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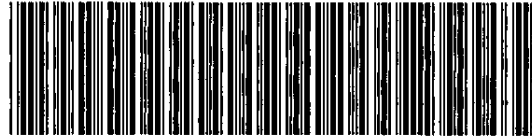
(Business Entity Name)

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COVER LETTER

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

SUBJECT: Towns on Fifth Homeowners Association, Inc.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☒ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Ross A. Puzzitiello
Name (Printed or typed)

4153 Arlington Drive
Address

Palm Harbor, Florida 34685
City, State & Zip

727-647-9166
Daytime Telephone number

ross@claytonallenhomes.com

E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF
TOWNS ON FIFTH HOMEOWNERS ASSOCIATION, INC.**

We, the undersigned, jointly and severally agree with each other to associate ourselves and our successors together as a corporation not for profit under the laws of the State of Florida and do hereby subscribe, acknowledge and file in the Office of the Secretary of State of the State of Florida, the following Articles of Incorporation.

I. **NAME:** The name of this corporation shall be: TOWNS ON FIFTH HOMEOWNERS ASSOCIATION, INC.

II. **PURPOSE:** The purpose for which this corporation is organized shall be to buy, sell, lease or sublease, or to acquire, maintain or operate as fee owner or as owner of a leasehold interest, or solely to maintain, or operate without any interest in real property, those certain residential buildings and the land upon which said buildings shall be situated (the "Subdivision") in the City of St. Petersburg, Pinellas County, State of Florida, known as TOWNS ON FIFTH, more particularly described in the Declaration of Restrictions therefor; and to erect such additional buildings and structures on said real estate as the corporation may deem best, and to transact all business necessary and proper in connection with the operation of said property for the mutual benefit of its members; to operate said property for the sole use and benefit of its members, without attempting to make any profit or other gain for the corporation; and to perform any other act for the well being of members, without partiality or undue inconvenience as between members and to perform any other act in maintaining an atmosphere of congeniality and high standard of occupancy by and for its members; and to maintain a high standard of physical appearance of the buildings; to formulate By-Laws, rules and regulations, and to provide for the enforcement thereof. The corporation shall also have such other power and authority to do and perform every act and thing necessary and proper in the conduct of its business and for the accomplishment of its purposes as set forth herein and as permitted by Chapter 617, Florida Statutes, and in Chapter 720, Florida Statutes. Notwithstanding anything contained to the contrary herein, the Corporation shall:

(a) Own, operate, maintain and/or convey the common property and areas of common responsibility, including, without limitation, the Master Surface Water Management System and any personal property owned by the Association;

(b) Operate and maintain the Master Surface Water Management System including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, flood plain, compensation areas, wetlands and any associated buffer areas, and wetland mitigation areas.

III. **DECLARATION OF RESTRICTIONS:** Towns on Fifth, LLC, herein referred to as the "Declarant" shall make and shall declare a certain Declaration of Restrictions for Towns on Fifth (the "Declaration") submitting the property described within the Declaration to the restrictions, reservations, covenants, conditions and easements as contained therein, which shall be applicable to said property and all interest therein, to-wit:

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A. Legal description as more fully set forth in the Declaration.

B. All improvements erected or installed on said land will contain a maximum of 8 Lots and related facilities, as more fully set forth in the Declaration.

C. If the Declarant holds Lots for sale in the ordinary course of business, none of the following actions may be taken without approval in writing by the Declarant.

(1) Assessments of the Declarant as a Lot owner for capital improvements.

(2) Any action by the Association that would be detrimental to the sale of Lots by the Declarant; provided, however, that an increase in assessments for common expenses without discrimination against the Declarant shall not be deemed to be detrimental to the sales of Lots.

D. Defined terms in the Declaration shall have the same definitions herein, unless otherwise expressly so stated.

IV. TERM: The corporation shall commence to exist upon the filing of these Articles with the Florida Department of State and shall thereafter exist in perpetuity.

V. INCORPORATOR: The name and post office address of the subscriber to these Articles of Incorporation is: Ross A. Puzzitiello, 4153 Arlington Drive, Palm Harbor, Florida 34685

VI. OFFICERS: The affairs of the corporation shall be managed by a President, Secretary and Treasurer. The officers of the corporation shall be elected annually by the Board of Directors of the corporation in accordance with the provisions provided therefore in the By-Laws of the corporation.

VII. DIRECTORS: The business of the corporation shall be conducted by a Board of Directors, which shall consist of not less than three (3) members as the same shall be provided for by the By-Laws of the corporation (attached hereto). The members of the Board of Directors shall be elected annually by a majority vote of the members of the corporation in the manner provided in the By-Laws.

VIII. BY-LAWS: The By-Laws of the corporation shall initially be adopted by the Board of Directors, and may thereafter be altered, modified, amended, supplemented or rescinded by a two-thirds (2/3) vote of the members of this corporation, unless otherwise required or permitted by the specific provisions of the Declaration. Such By-Laws are attached hereto.

IX. MEMBERSHIP:

A. Membership: The members of the Association shall consist of all of the record owners of legal title to Lots in the Subdivision. After receiving approval as may be required by the Declaration, a change of membership in the Association shall be established by recording in

the Public Records of Pinellas County, Florida, a deed or other instrument establishing record title to a Lot in the Subdivision and the certificate as may be required showing said approval. The owner designated by such instrument thus becomes a member of the Association and the membership of the prior owner is terminated. No officer, director or member shall be personally liable for any debt or other obligation of this corporation, except as provided in the Declaration.

