

N17000004090

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.

((H17000101710 3)))



H170001017103ABCS

**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 : LOWDES, BROSDIECK, LOSTER, KANTOR & REED, P.A.  
Account Number : 072720000036  
Phone : (407) 843-4800  
Fax Number : (407) 843-4444

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

Email Address: \_\_\_\_\_

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

17 APR 13 AM 11:21

FLORIDA PROFIT/NON PROFIT CORPORATION  
GATEWOOD CORPORATE CENTER PROPERTY OWNERS  
ASSOCIATIO

Certificate of Status	1
Certified Copy	1
Page Count	08
Estimated Charge	\$87.50

Electronic Filing Menu

Corporate Filing Menu

Help

FILED

17 APR 13 AM 11:21

**ARTICLES OF INCORPORATION  
OF  
GATEWOOD CORPORATE CENTER PROPERTY OWNERS ASSOCIATION  
A NON-PROFIT CORPORATION**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with the requirements of Florida Statutes, Chapter 617, the undersigned, all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a Florida corporation not for profit, and do hereby certify:

ARTICLE 1  
**NAME OF CORPORATION**

The name of the Corporation is GATEWOOD CORPORATE CENTER PROPERTY OWNERS ASSOCIATION, INC., a Florida corporation not-for-profit (hereafter called the "Association").

ARTICLE 2  
**PRINCIPAL OFFICE OF THE ASSOCIATION**

The principal office of the Association is located at 5550 W. Executive Drive, Suite 550, Tampa, Florida 33609.

ARTICLE 3  
**REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of the Association is 5550 W. Executive Drive, Suite 550, Tampa, Florida 33609, and Gary W. Harrod is hereby appointed the initial registered agent of this Association at that address. The registered agent shall maintain copies of all permits for the benefit of the Association.

ARTICLE 4  
**PURPOSE AND POWERS OF THE ASSOCIATION**

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance, repair, preservation, and architectural control of the Common Areas, Special Common Areas, Sites, and other areas within that certain tract of property described in that certain Declaration of Covenants, Conditions and Restrictions for Gatewood Corporate Center, intended to be recorded simultaneously herewith (hereinafter the "Declaration") (for purposes hereof all capitalized terms, unless provided otherwise herein, shall have the same meaning as in the Declaration), as well as any additions thereto as may hereafter be brought within the jurisdiction of the Association from time to time, as provided in the Declaration, and to promote the health, safety and welfare of the residents within the above-described property and any additions thereto as may hereto be brought within the jurisdiction of this Association for this purpose to:

(a) Exercise all of the powers and privileges and to perform all duties and obligations of the Association as set forth in the Declaration, applicable to the property and recorded in the office of the Clerk of the Circuit Court, Manatee County, Florida, as the same may be amended from time to time as herein provided, said Declaration being incorporated herein as if set forth at length;

(b) Have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Florida by law may now or hereafter have or exercise.

(c) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(d) Acquire (by gift, purchase, or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association consistent with the terms of the Declaration.

(e) File suits and/or pursue such legal rights and remedies as are available to the Association.

(f) Borrow money, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(g) Dedicate, sell or transfer all or any part of the Common Areas or Special Common Areas to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by (i) Declarant, if applicable, and (ii) members holding a majority of the total votes of members, agreeing to such dedication, sale or transfer;

(h) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional property, provided that any such merger, consolidation or annexation shall have the assent of (i) Declarant, if applicable, and (ii) a majority of the total votes cast by members at a meeting thereof, unless provided otherwise in the Declaration.

#### ARTICLE 5.

#### MEMBERSHIP, VOTING RIGHTS AND CONTROL OF THE ASSOCIATION

Section 1 Membership. Each and every person, persons or legal entity who is the Owner of any Site in the Property shall automatically be a Member of the Association, PROVIDED that any person or entity who holds such an interest merely as security for the performance of any obligation shall not be a Member. Membership shall be appurtenant to and may not be separated from ownership of any Site that is subject to assessment. Acreage included within the Common Areas and Special Common Areas shall not be included for purposes of this

Article. If the ownership of a Site is vested in other than a single person, then the Owner shall designate a Voting Member to act on its behalf in connection with all Association balloting and other similar activities. The Voting Member shall be designated in writing by the persons or entity owning the applicable Site. The designation shall be witnessed and acknowledged before a notary public and delivered to the Association. Prior to the receipt of the written designation of the Voting Member, the Association shall have no obligation to recognize the right of any person to act on behalf of such Owner. The designation of Voting Member shall be executed in accordance with the terms hereof. The Voting Member may be changed, from time to time, by the Owner's re-execution and delivery of an additional Voting Member designation executed in accordance with the provisions hereof. There shall be no more than one Voting Member at a time for any Site. Members shall be entitled to vote based upon the Useable Acre ratio of Property owned by each Member, as further set forth in the Declaration. When two or more persons or entities hold undivided interests in any part of the Property, the vote for such part of the Property shall be exercised as they, among themselves, determine, but in no event shall more than one vote be cast with respect to each Useable Acre of the Property in which such Members own undivided interests, and there shall be no more than one Voting Member per Site.

