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FLORIDA PROFIT/NON PROFIT CORPORATION  
HABANA AVE TOWNHOMES PROPERTY OWNERS ASSOCIATION,  
INC.

Certificate of Status	0
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**ARTICLES OF INCORPORATION  
OF  
HABANA AVE TOWNHOMES PROPERTY OWNERS ASSOCIATION, INC.  
A Florida Corporation Not For Profit**

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 corporation not for profit under the laws of the State of Florida.

**ARTICLE I  
NAME**

The name of this corporation is Habana Ave Townhomes Property Owners Association, Inc., a Florida corporation not for profit, (hereinafter called the "Association" or the "corporation" in these Articles.).

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

**ARTICLE II  
PRINCIPAL OFFICE AND REGISTERED AGENT**

This Association's principal office is 3412 W Bay to Bay Blvd, Tampa, Florida 33629. The Association's registered agent is Jonathan S. Gilbert, who maintains a business office at 3321 Henderson Blvd, Suite 300, Tampa, Florida 33609. Both this Association's principal office and registered agent may be changed from time to time by the Board of Directors as provided by law, said Declaration being incorporated herein as if set forth in full.

**ARTICLE III  
PURPOSE**

The Corporation does not contemplate pecuniary gain or profit, direct or indirect, to its members. The primary purposes for which the Association is organized are to engage as a corporation not for profit in protecting the value of the property of the members of the Association, to exercise all of the powers and privileges and perform all of the duties and obligations of the Association as defined and set forth in the Declaration, including, but not limited to, the establishment, collection, and enforcement of payment of assessments and charges contained in the Declaration in accordance with the Declaration, these Articles, and the Bylaws of the Association, and to engage in such other lawful activities as may be to the mutual benefit of the members and their property.

#### ARTICLE IV POWERS

Without limitation this Association is empowered to:

- (a) Declaration. Exercise all rights, powers, privileges and perform all duties, of this Association set forth the Declaration.
- (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; and contract for services, such as to provide for operation and maintenance of facilities.
- (e) Borrowing. Borrow money and, with the approval of not less than fifty-one percent (51%) of the Class "A" Votes and all of the Class "B" votes following the Turnover Date, 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. To dedicate, sell or transfer all or any part of its property to any public agency, authority, or utility for such purposes, and subject to such conditions, as the required percentage of members specified in the Bylaws determines.
- (g) Mergers. With the approval of the percentage of members required in the Bylaws, participate in mergers and consolidations with other non-profit corporations organized for similar purposes.
- (h) Bylaws and Rules. From time to time adopt, alter, amend, rescind, and enforce Bylaws of the Association and reasonable rules and regulations governing the use of the Lots, Common Area, and corporate property consistent with the rights and duties established by the Declaration and these Articles and governing members' responsibilities.
- (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 the corporation; the provisions of the Declaration, and the provisions of a dedication or conveyance of

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the corporate property to the corporation with respect to the use and maintenance thereof; to sue and be sued.

#### ARTICLE V MEMBERSHIP

Every person who from time to time holds the record fee simple title to, or any undivided fee simple interest in, any Lot that is subject to the provisions of the Declaration is a member of this Association, including contract sellers, but excluding all other persons who hold any interest in any Lot merely as security for the performance of an obligation. An Owner (as defined in the Declaration) of more than one Lot is entitled to one membership for each Lot owned. Membership is appurtenant to, and may not be separated from, ownership of at least one Lot that is subject to the provisions of the Declaration and membership may not be transferred other than by a transfer of title to such Lot. Each membership is transferred automatically by conveyance of title of a lot.

#### ARTICLE VI 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 Owners themselves determine and advise the Secretary prior to any meeting. In the absence of such notice, 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 the 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 of Directors prior to the Turnover Date, as defined below. Following the Turnover Date, the Declarant shall have a right to disapprove of the 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 and shall be entitled to all rights and privileges associated with Class "A" membership in addition to all rights reserved to the Declarant 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 ninety (90%) of the Units in the Community that will ultimately be operated by the Association have been conveyed to Owners other than the Declarant, as provided in the Declaration;

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(ii) Twenty (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 written instrument.

