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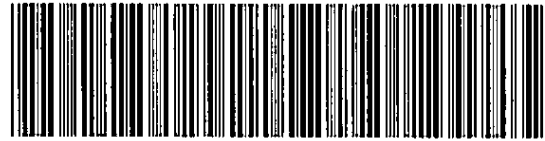
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MAY 01 2019

K. Brumbley

TB HOMES LAND XXXIII, L.L.C
ATTN: ERIC P. FRANTZEN
3110 S. DALE MABRY HIGHWAY
TAMPA, FLORIDA 33629

April 11, 2019

Via Federal Express, Overnight Delivery

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**Re: Filing of Articles of Incorporation of
305 S. ALBANY TOWNHOMES HOMEOWNERS' ASSOCIATION, INC.**

Dear Sir or Madam:

Enclosed for filing please find the ORIGINAL of the Articles of Incorporation for the above corporation.

Also enclosed is our check in the amount of \$70.00 to cover the cost of the filing.

Please file the enclosed ORIGINAL of the Articles of Incorporation and file it with the Florida Secretary of State's office so that it appears on Sunbiz.org for public viewing.

If you have any questions or if there are any problems, please do not hesitate to contact me.

Sincerely,



Eric P. Frantzen

Enclosures:

1. Original Articles of Incorporation
2. Check in the amount of \$70.00

FILED

2019 APR 22 AM 10:41

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

305 S. ALBANY TOWNHOMES HOMEOWNERS' ASSOCIATION, INC.

A Florida Not for Profit Corporation

The undersigned incorporator, a resident of the State of Florida, hereby makes, subscribes, acknowledges and files with the Department of Corporations, State of Florida, these Articles of Incorporation for the purpose of forming a Not for Profit Corporation pursuant to the provisions of Chapter 617, Florida Statutes, as amended (the "Florida Not For Profit Corporation Act").

ARTICLE I
NAME

The name of this corporation shall be 305 S. ALBANY TOWNHOMES HOMEOWNERS' ASSOCIATION, INC., a Florida Not for Profit Corporation (the "Association").

ARTICLE II
INITIAL MAILING ADDRESS

The street address of the initial principal office and mailing address of the Association shall be:

3110 S. Dale Mabry Highway
Tampa, Florida 33629

ARTICLE III
DURATION

The duration of the Association shall be perpetual, unless sooner dissolved in accordance with applicable law.

ARTICLE IV
DEFINITIONS

The terms used in these Articles shall have the same definitions and meanings as those set forth in the Declaration of Covenants, Conditions, Restrictions and Easements of 305 S. Albany Townhomes (the

ARTICLE V
COMMENCEMENT OF CORPORATE EXISTENCE

The corporate existence of the Association shall commence at the time these Articles of Incorporation are filed by the Secretary of State, Division of Corporations for the State of Florida.

ARTICLE VI
PURPOSES AND POWERS

The Association is not organized for pecuniary profit or financial gain, and no part of the Association's assets or income shall inure to the benefit of any Director, Officer or Member of the Association except as may be authorized by the Board of Directors in accordance with the terms and provisions of the Bylaws of the Association with respect to the compensation of directors, officers or members of the Association for the rendition of unusual or exceptional services to the Association.

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, the Bylaws, the Declaration or Florida law.

The Association shall have all of the powers and duties contemplated in these Articles, the Declaration, and the Bylaws, together with all of the powers and duties reasonably necessary to operate the Property pursuant to the Declaration as it may be amended from time to time, and such other documents or agreements that may exist from time to time pertaining to the Property.

The Association is formed for all lawful and necessary purposes, and shall have all of the rights, powers, duties, and functions of a corporation not-for-profit as defined in Chapter 617, Florida Statutes, as may be applicable, and all powers and duties necessary to administer, govern, and maintain property of the Association, and shall include but shall not be limited to the following:

(a) To own, operate, maintain, preserve or replace, and to provide architectural control over, the Common Area and the Dwellings located on that certain parcel of real property situate in Hillsborough County, Florida known as 305 S. Albany Townhomes, and described in Exhibit "A" of the Declaration, and to those Dwellings and Common Area that may hereafter be annexed to the Property from time to time pursuant to the Declaration;

(b) Establish rules and regulations as it pertains to the Property;