Section 2 Assignment of Voting Rights. Voting rights may not be assigned, in whole or in part, as such rights related to a particular tract or parcel of the Property except that voting rights may be assigned: (i) to a lessee holding a ground lease on a particular tract of land, provided that the primary term of said ground lease is for a period of not less than twenty-five (25) years, and such voting rights shall revert to the Owner of the particular Site upon termination of said ground lease, and (ii) to a mortgagee of a Site, provided that such assignment shall not become effective until an officer or other authorized representative of such mortgagee shall notify the Association, by written affidavit, that a default has been committed by the mortgagor of the applicable Site. The Association shall be conclusively authorized to rely upon any such affidavit received by it from a mortgagee. The terms of this Section 2 shall not act to prohibit the entitlement to and exercise of voting rights by Declarant, if applicable, with respect to any portions of the Property leased by Declarant or as otherwise set forth herein.

Section 3 Control of the Association; Calculation of Useable Acreage and Voting Rights. Except as hereinafter specified, and as specified in the Bylaws and the Declaration of the Association, control of the Association and all of its rights, powers and duties set forth herein and in the Bylaws and the Declaration of the Association shall be vested in the Board of Directors of the Association, which shall act in accordance with the votes of a majority of the members of the Board, members of the Board shall be elected by the vote of a majority of the Members of the Association, from time to time, in accordance with the procedures and for the terms established herein and in the Bylaws and the Declaration of the Association. For purposes hereof, the term "Useable Acre" shall have the meaning ascribed to such term in the Declaration.

#### ARTICLE 6.

#### MEETINGS OF MEMBERS: QUORUM REQUIREMENTS

The presence at any meeting of members entitled to cast, or of proxies entitled to cast, a majority of the total cumulative votes together with the Declarant's vote, if applicable, shall constitute a quorum for any action except as otherwise provided in these Articles of Incorporation, the Declaration, or the Bylaws.

ARTICLE 7.  
BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors consisting of no less than three (3) nor more than seven (7) Directors, who need not be members of the Association; provided, however, the Board shall consist of an odd number of Directors. The number of Directors may be changed by amendment of the Bylaws of the Association. The initial Board of Directors shall consist of three (3) Directors, who shall serve until the appointment of their successors as provided in the Declaration or the election of their successors as provided in the Bylaws, as the case may be.

The names and addresses of the initial Board of Directors are as follows:

Patti A. Bennett	5550 W. Executive Drive Suite 550 Tampa, Florida 33609
------------------	--------------------------------------------------------------

Chadwick W. Harrod	5550 W. Executive Drive Suite 550 Tampa, Florida 33609
--------------------	--------------------------------------------------------------

Robert C. Webster, II	5550 W. Executive Drive Suite 550 Tampa, Florida 33609
-----------------------	--------------------------------------------------------------

The manner of election of Directors and procedures for filling any vacancies that may occur on the Board of Directors shall be prescribed in the Bylaws.

ARTICLE 8.  
OFFICERS

The affairs of the Association shall be administered by the Officers as designated in the Bylaws. 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 they shall serve at the pleasure of the Board of Directors. The names and addresses of the Officers, who shall serve until their successors are elected by the Board of Directors, are as follows:

PRESIDENT	Robert C. Webster, II
-----------	-----------------------

VICE-PRESIDENT	Chadwick W. Harrod
----------------	--------------------

SECRETARY	Patti A. Bennett
-----------	------------------

TREASURER	Patti A. Bennett
-----------	------------------

ARTICLE 9.  
DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by (i) Declarant, if applicable, and (ii) by members holding a majority of the total votes of all members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which the Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes. This procedure shall be subject to Court approval on dissolution pursuant to the provisions of Florida Statutes, Section 617.

ARTICLE 10.  
DURATION

The Association shall exist perpetually.

ARTICLE 11.  
AMENDMENTS

Amendment of these Articles shall require (i) the assent of Declarant, if applicable, and (ii) not less than a majority of the total cumulative votes of all members entitled to vote thereon, in the manner set forth under Chapter 617, Florida Statutes. Amendment of these Articles may be proposed by the Board of Directors and shall be voted on at a Special Meeting of the Membership duly called for that purpose, or at an annual meeting of the Membership.