## ARTICLE VII BOARD OF DIRECTORS

Section 1. This Association's affairs are managed by a Board of Directors initially composed of three (3) Directors. The number of Directors from time to time may be changed by amendment to this Association's Bylaws but at all times it must be an odd number of three (3) or more but not to exceed five (5). The initial Directors named below shall serve until this Association's first annual meeting. Until such time as the Declarant relinquishes control of the Association as described in the Declaration, the Declarant shall have the right to appoint a majority of the members of the Board of Directors and to approve or disapprove of all Officers of the Association. Further, no Director appointed by the Declarant need be a member; however, all Directors elected by members other than the Declarant must be members. The Declarant shall be entitled at any time and from time to time to remove or replace any Director appointed by the Declarant. The Declarant may waive or relinquish in whole or in part any of its rights to appoint any one or more of the Directors it is entitled to appoint.

The term of office for all Directors is for the lesser of one year, or until the next annual meeting of the Association. Before any such annual meeting, all vacancies occurring on the Board of Directors, if any, will be filled by majority vote of the remaining Directors, even if less than a quorum or appointed by the Declarant if the Declarant retains control of the Association and is entitled to appoint such Director. The replacement director shall serve for the unexpired term of the predecessor. Any Director may succeed himself or herself in office. All Directors will be elected by ballot. Each member may cast as many votes for each vacancy as such member has; and the person receiving the largest number of votes cast for each vacancy is elected. Cumulative voting is not permitted.

Section 2. The names and addresses of the persons who will serve as the initial two Directors until their successors have been duly elected and qualify, unless they sooner die, resign, or are removed, are:

Director: Brooke A. Layton  
3412 W Bay to Bay Blvd  
Tampa, Florida 33629

Director: Joshua B. Layton  
3412 W Bay to Bay Blvd  
Tampa, Florida 33629

Director: Deborah A. Layton  
3412 W Bay to Bay Blvd  
Tampa, Florida 33629

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#### ARTICLE VIII OFFICERS

The affairs of the Association shall be administered by a President, Vice President, Secretary, and Treasurer, and such other Officers as the Board may from time to time designate. Any person may hold two offices, except that the same person shall not hold both the offices of President and Vice President. Officers shall have such duties, responsibilities, and powers as provided by the Bylaws and shall serve at the pleasure of the Board.

The Officers named in this Article VIII shall serve until replaced by the Declarant or until the first regular meeting of the Board of Directors, whichever shall occur first. Officers elected at the first meeting of the Board shall hold office until the next annual meeting of the Board of Directors and until their successors shall have been appointed and have qualified. Until such time as the Declarant relinquishes control of the Association as described in the Declaration, no Officer elected by the Board shall serve the Association until such time as the Declarant approves the Officer. Upon the election by the Board of Directors, whether the election occurs at an annual meeting or otherwise, the Board shall forthwith submit the name(s) of the newly appointed Officer(s) in writing to the Declarant. The Declarant shall approve or disapprove such Officer(s) within twenty (20) days after receipt of such name(s). In the event the Declarant fails to act within such twenty (20) day period, such failure shall be deemed to be approval by the Declarant. The following persons shall serve as the initial Officers of the Association:

President:	Brooke A. Layton 3412 W Bay to Bay Blvd Tampa, Florida 33629
Vice President:	Joshua B. Layton 3412 W Bay to Bay Blvd Tampa, Florida 33629
Secretary:	Brooke A. Layton 3412 W Bay to Bay Blvd Tampa, Florida 33629
Treasurer:	Joshua B. Layton 3412 W Bay to Bay Blvd Tampa, Florida 33629

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**ARTICLE IX  
NO SHARES OF STOCK**

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

**ARTICLE X  
INDEMNIFICATION**

The corporation shall indemnify all persons who may serve or who have served at any time as Directors or Officers, and their respective heirs, administrators, successors, and assigns, against any and all expenses, including amounts paid upon judgments, attorneys' fees, and amounts paid in settlement (before suit is commenced), actually and necessarily incurred in connection with the defense or settlement of any claim, action, suit, or proceeding in which they or any of them are made a party, or which may be asserted against any of them, by reason of having been an Officer or Director of the corporation, except in such cases where the Officer or Director is adjudged guilty of willful malfeasance or malfeasance in the performance of his or her duties. Such indemnification shall be in addition to rights which such Officer or Director otherwise may be entitled.

