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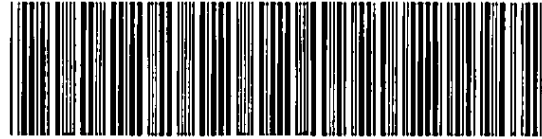
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**ARTICLES OF INCORPORATION**  
**OF**  
**MEADOWS VILLAGE CENTER**  
**COMMERCIAL CONDOMINIUM ASSOCIATION, INC.**

I, the undersigned, by and under the provisions of statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation not for profit, do hereby declare as follows:

**ARTICLE I**  
**NAME OF CORPORATION**

The name of this corporation shall be **MEADOWS VILLAGE CENTER COMMERCIAL CONDOMINIUM ASSOCIATION, INC.** (the "Association").

**ARTICLE II**  
**PRINCIPAL OFFICE**

The principal office of the corporation shall initially be at 1308 East 7th Avenue, Tampa, Florida 33605. The corporation may change its principal office from time to time as permitted by law.

**ARTICLE III**  
**PURPOSES OF CORPORATION**

The purpose of the Association shall be to operate and manage the affairs and property of the commercial condominium known as Meadows Village Center, a commercial condominium, located at 5041 Ringwood Meadow, Sarasota, Florida 34235, and to perform each and every act provided in the Declaration of Condominium of Meadows Village Center, a Commercial Condominium (the "Declaration") and the Condominium Act, Chapter 718, Florida Statutes (the "Act"), as applicable.

**ARTICLE IV**  
**POWERS**

The Association shall have all of the statutory powers of a corporation not for profit and all of the powers and duties set forth in the Act and the Declaration. As more particularly set forth in the Declaration, the Association may acquire leasehold, membership and other possessory or use interests (whether or not such interests relate to property contiguous to the lands of the condominium) intended to provide for the enjoyment, recreation, or other use or benefit of the Association members, and the Association may acquire, convey, lease and mortgage Association property.

## **ARTICLE V MEMBERS**

All persons owning a vested present interest in the fee title to a condominium unit in Meadows Village Center, which interest is evidenced by a duly recorded proper instrument in the Public Records of Sarasota County, Florida, shall be members of the Association. Membership shall terminate automatically and immediately at the time a member's vested interest in the fee title terminates, except that upon the termination of the condominium, the membership of a unit owner who conveys his unit to the trustee as provided in the Declaration shall continue until the trustee makes a final distribution of such unit's share of the funds collected and held by the trustee.

After the Association approves of a conveyance of a condominium unit as provided in the Declaration, the change of membership in the Association shall be evidenced in the Association records by delivery to the Association of a copy of the recorded deed or other instrument of conveyance.

Prior to the recording of the Declaration, the subscriber hereto shall constitute the sole member of the Association.

## **ARTICLE VI VOTING RIGHTS**

The voting rights of each unit shall be determined on a fractional basis. Each unit shall be entitled to one (1) vote per square foot. If more than one person owns a unit, the vote for said unit shall be exercised as they so determine. However, in no event shall more than one person cast a vote with respect to any unit; the vote shall not be divided among the owners of any unit. If one owner owns more than one unit, such owner shall have one vote per square foot for each unit owned.

## **ARTICLE VII INCOME DISTRIBUTION**

No part of the income of the Association shall be distributable to its members, except as compensation for services rendered.

## **ARTICLE VIII EXISTENCE**

The Association shall exist perpetually unless dissolved according to law.

**ARTICLE IX  
REGISTERED OFFICE AND REGISTERED AGENT**

The registered office of the Association shall be at: 2639 Fruitville Road, Second Floor, Suite 203, Sarasota, Florida 34237 and the registered agent at such address shall be: David H. Rosenberg, until another registered agent is appointed by the board of directors.

**ARTICLE X  
NUMBER OF DIRECTORS**

The business of the corporation shall be conducted by a board of directors of not less than 3 persons, as shall be elected or appointed as set forth in the Bylaws.

**ARTICLE XI  
BOARD OF DIRECTORS AND OFFICERS**

The names and mailing addresses of the initial board of directors and officers are as follows:

<u>Name</u>	<u>Mailing Address</u>
H. Thomas Hall	1308 East 7th Avenue Tampa, Florida 33605
Robert E. Aylward	600 S. Magnolia Ave., Suite 125 Tampa, Florida 33606
Milford Inganamort	P.O. Box 18419 Sarasota, Florida 34276

**ARTICLE XII  
RECALL AND REMOVAL OF DIRECTORS**

Subject to Article XIV hereof, and the provisions of the Act and the rules and regulations promulgated pursuant thereto, directors may be recalled from office with or without cause, by the affirmative vote of a majority of the voting interests of the Association.

**ARTICLE XIII  
INDEMNIFICATION OF OFFICERS AND DIRECTORS**

All officers and directors shall be indemnified by the Association to the extent required by Florida law. The Association may purchase and maintain insurance on behalf of all officers and directors against any liability asserted against them or incurred by them in their capacity as officers and directors or arising out of their status as such.

**ARTICLE XIV  
RIGHTS OF INVESTOR**

As used herein, the term "Investor" refers to Hall Equity Corporation, a Florida corporation, and Strickland-Hall Partnership, LLP, a Florida limited liability partnership, together the creator of the Condominium (referred to as "Developer" in the Act), shall have the right to appoint all of the directors of the Association (which directors need not be unit owners), subject to the following:

1. If unit owners other than Investor own 15% or more of the units in the condominium that will be operated ultimately by the Association, the unit owners other than the Investor are entitled to elect at least one-third of the members of the board of administration of the Association.

2. Unit owners other than the Investor shall be entitled to elect at least a majority of the members of the board of administration of the Association, upon the first to occur of any of the following events:

(a) Three years after 50% of the units that will be operated ultimately by the Association have been conveyed to purchaser;

(b) Three months after 90% of the units that will be operated ultimately by the Association have been conveyed to purchasers;

(c) When all of the units that will be operated ultimately by the Association have been completed, some of them have been conveyed to purchasers, and none of the others are being offered for sale by the Investor in the ordinary course of business;

(d) When some of the units have been conveyed to purchasers and none of the others are being constructed or offered for sale by the Investor in the ordinary course of business;

(e) When the Investor files a petition seeking protection in bankruptcy;

(f) When a receiver for the Investor is appointed by a circuit court and is not discharged within 30 days after such appointment, unless the court determines within 30 days after the appointment of the receiver that transfer of control would be detrimental to the Association or its members; or

(g) Seven years after the recording of the certificate of a surveyor and mapper pursuant to s. 718.104(4)(e) or the recording of an instrument that transfers title to a unit in the condominium which is not accompanied by a recorded assignment of developer rights in favor of the grantee of such unit, whichever occurs first.

3. The Investor is entitle to elect at least one member of the board of administration of the Association as long as the Investor holds for sale in the ordinary course of business at least 5 percent, in condominiums with fewer than 500 units, and 2 percent, in condominiums with more than 500 units, of the units in a condominium operated by the Association. After the Investor relinquishes control of the Association, the Investor may exercise the right to vote any Investor-owned units in the same manner as any other unit owner except for purposes of reacquiring control of the Association or selecting the majority of the board of administration.

4. Any director appointed by the Investor may be removed and replaced by the Investor at any time, subject only to the foregoing rights of the unit owners.

#### **ARTICLE XV BYLAWS**

The first Bylaws of the Association shall be adopted by the board of directors and may be altered, amended or rescinded in the manner provided in such Bylaws.

#### **ARTICLE XVI. SUBSCRIBERS**

The name and street address of the subscriber to these Articles of Incorporation is:

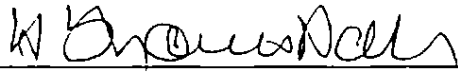
H. Thomas Hall

1308 East 7th Avenue  
Tampa, Florida 33605

## ARTICLE XVII. AMENDMENT

These Articles of Incorporation may be amended as provided by Chapter 617, Florida Statutes; however, any such amendment shall be approved by at least 51% of the voting interests of the Association and by a majority of the board of directors.

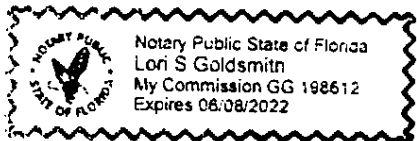
**IN WITNESS WHEREOF**, I, the undersigned subscriber hereby adopt these Articles of Incorporation, and hereunto set my hand and seal this 27<sup>th</sup> day of September, 2019.

  
\_\_\_\_\_  
H. Thomas Hall

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 27<sup>th</sup> day of September, 2019, by H. Thomas Hall. He is personally known to me.

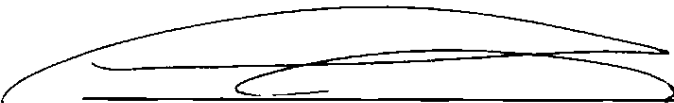
  
\_\_\_\_\_  
Notary Public:



**ACCEPTANCE BY REGISTERED AGENT**

The undersigned hereby accepts designation as registered agent of the foregoing corporation. The undersigned is familiar with, and accepts, the obligations of that position.

Dated this: 3 day of October, 2019.

  
David H. Rosenberg

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FALCONER, ELLIOTT