

N16000007011

Florida Department of State
Division of Corporations
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.

((H16000172259 3)))



H160001722593AEC0

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 : FOLEY & LARDNER OF TAMPA
Account Number : 071344001620
Phone : (813) 229-2300
Fax Number : (813) 221-4210

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: _____

RECEIVED
16 JUL 18 PM 12:58
TALLAHASSEE, FLORIDA

FILED
16 JUL 18 PM 1:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT/NON PROFIT CORPORATION
MetWest International Master Association, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

1/14

FILED
H16000172259 3

16 JUL 18 PM 1:46

ARTICLES OF INCORPORATION
OF
METWEST INTERNATIONAL MASTER ASSOCIATION, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, in accordance with the provisions of Chapter 617, *Florida Statutes*, hereby make, subscribe and acknowledge these Articles of Incorporation for the purpose of forming a nonprofit Florida corporation.

ARTICLE I

The name of the corporation is MetWest International Master Association, Inc., and its mailing address and principal office address is c/o MetLife Real Estate Investors, 3500 Lenox Road NE, Suite 1800, Atlanta, GA 30326.

ARTICLE II

All undefined terms appearing in initial capital letters herein shall have the meaning ascribed to them in that certain Declaration of Easements, Covenants, Conditions and Restrictions for MetWest International (the "Declaration"), as it may be amended from time to time.

ARTICLE III

This corporation does not contemplate pecuniary gain or profit, direct or indirect to its members, and its primary purposes are:

Section 1. To promote the health, safety and, social welfare of the owners of all Lots located within mixed use development community known as MetWest International (the "Project");

Section 2. To maintain all portions of the Project and improvements thereon for which the obligation to maintain and repair has been delegated to the corporation by the Declaration which is to be recorded in the public records of Hillsborough County, Florida;

Section 3. To contract for the operation and maintenance of the Common Area and Surface Water Management System and to delegate any powers and duties of the Association in connection therewith, except such as specifically required by the Declaration to be exercised by the Board or the membership of the Association;

Section 4. To operate and maintain the Surface Water Management System. Moreover, the Association shall operate, maintain, and manage the Surface Water Management System in a manner consistent with the SWFWMD Permit requirements and applicable SWFWMD rules and regulations, and the terms and conditions of the Declaration (including enforcement provisions) which relate to the Surface Water Management System. Additionally, the Association shall levy and collect adequate Annual Assessments against Members for the cost of maintenance and operation of the Surface Water Management System;

Section 5. To exercise all rights and powers of a non-profit corporation permitted by Chapter 617, *Florida Statutes*; and

H16000172259 3

H16000172259 3

Section 6. To exercise any other powers necessary and proper for the governance and operation of the Association, including those powers set forth in the Declaration.

ARTICLE IV

The term for which the corporation is to exist is perpetual unless the corporation is dissolved pursuant to any applicable provision of the *Florida Statutes*. Any dissolution of the corporation shall comply with the Declaration. In the event of dissolution, the control or right of access to any portion of the Common Area containing the Surface Water Management System shall be conveyed or dedicated to an appropriate governmental unit or public utility. If the Surface Water Management System are not accepted by governmental or public utility, then they shall be conveyed to a non-profit corporation similar to the Association.

ARTICLE V

The name and address of the incorporator for these Articles is:

c/o Stephen J. Szabo, III, Esq.
Foley & Lardner LLP
P.O. Box 3391
Tampa, Florida 33601-3391

ARTICLE VI

The corporation shall be governed by a Board consisting of not less than three (3) nor more than seven (7) persons. The members of the Board shall be elected in accordance with the provisions of Article IV of the By-Laws of the corporation. The initial Board shall consist of four (4) persons whose names and addresses are:

Charles C. Davis, Jr.	c/o MetLife Real Estate Investors 3500 Lenox Road NE, Suite 1800 Atlanta, GA 30326
Scott Sandberg	c/o MetLife Real Estate Investors 3500 Lenox Road NE, Suite 1800 Atlanta, GA 30326
Hank Brenner	c/o Taylor & Mathis of Florida, LLC 4010 Boy Scout Boulevard, Suite 160 Tampa, FL 33607
Kent Walling	c/o Taylor & Mathis of Florida, LLC 4010 Boy Scout Boulevard, Suite 160 Tampa, FL 33607

In the event of a vacancy on the Board, the vacancy shall be filled by the majority vote of the remaining Directors.

H16000172259 3

H16000172259 3

ARTICLE VII

The affairs of the corporation are to be managed by a President, a Vice President, a Secretary, a Treasurer and such other Officers as the By-Laws of the corporation may provide for from time to time. All Officers shall be elected by the Board at the first meeting of the Board following the annual meeting of the corporation and shall hold office until the next succeeding annual election of Officers or until their successors are elected and qualify.

The names of the Officers who are to serve until the first meeting of the Board following the annual meeting of the corporation are:

Charles C. Davis, Jr.	President
Scott Sandberg	Vice President
Hank Brenner	Secretary
Kent Walling	Treasurer

In the event of a vacancy in any office, the vacancy shall be filled by a majority vote of the Board.

ARTICLE VIII

Each Owner within the Project shall be entitled to one (1) vote for each or as otherwise more fully set forth in the Declaration.

ARTICLE IX

Voting Rights. The Association shall have two (2) classes of membership, Class "A" and Class "B", as follows:

(a) Class "A". So long as there is a Class "B" Member, Class "A" Members shall be all Owners, with the exception of the Declarant. Class "A" Members shall be entitled to one (1) equal vote for each one-tenth ($1/10^{\text{th}}$) of an acre owned by such Owner. When more than one (1) person holds an ownership interest in any Lot, all such persons shall be Members, provided that only one vote may be cast on behalf of all such Members holding an ownership interest in any one Lot. The vote for such Lot shall be exercised as those Owners themselves determine and advise the Secretary prior to any meeting. In the absence of such advice, the Lot's vote shall be suspended in the event more than one (1) person seeks to exercise it.