(c) Assess members and enforce assessments;

(d) Sue and be sued;

(e) Contract for services to provide for the operation and maintenance of the Common Area if the Association contemplated employing a maintenance or management company;

(f) Require all Lot Owners to be Members;

(g) Exist in perpetuity, however, if the Association is dissolved, to transfer the responsibility for the operation and maintenance of the Common Area to an appropriate entity;

(h) Take any other action necessary to carry out the purposes for which the Association is organized;

(i) To acquire by gift, purchase, or otherwise, and to own, build, improve, operate, repair, maintain and replace, lease, transfer, and otherwise dispose of, real property, buildings, structures, improvements, fixtures and personal property in connection with the business and affairs of the Association;

(j) To dedicate, sell or transfer all or any part of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions, pursuant to the Declaration;

(k) To adopt a budget and establish, levy, collect, and enforce payment of all assessments and charges pursuant to the terms and provisions of the Declaration or By-laws of the Association, and to use the proceeds thereof in the exercise of the Association's powers and duties;

(l) To determine and pay all expenses in connection with and incident to the conduct of the business and affairs of the Association, including without limitation expenses for the maintenance and operation of the Common Area;

(m) To borrow money and to pledge, mortgage or hypothecate any or all of the real or personal property owned by the Association as security for money borrowed or debts incurred by the Association;

(n) To annex additional real property to the Property pursuant to the terms and provisions of the Declaration;

(o) To exercise such powers which are now or may hereafter be conferred by law upon an association organized for the purposes set forth herein, or which may be necessary or incidental to the powers so conferred;

(p) To grant easements on or through the Common Area;

(q) To exercise all of the powers and privileges, and to perform all of the duties and obligations, of the Association as set forth in the Declaration, as the same may be amended from time to time;

(r) To promulgate or enforce rules, regulations, by-laws, covenants, restrictions or agreements to effectuate the purposes for which the Association is organized;

(s) To contract for the management of the Association and to delegate in such contract all or any part of the powers and duties of the Association, and to contract for services to be provided to Owners, including but not limited to trash removal and other utilities or services;

(t) To perform all of the obligations and duties delegated to the Association;

(u) To purchase insurance upon the Property or any part thereof and insurance for the protection of the Association, its officers, directors and the Owners;

(v) To approve or disapprove the leasing, transfer, ownership or possession of any

Dwelling, as may be provided by the Declaration:

(w) To employ personnel to perform the services required for the property association of the Association;

(x) To levy fines for violations of the Townhomes Association Rules and the Declaration and to suspend an Owner's rights to use the Common Area for any infraction of the Townhomes Association Rules;

(y) To exercise all powers specifically set forth in the Declaration, these Articles, and the By-laws and all powers incidental thereto, and all other provisions of the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes;

(z) To make repairs, additions and improvements to, or alterations of, the Common Area, and repairs to and restoration of the Common Areas in accordance with the Declaration; and

(aa) To take any other action necessary for the purposes for which the Association is organized.

The foregoing clauses shall be construed both as purposes and powers, and the enumeration of specific purposes and powers shall not be construed to limit or restrict in any way the purposes and powers of the Association that may be granted by applicable law and any amendments thereto.

ARTICLE VII **BOARD OF DIRECTORS**

1. **Number and Qualifications.** The business and affairs of the Association shall be managed and governed by a Board of Directors. The number of Directors constituting the initial Board of Directors shall be no less than three (3), nor more than five (5). The number of Directors may be increased or decreased from time to time in accordance with the By-laws of the Association, but in no event shall there be less than three (3) Directors. Directors need not be Members of the Association nor Owners of a Dwelling.

2. **Duties and Powers.** All of the duties and powers of the Association existing under the Declaration, these Articles and the By-laws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject to approval by Owners only when such approval is specifically required.

3. **Election; Removal.** Directors of the Association shall be elected at the Annual Meeting of the Members in the manner determined by and subject to the qualifications set forth in the By-laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-laws.

4. **Term of Initial Directors.** The Declarant shall appoint the members of the first Board of Directors and their replacements, who shall hold office for the periods described in the By-laws.

