

N17000009260

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Attention: Darlene Cornell

Account Name : SHUTTS & BOWEN LLP OPERATING ACCOUNT
Account Number : I20030000037
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301 NORTH ROME PROPERTY OWNERS ASSOCIATION
INC.

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Amend & Restated
01/24/19

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SECRETARY OF STATE
TALLAHASSEE, FL

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

301 NORTH ROME PROPERTY OWNERS ASSOCIATION, INC.

We, the undersigned, being the President and Secretary of 301 North Rome Property Owners Association, Inc., a Florida corporation not for profit ("Association"), in accordance with its Articles of Incorporation and Bylaws do hereby certify:

1. The Association was originally incorporated on September 6, 2017, under Document Number N17000009260, pursuant to Chapter 617 of the laws of the State of Florida.
2. The originally filed Articles of Incorporation ("Original Articles") are hereby duly amended and restated in their entirety in accordance with the provisions of Section 617.1007(1), Florida Statutes, and Article VIII of the Original Articles, by the unanimous written consent of the Board of Directors and the Members of the Association dated January 16, 2019.
3. These Amended and Restated Articles of Incorporation have been duly executed by the President and Secretary of the Association on January 16, 2019.
4. As so adopted, these Amended and Restated Articles of Incorporation replace the Original Articles in their entirety and are substituted therefor.

ARTICLE I

NAME AND PRIMARY ADDRESS

The name of the corporation shall be the 301 NORTH ROME PROPERTY OWNERS ASSOCIATION, INC., which is hereinafter referred to as "the Association." The mailing address of the Association shall be 4488 W. Boy Scout Boulevard, Suite 250, Tampa, Florida 33607.

ARTICLE II

PURPOSES AND POWERS

The objects and purposes of the Association are those objects and purposes as are authorized by the Declaration of Covenants, Conditions, Restrictions and Easements for 301 North Rome recorded (or to be recorded) in the Public Records of Hillsborough County ("County"), Florida, as hereafter amended and/or supplemented from time to time (the "Declaration"). The further objects and purposes of the Association are to preserve the values

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and amenities in The Properties and to maintain the Common Areas for the benefit of the Members of the Association.

The Association is not organized for profit and no part of the net earnings, if any, shall inure to the benefit of any Member or individual person, firm or corporation.

The Association shall have the power to contract for the management of the Association and to delegate to the party with whom such contract has been entered into (which may be an affiliate of the Declarant) the powers and duties of the Association, except those which require specific approval of the Board of Directors or Members.

The Association shall operate, maintain and manage the Surface Water or Stormwater Management System in a manner consistent with the Southwest Florida Water Management District Permit ("District") Permit No. 43034463.001 ("Permit"), as such Permit may be amended, modified or reissued from time to time, and applicable District rules, and to assist in the enforcement of the restrictions and covenants contained therein. The foregoing shall include the power to levy and collect adequate Assessments for the costs of maintenance, repair and operation of the Surface Water or Stormwater Management System, including but not limited to, cost associated with maintenance, repair and operation of retention areas, drainage structures and drainage easements.

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 and the Declaration identified above. The Association shall also have all of the powers necessary to implement the purposes of the Association as set forth in the Declaration and to provide for the general health and welfare of its membership.

Definitions set forth in the Declaration are incorporated herein by this reference.

ARTICLE III

MEMBERS

Section 1. Membership. The Owner of each Lot shall be a Member of the Association, provided that any such person or entity who holds such interest merely as security for the performance of an obligation shall not be a Member. All votes permitted or required to be cast by Members shall be cast only by their respective Voting Members.

Section 2. Voting Rights. The Association shall have three (3) classes of voting membership:

Class A. Class A Members shall be all Residential Owners. Class A Members shall be entitled to one (1) vote for each Lot in which they hold the interests required for membership by Section 1. When more than one person holds such interest or interests in any Residential Lot, all such persons shall be Members, but the single vote for such Residential Lot shall be exercised as they among themselves determine but, subject only to the following subsection, in no event shall more than one (1) vote be cast with respect to any such Residential Lot. The Lot Owner shall be deemed the Voting

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Member; provided, however, that when the Lot Owner is a Sub-Association, the Voting Member shall be the President of the Sub-Association, entitled to cast all votes applicable to such Lot.

Class B. The Class B Members shall be the Commercial Owner(s). The Class B Members shall be entitled to seven (7) total votes in the Association. In the event there is more than one (1) Class B Member by virtue of a Commercial Lot being subdivided into two (2) or more Commercial Units/Lots, the voting rights for each new subdivided Commercial Unit/Lot shall be a percentage based upon the percentage realized with respect to the relative square footage of each such new subdivision Commercial Unit/Lot to the approximate square footage of all new subdivided Commercial Units/Lots. The Lot Owner shall be deemed the Voting Member; provided, however, that when the Lot Owner is a Sub-Association, the Voting Member shall be the President of the Sub-Association, entitled to cast all votes applicable to such Lot.

