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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Midtown Owners' Association, Inc.**

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H19000042062.3

**ARTICLES OF INCORPORATION**  
**OF**  
**MIDTOWN OWNERS' ASSOCIATION, INC.**  
**(a Florida corporation not-for-profit)**

All capitalized terms used in these Articles of Incorporation of MIDTOWN OWNERS' ASSOCIATION, INC. (the "Master Articles") will have the same meaning as the identical terms used in the Master Declaration of Covenants, Conditions, and Restrictions for Midtown, as amended from time to time (the "Master Declaration"), unless the context clearly otherwise requires.

**ARTICLE I**

Name

The name of the corporation will be MIDTOWN OWNERS' ASSOCIATION, INC. For convenience this corporation will be referred to as the "Midtown Association."

**ARTICLE II**

Purposes

1. The purpose for which the Midtown Association is organized is (i) to manage the Midtown Association; (ii) to provide for the operation, maintenance, improvement, and beautification of the Shared Areas of that certain property located in Hillsborough County, Florida and known under the Master Declaration as Midtown ("Midtown"); (iii) to hold title to real property at Midtown, including without limitation, the Shared Areas; and (iv) all such other lawful purposes as may be reasonable or incidental to the operation of Midtown in accordance with the Master Declaration.

2. The Midtown Association will have no capital stock and will make no distribution of income or profit to its directors, officers, or Members (as defined in Article V below).

**ARTICLE III**

Surface Water Management System

The Midtown Association shall operate, maintain, and manage the Surface Water Management System, which may include lakes, inlets, ditches, swales, culverts, water control structures, retention and

H19000042062 3

detention areas, ponds, lakes, flood plain compensation areas, wetlands, and any associated buffer areas, and wetland mitigation areas forming a part of Midtown. The Midtown Association shall manage the aforementioned property in a manner consistent with the applicable rules of the Southwest Florida Water Management District ("SFWMD"), and shall assist in the enforcement of the restrictions and covenants required thereof. The Midtown Association shall levy and collect adequate assessments against Members of the Midtown Association for the costs of maintenance and operation of the Surface Water Management System, and the assessments shall be used for the purposes permitted in the Master Declaration and Master Bylaws, including for the maintenance and repair of the Surface Water Management System and mitigation or preservation areas, including, but not limited to, work within retention areas, drainage structures and drainage easements. To the extent that any Undeveloped Parcels or other subsequent phases become subject to the Master Declaration, the Association shall have the power to accept such additional property. Absent the consent of the SFWMD, the Association will take no action to amend these Master Articles in any manner that may impact the Surface Water Management System or the Association's obligations relating thereto.

#### ARTICLE IV

##### Powers

1. The Midtown Association will have (i) all of the common law and statutory powers of a corporation not-for-profit, as provided in Chapter 617, *Florida Statutes*; (ii) such additional specific powers as are contained in the Master Bylaws and Master Declaration; and (iii) all other powers reasonably necessary to implement the purpose, obligation, and intent of the Midtown Association.
2. All funds and the titles to all property owned or acquired by the Midtown Association, including all proceeds arising therefrom, must be held only for the benefit of the Members of the Midtown Association in accordance with the provisions of the Master Declaration.
3. The powers of the Midtown Association will be subject to and will be exercised in accordance with the provisions of the Master Declaration.

#### ARTICLE V

##### Members

The qualifications of Members, the manner of their admission to the Midtown Association, and voting by Members will be as follows:

1. All Owners, as defined in the Master Declaration, are Members of this Midtown Association (hereinafter "Member"); and no other persons or entities are entitled to membership, including without limitation any person or entity that owns an interest in any Condominium Property, Subdivided Parcel, or property that is otherwise subjected to a Sub-Declaration at Midtown. Each Member will be entitled to vote in accordance with the rights afforded under the Master Declaration.
2. Changes in membership in the Midtown Association will be established by the recording, in the Public Records of Hillsborough County, Florida, of a deed or other instrument establishing a change of record title to a Parcel and the delivery to the Midtown Association of a copy of such recorded instrument. The new Owner designated by such instrument will thereby become a Member of the Midtown Association. The membership of the prior Owner will be thereby terminated.

H19000042062 3

3. The share of a Member in the funds and assets of the Midtown Association cannot be assigned, hypothecated, or transferred in any manner except as an appurtenance to the Parcel, or Additional Property, if applicable, at Midtown.

## ARTICLE VI

### Directors

1. The affairs of the Midtown Association will be managed by a board of directors of the Midtown Association ("Board"), which shall initially consist of three (3) members. At the conclusion of the Initial Board Term (as defined in the Master Bylaws), the number of members of the Board, as well as the manner in which they are elected, shall be determined as provided in the Master Bylaws.

The names and addresses of the initial members of the Board are:

| <u>Name</u>     | <u>Address</u>   |
|-----------------|--|
| Nicholas Haines | 120 Fifth Avenue, 11 <sup>th</sup> Floor<br>New York, New York 10011 |
| Karim Hindi     | 120 Fifth Avenue, 11 <sup>th</sup> Floor<br>New York, New York 10011 |
| Jeff Lacilla    | 120 Fifth Avenue, 11 <sup>th</sup> Floor<br>New York, New York 10011 |

2. Directors of the Midtown Association must be appointed or elected at the annual meeting of the Members in the manner determined by the Master Bylaws.

