

# N16000003125

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### FLORIDA PROFIT/NON PROFIT CORPORATION FOURTH STREET PLACE CONDOMINIUM ASSOCIATION, INC.

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S. PRATHER

**ARTICLES OF INCORPORATION  
OF  
FOURTH STREET PLACE CONDOMINIUM ASSOCIATION, INC.  
(A Florida Corporation Not For Profit)**

In order to form a corporation under the provisions of Chapter 617 of the Laws of the State of Florida for the formation of Corporations Not For Profit, we, the undersigned, hereby associate ourselves into a corporation not for profit for the purpose and with the powers hereinafter mentioned.

**ARTICLE I**

**NAME**

The name of the corporation shall be:

**FOURTH STREET PLACE CONDOMINIUM ASSOCIATION, INC.**

(the "Association").

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**ARTICLE II**

**PURPOSES AND OBJECTS**

The purposes and objects of the Association shall be as follows:

1. To promote the health, safety, and general welfare of the Unit Owners of the condominium development in Pinellas County, Florida known as "Fourth Street Place, A Condominium" (the "Condominium") created and developed by **THE CATHEDRAL CHURCH OF ST. PETER, INC.**, a Florida corporation not-for-profit (the "**Developer**"). The Condominium is comprised of the lands described in Exhibit "A" attached hereto and incorporated by reference herein and any lands subsequently annexed thereto (the "**Property**").

2. To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association arising from or set forth in the Declaration of Condominium for Fourth Street Place, A Condominium, as the same is amended and supplemented from time to time, and now or hereafter recorded in the Public Records of Pinellas County, Florida (the "**Declaration**"). The definitions contained in the Declaration are incorporated by reference herein. In the event of any conflict between the terms of the Declaration and these Articles, the provisions of the Declaration shall control.

3. To acquire, own, control, operate, lease, sell, exchange, manage, maintain, insure, repair and otherwise deal in and with any portion or portions of the lands from time to time

comprising the Common Elements of the Condominium, and any personal property appurtenant thereto, for the common use and benefit of all Unit Owners and other persons entitled to use the Common Elements as more particularly provided in the Declaration.

4. To perform all of the duties and obligations, and exercise all powers, of the Association as set forth in and in accordance with the terms, provisions, conditions, and authorizations contained in the Florida Condominium Act, these Articles of Incorporation and the Declaration, and any amendments or supplements to any of the foregoing.

The Association shall be conducted as a non-profit organization for the benefit of the Unit Owners, and the Association shall make no distributions of income to Unit Owners, or to Association directors, or officers.

### **ARTICLE III**

#### **POWERS OF THE ASSOCIATION**

The Association shall have the following powers.

1. The Association shall have all of the powers and privileges granted to corporations not for profit under the law pursuant to which this corporation is chartered and not in conflict with these Articles of Incorporation or the Declaration.

2. The Association shall have all of the powers and duties set forth in the Condominium Act, this Declaration and any amendments or supplements thereto that may now or hereafter be recorded in the Public Records of Pinellas County, Florida.

3. The Association shall have all of the powers reasonably necessary to implement and effectuate the purposes of the Association, including, but not limited to, the following:

(a) To acquire (by gift, purchase, or otherwise), own, control, operate, manage, maintain, and repair the Common Elements of the Condominium.

(b) To contract for the management of the Common Elements, and to delegate to the party with whom such contract has been entered, the appropriate powers and duties of the Association.

(c) To fix, collect, levy, and enforce payment by any lawful means of all Assessments and charges of the Association against Unit Owners to defray all costs and expenses incident to the conduct of the business of the Association and the operation of the Common Elements, including, without limitation, all licenses, taxes, assessments or other governmental charges levied or imposed against the Common Elements.

(d) To adopt, alter, amend, and rescind By-Laws for the operation of the Association not inconsistent with the law pursuant to which the Association is chartered and

these Articles of Incorporation, and to adopt, alter, amend, and rescind reasonable rules and regulations governing the use of the Common Elements.

(e) To enforce in its own name the provisions of these Articles of Incorporation, the By-Laws of the Association that may now or hereafter be adopted, any rules or regulations that may now or hereafter be adopted by the Association, and the provisions of the Declaration, and any amendments or supplements thereto that may now or hereafter be recorded in the Public Records of Pinellas County, Florida.

(f) To dedicate, release, alienate, sell, lease, or transfer all or any portion of the Common Elements to any public agency, authority, or utility for such purposes and subject to such conditions as are agreed to by the Unit Owners of the Association.