Class C. The Class C Member shall be Declarant, who shall be entitled to three (3) times the total number of votes of all Class A Members and Class B Members combined plus one (1) vote. Class C membership shall cease and be converted to either Class A or Class B membership, as applicable, upon the expiration of the "Declarant Control Period" (as hereinafter defined).

Section 3. Meetings of Members. The Bylaws of the Association shall provide for an annual meeting of Members, and may make provisions for regular and special meetings of the Voting Members other than the annual meeting. A quorum for the transaction of business at any meeting of the Voting Members shall exist if at least thirty percent (30%) of the total number of votes which may be cast by Voting Members shall be present or represented at the meeting.

Section 4. General Matters. When reference is made herein, or in the Declaration, Bylaws, rules and regulations, management contracts or otherwise, to a majority or specific percentage of Members or Voting Members, such reference shall be deemed to be reference to a majority or specific percentage of the votes of the Members eligible to be cast by their respective Voting Members present at a duly constituted meeting thereof (i.e., one for which proper notice has been given and at which a quorum exists) and not of the Members themselves (or their Lots) or of the individual Voting Members themselves.

ARTICLE IV

TERM

The term for which this Association is to exist shall be perpetual. In the event of dissolution of the Association (unless same is reinstated), other than incident to a merger or consolidation, the responsibilities for the operation and maintenance of the Surface Water or Stormwater Management System must be transferred to and accepted by an entity which would comply with Section 40C-42.027, Florida Administrative Code, and must be approved by the District prior to such termination, dissolution or liquidation.

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ARTICLE V

BOARD OF DIRECTORS

Section 1. Management by Directors During the Declarant Control Period. Declarant shall have the right to appoint all members of the Board of Directors during the "Declarant Control Period." The "Declarant Control Period" shall mean that period commencing as of the incorporation of the Association and terminating upon the earlier of (i) the conveyance of all Lots owned by Declarant or its affiliates within 301 North Rome, or (ii) when, in its discretion, Declarant so determines by a writing recorded in the Public Records of the County. Board members appointed by Declarant need not be Members of the Association and may only be removed or replaced by Declarant.

Section 2. Initial Board of Directors. The names and addresses of the first Board of Directors of the Association, who shall hold office as provided herein, shall be as follows:

| <u>Name</u> | <u>Address</u> |
|-------------------|---|
| Gregory Williams | 4488 W. Boy Scout Boulevard, Suite 250, Tampa, Florida 33607 |
| Rufus Williams IV | 4488 W. Boy Scout Boulevard, Suite 250, Tampa, Florida 33607 |
| Stefan McSweeney | 4488 W. Boy Scout Boulevard, Suite 250, Tampa, Florida 33607 |

Section 3. Management by Directors After the Declarant Control Period. After the Declarant Control Period expires, the property, business and affairs of the Association shall be managed by a Board of Directors, which shall consist of three (3) persons appointed as provided in Section 4 below. A majority of the directors in office shall constitute a quorum for the transaction of business. The Bylaws shall provide for meetings of directors, including an annual meeting.

Section 4. Appointment of Members of Board of Directors. Except as otherwise provided above for the Board of Directors during the Declarant Control Period, after the expiration of the Declarant Control Period, the Owners of the Residential Lots shall be entitled to appoint two (2) members to the Board and the Owner of the Commercial Lot shall be entitled to appoint one (1) member to the Board. Directors may be removed only by the Lot Owner that appointed the Director and vacancies on the Board of Directors shall be filled by the appointment of another Director by the Lot Owner who originally appointed the Director being replaced. All directors shall be members of the Association residing on the Property or shall be authorized representatives, officers, or employees of corporate members of the Association.

Section 5. Duration of Office. Except as provided herein or in the Bylaws to the contrary, the term of each Director's service shall extend until the next annual meeting of the

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Members and subsequently until his or her successor is duly appointed and has taken office, or until he or she is removed in the manner elsewhere provided.

Section 6. Vacancies and Removal. Vacancies in the Board of Directors shall be filled by the appointment of another Director by the Member who originally appointed the Director being replaced. Directors shall serve at the pleasure of the Member who appointed such Director and may be removed and replaced by such Member at any time.

ARTICLE VI

OFFICERS

Section 1. Officers Provided For. The Association shall have a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time elect.

Section 2. Election and Appointment of Officers. The officers of the Association, in accordance with any applicable provision of the Bylaws, shall be elected by the Board of Directors for terms of one (1) year and thereafter until qualified successors are duly elected and have taken office. The Bylaws may provide for the method of voting in the election, for the removal from office of officers, for filling vacancies and for the duties of the officers. The President shall be a director; other officers may or may not be directors of the Association. If the office of President shall become vacant for any reason, or if the President shall be unable or unavailable to act, the Vice President shall automatically succeed to the office or perform its duties and exercise its powers. If any office shall become vacant for any reason, the Board of Directors may elect or appoint an individual to fill such vacancy.