**ARTICLE XI  
CONTRACTS AND OTHER TRANSACTIONS**

In the absence of fraud, no contract or other transaction between this corporation or any other person, firm, association, corporation, limited liability company, partnership, or other entity shall be affected or invalidated by the fact that any Director, Officer, or Member of this corporation is pecuniarily or otherwise interested in, or is a director, officer, equity owner, or is otherwise affiliated with any such firm, association, corporation, limited liability company, partnership, or other entity. Any Director may vote and be counted in determining the existence of a quorum at any meeting of the Board of Directors for the purposes of authorizing a contract or transaction with like force and effect as if such Director were not so interested, not a director, officer, equity owner, or otherwise affiliated with any such firm, association, corporation, limited liability company, partnership, or other entity.

**ARTICLE XII  
INCORPORATOR**

The name and address of the incorporator are:

Incorporator:	Brooke A. Layton
	3412 W Bay to Bay Blvd
	Tampa, Florida 33629

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#### **ARTICLE XIII DISSOLUTION**

This Association may be dissolved in the manner from time to time provided by the laws of the State of Florida and with the assent given in writing and signed by not less than seventy-five percent (75%) of each class of members or by other means provided by Florida Statutes. Any dissolution shall comply with the Declaration. Upon dissolution of this Association in any manner other than incident to a merger or consolidation, all of this Association's assets must be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. If dedication is refused, such assets must be granted, conveyed, and assigned to any nonprofit corporation, association, trust, or other organization to be devoted to such similar purposes. In no event, however, may any assets inure to the benefit of any member or other private individual.

#### **ARTICLE XIV DURATION**

The term for which this Corporation is to exist is perpetual, unless the corporation is dissolved pursuant to any applicable provision of Florida Statutes.

#### **ARTICLE XV BYLAWS**

The initial Bylaws of the Association are to be made and adopted by a majority vote of the Directors. The Bylaws of the Association may be adopted, amended, altered, and repealed as provided in the Bylaws; provided, however, that at no time shall the Bylaws conflict with these Articles or the Declaration. Until such time as the Declarant relinquishes control of the Association as provided in the Declaration, no amendment to the Bylaws shall be effective unless and until the Declarant shall have joined in and consented to such amendment in writing.

#### **ARTICLE XVI AMENDMENTS**

Amendments to these Articles may be proposed and adopted in the manner from time to time provided by the laws of the State of Florida, provided that each such amendment must have the approval in writing of at least sixty-seven (67%) of the membership, except as to those provisions for Amendment which are provided in the Declaration or any Supplemental Declaration in which case those provisions shall control such Amendments. Notwithstanding the foregoing, until such time as the Declarant relinquishes control of the Association as provided in the Declaration, no amendment to these Articles shall be effective unless and until the Declarant shall have joined in and consented to such amendment in writing.

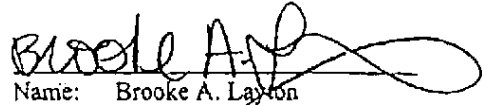
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**ARTICLE XVII  
INTERPRETATION**

Express reference is made to the Declaration where necessary to interpret, construe, and clarify the provisions of the Articles. Without limitation, all terms defined in the Declaration have the same meaning where used in these Articles. By subscribing and filing these Articles, the incorporators intend 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 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 5th day of March, 2024.

  
Name: Brooke A. Layton

Incorporator

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA AND NAMING THE  
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

Habana Ave Townhomes Property Owners Association, Inc., desiring to organize under the laws of the State of Florida, as a corporation not for profit with its principal office, as indicated in its Articles of Incorporation, at 3412 W Bay to Bay Blvd, Tampa, Florida 33629, has named Jonathan S. Gilbert, whose business offices are located at 3321 Henderson Blvd, Suite 300, Tampa, Florida 33609, as its registered agent to accept service of process within Florida.

**ACCEPTANCE**

Having been named to accept service of process for the foregoing corporation at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes, including the duties and obligations imposed by Section 617.0503, Florida Statutes, relative to the proper and complete performance of my duties.

  
Print Name: Jonathan S. Gilbert

Date: March 5, 2024