5. **Initial Directors.** The names and addresses of the first Board of Directors who shall hold office until their successors are elected and have taken office, as provided in the By-laws are as follows:

<u>Name</u>	<u>Address</u>
John B. Frantzen	3110 S. Dale Mabry Highway Tampa, FL 33629
Chris Michaud	3110 S. Dale Mabry Highway Tampa, FL 33629
Kyle Bartley	3110 S. Dale Mabry Highway Tampa, FL 33629

ARTICLE VIII
TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

No contract or transaction between the Association and one or more of its directors or officers or between the Association and any other corporation, partnership, association or other organization or entity in which one or more of its officers or directors are officers or directors shall be invalid, void or voidable solely for this reason or solely because the officer or director is present at, or participates in, meetings of the board or committee thereof that authorized the contract or transaction, or solely because such officer's or director's votes are counted for such purpose. No director or officer of the Association shall incur liability by reason of the fact that such director or officer may be interested in any such contract or transaction. Interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee that authorized the contract or transaction.

ARTICLE IX
OFFICERS

The affairs of the Association shall be administered by the officers holding the offices designated in the By-laws. The officers shall be elected by the Board of Directors of the Association at its first meeting following the Annual Meeting of the Members and shall serve at the pleasure of the Board of Directors. The By-laws may provide for the removal of officers, for the filling of vacancies, and for the duties of the officers. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>Name</u>	<u>Title</u>
John B. Frantzen	President
Chris Michaud	Vice President
Kyle Bartley	Secretary / Treasurer

ARTICLE X **MEMBERSHIP**

Every person or entity who is a record assignee of any Dwelling shall be a Member of the Association. Any person or entity who holds an interest in any Dwelling merely as security for the performance of an obligation shall not be a Member of the Association. Membership in the Association is appurtenant to a Dwelling and cannot be conveyed other than by conveyance of fee simple title to the Dwelling. Transfer of a Dwelling, either voluntarily or by operation of law, shall terminate membership in the Association.

ARTICLE XI **AMENDMENT**

Amendments to these Articles shall be made in the following manner:

1. Proposal. Notice of the subject matter for a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered.
2. Adoption. The resolution for the adoption of a proposed amendment may be proposed by either a majority of the Board of Directors or by not less than two-thirds (2/3) of the Members. Directors and Members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, provided that the approval is delivered to the Secretary at or prior to the meeting. The approval must be by no less than two-thirds (2/3) of the votes of all the Members represented at a meeting at which a quorum of Members is present.
3. Limitation. No amendment shall make any changes in the qualifications for membership, nor in the voting rights or property rights of Members, nor any changes in Article VI or Article XIV of these Articles, without the approval in writing of all Members and the joinder of all record owners of first mortgages on Dwellings. No amendment shall be made that is in conflict with the Declaration or Bylaws, nor shall any amendment make changes that would in any way affect the rights, privileges, powers or options herein provided in favor of, or reserved to, Declarant or an affiliate of Declarant, unless Declarant shall join in the execution of the amendment. No amendment to this Paragraph 3 of Article XI shall be effective.
4. Declarant's Amendment. The Declarant may amend these Articles consistent with the provisions of the Declaration allowing certain amendments to be effected solely by the Declarant.
5. Recording. A copy of each amendment shall be filed with the Florida Secretary of State pursuant to the provisions of applicable Florida law, and a copy certified by the Secretary of State shall be recorded in the Public Records of Hillsborough County, Florida.

ARTICLE XII **BY-LAWS**

The first By-laws of the Association shall be adopted by the Board of Directors and may be altered, amended, and/or rescinded in the manner provided in the By-laws and the Declaration.

ARTICLE XIII
INCORPORATOR

The name and address of the incorporator of the Association is:

TB HOMES LAND XXXIII, LLC
3110 S. Dale Mabry Highway
Tampa, Florida 33629

ARTICLE XIV
INDEMNIFICATION

1. **Indemnity.** 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 or she is or was a director, employee, officer or agent of the Association, against expenses (including attorneys', paralegals' and expert witnesses' fees including at the appellate level), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, unless (a) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he or she did not act in good faith, or in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the Association, and, with respect to any criminal action or proceeding, that he or she had reasonable cause to believe his or her conduct was unlawful, and (b) such court further specifically determines that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Association, and, with respect to any criminal action or proceeding, that he or she did not have reasonable cause to believe that his or her conduct was unlawful.

2. **Expenses.** 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 Paragraph 1 above, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys', paralegals' and expert witnesses' fees including at the appellate level) actually and reasonably incurred by him or her in connection therewith.

3. **Advances.** Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceeding upon the receipt of an undertaking by or on behalf of the affected director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Association as authorized in this Article.

4. **Miscellaneous.** 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 by-law, agreement, vote of members, or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal representatives of such person.

5. **Insurance.** 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, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Association would have the power to indemnify him or her against such liability under the provisions of this Article.

6. Amendment. Notwithstanding anything herein to the contrary, the provisions of this Article may not be amended without the prior written consent of all persons whose interest would be adversely affected by such amendment.

ARTICLE XV **DISSOLUTION**

The Association may be dissolved by a vote of one hundred percent (100%) of the Members entitled to vote at any regular or special meeting; provided, however, that the proposed action is specifically set forth in the notice of any such meeting, and that, so long as Declarant owns at least one (1) Dwelling or Lot, Declarant's written consent to the dissolution of the Association must first be obtained. Upon dissolution of the Association, the assets shall be dedicated to a public body, or conveyed to a nonprofit organization with similar purposes.

ARTICLE XVI **INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Association is: 3110 S. Dale Mabry Highway, Tampa, Florida 33629, and the name of the initial registered agent of the Association at said address is: John B. Frantzen.

ARTICLE XVII **MISCELLANEOUS**

1. Captions and Headings. The captions and headings pertaining to the articles and sections of these Articles are solely for ease of reference and in no way shall such captions or headings define, limit or in any way affect the substance of any provisions contained in these Articles.

2. Severability. In the event any of the terms or provisions contained in these Articles shall be deemed invalid by a court of competent jurisdiction, such term or provision shall be severable from these Articles and the invalidity or unenforceability of any such term or provision shall not affect or impair any other term or provision contained in these Articles.

3. Number and Gender. Whenever used herein, the singular number shall include the plural, the plural number shall include the singular, and the use of any one gender shall be applicable to all genders.

4. Conflicting Provisions. In the event there is any conflict between these Articles and the Bylaws, the terms and provisions of the Articles shall control, and in the event there is any conflict between the Declaration and these Articles, the terms and provisions of the Declaration shall control.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 11th
day of April, 2019.

"Incorporator"

TB HOMES LAND XXXIII, LLC,
a Florida limited liability company

By: TB HOMES, LLC,
a Florida limited liability company,
As its Manager

By: 

Eric P. Frantzen,
As a Manager

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me on the 11th day of April, 2019, by Eric P. Frantzen, as a Manager of TB HOMES, LLC, a Florida limited liability company, which is the Manager for TB HOMES LAND XXXIII, LLC, on behalf of said company, who is ✓ personally known to me, or _____ who has provided _____ as identification.



KYLE BARTLEY
Commission # GG 194548
Expires July 9, 2022
Bonded Thru Budget Notary Services


NOTARY PUBLIC, STATE OF FLORIDA

Print Name: Kyle Bartley

My Commission No. is: 66194548

My Commission expires: 7-9-22

**CERTIFICATE DESIGNATING CORPORATION'S
INITIAL REGISTERED AGENT AND REGISTERED OFFICE, AND
REGISTERED AGENT'S ACCEPTANCE OF APPOINTMENT**

IN COMPLIANCE WITH SECTION 48.091 AND 617.0501, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

Pursuant to the provisions of Florida Statutes, 305 S. Albany Townhomes Homeowners' Association, Inc., a Florida Not for Profit Corporation organized under the laws of the State of Florida, submits the following statement in designating the registered agent/registered office, in the state of Florida.

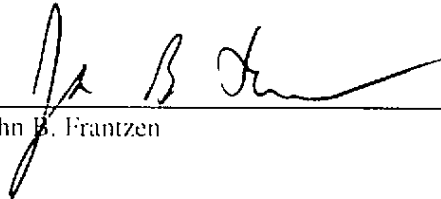
The name and address of the registered agent and office is:

John B. Frantzen

3110 S. Dale Mabry Highway
Tampa, FL 33629

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Dated this 15th day of April, 2019.



John B. Frantzen