B. Voting Rights. The Association shall have two (2) classes of voting membership:

Class A: Class A members shall be all Owners of Lots, and shall be entitled to one (1) vote for each Lot owned. When more than one person holds title to any Lot, all such persons shall be members, and the vote for such Lot shall be exercised as they may collectively determine, but in no event shall more than one (1) vote be cast with respect to any Lot.

Class B: The Class B member shall be the Declarant and shall be entitled to four (4) votes for each Lot owned by the Declarant. The Class B membership shall cease on the happening of either of the following events, which ever occurs earlier:

(1) Upon conveyance by the Declarant of ninety (90%) percent of the Lots;
or

(2) Such earlier date as the Declarant may determine.

C. Membership Assessments: The members of this corporation shall be subject to assessment for the costs and expenses of the corporation in operating the buildings and Common Areas, in accordance with the Declaration, these Articles of Incorporation, and the By-Laws of the corporation.

D. Not-for Profit: This corporation shall not be operated for profit, no dividends shall be paid, and no part of the income of the corporation shall be distributed to its members, directors or officers.

E. Maintenance Obligation: The members of this corporation, individually, are responsible for all maintenance and repair within and about their Lots as set forth in the Declaration.

F. Covenants and Restrictions: The members of this corporation shall be subject to all of the terms, conditions, covenants, and restrictions contained in the Declaration, these Articles of Incorporation and the By-Laws of the corporation.

X. REQUIRED APPROVALS: Notwithstanding anything in these Articles to the contrary, as long as there exists a Class "B" membership, if any on or more of HUD, FHA or VA requires approval or consent by it or them to annexation of Additional Property, any merger or consolidation involving the Association, any amendment of the Declaration or these Articles, or dissolution of the Association, by any one or more of said agencies as a condition of making, insuring or purchasing loans on Dwellings in the Property, and any such loan has been approved, insured or purchased by the applicable agency at the time of the proposed annexation, merger,

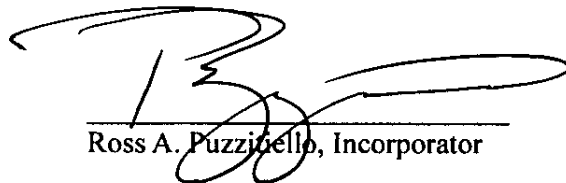
consolidation, mortgaging, dedication, amendment or dissolution, then the required consent or approval shall be obtained.

XI. AMENDMENT OF ARTICLES: These Articles of Incorporation may be amended, altered, modified, changed or rescinded by a vote of at least two-thirds (2/3) of the members of the corporation, which may be accomplished at any regular or special meeting of the corporation, provided that written notice of the proposed change shall have been mailed to each member of the corporation prior to said meeting of the corporation. Notwithstanding the foregoing, no amendment, modification, change or rescission of Article II or Article IX above, may be made without unanimous approval of the then members of the corporation together with the written approval of all Institutional Mortgagees holding a valid, enforceable first mortgage lien against any Lot. For the purposes of this provision, Institutional Mortgagees shall include only the following: banks, life insurance companies, federal saving and loan associations, institutional investors, mortgage bankers, real estate investment trusts, authorized to transact business in the State of Florida and the Declarant. Amendments may be proposed by the Board of Directors or by a written petition signed by members owning a majority of the Lots. Further, as long as the Declarant shall own any Lot in the Subdivision, no amendment, modification, change or rescission of any term or provision herein adversely affecting the Declarant's rights hereunder may be made without the express joinder of the Declarant.

XII. DORMANCY: In the event this corporation shall become dormant, inactive, and fails to perform its duties and carry out its contractual covenants and conditions as set forth herein, together with those matters required to be performed of this Corporation in accordance with the Declaration, and all matters in connection therewith, then the said corporation shall revert back to the original incorporators or their designated attorney-in-fact for purposes of reactivating said corporation by electing new officers and directors of this corporation, as provided for in these Articles of Incorporation and the By-Laws of this corporation.

XIII. PRINCIPAL PLACE OF BUSINESS; REGISTERED AGENT: The principal place of business of this corporation shall be at: 4153 Arlington Drive, Palm Harbor, Florida 34685, or at such other place or places as may be hereinafter designated from time to time. The registered agent of the corporation shall be Ross A. Puzzitiello, whose address is: 4153 Arlington Drive, Palm Harbor, Florida 34685.

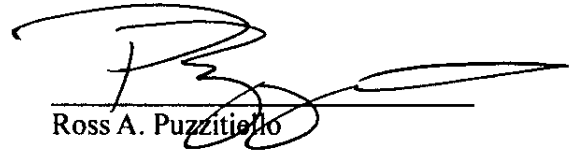
IN WITNESS WHEREOF, the subscribing incorporator and the registered agent have hereunto set their hands and seals and caused these Articles of Incorporation to be executed this 11th day of May, 2016.



Ross A. Puzzitiello, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at a place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office for service of process.



Ross A. Puzzitello

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OFFICE, TALLAHASSEE
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