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TALLAHASSEE, FLORIDA

10/22/14

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October 17, 2014

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Articles of Incorporation of Hillsborough Office Park Condominium Association, Inc.
Our File Number: 13-110435

Dear Sir/Madam:

Enclosed please find an original and one copy of the Articles of Incorporation and a check for \$70.00 for the filing fee.

If you have any questions, please do not hesitate to contact me directly.

Sincerely,



Amanda Hersem, Esq.
813-221-4743 ext. 1275

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**ARTICLES OF INCORPORATION
OF
HILLSBOROUGH OFFICE PARK CONDOMINIUM ASSOCIATION, INC.**

In order to form a corporation not for profit under Chapter 617, Florida Statutes, the undersigned hereby incorporates the corporation for the purposes and with the powers herein specified, pursuant to the following Articles of Incorporation (the "Articles"):

ARTICLE I NAME

The name of the corporation shall be Hillsborough Office Park Condominium Association, Inc., hereinafter referred to as the "Association."

ARTICLE II PURPOSE

The purpose and objects of the Association shall be to administer the operation and management of the **Hillsborough Office Park, a Land Condominium** (the "Condominium") to be established in accordance with the Condominium Act (the "Act") of the State of Florida, as it exists on the date hereof and pursuant to the plans set forth in the Declaration of Land Condominium of the Hillsborough Office Park, a Land Condominium (the "Declaration of Condominium") to be recorded in the Public Records of Hillsborough County, Florida, dedicating the real property in Hillsborough County, Florida, legally described in the Declaration of Condominium; to undertake the performance of the acts and duties incident to the administration of the operation of management of said Condominium in accordance with the terms, provisions, conditions and authorizations contained in the formal Declaration of Condominium which shall be recorded in the Public Records of Hillsborough County, Florida, at the time that said property and the improvements now or hereafter situate thereon are submitted to condominium ownership; and to own, operate, lease, sell, trade and otherwise deal with such property, whether real or personal, as may be necessary or convenient in the administration of said Land Condominium.

ARTICLE III POWERS

The Association shall have all of the powers:

1. The Association shall have all of the common law and statutory powers of a corporation not for profit under Florida Statutes, Section 718.111 and the laws of the State of Florida, which are not in conflict with the terms of these Articles.
2. The Association shall have all of the powers and duties set forth in the Florida Condominium Act, Chapter 718, of the Florida Statutes, except as limited by these Articles and the attendant Declaration of Condominium, and all of the powers and duties reasonably necessary to implement and effectuate the purposes of the Association, as hereinabove set forth, including but not limited to the following:

- a. To make, establish and enforce reasonable rules and regulations governing the use of condominium units, common elements and condominium property as said terms may be defined in the Declaration of Condominium.
- b. To make and collect assessments against the members of the Association to defray the costs, expenses and losses of the Condominium and the Association.
- c. To use the proceeds of assessments in the exercise of its powers and duties.
- d. To undertake the maintenance, repair, replacement and operation of the Condominium and properties of the Condominium or property leased by the Association for the benefit of its members.
- e. To purchase insurance upon the properties and insurance for the protection of the Association and its members.
- f. To reconstruct the Condominium improvements after casualty and construct further improvements of the condominium properties.
- g. To approve or disapprove the leasing and transfer of ownership of units as may be provided by the Declaration of Condominium and the Bylaws of the Association (the "Bylaws").
- h. To enforce by legal means the provisions of the Condominium Act, the Declaration of Condominium, these Articles of Incorporation, the Bylaws and the rules and regulations for the use of the properties of the Condominium.
- i. To contract for the management of the condominium properties, and to delegate all management powers and duties to a qualified person, firm or corporation, except such as are specifically required by the Declaration of Condominium to have approval of the Board of Directors or of the membership of the Association.
- j. To contract for the management and operation of the common elements and limited-common elements susceptible to separate management and operation, and to lease the same.
- k. To employ personnel necessary to perform the services required for the proper operation of the Land Condominium and the Association.
- l. To enter into, as lessee or licensee, leases for property or licenses for the use of property to be used as facilities for the benefit of the Condominium and to make and collect assessments against members to defray the cost of taxes,

maintenance, repair, rental and operation of the land and improvements thereon.

- m. To acquire, sell, license and/or lease and to enter into any agreements whereby it acquires, sells, licenses and/or leases any interest in real or personal property, whether by fee or otherwise, whether or not contiguous to the land of the Condominium, all to be for the use or benefit of the members of the Association.
3. All funds and the titles to all properties acquired by the Association and the proceeds thereof shall be held in trust for the members in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation and the Bylaws.
4. The Association shall make no distribution of income (in the form of dividends) to its members, directors or officers.
5. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration of Condominium and the Bylaws.

ARTICLE IV MEMBERSHIP

1. The members of the Association shall consist of all of the record owners of all of the condominium units comprising the Land Condominium.
2. Transfer of membership in the Association shall be established by the recording in the Public Records of Hillsborough County, Florida, of a Deed establishing a record title to a condominium unit and the delivery to the Association of a copy of such instrument; and the owner or owners designated by such instrument shall thereby become a member or members of the Association. The membership in the Association of the prior owner or owners of the condominium shall thereby be simultaneously terminated.
3. The share of a member in the funds and the assets of the Association cannot be assigned, hypothecated and/or transferred in any manner, except as an appurtenance to his or her condominium unit.
4. The members of the Association shall be entitled to the voting rights as established by the Declaration of Condominium and Bylaws.
5. On all matters upon which members will be entitled to vote, as hereinafter provided, there will be one and only one vote for each unit in the Condominium, which vote will have the weight provided for in the Declaration and may be exercised or cast by the owner(s) of each unit as provided for in the Bylaws. Should any member own more than one unit, such member will be entitled to exercise or cast one vote having the weight provided for in the Declaration for each such unit owned, in the manner provided for in the Bylaws.

6. Until the first unit is conveyed to an owner other than the Developer, the membership of the Association will include the Directors as set forth in Article V, each of whom will be entitled to cast a vote on all matters upon which the membership would be entitled to vote. After the first unit is conveyed to an owner other than the Developer, the membership of the Association will no longer include the Directors.

ARTICLE V DIRECTORS

1. The affairs of the Association shall be managed by a Board consisting of the number of directors as shall be determined by the Bylaws. In the absence of a determination as to the number of members, the Board of Directors shall consist of three (3) directors.
2. The directors of the Association shall be elected at the annual meeting of the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.
3. The first election of the Directors by the membership of the Association shall not be held until 25% or more of the units that will be operated ultimately by the Association have been conveyed to Purchasers other than ERC Hillsborough Avenue, LLC (the "Developer"), or its successor in interest as Developer, or until the Developer shall voluntarily call an election, whichever shall first occur. At such time as 25% or more of the units that will be operated ultimately by the Association have been conveyed to Purchasers other than the Developer, the unit owners shall be entitled to elect 1/3 of the Board of Directors of the Association. Thereafter, the unit owners, other than the Developer, shall be entitled to elect not less than a majority of the members of the Board of Directors three (3) years after 50% of the units that will ultimately be operated by the Association have been conveyed to purchasers, or three (3) months after sales have been closed by the Developer of 90% of the units that will be operated ultimately by the Association or when all of the units that will be operated ultimately by the Association have been completed, some of them have been conveyed to purchasers, and none of the others are being offered for sale by the Developer in the ordinary course of business, or when some of the units have been conveyed to purchasers and none of the others are being constructed or offered for sale by the Developer in the ordinary course of business or seven (7) years after recordation of the Declaration of Condominium, whichever of these events shall first occur; provided, however, that the Developer shall be entitled to elect not less than one member of the Board of Directors of the Association as long as the Developer holds for sale in the ordinary course of business at least one (1) of the units subject to the control of the Association.
4. The directors herein named shall serve until the first election of the directors by Association members and any vacancies in their numbers occurring before the first election shall be filled by the remaining directors.

5. The names and addresses of the members of the first Board of Directors who shall hold office until their respective successors are elected and have qualified, or until removed, are as follows:

Edward Kaloust
921 Seddon Cove
Tampa, Florida 33647

Director

ARTICLE VI OFFICERS

The affairs of the Association shall be administered initially by the officers named in these Articles of Incorporation. After the Developer has relinquished control of the Board of Directors, the officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association, and such officers shall serve at the pleasure of the Board of Directors. The same person may hold two offices, the duties of which are not incompatible; provided, however that the office of President and Vice President will not be held by the same person, nor will the office of President and Secretary or Assistant Secretary be held by the same person. The officers will have such powers and duties as may be prescribed by the Bylaws or as may be determined from time to time by the Board of Directors subject to the Bylaws. The names of the officers, who shall serve until their successors are designated by the Board of Directors elected by the membership of the Association, are as follows:

Name

ERC Hillsborough Ave, LLC
Chris D. Willman
17822 Grey Brooke Drive
Tampa, Florida 33647

President/Treasurer

ERC Hillsborough Ave, LLC
Edward Kaloust
921 Seddon Cove
Tampa, Florida 33647

Vice President/Secretary

ARTICLE VII INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities including counsel fees, reasonably incurred by or imposed upon him in connection with any proceedings to which he may be a party, or in which he may become involved, by reason of his being or having been a director or officer at the time such expenses are incurred, except in such cases wherein a director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement, indemnification shall apply only when the Board of Directors approves such settlement as being for the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE VIII BYLAWS

In furtherance and not in limitation of the powers conferred by statute, the following specific provisions are made for the regulation of business and the conduct of the affairs of the Association:

1. Subject to such restrictions, if any, as are herein expressed and such further restrictions, if any, as may be set forth in the Bylaws, the Board of Directors will have the general management and control of the Association and may exercise all of the powers of the Association except such as may be by statute, or by the Bylaws, expressly conferred upon or reserved by the members.

2. No director or officer of the Association, in the absence of fraud, will be disqualified by his or her office from dealing or contracting with the Association either as vendor, purchaser, or otherwise; nor, in the absence of fraud, will any contract, transaction, or act of the Association be void or voidable or affected by reason of the fact that any such director or officer or any firm of which any such director or officer is a member or any employee, or any entity, of which any such director or officer is an officer, principal, or employee, has any interest in such contract, transaction, or act, whether or not adverse to the interest of the Association, even though the vote of the director or officer having such interest will have been necessary to obligate the Association upon such contract, transaction, or act; and no director or officer having such interest will be liable to the Association, any member or creditor thereof, or to any other person, for any loss incurred by it under or by reason of any such contract, transaction, or act; nor will any such director or officer be accountable for any gains or profits realized thereon.

The first Bylaws of the Association shall be adopted by the Board of Directors named herein, and the same shall be altered, amended or rescinded, if at all, in the manner therein provided.

ARTICLE IX AMENDMENTS

Amendments to these Articles of Incorporation shall be proposed and adopted in the following manner:

1. Notice of the subject matter of the proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

2. A resolution approving a proposed amendment may be proposed by at least twenty-five percent (25%) of the members of the Association or by a majority of the Directors. Directors and members not present in person or by proxy at the meetings considering the amendment may express their respective

approvals in writing, provided such approval is delivered to the Secretary of the Association at or prior to the meeting. In order for such amendment or amendments to become effective, the same must be approved by the affirmative vote of at least two-thirds (2/3) of the votes of all voting representatives of all units in the Condominium.

3. No amendment shall make any changes in the qualifications for membership or in voting rights of members without approval in writing by all members of the Association.

4. A copy of each amendment to the Articles of Incorporation, as approved, shall be filed with the office of the Secretary of State and recorded in the Public Records of Hillsborough County, Florida.

5. In the event the Developer holds condominium units for sale in the ordinary course of business, none of the following actions may be taken without approval, in writing, by the Developer:

(a) Assessment of the Developer as a unit owner for capital improvements.

(b) Any action by the Association that would be detrimental to the sales of units by the Developer.

Notwithstanding the foregoing provisions of this Article IX, until the Developer has relinquished control of the Association as hereinabove provided, no amendments of these Articles shall be adopted or become effective without the prior written consent of the Developer, its successors or assigns.

ARTICLE X TERM

This Association shall have perpetual existence unless terminated in accordance with the Declaration of Condominium.

ARTICLE XI DEFINITIONS

Unless otherwise specifically provided, all definitions set forth in the Declaration of Condominium for the Condominium shall apply to these Articles of Incorporation.

ARTICLE XII INCORPORATOR

The name and post office address of the incorporator of these Articles of Incorporation is:

Chris D. Willman, Incorporator
ERC Hillsborough Ave, LLC
17822 Grey Brooke Drive
Tampa, Florida 33647

ARTICLE XIII REGISTERED AGENT

The initial registered agent of the Association shall be:

Chris D. Willman, Registered Agent
ERC Hillsborough Ave, LLC
17822 Grey Brooke Drive
Tampa, Florida 33647

ARTICLE IX PRINCIPAL OFFICE

The principal/initial address of the Association shall be:

17822 Grey Brooke Drive, Tampa, Florida 33647.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity



Chris D. Willman, Incorporator

Date: October 17, 2014

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s. 817.155, F.S.



Chris D. Willman, Registered Agent

Date: October 17, 2014

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