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Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION  
FREEDOM SQUARE COMMERCIAL CONDOMINIUM  
ASSOCIATION, INC

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

FLORIDA DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION  
OF  
FREEDOM SQUARE COMMERCIAL CONDOMINIUM ASSOCIATION, INC.**

THE UNDERSIGNED INCORPORATOR, being a natural person competent to contract, for the purpose of forming a corporation not-for-profit under the laws of the State of Florida, does hereby adopt, subscribe and acknowledge the following Articles of Incorporation.

**ARTICLE I. NAME; DEFINITIONS**

The name of the corporation shall be Freedom Square Commercial Condominium Association, Inc. ("Association"). All capitalized terms contained in this instrument shall have the same defined meaning as contained in the Declaration of Condominium for Freedom Square Commercial Condominium ("Declaration"), unless otherwise provided to the contrary.

**ARTICLE II. PURPOSE AND POWERS**

Section 1. Purpose. The purpose for which the Association is organized is to provide an entity for the operation and governance of Freedom Square Commercial Condominium (the "Condominium"), located upon lands in Pinellas County, Florida, said property being described in the recorded Declaration.

The Association shall not be operated for profit and shall make no distribution of income to its members, directors or officers.

Section 2. Powers. The Association shall have all of the common-law and statutory powers of a corporation not-for-profit which are not in conflict with the terms of these Articles.

The Association shall have all of the powers and duties contemplated in the Declaration and the Act together with all of the powers and the duties reasonably necessary to operate the Condominium pursuant to the Declaration as it may be amended from time to time, and such other documents or agreements that may exist from time to time pertaining to the Condominium. The powers and duties, which the By-Laws may set forth in more detail, shall include, but shall not be limited to, the following specific powers and duties:

(a) To make and collect Assessments against members as Unit Owners to defray the costs, expenses and losses of the Condominium, and to make such other Special Assessments against Unit Owners as the Declaration shall provide, and to enforce such levy of Assessments through a lien and the foreclosure thereof or by other action pursuant to the Declaration.

(b) To use the proceeds of the Assessments in the exercise of its powers and duties, and as provided in the Declaration.

(c) To maintain, repair, replace and operate the Condominium Property.

(d) To purchase insurance and enter into contracts for services, utilities and other purposes as may be deemed appropriate.

(e) To reconstruct improvements after casualty and further improve the Condominium Property.

(f) To make and amend reasonable Rules and Regulations pertaining to the Condominium (but the Association shall not have the ability to promulgate Rules and Regulations which would serve, directly or indirectly, to curtail, prohibit, govern or inhibit use of the Units that are being utilized

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in accordance with applicable Governmental Entity codes and ordinances and the terms and provisions of the Governing Documents);

- (g) To perform such functions as may be specified in the Governing Documents.
- (h) To enforce by legal means the provisions of the Act and the Governing Documents.
- (i) To employ personnel to perform the services required for proper operation of the Condominium.
- (j) To lease, maintain, repair and replace the Common Elements as same are defined in the Declaration.
- (k) To acquire or enter into agreements acquiring leaseholds, memberships or other possessory or use interests in lands or facilities and to pay the rental, membership fees, operational, replacement and other expenses as Common Expenses.
- (l) To purchase a Unit or Units of the Condominium for any purpose and to hold, lease, mortgage or convey such Units on terms and conditions approved by the Board.
- (m) To exercise such other power and authority to do and perform every act and thing necessary and proper in the conduct of its business for the accomplishment of its purposes as set forth herein and as permitted by the applicable laws of the State of Florida.
- (n) To contract for the management and maintenance of the Condominium Property and to authorize a management agent to assist the Association in carrying out its powers and duties by performing such functions as the submission of proposals, collection of Assessments, and other sums due from Unit Owners, preparation of records, enforcement of Rules and Regulations and maintenance, repair and the replacement of the Common Elements with funds as shall be made available by the Association for such purposes. The Association and its officers shall, however, retain at all times the powers and duties granted by the Governing Documents and the Act, including, but not limited to, the making of Assessments, promulgation of Rules and Regulations and execution of contracts on behalf of the Association. Any such contract shall be in accordance with the applicable provisions of the Declaration, notwithstanding the foregoing.
- (o) To bring suit as may be necessary to protect the Association's interests, the interests of the Association's Members, or the Condominium Property, and to be sued.

#### **ARTICLE III. TERM**

The term for which this Association shall exist shall be perpetual.

#### **ARTICLE IV. INCORPORATOR**

The name and address of the incorporator of the Association is as follows:

Joshua Weiss  
1900 Main Street, Suite 500  
Irvine CA 92614

#### **ARTICLE V. OFFICERS**

The officers of the Association shall be a President, Vice President, Secretary and Treasurer and such other officers as the Board may from time to time determine. The officers of this Association shall be elected for a term of 1 year (unless otherwise provided in the By-Laws), and until a successor shall be

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elected and qualified, by the Board at their annual meeting and in accordance with the provisions provided therefor in the By-Laws.

The names of the persons who shall serve as the first officers are:

Patrick Cheng - President  
 Frank Russo - Vice President  
 Daniel Bruce - Secretary  
 Joshua Weiss - Treasurer

#### **ARTICLE VI. DIRECTORS; TRANSFER OF CONTROL**

The affairs of the Association shall be managed by a Board composed of 4 directors, and the number of directors shall not be modified except upon approval of 100% of the Unit Owners. The first Board shall be comprised of 4 persons who shall serve until their respective successors are elected or appointed. The names and addresses of the members of the Board who shall serve as the first directors are:

Patrick Cheng	1900 Main Street, Suite 500 Irvine CA 92614
Frank Russo	1900 Main Street, Suite 500 Irvine CA 92614
Joshua Weiss	1900 Main Street, Suite 500 Irvine CA 92614
Daniel Bruce	1900 Main Street, Suite 500 Irvine CA 92614

Transfer of Control shall occur on the earlier of (1) the date of election of directors following a triggering event under Section 718.301(1) of the Act, (2) such time as Developer, in its sole discretion, elects to transfer control, or (3) Developer's transfer of fee simple ownership of Unit 1 to the Unit 1 Owner.

#### **ARTICLE VII. BY-LAWS**

The initial By-Laws shall be attached as an exhibit to the Declaration and shall be adopted by the first Board.

#### **ARTICLE VIII. MEMBERS**

Membership in the Association shall automatically consist of and be limited to all of the record owners of Units in the Condominium. Transfer of Unit ownership, either voluntary or by operation of law, shall terminate membership in the Association and said membership is to become vested in the transferee. If Unit ownership is vested in more than one person then all of the persons so owning said Unit shall be members eligible to hold office, attend meetings, etc., but the owner(s) of each Unit shall only be entitled to one vote as a member of the Association. The manner of designating voting members and exercising voting rights shall be determined by the By-Laws.

#### **ARTICLE IX. AMENDMENTS**

Amendments to these Articles of Incorporation shall be adopted by the affirmative vote of 100% of the Allocated Interests.

**ARTICLE X. PRINCIPAL PLACE OF BUSINESS**

The principal place of business of the Association shall be 7800 Liberty Lane, Seminole, FL 33772, or at such other place or places as may be designated from time to time.

**ARTICLE XI. REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Association and the name of the initial registered agent at that address are:

C T Corporation System  
1200 South Pine Island Road  
Plantation, Florida 33324

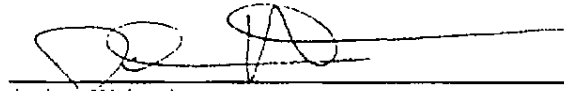
**ARTICLE XII. INDEMNIFICATION**

The Association shall indemnify every director and every officer, his heirs, executors and administrators, against all loss, cost and expense reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a director or officer of the Association, including reasonable counsel fees, except as to matters wherein such individual shall be finally adjudged in such action, suit or proceedings to be liable for or guilty of gross negligence or willful misconduct. The foregoing rights shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

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IN WITNESS WHEREOF, the subscribing Incorporator has hereunto set his hand and seal and caused these Articles of Incorporation to be executed this 3<sup>rd</sup> day of December, 2024.

  
\_\_\_\_\_  
Joshua Weiss, Incorporator

STATE OF \_\_\_\_\_

COUNTY OF \_\_\_\_\_

The foregoing instrument was acknowledged before me, by means of ☐ physical presence or ☐ online notarization, this \_\_\_\_\_ day of December, 2024, by Joshua Weiss, being known to me to be the person who executed the foregoing Articles of Incorporation of Freedom Square Commercial Condominium Association, Inc. He ☐ is personally known to me or ☐ has produced \_\_\_\_\_ as identification.

My Commission Expires:

(AFFIX NOTARY SEAL)

\_\_\_\_\_  
(Signature)  
Name: \_\_\_\_\_  
(Legibly Printed)  
Notary Public, State of Florida  
\_\_\_\_\_  
See Attached Acknowledgment  
(Commission Number, if any)

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NOTARY PUBLIC  
STATE OF FLORIDA

**ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT**

The undersigned, having been named as registered agent and to accept service of process for Freedom Square Commercial Condominium 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 her duties and is familiar with and accepts the obligations of her position as registered agent.

C T Corporation System

/s/ Sandra Zwijack

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**CALIFORNIA ACKNOWLEDGMENT****CIVIL CODE § 1189**

A notary public or other officer completing this certificate verifies only the identity of the individual who signed the document to which this certificate is attached, and not the truthfulness, accuracy, or validity of that document.

State of California

County of Orange

On December 3, 2024 before me, Barry Hampton  
Date Here Insert Name and Title of the Officer

personally appeared Toshua Derman Weiss  
Name(s) of Signer(s)

who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.



I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.

Place Notary Seal and/or Stamp Above

Signature Barry Hampton  
Signature of Notary Public

**OPTIONAL**

Completing this information can deter alteration of the document or fraudulent reattachment of this form to an unintended document.

**Description of Attached Document**

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Document Date: \_\_\_\_\_ Number of Pages: \_\_\_\_\_

Signer(s) Other Than Named Above: \_\_\_\_\_

**Capacity(ies) Claimed by Signer(s)**

Signer's Name: \_\_\_\_\_

☐ Corporate Officer – Title(s): \_\_\_\_\_

☐ Partner – ☐ Limited ☐ General

☐ Individual ☐ Attorney in Fact

☐ Trustee ☐ Guardian or Conservator

☐ Other: \_\_\_\_\_

Signer is Representing: \_\_\_\_\_

Signer's Name: \_\_\_\_\_

☐ Corporate Officer – Title(s): \_\_\_\_\_

☐ Partner – ☐ Limited ☐ General

☐ Individual ☐ Attorney in Fact

☐ Trustee ☐ Guardian or Conservator

☐ Other: \_\_\_\_\_

Signer is Representing: \_\_\_\_\_