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FLORIDA PROFIT/NON PROFIT CORPORATION
Office/Retail 3 Commercial Condominium Association,

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ARTICLES OF INCORPORATION
 OF
 OFFICE/RETAIL 3 COMMERCIAL CONDOMINIUM ASSOCIATION, INC.
 (a Florida corporation not-for-profit)

All capitalized terms used in these Articles of Incorporation of Office/Retail 3 Commercial Condominium Association, Inc. (the "Articles") will have the same meaning as the identical terms used in the Declaration of Condominium for Office/Retail 3 Commercial Condominium, as amended from time to time (the "Declaration"), unless the context clearly otherwise requires.

ARTICLE I

Name

The name of the corporation will be Office/Retail 3 Commercial Condominium Association, Inc. For convenience this corporation will be referred to as the "Association."

ARTICLE II

Purposes

1. The purpose for which the Association is organized is (i) to manage the Association, (ii) to provide for the operation, management, maintenance, and improvement of that certain commercial condominium located in Hillsborough County, Florida, and more specifically known as the Office/Retail 3 Commercial Condominium (the "Condominium"), and (iii) for all such other lawful purposes as may be reasonable or incidental to the operation of the Condominium in accordance with the Declaration.

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

ARTICLE III

Surface Water Management System

To the extent not managed, operated, and maintained by the Midtown Association, the Association may, pursuant to the Declaration, operate, maintain, and manage any and all portions of the Surface Water Management System located on the Condominium Property. The Surface Water Management System may include, to the extent applicable, all lakes, inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, flood plain compensation areas, wetlands, and any associated buffer

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areas, and wetland mitigation areas. Any such operation by the Association hereunder shall be in a manner consistent with the applicable rules of the Southwest Florida Water Management District ("SFWMD"), and the Association shall assist in the enforcement of the restrictions and covenants required thereof. To the extent applicable, the Association shall levy and collect adequate assessments against Members of the Association for the costs of maintenance and operation of the Surface Water Management System on Condominium Property. Any such assessments shall be used for the purposes permitted in the Declaration and 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. Absent the consent of the SFWMD, the Association will take no action to amend these Articles in any manner that may impact the Surface Water Management System or the Association's obligations relating thereto.

ARTICLE IV

Powers

1. The 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) all of the common law and statutory powers of a commercial condominium association, as provided in Chapter 718, *Florida Statutes*, (iii) such additional specific powers as are contained in the Bylaws and Declaration, and (iv) all other powers reasonably necessary to implement the purpose, obligation, and intent of the Association.

2. All funds and the titles to all property owned or acquired by the Association, including all proceeds arising therefrom, must be held only for the benefit of the Members of the Association in accordance with the provisions of the Declaration.

3. The powers of the Association will be subject to and will be exercised in accordance with the provisions of the Declaration.

ARTICLE V

Members

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

1. All Owners of fee title of a Condominium Parcel, including the Developer, are Members of this Association (hereinafter "Member"), and no other persons or entities are entitled to membership. Each Member will be entitled to vote in accordance with the provisions contained in the Bylaws and the Declaration.

2. Changes in membership in the 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 Association of a copy of such recorded instrument. The new Owner designated by such instrument will thereby become a Member of the Association. The membership of the prior Owner will be thereby terminated.

3. The share of a Member in the funds and assets of the Association cannot be assigned, hypothecated, or transferred in any manner except as an appurtenance to the Member's Unit.

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ARTICLE VI

Directors

The affairs of the Association will be managed by a board of Directors ("Board") consisting of five (5) Directors ("Directors"). The number of Directors, as well as the manner in which they are selected, shall be determined in the manner provided in the Bylaws. The names and addresses of the initial Board are:

<u>Name</u>	<u>Address</u>
David Nicholson	702 N. Franklin St. Tampa FL 33602
Juan Villa	702 N. Franklin St. Tampa FL 33602
Kristin Mora	702 N. Franklin St. Tampa FL 33602
Dan Woodward	<u>c/o Highwoods Properties</u> 3111 West Dr. Martin Luther King Blvd. <u>Suite 100</u> Tampa, Florida 33607
Neal McGraw	120 Fifth Avenue, 6 th Floor New York, New York 10011

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ARTICLE VII

Indemnification

Every Director and every officer of the Association is indemnified by the 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 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.

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ARTICLE VIII

Bylaws

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

ARTICLE IX

Amendments

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

1. Unless otherwise expressly required by the Declaration or the SFWMD, these Articles may only be amended through a resolution proposed by any Member, provided that approval thereof will require the vote of seventy-five percent (75%) of the total voting interests of the Association.

2. 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.

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 Articles may be amended by the Developer (i) as may be required by any governmental entity; (ii) as may be necessary to conform these Articles to any governmental statutes; or (iii) as necessary to comply with the requirements of SFWMD, to the extent not managed, operated, and maintained by the Midtown Association. The Developer shall provide the Members notice of any amendments made pursuant to this Article IX.5.

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ARTICLE X

Term

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

2. Any dissolution of the Association shall comply with the Declaration. In the event the 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 in compliance with Rule 62-330.310, F.A.C., the Applicant's Handbook Volume I, Section 12.3, and the requirements of SFWMD.

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ARTICLE XI

Conflict

In the event of a conflict or ambiguity between any term of these Articles, the Declaration, or the Bylaws, the Declaration will prevail over the Bylaws and Articles, and these Articles will govern and prevail over the Bylaws.

ARTICLE XII

Incorporator

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

<u>Name</u>	<u>Address</u>
Nicholas Haines	c/o The Bromley Companies 120 5 th Avenue New York, NY 10011

ARTICLE XIII

Registered Agent

The 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.

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ARTICLE XIV

Principal Office

The address of the principal office and the mailing address of the Association shall be c/o Bromley Companies, LLC, 3615 Bromley Grand Ave., Tampa, FL 33607, or at such other place as may be subsequently designated by the Board. All books and records of the Association shall be kept at its principal office.

ARTICLE XV

Officers

The names and titles of the initial officers of the Association are:

<u>Name</u>	<u>Title</u>
David Nicholson	President
Dan Woodward	Secretary and Treasurer

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IN WITNESS WHEREOF the incorporator has hereto affixed to these Articles of Incorporation the incorporator's signature this 22nd day of November, 2022.

By: DocuSigned by:
NICHOLAS HAINES
8F1B4045DA964CD... _____
Nicholas Haines, Incorporator

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REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Not-For-Profit Corporation Act, the following is submitted, in compliance with said statute:

That Office/Retail 3 Commercial Condominium Association, Inc., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Tampa, County of Hillsborough, State of Florida, has named Corporation Service Company as its registered agent to accept service of process and perform such other duties as are required in the State.

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
As Registered Agent

By: *Danielle Ellenberger*
Name: Danielle Ellenberger
Title: Assistant Secretary

Dated: November 22, 2022

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