

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H08000033531 3)))



H080000335313ABCX

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6381

From:

Account Name : MECHANIK NUCCIO HEARNE & WESTER, P.A.
Account Number : 110727003105
Phone : (813) 276-1920
Fax Number : (813) 276-1560

FILED
08 FEB 11 PM 12:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT/NON PROFIT CORPORATION**HARBOUR PLACE PROPERTY OWNERS ASSOCIATION, INC.**

Certificate of Status	1
Certified Copy	1
Page Count	11
Estimated Charge	\$87.50

MRS 2/12

Electronic Filing Menu

Corporate Filing Menu

Help



February 8, 2008

FLORIDA DEPARTMENT OF STATE

Division of Corporations

MECHANIK NUCCIO HEARNE & WESTER, P.A.

SUBJECT: HARBOUR PLACE PROPERTY OWNERS ASSOCIATION, INC.
REF: W08000006892

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The document number of the name conflict is N06000004982.

If you have any further questions concerning your document, please call (850) 245-6973.

Claretha Golden
Regulatory Specialist II
New Filing Section

FAX Aud. #: H08000033531
Letter Number: 408A00008405

FILED 003

08 FEB 11 PM 12:26

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

HARBOUR PLACE PROPERTY OWNERS ASSOCIATION OF TAMPA, INC.

The undersigned incorporator (the "Incorporator"), hereby subscribes, acknowledges and files with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation not-for-profit in accordance with the laws of the State of Florida.

I. NAME AND ADDRESS

The name of this corporation shall be HARBOUR PLACE PROPERTY OWNERS ASSOCIATION OF TAMPA, INC. (sometimes hereinafter referred to as the "Association"). The address of the Association shall be c/o Post Apartment Homes, L.P., One Riverside, 4401 Northside Parkway, Suite 800, Atlanta, Georgia 30327-3057, Attn: Sherry W. Cohen, or such other address as the Association may hereinafter select.

II. DEFINITIONS

Any terms not herein defined shall have such meanings as set forth in the Declaration (as hereinafter defined). When used herein, the following terms shall have the meanings set forth below:

A. "Articles" shall mean the Articles of Incorporation of the Association, together with all modifications and amendments thereto.

B. "Association" shall mean HARBOUR PLACE PROPERTY OWNERS ASSOCIATION OF TAMPA, INC., a not for profit corporation organized under the laws of the State of Florida.

C. "Board" shall mean the duly elected or appointed Board of Directors of the Association.

D. "By-Laws" shall mean the duly adopted By-Laws of the Association, together with all modifications and amendments thereto.

E. "Declaration" shall mean the Declaration of Covenants, Conditions, Restrictions and Easements for Harbour Place which is recorded in Official Records Book 10892, Page 785 as amended by instruments recorded in Official Records Book 11008, Page 923, Official Records Book 11179, Page 1395, Official Records Book 12399, Page 1193, and Official Records Book 13636, Page 438, all of the public records of Hillsborough County, Florida, together with all future modifications and amendments thereto.

F. "Developer" shall mean Post Apartment Homes, L.P., a Georgia limited partnership ("PAH"), and its successors and shall include any person or entity designated by PAH as a successor or assignee by specific assignment of its rights and duties pursuant to Section 6.04 of the Declaration.

G. "Director" shall mean a duly elected or appointed member of the Board.

H. "Member" shall mean any person or entity meeting the criteria and qualifications necessary to become a member of the Association, as set forth herein in the Declaration and in the By-Laws.

III. PURPOSES

The general nature, objects and purposes for which the Association has been organized are as follows:

A. To provide an entity to succeed to and assume Developer's rights, powers, and reservations and perform Developer's obligations and duties in accordance with Section 6.05 of the Declaration.