(b) Class "B". The sole Class "B" Member shall be the Declarant. The rights of the Class "B" Member, including the right to approve or withhold approval of actions proposed under this Declaration and the By-Laws, are specified elsewhere in the Declaration and the By-Laws. The Class "B" Member may appoint a majority of the members of the Board prior to the date that the Class B Member turns over control of the Association to the Class A Members (the "Turnover Date"). Following the Turnover Date, the Declarant shall have a right to disapprove actions of the Board and committees as provided in the By-Laws. Additionally, prior to the Turnover Date, the Class "B" Member shall be entitled to three (3) votes for every one (1) vote entitled to be cast by a Class A Member. After the Turnover Date, the Declarant shall be entitled

H16000172259 3

H16000172259 3

to one (1) vote for each one-tenth (1/10th) of an acre owned by such Owner, and shall be entitled to all rights and privileges associated with Class "A" membership in addition to all rights reserved to the Declarant as enumerated in the Declaration, these Articles of Incorporation, and the By-Laws.

ARTICLE X

Thirty percent (30%) of the total vote that could be cast at any annual or special meeting, represented in person or by proxy, shall constitute a quorum at any meeting of the Members. If a quorum cannot be reached at any meeting of the membership, the meeting may be adjourned and reconvened without notice other than announcement at the meeting. Adjourned and reconvened meetings shall be at least three (3) days apart and, if a quorum is reached, any business may be transacted which might have been transacted at the adjourned meeting.

ARTICLE XI

This corporation shall never have nor issue any shares of stock, nor shall this corporation distribute any part of the income of this corporation, if any, to its Members, Directors or Officers. However, the corporation shall not be prohibited from reasonably compensating its Members, Directors, or Officers for services rendered, nor shall the corporation be prohibited from making any payments or distributions to members of benefits, monies or properties permitted by Chapter 617, *Florida Statutes*.

ARTICLE XII

The corporation shall have all the powers set forth and described in Chapter 617, *Florida Statutes*, as presently existing or as may be amended from time to time, together with those powers conferred by the Declaration, these Articles of Incorporation and the By-Laws of the corporation, including, but not limited to, assess members for all expenses incurred in connection with maintaining and operating the Surface Water Management System and the right to enforce that assessment pursuant to the imposition of liens.

ARTICLE XIII

The corporation shall indemnify all persons who may serve or who have served at any time as Director or Officers, and their respective heirs, administrators, successors and assigns against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced), actually and necessarily incurred in connection with the defense or settlement of any claim, action, suit or proceeding in which they or any of them are made a party, or which may be asserted against any of them, by reason of having been a Director or Officer of the corporation, except in such cases where the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties. Such indemnification shall be in addition to any rights to which such Director or Officer may otherwise be entitled.

ARTICLE XIV

In the absence of fraud, no contract or other transaction between this corporation or any other person, firm, association, corporation or partnership shall be affected or invalidated by the fact that any Director or Officer of this corporation is pecuniarily or otherwise interested in, or is

H16000172259 3

H16000172259 3

a director, member or officer of any such firm, association, corporation or partnership. Any director may vote and be counted in determining the existence of a quorum at any meeting of the Board for the purpose of authorizing contract or transaction with like force and effect as if he were not so interested, or not a director, member or officer of such other firm, association, corporation or partnership.

ARTICLE XV

The By-Laws of this corporation are to be made and adopted by a majority vote of the Board and said By-Laws may not be altered, amended, rescinded or added to except as provided in the By-Laws.

ARTICLE XVI

These Articles of Incorporation may be amended, altered, rescinded, or added to by appropriate resolution approved by a two-thirds (2/3) vote of the voting interest of the Members present at any duly convened membership meeting or, alternatively, by appropriate resolution adopted by a two-thirds (2/3) vote of the Board at any duly convened meeting of the Board and accepted by a two-thirds (2/3) vote of the voting interest of the Members present at any duly convened membership meeting. Any Member of this corporation may propose an amendment to the Articles of Incorporation to the Board or the membership, as the case may be. Notwithstanding the foregoing, until termination of the Class B Membership, any changes in the Articles of Incorporation may be made by a majority vote of the Board. Any proposed amendment to these Articles, which would affect the Surface Water Management System (including environmental conservation areas and the water management portions of the Common Area), must be submitted to the SWFWMD or its successors for a determination of whether the amendment necessitates a modification of the applicable permit.

ARTICLE XVII

To the extent any provisions contained herein conflict with the Declaration, the provisions contained in the Declaration shall supersede such conflicting provisions contained herein.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation, this 18th day of July, 2016.



Print Name: Stephen J. Szabo, III

H16000172259 3

H16000172259 3

**DESIGNATION OF REGISTERED AGENT
AND REGISTERED OFFICE**

The initial registered agent of this corporation shall be C T Corporation System. The initial registered office of this corporation shall be 1200 South Pine Island Road, Plantation, FL 33324.

ACCEPTANCE

Having been named registered agent to accept service of process for the above-named corporation, the undersigned hereby accepts to act in this capacity and agrees to comply with the provisions of Section 48.091, *Florida Statutes*.

C T Corporation System

By: 

Name: Leslie Martin

Title: Assistant Secretary

FILED
16 JUL 18 PM 1:46
SECRETARY OF STATE
TALLAHASSEE FLORIDA