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TALLAHASSEE, FLORIDA

MRS  
6/20

ND6-27585

# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Midtown Square Condominium  
Association, Inc.

- ☒ Art of Inc. File \_\_\_\_\_
- ☐ LTD Partnership File \_\_\_\_\_
- ☐ Foreign Corp. File \_\_\_\_\_
- ☐ L.C. File \_\_\_\_\_
- ☐ Fictitious Name File \_\_\_\_\_
- ☐ Trade/Service Mark \_\_\_\_\_
- ☐ Merger File \_\_\_\_\_
- ☐ Art. of Amend. File \_\_\_\_\_
- ☐ RA Resignation \_\_\_\_\_
- ☐ Dissolution / Withdrawal \_\_\_\_\_
- ☐ Annual Report / Reinstatement \_\_\_\_\_
- ☒ Cert. Copy \_\_\_\_\_
- ☐ Photo Copy \_\_\_\_\_
- ☒ Certificate of Good Standing \_\_\_\_\_
- ☐ Certificate of Status \_\_\_\_\_
- ☐ Certificate of Fictitious Name \_\_\_\_\_
- ☐ Corp Record Search \_\_\_\_\_
- ☐ Officer Search \_\_\_\_\_
- ☐ Fictitious Search \_\_\_\_\_
- ☐ Fictitious Owner Search \_\_\_\_\_
- ☐ Vehicle Search \_\_\_\_\_
- ☐ Driving Record \_\_\_\_\_
- ☐ UCC 1 or 3 File \_\_\_\_\_
- ☐ UCC 11 Search \_\_\_\_\_
- ☐ UCC 11 Retrieval \_\_\_\_\_

Signature \_\_\_\_\_

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FLORIDA DEPARTMENT OF STATE  
Division of Corporations

June 16, 2006

CAPITAL CONNECTION, INC.

\*\*\*WALK-IN\*\*\*

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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SUBJECT: MIDTOWN SQUARE CONDOMINIUM ASSOCIATION, INC.  
Ref. Number: W06000027585

We have received your document for MIDTOWN SQUARE CONDOMINIUM ASSOCIATION, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6879.

Ruby Dunlap  
Regulatory Specialist  
New Filing Section

Letter Number: 606A00040929

RE-SUBMIT  
PLEASE OBTAIN THE ORIGINAL  
FILE DATE

**ARTICLES OF INCORPORATION**  
**OF**  
**MIDTOWN SQUARE CONDOMINIUM ASSOCIATION, INC.**

**FILED**

06 JUN 15 PM 3:21

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned, with other persons being desirous of forming a corporation not for profit, under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

**ARTICLE I**

**NAME**

The name of this corporation is **MIDTOWN SQUARE CONDOMINIUM ASSOCIATION, INC.** For convenience, the corporation shall be referred to in this instrument as "Association."

**ADDRESS**

The principal and corporate mailing address for the corporation is 1313 Gray Street, Tampa, Florida 33602.

**ARTICLE II**

**PURPOSE**

The Association is organized as a corporation not for profit under the terms and provisions of Chapter 617, Florida Statutes, and is a condominium association. The purpose for which the corporation is organized is to provide an entity responsible for the operation of a professional condominium in Hillsborough County, Florida, known as **MIDTOWN SQUARE CONDOMINIUM ASSOCIATION, INC.**, hereinafter referred to as the "Condominium." The Declaration of Condominium and any amendments thereto, whereby said Condominium has or will be created, is herein called the "Declaration."

**ARTICLE III**

**QUALIFICATION OF MEMBERS AND MANNER OF ADMISSION**

Section 1. The members of the Association shall constitute all the record owners of office condominium units in the Condominium. After receiving the approval of a unit owner and the Association, as required under the Declaration, change of 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 condominium unit and the delivery to the Association of a certified copy of such instrument. The owner designated by such instrument thus becomes a member of the Association and the membership of the prior owner of such condominium unit shall thereupon be terminated.

Section 2. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated, or transferred in any manner whatsoever except as an appurtenance to his condominium unit.

Section 3. The owner of each condominium unit shall be entitled to at least one (1) vote as a member of the Association. The exact number of votes to be cast by owners of a condominium unit and the manner of exercising voting rights shall be determined by the By-Laws of the Association.

#### ARTICLE IV

#### CORPORATE EXISTENCE AND TERM

The Association shall commence upon the filing of these Articles of Incorporation with the Secretary of State, State of Florida, and the term of the Association shall be perpetual.

#### ARTICLE V

#### DIRECTORS AND OFFICERS

The affairs of the Association shall be managed by its Board of Administration. The directors and officers may lawfully and properly exercise the powers set forth herein, notwithstanding the fact that some or all of them who may be directly or indirectly involved in the exercise of such powers and in the negotiation and/or consummation of the agreements executed pursuant to such powers are some or all of the persons with whom the corporation enters into such agreements or who own some or all of the proprietary interest in the entity or entities with whom the corporation enters into such agreements. Disclosure of such agreements by setting forth the same in the Declaration, as initially declared or subsequently re-declared or amended, shall stand as an absolute confirmation of such agreements and the valid exercise by the directors and officers of the corporation of the powers pertinent thereto.

#### ARTICLE VI

#### BOARD OF DIRECTORS

Section 1. The business affairs of this corporation shall be managed by the Board of Administration.

Section 2. This corporation shall have three (3) members of the board initially. The number of directors may be changed from time to time as provided by the By-laws, but their number may never be less than three (3).

Section 3. Directors of the Association shall be elected at the annual meeting of members in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board of Administration shall be filled in the manner provided by the By-Laws.

Section 4. The first election of directors shall be held at the time one unit owner other than the developer owns a unit in the Condominium that will ultimately be operated by the Association. The directors named in these articles shall serve until the first election of directors and any vacancies in their number occurring before the first election shall be filled by the remaining directors.

Section 5. Directors need not be members of the Association.

Section 6. The names, addresses and class of the initial Board of Administration are as follows:

	<u>Name</u>	<u>Class</u>	<u>Address</u>
1.	Gary Cohen	1	1313 Gray Street Tampa, FL 33606
1.	Andrew Cohen	2	1313 Gray Street Tampa, FL 33606
3.	Harry Cohen	3	1313 Gray Street Tampa, FL 33606

## ARTICLE VII

### OFFICERS

Section 1. The officers of the corporation shall be a President, Vice President, Secretary and a Treasurer. The same person may hold the offices of the Secretary and Treasurer simultaneously.

Section 2. The names of the persons who are to serve as officers of the Association are as follows:

<u>Office</u>	<u>Name</u>
President	Gary Cohen
Vice President	Andrew Cohen
Secretary/Treasurer	Harry Cohen

Section 3. The officers must be members of the Association and shall be elected by the Board of Administration at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Administration.

Section 4. The officers shall have such duties, responsibilities and powers as provided in the By-Laws and by Chapter 718, Florida Statutes.

## ARTICLE VIII

### BY-LAWS

The membership shall adopt By-laws for the Association at the first meeting of the Association after the approval of these Articles of Incorporation by the Secretary of State. Additional By-Laws or alterations or rescission of the By-Laws shall be enacted by a majority vote of the members of the Association.

## ARTICLE IX

### AMENDMENT TO ARTICLES

The Articles of Incorporation may be amended at any special or regular meeting by approval of not less than the majority of the entire membership of the Board of Administration and a majority of the members of the Association, or by not less than unanimous vote of the entire membership of the Association. Any amendment to these Articles will be voted upon only after notice of any meeting as required by the By-Laws of the Association.

## ARTICLE X

### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Association is 1313 Gray Street, Tampa, Florida 33606 and the name of the initial registered agent of the Association at that address is Gary Cohen.

## ARTICLE XI

### POWERS

The Association shall have the following additional powers:

Section 1. All the powers set forth and described in Chapter 718 of the Florida Statutes.

Section 2. All of the powers of an association as set forth in Chapter 718, Florida Statutes, if any.

Section 3. To acquire and enter into agreements whereby it acquires leaseholds, membership or other possessor or use interests in lands or facilities including, but not limited to, country clubs, golf course, marinas, tennis clubs, and other recreational facilities, whether or not contiguous to the lands of the Condominium, intended to provide for the enjoyment, recreation or other use or benefit of the unit owners.

Section 4. To contract with any person, firm or entity for the operation, maintenance or repair of the condominium property. Provided, however, that any such contract shall not be in

conflict with the powers and duties of the Association nor the rights of unit owners as provided in the Condominium Act and these enabling documents.

Section 5. To enter into a maintenance agreement with other condominiums to provide for acquisition, maintenance, replacement and repair of facilities to be used jointly.

Section 6. To acquire by purchase or otherwise, condominium units of the condominium, subject, nevertheless, to the provisions of the Declaration and/or By-Laws relative thereto.

Section 7. To operate and manage the Condominium in accordance with the sense, meaning, direction, purpose and intent of the Declaration as the same may from time to time be amended, and to otherwise perform, fulfill and exercise the powers, privileges, options, rights, duties, obligations and responsibilities entrusted to or delegated to it by the Declaration and/or By-Laws.

## ARTICLE XII

### SUBSCRIBERS

The names and addresses of the subscriber(s)/incorporator(s) to these Articles of Incorporation are as follows:

Gary Cohen  
1313 Gray Street  
Tampa, FL 33606

## ARTICLE XIII

### INTERPRETATION

Express reference is hereby made to the terms, provisions, definitions, and rules of interpretation contained in the Declaration where necessary to interpret, construe and clarify the provisions of these Articles. In subscribing and filing the Articles, it is the intent of the undersigned that the provisions hereof be consistent with the provisions of the Declaration and to the extent not prohibited by law, that the provisions of these Articles of Incorporation and of the Declaration be interpreted, construed, and applied so as to avoid inconsistencies or conflicting results.



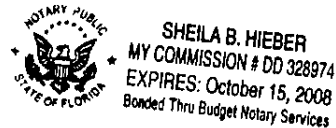
I, the undersigned, being the subscriber hereto, do hereby subscribe to these Articles of Incorporation and in witness whereof; I have hereunto set my hand and seal on this \_\_\_\_ day of June, 2006.

  
\_\_\_\_\_  
GARY COHEN

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me by GARY COHEN, as the President of ~~MIDTOWN SQUARE~~ CONDOMINIUM ASSOCIATION, INC., a Florida corporation who is personally known to me or who produced, \_\_\_\_\_ as identification, ~~on behalf of said corporation~~, this 14 day of June, 2006.

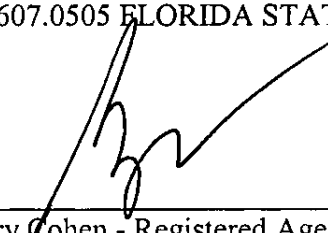
  
Print Name: Sheila B. Hieber  
NOTARY PUBLIC, State of Florida



My Commission Number:  
My Commission Expires:

**ACCEPTANCE OF REGISTERED AGENT**

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THESE ARTICLES OF INCORPORATION, 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, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505 FLORIDA STATUTES.

  
\_\_\_\_\_  
Gary Cohen - Registered Agent  
Date: June \_\_, 2006

**FILED**  
06 JUN 15 PM 3:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA