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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**GTB Commercial Condominium Association, Inc.**

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**ARTICLES OF INCORPORATION  
OF  
GTB COMMERCIAL CONDOMINIUM ASSOCIATION, INC.**

THE UNDERSIGNED INCORPORATOR, being a natural person competent to contract, for the purpose of forming a corporation not-for-profit under the laws of the State of Florida, does hereby adopt, subscribe and acknowledge the following Articles of Incorporation.

**ARTICLE I. NAME; DEFINITIONS**

The name of the Condominium Association shall be GTB COMMERCIAL CONDOMINIUM ASSOCIATION, INC. ("Association"). All capitalized terms contained in this instrument shall have the same defined meaning as contained in the Declaration of Condominium, unless otherwise provided to the contrary.

**ARTICLE II. PURPOSE AND POWERS**

Section 1. Purpose. The purpose for which the Association is organized is to provide an entity for the operation and governance of GTB COMMERCIAL, A CONDOMINIUM (the "Condominium"), located upon lands in Pinellas County, Florida, said property being described in the duly recorded Declaration of Condominium applicable thereto.

The Association shall not be operated for profit and shall make no distribution of income to its members, directors or officers.

Section 2. Powers. 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 these Articles.

The Association shall have all of the powers and duties contemplated in the Declaration of Condominium and the Florida Condominium Act together with all of the powers and the duties reasonably necessary to operate the Condominium pursuant to the Declaration as it may be amended from time to time, and such other documents or agreements that may exist from time to time pertaining to the Condominium. The powers and duties, which the By-Laws may set forth in more detail, shall include, but shall not be limited to, the following specific powers and duties:

(a) To make and collect Assessments against members as Unit Owners to defray the costs, expenses and losses of the Condominium, and to make such other Special Assessments against Unit Owners as the Declaration of Condominium shall provide, and to enforce such levy of Assessments through a lien and the foreclosure thereof or by other action pursuant to the Declaration of Condominium.

(b) To use the proceeds of the Assessments in the exercise of its powers and duties, and as provided in the Declaration of Condominium.

(c) To maintain, repair, replace and operate the Common Elements.

(d) To purchase insurance and enter into contracts for services, utilities and other purposes as may be deemed appropriate.

(e) To reconstruct the Common Elements after casualty.

(f) To make and amend reasonable rules and regulations.

(g) To perform such functions as may be specified in the Declaration of Condominium and the By-Laws.

(h) To enforce by legal means the provisions of the Florida Condominium Act, the Declaration of Condominium, these Articles, the By-Laws of the Association and such rules and regulations as may be promulgated.

(i) To employ personnel to perform the services required for proper operation of the Condominium.

(j) To lease, maintain, repair and replace the Common Elements as same are defined in the Declaration of Condominium.

(k) To acquire or enter into agreements acquiring leaseholds, memberships or other possessory or use interests in lands or facilities and to pay the rental, membership fees, operational, replacement and other expenses as Common Expenses.

(l) To exercise such other power and authority to do and perform every act and thing necessary and proper in the conduct of its business for the accomplishment of its purposes as set forth herein and as permitted by the applicable laws of the State of Florida.

(m) To contract for the management and maintenance of the Condominium Property and to authorize a management agent to assist the Association in carrying out its powers and duties by performing such functions as the submission of proposals, collection of Assessments, and other sums due from Unit Owners, preparation of records, enforcement of rules and maintenance, repair and the replacement of the Common Elements with funds as shall be made available by the Association for such purposes. The Association and its officers shall, however, retain at all times the powers and duties granted by the Condominium documents and the Florida Condominium Act, including, but not limited to, the making of Assessments, promulgation of rules and execution of contracts on behalf of the Association.

(n) To bring suit as may be necessary to protect the Association's interests, the interests of the Association's Members, or the Condominium Property, and to be sued.

#### **ARTICLE III. DEVELOPER**

RS Clearwater, LLC, a Florida limited liability company, shall make and declare or has made and declared a certain Declaration of Condominium submitting to condominium ownership certain property described therein under the terms, covenants, and conditions expressed more fully therein; the Condominium is to be known as GTB Commercial Condominium.

#### **ARTICLE IV. TERM**

The term for which this Association shall exist shall be perpetual.

#### **ARTICLE V. INCORPORATOR**

The name and address of the incorporator of this Association is as follows:

Robert S. Freedman  
Carlton Fields Jorden Burt, P.A.  
Corporate Center Three at International Plaza  
4221 W. Boy Scout Boulevard, Suite 1000  
Tampa, Florida 33607-5736

#### ARTICLE VI. OFFICERS

The officers of the Association shall be a President, Vice President, Secretary and Treasurer and such other officers as the Board of Directors may from time to time determine. The officers of this Association shall be elected for a term of 1 year (unless otherwise provided in the By-Laws), and until a successor shall be elected and qualified, by the Board of Directors at their annual meeting and in accordance with the provisions provided therefor in the By-Laws of the Association. Until transfer of the control of the Association to the unit owners other than the Developer has been accomplished, the officers need not be directors or members.

The names of the persons who shall serve as the first officers are:

Jonathan A. Levy	President
Lee Burdman	Vice President
Bruce Tamarkin	Secretary-Treasurer

#### ARTICLE VII. DIRECTORS

The affairs of the Association shall be managed by a Board of Directors composed of not less than 3 directors. Until control of the Association is transferred to unit owners other than the Developer, the Developer shall be entitled to designate non-member directors to the extent permitted by the Florida Condominium Act. Except for non-member directors appointed by the Developer, all directors shall be elected at the annual membership meeting of the Association.

The first Board of Directors shall be comprised of 3 persons who shall serve until their respective successors are elected (or designated) and qualified. The names and addresses of the members of the Board of Directors who shall serve as the first Directors are:

Jonathan A. Levy	1501 W. Cleveland Street, Suite 200 Tampa, Florida 33606
Lee Burdman	5050 Belmont Avenue Youngstown, Ohio 44505
Bruce Tamarkin	5050 Belmont Avenue Youngstown, Ohio 44505

Notwithstanding anything in these Articles of Incorporation, or the By-Laws to the contrary, the Developer shall be entitled to elect or designate from time to time all or a part of the directors that will manage the affairs of the Association until such time as the Developer is no longer entitled to elect or designate directors or a director pursuant to the Condominium Act in effect on the date of the creation of the Association. The Developer shall be entitled to elect or designate all of the directors of the Association as long as members other than the Developer own less than 15% of the Units that will be operated ultimately by the Association. Unit Owners other than the Developer, at such time as such Unit Owners own 15% or more of the Units in the Condominium, are entitled to elect one-third of the members of the Board of Directors. Unit Owners other than the Developer are entitled to elect not less than a majority of the members of the Board of Directors (a) 3 years after 50% of the Units in the Condominium have been conveyed to purchasers; (b) 3 months after 90% of the Units in the Condominium have been conveyed to purchasers; (c) when all 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; (d) 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 (e) 7 years after recordation of the Declaration. After such time that

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the members other than the Developer are entitled to elect not less than a majority of the members of the Board of Directors, the Developer shall be entitled to elect at least one member of the Board of Directors (unless such right is waived in writing by the Developer in its discretion) as long as the Developer holds for sale in the ordinary course of business at least 5% of the Units.

#### **ARTICLE VIII. BY-LAWS**

The initial By-Laws of the Association shall be attached as an exhibit to the Declaration of Condominium for the Condominium and shall be adopted by the first Board of Directors.

#### **ARTICLE IX. MEMBERS**

Membership in the Association shall automatically consist of and be limited to all of the record owners of units in the Condominium. Transfer of Unit ownership, either voluntary or by operation of law, shall terminate membership in the Association and said membership is to become vested in the transferee. If Unit ownership is vested in more than one person then all of the persons so owning said Unit shall be members eligible to hold office, attend meetings, etc., but the owner(s) of each unit shall only be entitled to one vote as a member of the Association. The manner of designating voting members and exercising voting rights shall be determined by the By-Laws.

#### **ARTICLE X. AMENDMENTS**

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

(a) Prior to transfer of control of the Association pursuant to the Florida Condominium Act, amendments to these Articles of Incorporation shall only require the vote of a majority of the members of the Board.

(b) Subsequent to transfer of control, if the amendment has been approved by a majority of the directors, then the amendment shall be approved by the affirmative vote of 80% of the total eligible voting interests in the Association, such votes to be cast at a meeting called for such purpose.

No amendment to these Articles of Incorporation shall be made which affects any of the rights and privileges provided to the Developer in the condominium documents without the written consent of the Developer for so long as the Developer owns at least one Unit in the Condominium.

#### **ARTICLE XI. PRINCIPAL PLACE OF BUSINESS**

The principal place of business of the Association shall be 1501 W. Cleveland Street, Suite 200, Tampa, Florida 33606, or at such other place or places as may be designated from time to time.

#### **ARTICLE XII. REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Association and the name of the initial registered agent at that address are:

Jonathan A. Levy  
1501 W. Cleveland Street, Suite 200  
Tampa, Florida 33606

#### **ARTICLE XIII. INDEMNIFICATION**

The Association shall indemnify every director and every officer, his heirs, executors and administrators of the Association pursuant to the procedures set forth in, and to the fullest extent authorized by, Florida law as the same exists or may hereafter be amended. The right to indemnification

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provided herein shall be a contract right and shall include the right to be paid by the Association in accordance with Florida law for expenses incurred in advance of any proceeding's final disposition. The Association shall indemnify and advance expenses to officers and employees of the Association to the fullest extent permitted by Florida law. Indemnification shall be made with the prior approval of the Board and the determination by the Board that indemnification is permissible. The Association may indemnify and advance expenses to fiduciaries and agents of the Association to the fullest extent permitted by Florida law. No indemnification shall be made without the prior approval of the Board and the determination by the Board that indemnification is permissible.

The Association may purchase and maintain insurance for itself and on behalf of any person who is or was a director, trustee, officer, employee, fiduciary or agent of the Association against any liability asserted against or incurred by him or her in any capacity or arising from his or her status.

The foregoing rights of indemnification and insurance shall not be exclusive of, or in any manner limit, other rights to which any trustee, director, officer, employee, agent or fiduciary may be entitled as a matter of law, or to the extent not prohibited by law, by a contract approved by the Board.

IN WITNESS WHEREOF, the subscribing Incorporator has hereunto set his hand and seal and caused these Articles of Incorporation to be executed this 1<sup>st</sup> day of December, 2014.



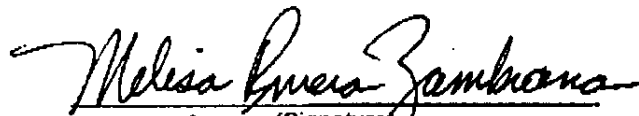
Robert S. Freedman, Incorporator

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 1<sup>st</sup> day of December, 2014, by Robert S. Freedman, being known to me to be the person who executed the foregoing Articles of Incorporation of GTB COMMERCIAL CONDOMINIUM ASSOCIATION, INC. He is personally known to me.

My Commission Expires:

(AFFIX NOTARY SEAL)



Name: Melisa Rivera Zambrana

(Legibly Printed)  
Notary Public, State of Florida

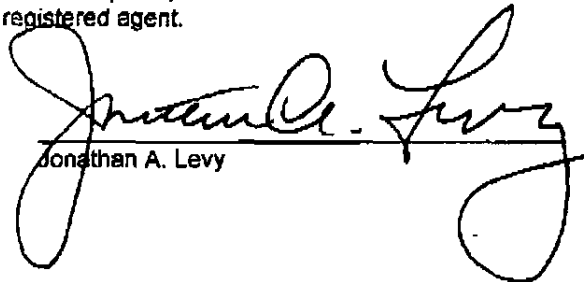
(Commission Number, if any)

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**ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT**

The undersigned, having been named as registered agent and to accept service of process for GTB COMMERCIAL CONDOMINIUM ASSOCIATION, INC., hereby accepts the appointment as registered agent and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties and is familiar with and accepts the obligations of his position as registered agent.

  
Jonathan A. Levy

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