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October 12, 2022

Florida Department of State
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Re: The Somerset on 21st Street Homeowners' Association, Inc.

To Whom It May Concern:

Enclosed herewith please find the following for filing with your office:

1. The original Articles of Incorporation and Registered Agent Designation of The Somerset on 21st Street Homeowners' Association, Inc.
2. Our firm check made payable to Florida Department of State in the sum of \$78.75 to cover the costs of the filing fee and a certificate of status which can be emailed to dfelice@terralawfirm.com.

Please contact me if you have any questions concerning the foregoing.

Regards,

TERRA LAW FIRM, P.A.

A handwritten signature in black ink, appearing to read "David M. Felice", written over a horizontal line.

David M. Felice, Esq.
dfelice@terralawfirm.com

DMF/lk
Enc.

**ARTICLES OF INCORPORATION OF THE SOMERSET ON 21ST STREET
HOMEOWNERS' ASSOCIATION, INC.**

The undersigned incorporator, a resident of the State of Florida and of full age hereby makes, subscribes, acknowledges and files with the Department of the State of Florida these Articles of Incorporation for the purpose of forming a not-for-profit corporation under the laws of the State of Florida.

**ARTICLE 1
NAME AND PRINCIPAL OFFICE**

The name of this corporation is THE SOMERSET ON 21ST STREET HOMEOWNERS' ASSOCIATION, INC., a Florida not-for-profit corporation (hereinafter called the "Association" in these Articles). The principal office and mailing address of the Association is 5020 N Coolidge Ave, Building #1, Suite E, Tampa, FL 33614.

**ARTICLE 2
OFFICE AND REGISTERED AGENT**

The Association's initial registered agent is Terra Law Firm, P.A., 14910 Winding Creek Ct., Tampa, FL 33613. Both this Association's registered office and registered agent may be changed from time to time by the Board of Directors as provided by law.

**ARTICLE 3
PURPOSE**

This Association does not contemplate pecuniary gain or profit to its Members, however, nothing herein shall prevent the Association from compensating persons who may be Members, directors or officers in exchange for services actually rendered to, or costs actually incurred for the benefit of, the Association in furtherance of one or more of its purposes. The general purpose for which it is formed is to promote the common interests of the property owners in the The Somerset on 21st Street (the "Community") and the specific purpose is to perform the functions of the Association as contemplated in the Declaration for the Community recorded in the public records of Hillsborough County, Florida (the "Declaration").

**ARTICLE 4
POWERS**

In addition to engaging in all lawful acts permitted or authorized by law, the Association is, without limitation, empowered to:

(a) **Declaration.** Exercise all rights, powers, privileges, and perform all duties of this Association set forth in that certain Declaration of Covenants, Conditions and Restrictions for The

Somerset on 21st Street (hereinafter called the "Declaration") applicable to the Properties and recorded or to be recorded in the Public Records of Hillsborough County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth in full:

(b) **Property.** In any lawful manner, acquire, own, hold, improve, manage, operate, maintain, repair, replace, operate, convey, sell, lease, transfer, assign, and otherwise dispose of property of any nature whatsoever, real, personal, or mixed, tangible or intangible, in connection with this Association's affairs;

(c) **Assessments.** Fix, levy, collect, and enforce by any lawful means all charges or assessments established by, or pursuant to, the Declaration; and to use and expend the proceeds of assessments in the exercise of its powers and duties hereunder;

(d) **Costs.** Pay all costs, expenses, and obligations lawfully incurred in connection with this Association's affairs including, without limitation, all licenses, taxes, or other governmental charges levied or imposed against this Association's property;

(e) **Borrowing.** Borrow money and, with the approval of two-thirds (2/3) of the members, mortgage, pledge, deed in trust, hypothecate, assign, grant security interests in, or otherwise transfer any or all of its property as security for money borrowed, debts incurred, or any of its other obligations;

(f) **Dedications.** With the approval of a two-thirds (2/3) vote of the members, dedicate, sell or transfer all or any part of its property to any public agency, authority, or utility;

(g) **Mergers.** With the approval of a two-thirds (2/3) vote of the members, participate in mergers and consolidations with other non-profit corporations organized for similar purposes;

(h) **Rules.** From time to time adopt, alter, amend, rescind, and enforce reasonable rules and regulations governing the use of the Lots and Common Property (as those terms are defined in the Declaration) consistent with the rights and duties established by the Declaration and these Articles;

(i) **General.** Have and exercise all common law rights, powers, and privileges and those that a corporation not for profit may now or hereafter have or exercise under the laws of the State of Florida, together with all other rights, powers, and privileges reasonably to be implied from the existence of any right, power, or privilege so granted, or granted by the Declaration or these Articles, or reasonably necessary to effectuate the exercise of any right, power, or privilege so granted;

(j) **Enforcement.** To enforce by legal means the obligations of the members of this Association and the provisions of the Declaration;

(k) **Litigation.** To sue or be sued;

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(l) **Surface Water Management.** Operate and maintain the surface water management system facilities, 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, and to contract for services for operation and maintenance of the surface water management system facilities;

ARTICLE 5 MEMBERSHIP & VOTING RIGHTS

Every person, whether an individual, corporation or other entity, who is the record owner of a Lot shall become a Member of the Association upon the recording of the instrument of conveyance. If title to a Lot is held by more than one person, each such person shall be a Member. An Owner of more than one Lot is entitled to membership for each Lot owned. No person other than an Owner may be a Member of the Association, and a membership in the Association may not be transferred except by the transfer of title to a Lot; provided, however, the foregoing does not prohibit the assignment of membership and voting rights by an Owner who is a contract seller to such Owner's vendee in possession. Membership is appurtenant to the Lot upon which it is based and is transferred automatically by conveyance of title to that Lot whether or not mention thereof is made in such conveyance of title.

If more than one person owns a fee interest in any Lot, all such persons are Members, but there may be only one vote cast with respect to such Lot. Such vote may be exercised as the co-owners determine among themselves, but no split vote is permitted. If more than one vote is cast regarding any Lot, then the votes for that Lot shall be disregarded.

The Association shall have 2 classes of voting membership - Class A and Class B.

Class A Membership. So long as there is Class B membership, Class A Members shall be all Owners except the Declarant. Class A Members shall be entitled to one vote for each Lot owned. Upon termination of Class B membership, Class A Members shall be all Owners, including the Declarant so long as Declarant is an Owner, and each Owner shall be entitled to one vote for each Lot owned.

Class B Membership. The Class B Member shall be the Declarant and as long as there is a Class B membership, the Declarant shall be entitled to fifteen (15) votes for each Lot owned. Class B Membership shall cease and be converted to Class A membership upon the happening of any of the following events, whichever if first to occur: (i) one of the events contained in F.S. §720.307(1); or (ii) when Declarant waives in writing its right to Class B membership and a certificate to such effect is recorded in the Public Records.

ARTICLE 6 BOARD OF DIRECTORS

Prior to the Transition Date, the Association shall be managed by a board of three (3) Directors appointed by Declarant, who shall serve at the pleasure of Declarant (or any party to

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which Declarant assigns such rights). Such Directors need not be members of the Association. Thereafter, the Board of Directors shall consist of either three (3) members or five (5) members as determined by the Members at each annual meeting. Such elected Directors must be members of the Association. Election of Directors shall take place in accordance with the By-laws of the Association; cumulative voting for Directors is not permitted.

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 Bylaws are as follows:

- (1) Michael R. Wilkerson, 5020 N Coolidge Ave, Building #1, Suite E, Tampa, FL 33614
- (2) Joseph R. Gibbons, 5020 N Coolidge Ave, Building #1, Suite E, Tampa, FL 33614
- (3) Jessica Spinner, 5020 N Coolidge Ave, Building #1, Suite E, Tampa, FL 33614

ARTICLE 7 DURATION

This Association exists perpetually. In the event the Association is dissolved, the dedicated property and corresponding infrastructure of the Surface Water Drainage and Management System, if any, will be conveyed or dedicated to a similar non-profit organization or entity as contemplated by the applicable water management district's requirements to ensure continued maintenance and operation.

ARTICLE 8 BYLAWS

This Association's Bylaws have or shall be adopted by the Board of Directors. Thereafter, the By-Laws may be altered, amended, or rescinded solely by the approval of the Board of Directors. In certain circumstances set forth in the Declaration or as may be set forth in any future Supplemental Declaration the Members may have authority to approve amendments to the By-laws; in those circumstances such provisions shall control the alteration, amendment or rescission of the By-laws.

ARTICLE 9 AMENDMENTS

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

- (a) Prior to the Transition Date, the Board of Directors shall be entitled to consider amendments to these Articles of Incorporation and shall approve any such amendments upon not less than a majority vote of the Directors.

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JANUARY 13, 2022

- (b) After the Transition Date, the Board of Directors shall adopt a resolution setting forth the proposed amendment, and the Board shall direct that it be submitted to a vote at a meeting of the Members, which may be either the annual or a special meeting. Written notice setting forth the proposed amendment shall be given to each Member of record entitled to vote thereon within the time and in the manner provided in the Bylaws for the giving of notice of meetings of Members. If the meeting is an annual meeting, the proposed amendment may be included in the notice of such annual meeting. At such meeting, a vote of the total voting interests eligible to vote thereon shall be taken on the proposed amendment, and the proposed amendment shall be adopted upon receiving the affirmative vote of a majority of the total voting interests in the Association.
- (c) No amendment to these Articles of Incorporation or to the Bylaws shall be made which affects any of the rights and privileges provided to Declarant under the Governing Documents without the written consent of Declarant. No amendment which will affect any aspect of the Surface Water Drainage and Management System located on the Property shall be effective without the prior written approval of the applicable water management district.

ARTICLE 10 INTERPRETATION

Express reference is made to the Declaration if necessary to interpret, construe, and clarify the provisions of these Articles. By subscribing and filing these Articles, the incorporator intends for its provisions to be consistent with the provisions of the Declaration and to be interpreted, construed, and applied with those of the Declaration to avoid inconsistencies or conflicting results. In the event of a conflict, the order of priority for interpretation shall be: The Declaration, these Articles, and the Bylaws of the Association. Capitalized terms not defined herein shall have the meaning ascribed to them in the Declaration.

ARTICLE 11 INCORPORATOR

The name and residence of the incorporator is: David M. Felice, 14910 Winding Creek Ct., Tampa, FL 33613.

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TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, I, the undersigned, constituting the incorporator of this Association, have executed these Articles of Incorporation this 12 day of October, 2022.


David M. Felice

STATE OF FLORIDA)
)
COUNTY OF HILLSBOROUGH)

The foregoing Articles of Incorporation were acknowledged before me this 12 day of October, 2022, by David M. Felice, the Incorporator herein, who ☒ is personally known to me ☐ has produced _____ as identification.

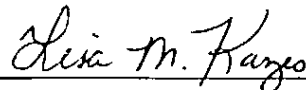
Acknowledged before me by PHYSICAL PRESENCE.

AFFIX NOTARIAL SEAL

NOTARY PUBLIC



LISA M. KAZES
Commission # HH 238428
Expires April 11, 2026



Print Name: Lisa M Kazes

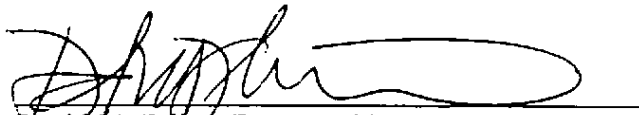
My Commission Expires: April 11, 2026

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SECRETARY OF STATE

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, having been named as registered agent and to accept service of process for THE SOMERSET ON 21ST STREET HOMEOWNERS' ASSOCIATION, INC., hereby accepts the appointment as registered agent and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties and is familiar with and accepts the obligations of his position as registered agent.

TERRA LAW FIRM, P.A.


David M. Felice, Esq., President

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