## ARTICLE VII

### Officers

The officers of the Corporation shall be the following individuals and their address is 120 Fifth Avenue, 11<sup>th</sup> Floor, New York, New York 10011:

| <u>Name</u>     | <u>Title</u>            |
|-----------------|-------------------------|
| Karim Hindi     | President               |
| Nicholas Haines | Vice President          |
| Jeff Lacilla    | Secretary and Treasurer |

H19000042062 3

## ARTICLE VIII

### Indemnification

Every director and every officer of the Midtown Association is indemnified by the Midtown Association against all expenses and liabilities, including attorneys' and other professionals' fees, reasonably incurred by or imposed upon such officer or director in connection with any proceeding to which he or she may be a party, or in which such officer or director may become involved by reason of his or her 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 or her duties; provided, that in the event of a settlement, the indemnification herein will apply only when the Board has approved such settlement and reimbursement as being in the best interests of the Midtown Association. The foregoing indemnification will be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

## ARTICLE IX

### Master Bylaws

The Master Bylaws will be adopted by the Board and may be altered, amended, or rescinded in the manner as provided in the Master Bylaws.

## ARTICLE X

### Amendments

Amendments to these Master Articles will be proposed and adopted in the following manner:

1. Notice of the subject matter of a proposed amendment must be included in the notice of any meeting at which a proposed amendment is considered.
2. Until the expiration of the Initial Board Term, as defined in the Bylaws, proposal of an amendment and approval thereof will require the affirmative action of a majority of the entire membership of the Board, and no meeting of the Members nor any approval thereof is required, unless such meeting or approval is required by the Master Declaration or the SFWMD.
3. After the first election of a majority of directors by Members other than the Declarant, a resolution approving a proposed amendment may be proposed by either the Board or by the Members of the Midtown Association in accordance with the Master Bylaws. Directors and the Members not present at the meeting considering the amendment may express their approval in writing within ten (10) days after such meeting.
4. Once adopted, an amendment will be effective when filed with the Secretary of State of the State of Florida and recorded in the Public Records of Hillsborough County, Florida.
5. Notwithstanding the foregoing, these Master Articles may be amended by the Declarant (i) as may be required by any governmental entity; (ii) as may be necessary to conform these Master Articles to any governmental statutes; (iii) as may be in the best interests of the Midtown

H19000042062 3

Association; (iv) as the Declarant may deem appropriate, in its sole discretion, to expand, enhance, or carry out the purposes of Midtown; or (v) as necessary to comply with the requirements of SFWMD.

#### ARTICLE XI

##### Term

The term of the Midtown Association is perpetual, unless the Midtown Association is dissolved pursuant to any applicable provision of the *Florida Statutes*. If the Midtown Association ceases to exist, then all Owners shall be deemed jointly and severally liable for the Surface Water Management System in accordance with the requirements of the Environmental Resource permit, unless and until an alternate entity assumes responsibility, as provided below.

If the Master Association is terminated, dissolved, or liquidated, the control and right of access to the Surface Water Management System shall be conveyed or dedicated to the SFWMD, or another appropriate governmental unit designated and approved by SFWMD, in accordance with the requirements of the Stormwater Facility Agreement. If not accepted by such governmental unit, such facilities shall, with the consent of SFWMD, be conveyed to a nonprofit association that shall assume responsibility for the operation and maintenance of the Surface Water Management System facilities in compliance with Rule 62-330.310, F.A.C., the Applicant's Handbook Volume I, Section 12.3, and the requirements of SFWMD.

#### ARTICLE XII

##### Conflict

In the event of a conflict or ambiguity between any term of these Master Articles, the Master Declaration, or the Master Bylaws, the Master Declaration will prevail over the Master Bylaws and Master Articles, and these Master Articles will govern and prevail over the Master Bylaws. Notwithstanding, for all purposes these Master Articles shall be subject to and governed by Chapter 617, *Florida Statutes*.

#### ARTICLE XIII

##### Incorporator

The name and address of the incorporator to these Articles of Incorporation is as follows:

##### Name

Thomas M. Little

##### Address

c/o Foley & Lardner LLP  
100 North Tampa Street  
Suite 2700  
Tampa, Florida 33602

H19000042062 3

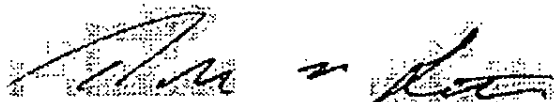
**ARTICLE XIV****Registered Agent**

The Midtown Association hereby appoints CORPORATION SERVICE COMPANY as its Registered Agent to accept service of process within this state, with the Registered Office located at 1201 Hays Street, Tallahassee, Florida 32301.

**ARTICLE XV****Principal Office**

The address of the principal office and the mailing address of the Midtown Association shall be 120 Fifth Avenue, 11<sup>th</sup> Floor, New York, New York 10011, or at such other place as may be subsequently designated by the Board. All books and records of the Midtown Association shall be kept at its principal office.

IN WITNESS WHEREOF the incorporator has hereto affixed to these Master Articles of Incorporation the incorporator's signature this 5<sup>th</sup> day of February, 2019.

  
Thomas M. Little, Incorporator

H19000042062-3

## ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity and agrees to comply with the provision of said statute relative in keeping open said office, and further states that it is familiar with §617.0501, *Florida Statutes*.

CORPORATION SERVICE COMPANY

By:

Name:

Title:

Robert B. Brown

Asst. U.P.