(g) To pay all costs, expenses, and obligations lawfully incurred in connection with the Association's affairs including, without limitation, all licenses, taxes, assessments, or other governmental charges levied or imposed against the Common Elements.

(h) To buy, sell, lease, exchange, mortgage, or otherwise deal with any and all property owned by the Association from time to time, whether real or personal.

#### **ARTICLE IV**

##### **MEMBER QUALIFICATION, ADMISSION AND VOTING RIGHTS**

As provided in Article 5 of the Declaration, the qualification of Members of the Association, the manner of their admission to membership and termination of such membership, and voting by Members shall be as follows:

1. The record owners of all Units in the Condominium shall be Members of the Association and no other persons or entities shall be entitled to membership. No person, firm or corporation holding any lien, mortgage or other encumbrance upon any Unit shall be entitled, by virtue of such lien, mortgage or other encumbrance, to membership in the Association.

2. Membership shall be acquired by recording in the Public Records of Pinellas County, Florida a deed or other instrument of conveyance establishing record title to a Unit in Fourth Street Place, A Condominium. The Unit Owner designated in such deed or instrument of conveyance shall thereby become a Member of the Association and the membership of the prior Unit Owner of the Unit shall be thereby terminated; provided, however, that any Unit Owner who owns more than one Unit shall remain a Member of the Association for so long as such Unit Owner retains title to or a fee ownership interest in any Unit.

3. The interest of a Member in the funds and assets of the Association cannot be assigned, hypothecated, or transferred in any manner, except as an appurtenance to the Member's Unit. The funds and assets of the Association shall belong solely to the Association, subject to the limitation

that the same shall be expended, held, or used for the benefit of the membership and for the purposes authorized herein, in the Declaration, and in the By-Laws which may be hereafter adopted.

4. Each Unit Owner shall be a member of the Association, and shall be entitled to one (1) membership interest and the right to cast the following numbers of votes in connection with all matters upon which Unit Owners are entitled to vote:

Unit	Votes	Voting Percentage
101	3241	32.41%
201	3375	33.75%
301	<u>3384</u>	<u>33.84%</u>
Totals	10000	100.00%

5. Until such time as the Property shall be submitted to the plan of condominium ownership by the recording of the Declaration, the membership of the Association shall be comprised of the subscribers to these Articles, each of which subscribers shall be entitled to cast one vote on all matters on which the membership shall be entitled to vote.

## ARTICLE V

### DURATION

The Association shall have perpetual existence.

## ARTICLE VI

### PRINCIPAL OFFICE

The principal office of the Association shall be located at 5801 Ulmerton Road, #200, Clearwater, Florida 33760, but the Association may maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the Board of Directors. Furthermore, the Board of Directors may from time to time relocate the aforesaid principal office.

## ARTICLE VII

### ASSOCIATION BOARD

1. The affairs of the Association shall be managed by a Board of Directors. The Board of Directors initially shall be composed of not fewer than three (3) and not more five (5) directors. Except for the initial Board of Directors appointed herein, Directors shall be elected by the voting

Members in accordance with the By-Laws and these Articles at the annual membership meeting. The term of office for all directors shall be one (1) year, and any director may succeed himself or herself in office. In the event of a vacancy, the remaining director(s) shall appoint a replacement to serve the balance of the term. The number of such directors and the commencement and expiration of their term in office may be increased or decreased as provided in the By-Laws or in these Articles below.

2. All directors shall be elected by secret written ballot at the annual membership meeting.

3. The names and addresses of the first Board of Directors of the Association who shall hold office until their successors have been duly elected and qualify, or until removed, are as follows:

<u>Name</u>	<u>Address</u>
Terence J. McCarthy	5801 Ulmerton Road, #200 Clearwater, Florida 33760
Dale L. Schooley	5801 Ulmerton Road, #200 Clearwater, Florida 33760
Stephen B. Morris	140 Fourth St. N. St. Petersburg, FL 33701

## ARTICLE VIII

### CORPORATE OFFICERS

The affairs of the Association shall be administered by the officers in accordance with the By-Laws. The President, Vice-President, Secretary, and Treasurer, and such Assistant Secretaries and Assistant Treasurers as the Board of Directors may from time to time designate, shall constitute the officers of the Association. The officers of the Association shall be elected annually by the Board of Directors at its first meeting following the annual membership meeting, and shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>Officer</u>	<u>Address</u>
President: Terence J. McCarthy	5801 Ulmerton Road, #200 Clearwater, Florida 33760
Vice-President: Dale L. Schooley	5801 Ulmerton Road, #200 Clearwater, Florida 33760

Secretary/Treasurer: Stephen B. Morris 140 Fourth St. N.  
St. Petersburg, FL 33701

## **ARTICLE IX**

### **BY-LAWS**

The first By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended, or rescinded in the manner provided by the By-Laws.

## **ARTICLE X**

### **INDEMNIFICATION**

1. 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 proceeding 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 the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that, in the event of any claim for reimbursement or indemnification herein the right of indemnification shall only apply if the Board of Directors approves such settlement and reimbursement as being in 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 directors or officers may be entitled.

2. The Board of Directors may, and shall if the same is reasonably available, purchase liability insurance to insure all directors, officers or agents, past and present, against all expenses and liabilities as set forth above. The premiums for such insurance shall be paid by the Members of the Association as a common expense of the Association.

## **ARTICLE XI**

### **AMENDMENT**

An amendment or amendments to these Articles of Incorporation may be proposed by the adoption by the Board of Directors, acting upon a two-thirds (2/3) majority vote of the directors, of a resolution setting forth the proposed amendment. The Members shall not amend these Articles without such a resolution by the Board of Directors. Written notice setting forth the proposed amendment or amendments shall be given to each Member within the time and in the manner required in the By-Laws for the giving of notice of meetings of the Members. If the meeting is an annual meeting, the proposed amendment or amendments may be included in the notice of such annual meeting. Each amendment must be approved by not fewer than a two-thirds (2/3) majority of

the votes entitled to be cast by the Members and not less than a majority of the Board of Administration present or represented by proxy at a duly noticed and convened annual or special meeting of the Members and the Board. Thereupon, each such approved amendment shall be transcribed and executed in such form as may be necessary to register the same in the Office of the Secretary of State of the State of Florida. Additionally, upon registration of such amendment or amendments with the Secretary of State of Florida, a certified copy thereof shall be recorded in the Public Records of Pinellas County, Florida within ten (10) days after the date of such registration, and shall include on the first page thereof the book and page of the Public Records where the Declaration is recorded. Notwithstanding anything to the contrary contained herein, however, no amendment to these Articles shall make changes in the qualifications for membership in the Association, or effect changes in any of the other classifications of material amendments described in Section 7.1.3 of the Declaration without the prior consent of Unit Owners and Mortgagees as and in the manner described in such Sections of the Declaration.

## **ARTICLE XII**

### **FINANCIAL INTEREST**

In the absence of fraud, no contract or other transaction between the Association and any other person, firm, corporation, or partnership shall be affected or invalidated by reason of the fact that any director or officer of the Association is pecuniarily or otherwise interested therein.

## **ARTICLE XIII**

### **INCORPORATOR**

The names and addresses of the Incorporator of the Association is as follows:

<u>Name</u>	<u>Address</u>
David R. Brittain, Esq.	c/o Trenam, Kemker, Scharf, Barkin, Frye, O'Neill & Mullis, P.A. 101 E. Kennedy Boulevard, Suite 2700 Tampa, Florida 33602

## **ARTICLE XIV**

### **INITIAL REGISTERED OFFICE**

The street address of the Association's initial registered office is 5801 Ulmerton Road, #200, Clearwater, Florida 33760, and the name of its initial registered agent at such address is Terence J. McCarthy. This corporation shall have the right to change such registered agent and office from time to time, as provided by law.



IN WITNESS WHEREOF, the undersigned has executed these Articles this 23<sup>rd</sup> day of March, 2016.

A handwritten signature in black ink, appearing to read "David R. Brittain", written over a horizontal line.

David R. Brittain, Incorporator

**ACKNOWLEDGMENT**

STATE OF FLORIDA       )  
                                      )  
COUNTY OF HILLSBOROUGH   )

The foregoing instrument was acknowledged before me this 23<sup>rd</sup> day of March, 2016, by David R. Brittain. He is personally known to me.

(NOTARIAL SEAL)



KATHERINE ANN ODUM  
MY COMMISSION # FF 112681  
EXPIRES: August 12, 2018  
Bonded Thru Budget Notary Services

NOTARY PUBLIC

Print Name: Katherine Ann Odum

My Commission Expires:

16 MAR 24 AM 10:10  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

APPROVED  
AND  
FILED

**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is Fourth Street Place Condominium Association, Inc.
2. The name and address of the registered agents and office are:

Name

Address

Terence J. McCarthy

5801 Ulmerton Road, #200  
Clearwater, Florida 33760

Having been named as registered agent and agent to accept service of process for the above-stated Corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to at 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 obligation of my position as registered agent.

  
Terence J. McCarthy

Date: March 23, 2016

16 MAR 24 AM 10:10  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

APPROVED  
AND  
FILED