Section 3. First Officers. The names and addresses of the first officers of the Association, who shall hold office until the first annual meeting of directors and thereafter until successors are duly elected and have taken office, shall be as follows:

| <u>Name and Office</u> | <u>Address</u> |
|--|---|
| Gregory Williams, President | 4488 W. Boy Scout Boulevard, Suite 250, Tampa, Florida 33607 |
| Rufus Williams IV, Vice President | 4488 W. Boy Scout Boulevard, Suite 250, Tampa, Florida 33607 |
| Stefan McSweeney, Secretary/Treasurer | 4488 W. Boy Scout Boulevard, Suite 250, Tampa, Florida 33607 |

ARTICLE VII

BYLAWS

The Board of Directors shall adopt Bylaws consistent with these Articles. Such Bylaws may be altered, amended or repealed in the manner set forth in the Bylaws.

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ARTICLE VIII**AMENDMENTS AND PRIORITIES**

Section 1. Prior to and including the expiration of the Declarant Control Period, Declarant shall have the right to amend these Bylaws as it deems appropriate, without the joinder or consent of any person or entity whatsoever. Declarant's right to amend under this provision is to be construed as broadly as possible. In the event that the Association shall desire to amend these Bylaws prior to and including through the expiration of the Declarant Control Period, the Association must first obtain Declarant's consent, which may be withheld in Declarant's sole and absolute discretion. Thereafter, an amendment identical to that approved by Declarant may be adopted by the Association pursuant to the requirements for amendments after the expiration of the Declarant Control Period. Thereafter, Declarant shall join in such identical amendment so that its consent to the same will be reflected in the Public Records of the County.

Section 2. Except as specifically provided above and following the expiration of the Declarant Control Period, amendments to these Articles shall be proposed and approved by the Board of Directors and thereafter submitted to a meeting of the membership of the Association for adoption or rejection by affirmative vote of 66-2/3% of the total voting interests of the Members, all in the manner provided in, and in accordance with the notice provisions of Section 617.017, Florida Statutes.

Section 3. Notwithstanding anything to the contrary in this Article VIII, no amendment to these Articles shall be effective which shall materially impair or prejudice the rights Declarant or of the Owners of Commercial Lots/Units, without the specific written approval of Declarant and/or the Owners of Commercial Lots/Units, as applicable.

Section 4. In case of any conflict between these Articles and the Bylaws, these Articles shall control; and in case of any conflict between these Articles and the Declaration, the Declaration shall control.

ARTICLE IX**INCORPORATOR**

The name and address of the Incorporator of these Articles are: Sandra E. Krumbein, 200 East Broward Boulevard, Suite 2100, Fort Lauderdale, Florida 33301.

ARTICLE X**MERGERS AND CONSOLIDATIONS**

Subject to the provisions of the Declaration applicable to the Property and to the extent permitted by law, the Association may participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, provided that any such merger or consolidation shall be approved in the manner provided by Chapter 617, Florida Statutes, as the same may be amended from time to time. For purposes of any vote of the Members required

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pursuant to said statutes, for so long as Declarant shall own any portion of the Property, any such merger or consolidation shall require Declarant's prior approval.

ARTICLE XI

INDEMNIFICATION

Section 1. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, employee, officer or agent of the Association, against all expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless (a) it is determined by a court of competent jurisdiction, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or that he acted in a manner he believed to be not in or opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court further determines specifically that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith or did act in a manner which he believed to be not in or opposed to the best interest of the Association, and with respect to any criminal action or proceeding, that he had reasonable cause to believe that his conduct was unlawful.

Section 2. To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 above or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually incurred by him in connection therewith.

Section 3. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of Members or otherwise, both as to action in his official capacity while holding such office or otherwise, and shall continue as to a person who has ceased to be director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 4. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. Such insurance shall cover any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

Section 5. The provisions of this Article X shall not be amended.

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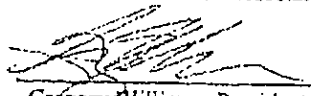
ARTICLE XII

REGISTERED AGENT

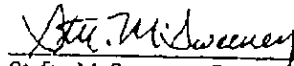
The name and street address of the initial registered agent of the Association is Incorporating Services, Ltd., 1540 Glenway Drive, Tallahassee, Florida 32301.

The undersigned, being the President and Secretary of the Association, hereby affirm that the foregoing Amended and Restated Articles of Incorporation were duly adopted by unanimous written consent of the Board of Directors and all of the Members of the Association of even date herewith.

By:


Gregory Williams, President

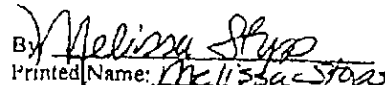
Attest:


Stefan McSweeney, Secretary

The undersigned hereby accepts the designation of Registered Agent as set forth in Article XII of these Articles of Incorporation, and acknowledges that he/she is familiar with and accepts the obligations imposed upon registered agents under the Florida Not For Profit Corporation Act.

INCORPORATING SERVICES, LTD.

By:


Printed Name: Melissa Stop
Dated: 1/16/19

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