B. To own, lease, operate, manage, repair, maintain, reconstruct, restore, renovate, rebuild, replace, improve and alter the Common Area and the Improvements situated thereon or benefitting the Owners or any portion thereof, and to procure and maintain insurance which the Board determines is necessary or appropriate relating to such Common Area and to pay all taxes, assessments and utility charges relating thereto.

C. To provide or provide for such services which the Association may periodically determine are necessary or desirable to further the interests of the Owners, together with the capital improvements, equipment and personnel pertaining to the providing of such services.

D. To provide, purchase, lease, acquire, replace, improve, maintain and repair such private and public real property, buildings, structures, street lights and other structures, landscaping, paving and equipment, both real and personal related to the furtherance of the interests and convenience of the Members of the Association, as the Board of Directors in its discretion determines necessary, appropriate, and convenient.

E. To perform all the functions, duties and obligations contemplated of the Association in the Declaration.

F. To operate the Association without profit for the benefit of its Members.

G. To do, perform or provide any other acts, services or matters whatsoever that are not in conflict with these Articles, the By-Laws or the Declaration and that may be allowed by Chapter 617, Florida Statutes or any successor statute thereto.

IV. GENERAL POWERS

The general powers that the Association shall have are as follows:

A. To hold funds for the benefit of the Members for purposes set forth in these Articles of Incorporation, the By-Laws and the Declaration.

B. To promulgate, enforce and amend rules and regulations to effectuate the purposes for which the Association is organized and to further the interests of the Owners, including, without limitation, the promulgation and enforcement of rules and regulations limiting or regulating use of Common Area and Improvements thereon.

C. To establish procedures and policies relating to the governance and operation of the Association, the Common Area and the Improvements thereon.

D. To enter into contracts with such Persons as the Board deems necessary or appropriate to provide for the administration, operation and/or management of the Association.

E. To delegate power or powers where such is deemed in the interest of the Association.

F. To purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of any interest in real or personal property, except to the extent restricted hereby or in the Declaration.

G. To own, operate, manage, repair, maintain, reconstruct, restore, renovate, rebuild, replace, improve and alter the Common Area and the Improvements situated thereon.

H. To enter into, make, perform or carry out contracts and agreements of every kind with any Person.

I. To fix charges, fees and assessments to be levied upon the Owners and against such Sites to defray the costs, fees, and capital and non-capital expenditures of the Association as provided in the Declaration and to effectuate the objectives and purposes of the Association, and to fix other charges for the nonpayment of such charges, fees or assessments or for the violation of these Articles, the By-Laws, or Declaration, and to authorize the Board, in its discretion, to enter into, perform and carry out contracts or agreements with such Persons as are selected by the Board from time to time to provide for the collection of such charges, fees and assessments.

J. To commence actions, suits or proceedings to (i) restrain, prevent, terminate or enjoin any breach or threatened breach of the Declaration, these Articles or the By-Laws, (ii) enforce, by mandatory injunction or otherwise, the provisions of the Declaration or these Articles or the By-Laws, and (iii) to collect any assessments, fee, charge or other amount due to the Association from any Owner or any Person claiming by or through such Owner.

K. To enter into agreements with Persons to provide the following services on behalf of the Association: legal, accounting, engineering, managerial, appraisal, architectural, landscape design and such other services as the Board deems necessary or desirable.

L. To create reasonable reserves to provide for the deferred maintenance, renovation, rebuilding, reconstruction, replacement, improvement or alteration of any portion of the Common Area or the Improvements situated thereon.

M. To control the specifications, architecture, design, appearance, elevation and location of all Improvements situated in, upon or under the Overall Property in a manner consistent with the Declaration.

N. To enter upon any Site for the purpose of ascertaining whether the Owner thereof is in compliance with the Declaration, these Articles and the By-Laws and to undertake such actions as the Association in its discretion determines is necessary or appropriate to insure full, complete and continuing compliance with the Declaration, these Articles and the By-Laws.

O. To separately charge any Owner for services rendered by the Association to any such Owner or those claiming by or through any such Owner and to separately charge any user of Association property when such separate charge is deemed appropriate by the Board.

P. To pay taxes, assessments, utilities and other charges, if any, levied or assessed on or against property owned, leased or maintained by the Association.

Q. To do any and all acts necessary or expedient for carrying on or accomplishing any and all of the purposes for which the Association has been formed and for effectuating all of the powers and objectives set forth in these Articles and in the Declaration, including without limitation those acts described in Section 2.01 of the Declaration but at the Association's expense.

R. To have, in general, all powers conferred upon a not for profit corporation by the laws of the State of Florida, except as prohibited herein or in the Declaration, which are necessary or convenient to accomplish any of the objects and purposes for which the Association is organized.

V. MEMBERS

A. Each Owner, including the Developer, of fee simple title to a Site within the Overall Property shall automatically become a Member of the Association for so long as such ownership continues. Association membership shall be an interest which is appurtenant to fee simple title of a Site and shall not be divisible or transferable separate and apart from ownership of any such Site; provided, however, that in the event an Owner of a Site executes a ground lease relating to such Site with any other Person for an initial term of twenty (20) years or more, the Owner and such Person may, upon written notice to the Association, enter into a written agreement pursuant to which the Owner assigns to such Person all or any part of the rights and privileges the Owner is entitled to exercise under these Articles of Incorporation or under the Declaration or By-Laws, including the Owner's right to vote. Such assignment of the Owner's rights and privileges shall automatically terminate upon the termination of the lease with such Person. In no event shall the assignment of all or any part of the Owner's rights and privileges relieve the Owner of any of the duties or obligations set for the herein or in the Declaration or By-Laws.

B. The voting rights of Members shall be set forth in the By-Laws; provided however, the provisions of Section 6.05 of the Declaration shall control in the event of a conflict with such By-Laws.

C. The By-Laws may include terms and provisions which permit the Board, in its discretion, to suspend or terminate certain of the rights, interests and privileges of Members under the circumstances described therein and in the Declaration.

D. The rights, duties, privileges and obligations of each Member of the Association shall be those set forth herein and in the Declaration and By-Laws, and all such rights, duties, privileges and obligations shall be exercised in accordance with the terms, provisions, covenants, restrictions and conditions set forth herein and in the Declaration and By-Laws.

VI. BOARD OF DIRECTORS

A. The affairs of the Association shall be managed and directed by a Board of Directors which shall initially include three (3) Directors. Only individuals may serve as Directors. The names and addresses of the members of the initial Board, who shall hold office for the first year of the existence of the Association, or until their successors are elected or appointed in accordance with the Declaration, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
1. Holly Berney	Post Properties, Inc. 4401 Northside Parkway, Suite 800 Atlanta, Georgia 30327
2. Kelly Wilson	Post Properties, Inc. 4401 Northside Parkway, Suite 800 Atlanta, Georgia 30327
3. Rick Thompson	Post Properties, Inc. 4401 Northside Parkway, Suite 800 Atlanta, Georgia 30327

B. The By-Laws shall provide (i) the manner in which Directors are to be appointed or elected, (ii) the manner in which vacancies on the Board are to be filled, (iii) the manner in which Directors may be removed from office, (iv) that the Developer shall be the only voting Member until the first to occur of the conditions described in the By-Laws and Section 6.05 of the Declaration has occurred (the aforesaid period shall be referred to as the "**Developer Control Period**") and (v) that subsequent to the Developer Control Period, each Member shall have the number of votes equal to the square footage of the climate-controlled Improvements located on such Owner's Site, excluding any portion of the Common Area located within such Owner's property.

VII. OFFICERS

The officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board may from time to time by resolution create. One (1) person may concurrently hold two (2) or more offices. Officers shall be elected by a majority vote of the Board in accordance with the procedures set forth in the By-laws. The By-Laws shall provide the manner in which (i) the duties of each officer are to be determined, (ii) officers are to be appointed or elected, (iii) vacancies in any position are to be filled, and (iv) the manner in which officers may be removed from office.

