall hold office until their successors are elected and have taken office, as provided in the Bylaws are as follows:

<u>Name</u>	<u>Address</u>
Jason Mize	5100 Burchette Road, Suite 2204 Tampa, Florida 33647
Dan Sefair	1725 1/2 E. 7 th Avenue, Suite 2 Tampa, Florida 33605

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**ARTICLE 7
TRANSACTIONS IN WHICH DIRECTORS
OR OFFICERS ARE INTERESTED**

No contract or transaction between the Association and one or more of its Directors or officers or between the Association and any other corporation, partnership, association or other entity in which one or more of its officers or directors are officers or directors shall be invalid, void or voidable solely for this reason or solely because the officer or director is present at, or participates in, meetings of the board or committee thereof that authorized the contract or transaction, or solely because such officer's or director's votes are counted for such purpose. No director or officer of the Association shall incur liability by reason of the fact that such director or officer may be interested in any such contract or transaction. Interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee that authorized the contract or transaction.

**ARTICLE 8
OFFICERS**

The affairs of the Association shall be administered by the officers holding the offices designated in the Bylaws. The officers shall be elected by the Board of Directors of the Association at its first meeting following the annual meeting of the Members and shall serve at the pleasure of the Board of Directors.

The Bylaws may provide for the removal of officers, for the filling of vacancies and for the duties of the officers. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

- President: Jason Mize
5100 Burchette Road, Suite 2204
Tampa, Florida 33647
- Vice President: Dan Sefair
1725 1/2 E. 7th Avenue, Suite 2
Tampa, Florida 33605
- Secretary/Treasurer: Dan Sefair
1725 1/2 E. 7th Avenue, Suite 2
Tampa, Florida 33605

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ARTICLE 9
MEMBERSHIP

Every person or entity who is a record title owner of any Lot shall be a Member of the Association. Any person or entity who holds an interest in any Lot merely as security for the performance of an obligation shall not be a Member of the Association. Membership in the Association is appurtenant to a Lot and cannot be conveyed other than by conveyance of fee simple title to the Lot.

ARTICLE 10
AMENDMENT

Amendments to these Articles shall be made in the following manner:

A. **PROPOSAL.** Notice of the subject matter for a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered.

B. **ADOPTION.** The resolution for the adoption of a proposed amendment may be proposed by either a majority of the Board of Directors or by not less than one third (1/3) of the Members. Directors and Members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, provided that the approval is delivered to the Secretary at or prior to the meeting. The approval must be by not less than a majority of the votes of all the Members.

C. **LIMITATION.** No amendment shall make any changes in the qualifications for membership or in the voting rights or property rights of Members, or any changes in Article 5 or Article 13 of these Articles, without the approval in writing of all Members and the joinder of all record owners of mortgages on Lots. No amendment shall be made that is in conflict with the Declaration or Bylaws, nor shall any amendment make changes that would in any way affect the rights, privileges, powers or options herein provided in favor of, or reserved to, Declarant, or an affiliate of Declarant, unless Declarant shall join in the execution of the amendment. No amendment to this Paragraph C of Article 10 shall be effective.

D. **DECLARANT'S AMENDMENT.** Declarant may amend these Articles consistent with the provisions of the Declaration allowing certain amendments to be effected solely by Declarant.

E. **RECORDING.** A copy of each amendment shall be filed with the Department of State pursuant to the provisions of applicable Florida law, and a copy certified by the Department of State shall be recorded in the public records of the County.

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ARTICLE 11
BYLAWS

The first Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended, rescinded in the manner provided in the Bylaws and the Declaration.

ARTICLE 12
INCORPORATOR

The name and address of the incorporator of the Association is: Jason Mize, 5100 Burchette Road, Suite 2204, Tampa, Florida 33647.

ARTICLE 13
INDEMNIFICATION

A. **INDEMNITY.** 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 that he or she is or was a director, employee, officer or agent of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, unless (a) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he or she did not act in good faith, or in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Association, and, with respect to any criminal action or proceeding, that such person had reasonable cause to believe the conduct was unlawful, and (b) such court further specifically determines that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Association, and, with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful.

B. **EXPENSES.** 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 A above, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys, fees and appellate attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

C. **ADVANCES.** Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceeding upon the receipt of an undertaking by or on behalf of the affected director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Association as authorized in this Article 13.

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D. MISCELLANEOUS. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of members or otherwise, and 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 person.

E. INSURANCE. 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 other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify such person against such liability under the provisions of this Article.

F. AMENDMENT. Notwithstanding anything herein to the contrary, the provisions of this Article 13 may not be amended without the prior written consent of all persons whose interest would be adversely affected by such amendment.

ARTICLE 14 **DISSOLUTION**

The Association may be dissolved by a vote of not less than eighty percent (80%) of the Members entitled to vote at any regular or special meeting; provided, however, that the proposed action is specifically set forth in the notice of any such meeting, and that, so long as Declarant owns at least one (1) Lot, Declarant's written consent to the dissolution of the Association must first be obtained. Prior to the dissolution of the Association, the responsibility for the operation and maintenance of the Surface Water Management System Facilities shall be conveyed or dedicated to an appropriate governmental unit or public utility and if said conveyance or dedication is not accepted, then said facilities shall be conveyed to a non-profit corporation similar to the Association.

ARTICLE 15 **INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Association is: 401 East Jackson Street, Suite 2400, Tampa, Florida 33602, and the name of the initial registered agent of the Association at said address is: Ted R. Tamargo.

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**ARTICLE 16
HUD/VA PROVISIONS**

So long as Declarant is in control of the Association, annexation of additional properties, mergers and consolidations, mortgaging of the Common Area, dissolution and amendment of the Articles shall require the prior approval of the Department of Housing and Urban Development (HUD) and the Veterans Administration (VA).

IN WITNESS WHEREOF, the incorporator has executed these Articles this 21 day of November, 2005.



Jason Mize

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 21 day of November, 2005, by Jason Mize, who is personally known to me or has produced _____ as identification.

NOTARY PUBLIC-STATE OF FLORIDA
 Karen Mynahan
Commission # DD485175
Expires: NOV 18, 2009
Bonded Through Atlantic Bonding Co., Inc.

Karen Mynahan

Print, Type or
Stamp Name: _____
Notary Public, State of Florida
Serial No., if any: _____

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ACCEPTANCE OF SERVICE AS REGISTERED AGENT

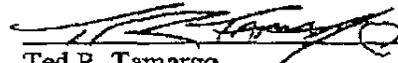
TED R. TAMARGO, having been named as registered agent to accept service of process for the above named corporation at the registered office designated below, hereby agrees and consents to act in that capacity.

Registered office:

401 East Jackson Street, Suite 2400
Tampa, Florida 33602

The undersigned is familiar with and accepts the duties and obligations of the position of registered agent.

DATED this 30th day of NOVEMBER, 2005.


Ted R. Tamargo

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