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**Soho Townhomes Subdivision Home Owners Association,**

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**ARTICLES OF INCORPORATION  
OF  
SOHO TOWNHOMES SUBDIVISION HOME OWNERS ASSOCIATION, INC.**

THE UNDERSIGNED, in accordance with the provisions of Chapter 615, *Florida Statutes*, hereby makes, subscribes and acknowledges these Articles of Incorporation for the purpose of forming a not for profit Florida corporation.

**ARTICLE I**

The name of the corporation is SOHO TOWNHOMES SUBDIVISION HOME OWNERS ASSOCIATION, INC. (the "Association"), and its mailing address and principal office address is c/o Westland HP, LLC, 5819 Hidden Falls Lane, Apollo Beach, Florida 33572.

All undefined terms appearing in initial capital letters herein shall have the meaning ascribed to them in that certain Declaration of Covenants, Conditions and Restrictions for Soho Townhomes (the "Declaration"), as it may be amended from time to time.

**ARTICLE II**

This corporation does not contemplate pecuniary gain or profit, direct or indirect to its members, and its primary purposes are:

Section 1. To promote the health, safety and, social welfare of the owners of all lots located within Soho Townhomes, a planned community within the City of Tampa in Hillsborough County, Florida (the "Community");

Section 2. To maintain all portions of the Community and improvements thereon for which the obligation to maintain and repair has been delegated to the corporation by the Declaration which is to be recorded in the public records of Hillsborough County, Florida;

Section 3. To contract for the operation and maintenance of the Common Areas or Surface Water Management System and Stormwater Management System and to delegate any powers and duties of the Association in connection therewith, except such as specifically required by the Declaration to be exercised by the Board of Directors or the membership of the Association;

Section 4. To operate and maintain the Surface Water Management System and Stormwater Management Systems, including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, flood plain compensation areas, wetlands and any associated buffer areas, and wetland mitigation areas. Moreover, the Surface Water Management System and Stormwater Management System shall be operated, maintained and managed in a manner consistent with the Southwest Florida Water Management District's (the "District") permit requirements and applicable District rules and regulations, and the terms and conditions of the Declaration (including enforcement provisions) which relate to the Surface Water Management System and Stormwater Management System. Additionally, the Association shall levy and collect adequate assessments against Members for the cost of maintenance and operation of the Surface Water Management System and Stormwater Management System;

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Section 5. To exercise all rights and powers of a not for profit corporation permitted by Chapter 617, *Florida Statutes*; and

Section 6. To exercise any other powers necessary and proper for the governance and operation of the Association, including those powers set forth in the Declaration.

### ARTICLE III

The term for which the corporation is to exist is perpetual unless the corporation is dissolved pursuant to any applicable provision of the *Florida Statutes*. Any dissolution of the corporation shall comply with the Declaration. In the event of dissolution, the control or right of access to any portion of the Properties containing the Surface Water Management System or Stormwater Management System shall be conveyed or dedicated to an appropriate governmental unit or public utility. If the Surface Water Management System or Stormwater Management System are not accepted by governmental or public utility, then they shall be conveyed to a not for profit corporation similar to the Association. Furthermore, subject to the terms of the Declaration, in the event the corporation is dissolved commercially reasonable efforts will be made to transfer ownership, operation and maintenance obligations of the Association to a similar non-profit organization. Such ownership, operation and maintenance obligations will include but not be limited to any obligations or rights connected with any dedicated property or infrastructure, lake tracts, lake maintenance or drainage easements, rights-of-way, roads, streets or access easements, utility easements/tracts or facilities, conservation or preservation easements/areas, common landscape areas, recreational areas, common areas and/or any other property owned by or dedicated to the Association.

### ARTICLE IV

The name and address of the Incorporator is:

Thomas M. Little	Foley & Lardner LLP
	100 N. Tampa Street, Suite 2700
	Tampa, FL 33602

### ARTICLE V

The name and address of the initial Registered Agent is:

F&L Corp.  
One Independent Drive, Suite 1300  
Jacksonville, FL 32202

### ARTICLE VI

The corporation shall be governed by a Board of Directors consisting of not less than three (3) nor more than seven (7) persons. The members of the Board of Directors shall be elected in accordance with the provisions of Article IV of the Bylaws of the corporation. The initial Board of Directors shall consist of three (3) persons whose names and addresses are:

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Barry Kleinbaum	c/o Westland HP, LLC 5819 Hidden Falls Lane Apollo Beach, Florida 33572
Jodie Kleinbaum	c/o Westland HP, LLC 5819 Hidden Falls Lane Apollo Beach, Florida 33572
Jessica Kleinbaum	c/o Westland HP, LLC 5819 Hidden Falls Lane Apollo Beach, Florida 33572

In the event of a vacancy on the Board of Directors, the vacancy shall be filled by the majority vote of the remaining Directors.

#### ARTICLE VII

The affairs of the corporation are to be managed by a President, a Vice President, a Secretary, a Treasurer and such other Officers as the Bylaws of the corporation may provide for from time to time. All Officers shall be elected by the Board at the first meeting of the Board of Directors following the annual meeting of the corporation and shall hold office until the next succeeding annual election of Officers or until their successors are elected and qualify.

The names of the Officers who are to serve until the first meeting of the Board following the annual meeting of the corporation are:

Barry Kleinbaum	President
Jodie Kleinbaum	Treasurer
Jessica Kleinbaum	Secretary

In the event of a vacancy in any office, the vacancy shall be filled by a majority vote of the Board of Directors.

#### ARTICLE VIII

Each Owner of a Unit within the Community shall be entitled to one (1) vote for each owned Unit or as otherwise more fully set forth in the Declaration.

#### ARTICLE IX

**Voting Rights.** The Association shall have two (2) classes of membership, Class "A" and Class "B", as follows:

(a) Class "A". Class "A" Members shall be all Owners, with the exception of the Declarant. Class "A" Members shall be entitled to one (1) equal vote for each Unit owned in the Community. When more than one (1) person holds an ownership interest in any Unit, all such persons shall be Members, provided that only one vote may be cast on behalf of all such Members holding an ownership interest in any one Unit. The vote for such Unit shall be exercised as those

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Owners themselves determine and advise the Secretary prior to any meeting. In the absence of such advice, the Unit's vote shall be suspended in the event more than one (1) person seeks to exercise it.

(b) Class "B". The sole Class "B" Member shall be the Declarant. The rights of the Class "B" Member, including the right to approve or withhold approval of actions proposed under this Declaration and the Bylaws, are specified elsewhere in the Declaration and the Bylaws. The Class "B" Member may appoint a majority of the members of the Board prior to the Turnover Date, as defined below. Following the Turnover Date, the Declarant shall have a right to disapprove actions of the Board and committees as provided in the Bylaws. Additionally, prior to the Turnover Date, the Class "B" Member shall be entitled to three (3) votes for each Unit owned. After the Turnover Date, the Declarant shall be entitled to one (1) vote for each Unit owned, and shall be entitled to all rights and privileges associated with Class "A" membership in addition to all rights reserved to the Declarant as enumerated in the Declaration, these Articles of Incorporation, and the Bylaws.

The Class "B" Member shall terminate upon the earlier of (the "Turnover Date"):

(i) Three (3) months after seventy-five percent (75%) of the Units in the Community that will ultimately be operated by the Association have been conveyed to Owners other than Declarant, as provided in the Declaration;

(ii) 20 years after the date on which the Declaration is recorded in the public records of Hillsborough County, Florida; or

(iii) Earlier, when the Declarant, in its discretion, so determines and declares in a recorded instrument.

## ARTICLE X

Fifty percent (50%) of the total vote that could be cast at any annual or special meeting, represented in person or by proxy, shall constitute a quorum at any meeting of the Members. If a quorum cannot be reached at any meeting of the membership, the meeting may be adjourned and reconvened without notice other than announcement at the meeting. Adjourned and reconvened meetings shall be at least three (3) days apart and, if a quorum is reached, any business may be transacted which might have been transacted at the adjourned meeting.

## ARTICLE XI

This corporation shall never have nor issue any shares of stock, nor shall this corporation distribute any part of the income of this corporation, if any, to its Members, Directors or Officers. However, the corporation shall not be prohibited from reasonably compensating its Members, Directors, or Officers for services rendered, nor shall the corporation be prohibited from making any payments or distributions to members of benefits, monies or properties permitted by Chapter 617, *Florida Statutes*.