VIII. REGISTERED OFFICE AND REGISTERED AGENT

The name of the Association's initial registered agent is Carole T. Kirkwood, Mechanik Nuccio Hearne & Wester, P.A., and the initial street address of the corporation's registered office is 305 S. Boulevard, Tampa, Florida 33606. The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 617.0502, Florida Statutes.

IX. CORPORATE EXISTENCE

The Association shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida.

X. INCORPORATOR

The name and address of the Incorporator is Post Apartment Homes, L.P., 4401 Northside Parkway, Suite 800, Atlanta, Georgia 30327, Attn: Sherry W. Cohen.

XI. BY-LAWS

A. The Board shall adopt By-Laws consistent with these Articles. The Association reserves to the Board the right to modify, amend or rescind the By-Laws from time to time in whole or in part only by a majority vote of the Directors present at any duly called and convened meeting of the Board at which a quorum is present.

B. All rights, interests and privileges conferred upon any Member of the Association by these Articles of Incorporation or the By-Laws shall be subject to and subordinate to the reservation set forth above in Section A of this Article XI.

XII. AMENDMENT TO ARTICLES OF INCORPORATION

A. These Articles may be altered, amended or rescinded only, and not otherwise, after a majority of the Directors has adopted a resolution approving the proposed alteration, amendment or rescission. Notwithstanding the foregoing, the Voting Rights shall not be altered, amended or rescinded during the Developer Control Period unless such alteration, amendment or rescission has been consented to by one hundred percent (100%) of the Members eligible to vote, including Developer.

B. The rights, interests and privileges conferred upon any Member of the Association by these Articles of Incorporation are subject to the right of the Association to alter, amend or rescind these Articles as set forth above in Section A of this Article XII.

IN WITNESS WHEREOF, these Articles of Incorporation are hereby executed for the uses and purposes therein expressed this 8th day of February, 2008.

INCORPORATOR

Post Apartment Homes, L.P., a Georgia limited partnership

By: Post GP Holdings, Inc., a Georgia corporation, as its General Partner

By: Sherry W. Cohen
Printed Name: Sherry W. Cohen
As its: Executive Vice President

(SEAL)

STATE OF GEORGIA
COUNTY OF Fulton

The foregoing instrument was acknowledged before me this 8th day of February, 2008, by Sherry W. Cohen, as EVP of Post GP Holdings, Inc., a Georgia corporation, as general partner of Post Apartment Homes, L.P., a Georgia limited partnership, on behalf of the limited partnership, being known to me to be the person who executed the foregoing Articles of Incorporation of Harbour Place Property Owners Association of Tampa, Inc. He/She is personally known to me.

My Commission Expires:

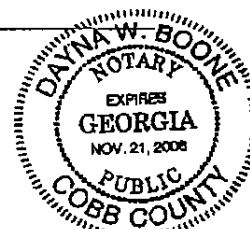
(AFFIX NOTARY SEAL)

Dayna W. Boone
(Signature)

Name: _____
(Legibly Printed)

Notary Public, State of _____

(Commission Number, if any)



REGISTERED AGENT CERTIFICATE

Having been named to accept service of process of the above stated corporation, I hereby accept appointment as its agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Carole T. Kirkwood
Carole T. Kirkwood

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 8th day of February, 2008, by Carole T. Kirkwood, being known to me to be the person who executed the foregoing Registered Agent Certificate of Harbour Place Property Owners Association of Tampa, Inc. She is personally known to me.

My Commission Expires:

(AFFIX NOTARY SEAL)

Patricia A. Smetzer
(Signature)
Name: PATRICIA A. SMETZER
(Legibly Printed)
Notary Public, State of FLORIDA
DD 700193
(Commission Number, if any)



FILED
08 FEB 11 PM 12:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA