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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**Canopy Oaks Townhomes Homeowners Association, Inc.**

Certificate of Status	0
Certified Copy	1
Page Count	08
Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION  
OF  
CANOPY OAKS TOWNHOMES HOMEOWNERS ASSOCIATION, INC.**

Pursuant to Chapter 617, Florida Statutes, the undersigned Incorporator hereby forms Canopy Oaks Townhomes Homeowners Association, Inc., a Florida corporation not for profit, for the purposes set forth below.

**ARTICLE 1**

**NAME**

The name of the corporation is Canopy Oaks Townhomes Homeowners Association, Inc. (the "Association"). The principal office of the corporation shall be located at 246 Mirror Lake Drive North, St. Petersburg, Florida 33701.

**ARTICLE 2**

**PURPOSE AND POWERS**

2.1 Purpose. The purpose for which the Association is organized is to provide an entity pursuant to Chapter 720, Florida Statutes (the "Homeowners' Association Act"), responsible for the operation of Canopy Oaks Townhomes (the "Project"), on certain real property located at 1920 Dr. Martin Luther King, Jr. Street North, St. Petersburg, Florida (the "Property"), subject to the Declaration of Restrictions, Covenants, Easements and Conditions of Canopy Oaks Townhomes (the "Declaration"), recorded in the Public Records of Pinellas County, Florida. The Association is organized and shall exist on a non-stock basis as a corporation not for profit under the laws of the State of Florida, and no portion of any earnings of the Association shall be distributed or inure to the private benefit of any member, Director or officer of the Association.

2.2 Powers. For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of a corporation not for profit except as limited or modified by the Declaration, these Articles, the Bylaws and the Homeowners' Association Act, as the same may hereafter be amended, including, but not limited to, the following:

(a) To make and collect assessments against members of the Association to defray the costs, expenses and losses of the Property, and to use the proceeds of assessments in the exercise of its powers and duties.

(b) To protect, maintain, repair, replace and operate the Project and the Property.

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(c) To purchase insurance upon the Property and Association property for the protection of the Association and its members.

(d) To reconstruct improvements after casualty and to make further improvements of the Property.

(e) To make, amend, and enforce reasonable Rules and Regulations governing the use of the units, the Common Area and the operation of the Association.

(f) To approve or disapprove the transfer of ownership, leasing and occupancy of units, as provided by the Declaration.

(g) To enforce the provisions of the Homeowners' Association Act, the Declaration, these Articles, the Bylaws and the Rules and Regulations of the Association.

(h) To contract for the management and maintenance of the Project and the Property and to delegate any powers and duties of the Association in connection therewith except such as are specifically required by the Declaration to be exercised by the Board of Directors or the membership of the Association.

(i) To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Project.

(j) To borrow or raise money for any of the purposes of the Association, and from time to time without limit as to amount; to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable instruments and evidences of indebtedness; and to secure the payment of any thereof; and of the interest thereon, any mortgage, pledge, conveyance of assignment in trust, of the whole or any part of the rights or property of the Association, whether at the time owned or thereafter acquired.

(k) To enter into agreements, to acquire leaseholds, memberships, and other possessory or use interests in lands or facilities such as country clubs, golf courses, marinas, and other recreational facilities. The Association has this power whether or not the lands or facilities are contiguous to the Property, if they are intended to provide enjoyment, recreation, or other use or benefit to the unit owners.

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(1) To acquire, own, hold, improve, convey, sell, lease, transfer, assign and otherwise dispose of property of any nature whatsoever, including real, personal or mixed, tangible or intangible.

All funds and the title to all property owned or acquired by the Association shall be held for the benefit of the members in accordance with the provisions of the Declaration, these Articles and the Bylaws.

### **ARTICLE 3**

#### **MEMBERSHIP**

3.1 Members. The members of the Association shall consist of all record owners of legal title in one or more units in the Project, as further provided in the Bylaws and the Declaration. After termination of the Project, the members shall consist of those who are members at the time of such termination.

3.2 Share of Funds. The share of a member in the funds and assets of the Association cannot be assigned or transferred in any manner except as an appurtenance to his or her unit.

3.3 Voting Rights. The owner(s) of each unit shall collectively be entitled to the number of votes in Association matters as set forth in the Bylaws. The manner of exercising voting rights shall be as set forth in the Bylaws.

### **ARTICLE 4**

#### **TRANSFER OF CONTROL OF THE ASSOCIATION**

4.1. Owner Representative on Board. Owners other than Declarant shall be entitled to elect one member of the Board of Directors after fifty percent (50%) of the Lots have been conveyed by Declarant to owners other than Declarant.

4.2 Declarant's Transfer of Control. Declarant shall transfer control of the Association to the owners other than Declarant, who shall be entitled to elect at least a majority of the members of the Board of Directors of the Association, upon the earlier of the following events:

(a) Three (3) months after ninety percent (90%) of the Lots have been conveyed by Declarant to owners other than Declarant; or

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(b) Such earlier date as Declarant may, at Declarant's option, determine.

**ARTICLE 5**  
**TERM**

The term of this not for profit corporation shall be perpetual.

**ARTICLE 6**  
**BYLAWS**

The Bylaws of the Association may be altered, amended, or rescinded in the manner provided therein.

**ARTICLE 7**  
**DIRECTORS AND OFFICERS**

7.1 Board of Directors. The Association shall be administered by a Board of Directors consisting of three (3) Directors, further provided in the Bylaws. Directors need not be members of the Association.

7.2 Election of Directors. Directors of the Association shall be elected by the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

7.3 Officers. The business of the Association shall be conducted by the officers designated in the Bylaws. The officers shall be elected each year by the Board of Directors at its first meeting after the annual meeting of the members of the Association and they shall serve at the pleasure of the Board.

7.4 Initial Board of Directors. The persons constituting the initial Board of Directors and their names and addresses are as follows:

<u>NAME</u>	<u>ADDRESS</u>
William T. Conroy	248 Mirror Lake Drive North St. Petersburg, FL 33701
Benjamin Gelston	248 Mirror Lake Drive North St. Petersburg, FL 33701
Patrick Farese	248 Mirror Lake Drive North St. Petersburg, FL 33701

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**ARTICLE 8**  
**AMENDMENTS**

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

(a) Except as otherwise required by Florida law, these Articles of Incorporation may be amended by the members by the affirmative vote of two-thirds (2/3rds) of those voting interests present in person or by proxy at a meeting of the members called for that purpose and held in accordance with the terms and provisions of the Bylaws, provided that at least a majority of all voting interests are present in person or by proxy at the meeting.

(b) An amendment shall become effective upon filing with the Florida Secretary of State and recording in the Public Records of Pinellas County, Florida.

**ARTICLE 9**  
**REGISTERED OFFICE AND AGENT**

The undersigned, having been named Registered Agent and designated to accept service of process for the above-stated Company, at 490 1<sup>st</sup> Avenue S., Suite 700, St. Petersburg, Florida 33701, hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties hereunder.

Dated this 21st day of March, 2023.

CHESTNUT BUSINESS SERVICES, LLC,  
a Florida Limited Liability

company

By: WCG  
William T. Conroy, Vice President

**ARTICLE 10**  
**INCORPORATOR**

The Incorporator is: William T. Conroy and the Incorporator's address is: 248 Mirror Lake Drive North, St. Petersburg, Florida 33701.

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**ARTICLE 11**  
**INDEMNIFICATION**

To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director and every officer of the Association against all expenses and liabilities, including attorney's fees, actually and reasonably incurred by or imposed on him or her in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he or she may be a party because of his or her being or having been a Director or officer of the Association. The foregoing right of indemnification shall not be available if a judgment or other final adjudication establishes that his or her actions or omissions to act were material to the cause adjudicated and involved:

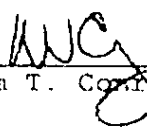
(a) Willful misconduct or a conscious disregard for the best interests of the Association, in a proceeding by or in the right of the Association to procure a judgment in its favor.

(b) A violation of criminal law, unless the Director or officer had no reasonable cause to believe his or her action was unlawful or had reasonable cause to believe his or her action was lawful.

(c) A transaction from which the Director or officer derived an improper personal benefit.

In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approves such settlement as being in the best interest of the Association. The foregoing rights of indemnification shall be in addition to, and not exclusive of, all other rights to which a Director or officer may be entitled.

WHEREFORE, the Incorporator has executed these Articles of Incorporation on this 21<sup>st</sup> day of March, 2023.

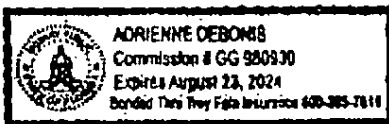
  
\_\_\_\_\_  
William T. Conroy, Incorporator

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization, this 21<sup>st</sup> day of

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March 2023, by WILLIAM T. CONROY, as Manager of 1900 MLK LLC, a Florida limited liability company. He ☒ is personally known to me or ☐ produced \_\_\_\_\_ as identification and did not take an oath.



Adrienne DeBoris  
Notary Name: Adrienne DeBoris  
Notary Public  
My Commission Expires: 8/23/24

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