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5479-003

**FLORIDA PROFIT/NON PROFIT CORPORATION**

Trinity Corporate Center Owners Association, Inc.

Certificate of Status	1
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**ARTICLES OF INCORPORATION  
OF  
TRINITY CORPORATE CENTER OWNERS ASSOCIATION, INC.,  
a corporation not for profit**

In compliance with the requirements of Florida Statute, Chapter 617, the undersigned, a resident of Florida, and of full age, for the purpose of forming a corporation not for profit does hereby certify:

**ARTICLE I  
NAME OF CORPORATION**

The name of the corporation is **Trinity Corporate Center Owners Association, Inc.**, a corporation not for profit organized under Chapter 617 of the Florida Statutes (hereinafter referred to as the "Association").

**ARTICLE II  
PRINCIPAL OFFICE**

The principal office of the Association is located at 1410 Lake Tarpon Avenue, Suite E, Tarpon Springs, Florida 34689, which shall be the initial principal office and mailing address of the Association.

**ARTICLE III  
PURPOSE AND POWERS OF THE ASSOCIATION**

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is organized and for which it is to be operated are as follows: (i) to provide for maintenance, preservation, and care of the property of the Association; (ii) to take action to enhance and protect the value, desirability and attractiveness of that certain tract of property and the improvements thereon (collectively, the "Property") described in the Declaration of Restrictive Covenants for Trinity Corporate Center, Pasco County, Florida (the "Declaration"), recorded or to be recorded in the Office of the Clerk of the Circuit Court, Pasco County, Florida and as the same may be amended from time to time; (iii) to promote the health, safety and welfare of the owners and tenants within the Property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for these purposes; and (iv) to operate, lease, trade, sell and otherwise deal with the personal and real property of the Association. In connection therewith, the Association shall have the following powers:

(a) The Association shall have all of the common law and statutory powers of a corporation not for profit, which are not in conflict with the terms of the Declaration or the Bylaws of the Association (the "Bylaws").

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(b) The power 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. All provisions of the Declaration and Bylaws are incorporated into these Articles for the purpose of establishing the Association's powers necessary for it to act as contemplated by the Declaration.

(c) The Association shall have all of the powers reasonably necessary to implement its purpose, including, but not limited to, the following:

(i) The power to fix, levy, collect and enforce payment by any lawful means, all charges or assessments due to the Association or any other person affiliated with the Association pursuant to the terms of the Declaration; to pay all expenses in connection therewith; and to pay all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association.

(ii) The power to acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association.

(iii) The power to borrow money, and with the affirmative vote (in person or by proxy) or written consent, or any combination thereof, of members holding not less than two-thirds (2/3) of the total votes of the Association as described in Article V hereof, mortgage, pledge, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.

(iv) The power to dedicate, sell, or transfer all or any part of the common area as defined in the Declaration (hereinafter "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. Any such dedication or transfer shall be effective with the affirmative vote (in person or by proxy) or written consent, or any combination thereof, of members holding not less than two-thirds (2/3) of the total votes of the Association, as described in Article V hereof.

(v) The power to participate in mergers and consolidations with other non-profit corporations organized for the same purposes, provided that any such merger or consolidation shall be effective with the affirmative vote (in person or by proxy) or written consent, or any combination thereof, of members holding not less than two-thirds (2/3) of the total votes of the Association, as described in Article V hereof.

(vi) The power to annex additional property and common areas in the manner set forth in the Declaration.

(vii) The power to have and to exercise any and all powers, rights and privileges a corporation organized under Florida law, including Chapter 617, Florida Statutes, by law may now or hereafter have or exercise.

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(viii) The power to levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the surface water or stormwater management systems, including but not limited to work within retention areas, drainage structures, and drainage easements.

(ix) The power to operate, maintain, and manage the surface water or stormwater management system, including all retention areas, outfall structures, culverts, and related appurtenances, in a manner consistent with the Southwest Florida Water Management District ("District") permit requirements and applicable District rules, and assist in the enforcement of the restrictions and covenants contained therein.

(x) The power to adopt and publish rules and regulations governing the use of the Common Area, and the personal conduct of the members and their guests thereon, and to establish penalties for any infraction thereof.

(xi) The power to sue and be sued in the name of the Association.

(xii) The power to enter into the Declaration and any amendments thereto and instruments referred to therein.

#### **ARTICLE IV MEMBERSHIP**

Every person or entity who is a record owner of a fee or undivided fee interest in any Lot (as defined below) which is subject to the Declaration shall be a member of the Association with the voting rights described in Article V hereof. The foregoing shall not include persons or entities who or which hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to the Declaration. Only a member may exercise the rights and privileges of membership. The membership rights owned by a limited liability company or partnership or other business entity shall be exercised by the individual designated by the member.

#### **ARTICLE V VOTING RIGHTS**

The Association shall have two classes of voting membership with the relative rights and preferences as follows:

**Class A:** The Class A members ("Class A Members") shall be all of the owners, with the exception of the Declarant (as defined in the Declaration), of any lot shown upon any recorded plat of the Property (hereinafter "Lot" or "Lots"). Each Class A Member shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, each such person shall be a Class A Member; provided, however, that the vote for such Lot shall be exercised as they collectively determine, and in no event shall more than one vote be cast with respect to any single Lot. No Class A Member may assign, hypothecate or

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otherwise transfer its membership in the Association, except as an appurtenance to its Lot.

**Class B:** The Class B member ("Class B Member") shall be the Declarant, who shall be entitled to three (3) votes for each Lot owned. The Class B membership shall cease and be converted to a Class A membership upon the first to occur of either of the following events:

- (a) twelve (12) years from the date of the original recording of the Declaration in the public records of Pasco County, Florida;
- (b) when the Declarant shall no longer own any interest in the Property; or
- (c) at the election of the Declarant (whereupon the Class A Members shall be obligated to elect the Board and assume control of the Association).

#### **ARTICLE VI BOARD OF DIRECTORS**

The affairs of the Association shall be managed by a board of not less than three (3), nor more than seven (7) directors who need not be members of the Association (the "Board of Directors"). The initial number of directors shall be three (3) and may be changed by amendment of the Bylaws. The names and addresses of the persons who are to act in the capacity of directors until the election of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
Michael L. Bronson	1410 Lake Tarpon Avenue, Suite E Tarpon Springs, Florida 34689
Dewey Mitchell	1410 Lake Tarpon Avenue, Suite E Tarpon Springs, Florida 34689
Scott Spoerl	1410 Lake Tarpon Avenue, Suite E Tarpon Springs, Florida 34689

The manner in which the directors are appointed is as stated in the Bylaws.

#### **ARTICLE VII DISSOLUTION**

The Association may be dissolved upon the affirmative vote of two-thirds (2/3) of the voting interests of the Association as described in Article V hereof. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the

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Association shall be dedicated to an appropriate public agency or to any non-profit corporation, association, trust or other organization to be used for purposes similar to those for which this Association was created. In the event of termination, dissolution, or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or stormwater management system must be transferred to and accepted by an entity which would comply with Section 40, Florida Administrative Code, and be approved by the Southwest Florida Water Management District prior to such termination, dissolution, or liquidation.

#### **ARTICLE VIII** **DURATION**

The existence of the Association shall commence with the filing of these Articles of Incorporation ("Articles") with the Secretary of State in Tallahassee, Florida. The Association shall exist perpetually.

#### **ARTICLE IX** **AMENDMENTS**

The Association shall have the right to amend these Articles at any time upon the affirmative vote (in person or by proxy) or written consent or any combination thereof, of Owners holding not less than two-thirds (2/3) of the total votes of the Association as described in Article V hereof. Amendments may be proposed by resolution approved by a majority of the Board of Directors; provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of the members, without approval in writing by all members and the joinder of all record owners of mortgages upon the Lots. No amendment shall be made that is in conflict with Florida law or the Declaration unless the latter is amended to conform to the same.

#### **ARTICLE X** **BYLAWS**

The Bylaws shall be adopted by the Board of Directors at the first meeting of the Board of Directors, and may be altered, amended or rescinded thereafter in the manner provided therein.

#### **ARTICLE XI** **INCORPORATOR**

The name and address of the incorporator is:

Michael L. Bronson  
1410 Lake Tarpon Avenue, Suite E  
Tarpon Springs, Florida 34689

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**ARTICLE XII**  
**REGISTERED OFFICE AND AGENT**

The name and address of the registered agent is:

Michael L. Bronson  
1410 Lake Tarpon Avenue, Suite E  
Tarpon Springs, Florida 34689

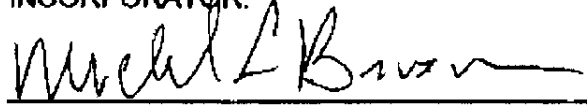
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IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the sole incorporator of this Association, has executed these Articles of Incorporation this 9th day of April, 2007, by Michael L. Bronson, who is personally known to me.

INCORPORATOR:



Michael L. Bronson

NOTARY PUBLIC

Print Name: NOELLE KROL  
My Commission Expires: 10/12/2010

## CONSENT OF REGISTERED AGENT

Having been named as Registered Agent for this corporation at the office designated in the foregoing Articles of Incorporation, I am familiar with the duties and obligations of Registered Agent and I hereby agree to act in this capacity and to comply with all statutes relative to the proper and complete performance of my duties.

REGISTERED AGENT:



Michael L. Bronson

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