ARTICLE 12.  
BYLAWS

The Bylaws of the Association shall be those annexed hereto as Exhibit "A," and may be altered, amended or rescinded by a vote of (i) Declarant, if applicable, and (ii) a majority of the total votes of members voting in person or by proxy.

ARTICLE 13.  
DECLARATION AND BYLAWS

In the event of any conflict between the terms and provisions of the Declaration and the terms and provisions of these Articles, the terms and provisions of the Declaration shall control. In the event of any conflict between the terms and provisions of these Articles and the terms and provisions of the Bylaws, the terms and provisions of these Articles shall control.

ARTICLE 14.  
LIABILITY AND INDEMNIFICATION

Neither Declarant nor the directors and officers of the Association and Declarant shall be personally liable to the Owners of the Sites or to any third parties whatsoever for any mistake of judgment or for any other act or omissions of any nature whatsoever while acting in their official

capacity, except for any acts or omissions found by a court of competent jurisdiction to constitute bad faith, gross negligence, willful misconduct or actual fraud. Further, the Owners shall indemnify and hold harmless each of the directors and officers and their respective heirs, executors, administrators, successors and assigns against any personal liability for any such acts or omissions while acting in their official capacity, except for such acts or omissions found by such court to constitute bad faith, willful misconduct, gross negligence or actual fraud.

Declarant, the Association, the MDRC, and their individual Members, officers, and directors, or any of them, shall not, jointly or severally, be liable or accountable in damages or otherwise to any Owner or occupant of property affected by the Declaration, or to anyone submitting plans or other materials for any required consent or approval hereunder, or to any third parties whatsoever, by reason or on account of any decision, approval or disapproval required to be made, given or obtained pursuant to the provisions of the Declaration, or for any mistake in judgment, negligence or nonfeasance related to or in connection with any such decision, approval or disapproval. Anything herein to the contrary notwithstanding, nothing herein shall be construed to exculpate the Declarant, the Association, the MDRC and their Members, officers and directors from any action or omission found to be arbitrary, capricious or in bad faith.

Each Owner of a Site shall unconditionally and absolutely defend, indemnify and hold the Declarant, the Association and the MDRC, and the individual Members, officers and directors thereof, and their respective successors and assigns harmless from and against any and all claims, causes of action, liabilities, losses, damages, costs and expenses (including reasonable attorneys' fees) arising from or in connection with the design, construction, or structural soundness of any and all Improvements located or constructed on the Site owned, leased or occupied by them.

#### ARTICLE 15. RIGHTS AND DUTIES OF DECLARANT

Anything herein to the contrary notwithstanding, for purposes of the Declaration, Articles of Incorporation and Bylaws (collectively, "Gatewood Documents"), any and all rights, powers, privileges and duties which are granted to or vested in Declarant shall only apply as long as LWR Land Holdings, LLC or the Designated Successor, if applicable, satisfies the definition of Declarant under the Declaration. From and after the date that LWR Holdings, LLC or the Designated Successor no longer satisfies the definition of Declarant, as aforesaid, then the Gatewood Documents shall each be construed as if there is no Declarant and any action which requires the vote, approval or consent of Declarant shall be construed as if such vote, approval or consent has been given, obtained or received and any rights, powers and privileges which are granted to or vested in Declarant pursuant to the Gatewood Documents shall be deemed terminated and of no force and effect.

ARTICLE 16.  
INCORPORATOR

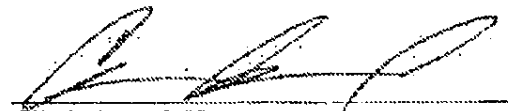
The name and address of the Incorporator is as follows:

Chadwick W. Harrod	5550 W. Executive Drive
	Suite 550
	Tampa, Florida 33609

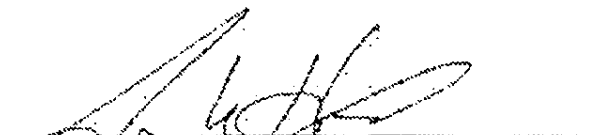
*(Balance of page intentionally left blank.)*



IN WITNESS WHEREOF, for the purposes of forming this corporation under the laws of the State of Florida, the undersigned, constituting the incorporator of this Association, has executed these Articles of Incorporation this 11<sup>th</sup> day of April, 2017.

  
Chadwick W. Harrod, Incorporator

The undersigned hereby accepts the foregoing designation as the registered agent for said corporation.

  
Gary W. Harrod, Registered Agent

17 APR 13 AM 11:21  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA