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FLORIDA PROFIT/NON PROFIT CORPORATION
The Garden Townhomes Owners' Association, Inc.

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August 6, 2025

FLORIDA DEPARTMENT OF STATE

Division of Corporations

TRENAM, KEMKER, SCHARF, BARKIN, FRYE, O'NEIL, & MULLIS,

SUBJECT: THE GERDEN TOWNHOMES OWNER'S ASSOCIATION, INC.
REF: W25000108707

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

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Rickey L Richardson
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FAX Aud. #: H25000272648
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**ARTICLES OF INCORPORATION
OF
THE GARDEN TOWNHOMES OWNERS' ASSOCIATION, INC.**

To form a corporation under the provisions of Chapter 617, Florida Statutes (the "**Act**") for the formation of corporations not-for-profit, the undersigned incorporator hereby executes these Articles of Incorporation for The Garden Townhomes Owners' Association, Inc., a Florida not for profit corporation (the "**Articles**"), for the purposes and with the powers hereinafter mentioned. All capitalized terms used in these Articles will have the same meaning as the same terms used in the Declaration of Covenants, Conditions, Restrictions and Easements for The Garden Townhomes, as the same may be amended from time to time (the "**Declaration**"), unless the context clearly otherwise requires.

ARTICLE I

NAME

The name of the corporation shall be:

The Garden Townhomes Owners' Association, Inc.,
a Florida not for profit corporation
(the "**Association**").

ARTICLE II

PURPOSES AND OBJECTS

The purposes and objects of the Association shall be as follows:

1. To promote the health, safety, and general welfare of the Owners of the development in Pinellas County, Florida known as The Garden Townhomes (the "**Project**") created and developed by 118 Terrace LLC, a Florida limited liability company (the "**Developer**"). The Project is or will be comprised of the lands described in Exhibit "A" attached hereto and incorporated by reference herein and any lands subsequently annexed thereto (the "**Property**").

2. To exercise all the powers and privileges and to perform all the duties and obligations of the Association arising from or set forth in the Declaration, as now or hereafter recorded in the Public Records of Pinellas County, Florida.

3. To acquire, own, control, operate, lease, sell, exchange, manage, maintain, insure, repair, beautify, and otherwise deal in and with any portion or portions of the lands from time to time comprising the Project, and any personal property appurtenant thereto, as Common Area for the

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common use and benefit of all Owners and other persons entitled to use the Common Area or Limited Common Area, as provided in the Declaration.

4. To perform all the duties and obligations and exercise all powers of the Association as set forth in and in accordance with the terms, provisions, conditions, and authorizations contained in the Act, these Articles and the Declaration, and any amendments or supplements to any of the foregoing.

The Association shall be conducted as a non-profit organization for the benefit of the Owners, and the Association shall have no capital stock and shall make no distribution of income or profit to Owners, or to the directors, officers, or Members.

ARTICLE III

POWERS OF THE ASSOCIATION

The Association shall have the following powers.

1. The Association shall have all the powers and privileges granted to corporations not-for-profit under the law pursuant to which this corporation is chartered and not in conflict with these Articles or the Declaration.

2. The Association shall have all the powers and duties set forth in the Act, the Declaration and any amendments or supplements thereto that may now or hereafter be recorded in the Public Records of Pinellas County, Florida.

3. The Association shall have all the powers reasonably necessary to implement and effectuate the purposes of the Association, including, but not limited to, the following:

(a) To acquire (by gift, purchase, or otherwise), own, control, operate, manage, maintain, and repair the Common Areas and Limited Common Elements of the Project.

(b) To contract for the management of the Common Areas or Limited Common Elements and to delegate to the party with whom such contract has been entered into the appropriate powers and duties of the Association, except those requiring specific action by or approval of the Board of Directors or the Owners.

(c) To fix, collect, levy, and enforce payment by any lawful means of all charges and Assessments against Owners of the Association to defray all costs and expenses incident to the conduct of the business of the Association and the operation of the Common Areas, including, without limitation, all licenses, taxes, assessments, or other governmental charges levied or imposed against the Common Areas.

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(d) To adopt, alter, amend, and rescind the Bylaws for the operation of the Association consistent with the law pursuant to which the Association is chartered and these Articles, and to adopt, alter, amend, and rescind reasonable rules and regulations governing the use of the Common Areas.

(e) To enforce in its own name the provisions of these Articles, the Bylaws that may now or hereafter be adopted, any rules or regulations that may now or hereafter be adopted by the Association, and the provisions of the Declaration, and any amendments or supplements thereto that may now or hereafter be recorded in the Public Records of Pinellas County, Florida.

(f) To dedicate, release, alienate, sell, lease, or transfer all or any portion of the Common Area to any public agency, authority, or utility for such purposes and subject to such conditions as are agreed to by the Owners of the Association. No action authorized under this subsection shall be taken without the prior written consent of Developer as long as Developer holds any Lot for sale in the ordinary course of Developer's business.

(g) To pay all costs, expenses, and obligations lawfully incurred in connection with the Association's affairs including, without limitation, all licenses, taxes, assessments, or other governmental charges levied or imposed against the Common Areas.

(h) To buy, sell, lease, exchange, mortgage, or otherwise deal with all property owned by the Association from time to time, whether real or personal.

ARTICLE IV

MEMBER QUALIFICATION, ADMISSION AND VOTING RIGHTS

As provided in Article III of the Declaration, the qualification of Members of the Association, the manner of their admission to membership and termination of such membership, and voting by Members shall be as follows:

1. The record Owners of all Units in the Project shall be Members of the Association and no other persons or entities shall be entitled to membership.

2. Membership shall be acquired by recording in the Public Records of Pinellas County, Florida a deed or other instrument of conveyance establishing record title to a Unit in the Project, or portion thereof. The Owner designated in such deed or instrument of conveyance shall thereby become a Member of the Association and the membership of the prior Owner of the Unit shall be thereby terminated to the extent of such conveyance; provided, however, that any Owner who owns more than one Unit shall remain a member of the Association for so long as such Owner retains title to or a fee ownership interest in any Unit.

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3. The interest 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. The funds and assets of the Association shall belong solely to the Association, subject to the limitation that the same shall be expended, held, or used for the benefit of the membership and for the purposes authorized herein, in the Declaration, and in the Bylaws which may be hereafter adopted.

4. The Member or Members of the Association shall be entitled to cast one (1) vote per Unit owned within the Project. Each Unit shall be entitled to a single indivisible vote, which shall be exercised in accordance with Section 2.1 of the Bylaws.

ARTICLE V

DURATION

The Association shall have perpetual existence.

ARTICLE VI

PRINCIPAL OFFICE

The principal office of the Association shall be located at 3040 49th Street North, St. Petersburg, Florida 33710, but the Association may maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the Board of Directors. Furthermore, the Board of Directors may from time to time relocate the aforesaid principal office.

ARTICLE VII

ASSOCIATION BOARD

1. The affairs of the Association shall be managed by a Board of Directors. The Board of Directors initially shall be composed of not fewer than three (3) and not more than nine (9) Directors. The term of office for all Directors shall be staggered terms of two (2) years ending on the date of the third annual meeting of the Members of the Association following the meeting at which such Board member was elected, or until such Board member's resignation or removal in accordance with the Bylaws. The number of such Directors and the commencement and expiration of their term in office may be increased or decreased as provided in the Bylaws or in these Articles below. Initially, the number of persons who shall constitute the entire Board of the Association shall be three (3) Directors, all of whom shall be appointed by the Developer.

2. The first annual membership meeting shall be held at a time and place designated by the Board of Directors in accordance with the Bylaws and requirements of Chapter 720 of the Fla.

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Statues, and all subsequent meetings shall be held on the one-year anniversary of the previous annual membership meeting.

3. All directors shall be elected by secret written ballot at the annual meeting of the Members.

4. The names and addresses of the members of the first Board of Directors of the Association who shall hold office until their successors have been duly elected and qualify, or until removed, are as follows:

<u>Name</u>	<u>Address</u>
Frederic Samson	3020 49 th Street North St. Petersburg, Florida 33710
Eric Hernaez	3020 49 th Street North St. Petersburg, Florida 33710
Glenn Larkan	3020 49 th Street North St. Petersburg, Florida 33710

ARTICLE VIII

CORPORATE OFFICERS

The affairs of the Association shall be administered by the officers in accordance with the Bylaws. The President, Vice-President, Secretary, and Treasurer, and such Assistant Secretaries and Assistant Treasurers as the Board of Directors may from time to time designate, shall constitute the officers of the Association. The officers of the Association shall be elected annually by the Board of Directors at its first meeting following the annual meeting of the Members of the Association, and shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>Officer</u>	<u>Office</u>	<u>Address</u>
Eric Hernaez	President	3020 49 th Street North St. Petersburg, Florida 33710
Frederic Samson	Vice President	3020 49 th Street North St. Petersburg, Florida 33710

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ARTICLE IX

BY-LAWS

The first Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended, or rescinded in the manner provided by the Bylaws.

ARTICLE X

INDEMNIFICATION

1. Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his 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 duties; provided that, in the event of any claim for reimbursement or indemnification herein the right of indemnification shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such directors or officers may be entitled.

2. The Board of Directors may, and shall if the same is reasonably available, purchase liability insurance to ensure all directors, officers or agents, past and present, against all expenses and liabilities as set forth above. The premiums for such insurance shall be paid by the Members of the Association as a common expense of the Association.

ARTICLE XI

AMENDMENT

An amendment or amendments to these Articles of Incorporation may be proposed by the adoption by the Board of Directors, acting upon a vote of the majority of the Directors, of a resolution setting forth the proposed amendment. The Members shall not amend these Articles without such a resolution by the Board of Directors. Written notice setting forth the proposed amendment or amendments shall be given to each Member within the time and in the manner required in the Bylaws for the giving of notice of meetings of the Members. If the meeting is an annual meeting, the proposed amendment or amendments may be included in the notice of such annual meeting. Each amendment must be approved by not fewer than two thirds (2/3) of the Voting Interests and not less than a majority of the Board present or represented by proxy at a duly noticed and convened annual or special meeting of the Members and the Board. Thereupon, each such approved amendment shall be transcribed and executed in such form as may be necessary to register the same in the Office of the Secretary of State of the State of Florida. Additionally, upon

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registration of such amendment or amendments with the Secretary of State of Florida, a certified copy thereof shall be recorded in the Public Records of Pinellas County, Florida within ten (10) days after the date of such registration. Notwithstanding anything to the contrary contained herein, however, no amendment to these Articles shall make changes in the qualifications for membership in the Association or voting rights without the prior consent of Owners and Mortgagees.

ARTICLE XII

FINANCIAL INTEREST

In the absence of fraud, no contract or other transaction between the Association and any other person, firm, corporation, or partnership shall be affected or invalidated by reason of the fact that any director or officer of the Association is pecuniarily or otherwise interested therein.

ARTICLE XIII

INCORPORATORS

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

Name

Address

Frederic Samson

3020 49th Street North
St. Petersburg, Florida 33710

ARTICLE XIV


INITIAL REGISTERED OFFICE

The street address of the Association's initial registered office is 3020 49th Street North St. Petersburg, Florida 33710, and the name of its initial registered agent at such address is Frederic Samson. This corporation shall have the right to change such registered agent and office from time to time, as provided by law.

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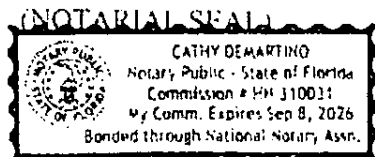
IN WITNESS WHEREOF, the undersigned has executed these Articles this 28th day of July, 2025.



Frederic Samson, Incorporator

ACKNOWLEDGMENT

STATE OF FLORIDA)
)
COUNTY OF Pinellas)

The foregoing instrument was acknowledged before me by [check applicable blank] ☒ personal presence, or _____ online notarization, this 28th day of July, 2025 by Frederic Samson, who is either [check applicable blank] ☒ personally known to me, or _____ has produced _____ as identification.




NOTARY PUBLIC
Print Name: Cathy DeMartino
My Commission Expires: 9/8/26

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**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.


1. The name of the corporation is The Garden Townhomes Owners' Association, Inc.
2. The name and address of the registered agents and office are:

NameAddress

Frederic Samson

3020 49th Street North
St. Petersburg, Florida 33710

Having been named as registered agent and agent to accept service of process for the above-stated Corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to at in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.



Frederic SamsonDate: 07/28/25

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EXHIBIT "A"**Legal Description of Property****PARCEL 1:**

THE UNNUMBERED LOT IN BLOCK "K", CORRECTED MAP OF HARVEY'S SUBDIVISION, (WHICH SAID LOT WOULD BE LOT 1 IF THENUMBERING BALANCE OF BLOCK WAS CARRIED OUT), ACCORDING TO THE PLAT THEREOF, AS RECORDED IN PLAT BOOK 3, PAGE 45, OF THE PUBLIC RECORDS OF HILLSBOROUGH COUNTY, FLORIDA, OF WHICH PINELLAS COUNTY WAS FORMERLY A PART.

PARCEL 2:

LOT 6, BLOCK F, HARVEY'S ADDITION TO ST. PETERSBURG FLORIDA, ACCORDING TO THE PLAT THEREOF, AS RECORDED IN PLAT BOOK 3, PAGE 38, OF THE PUBLIC RECORDS OF HILLSBOROUGH COUNTY, FLORIDA OF WHICH PINELLAS COUNTY WAS FORMERLY A PART.

MORE PARTICULARLY DESCRIBED AS FOLLOWS:

LOT 6, BLOCK F, HARVEY'S ADDITION TO ST. PETERSBURG FLORIDA, ACCORDING TO THE PLAT THEREOF, AS RECORDED IN PLAT BOOK 3, PAGE 38, TOGETHER WITH THE UNNUMBERED LOT AT THE NORTH END OF BLOCK K, CORRECTED MAP OF HARVEY'S SUBDIVISION AS RECORDED IN PLAT BOOK 3, PAGE 45 BOTH OF THE PUBLIC RECORDS OF HILLSBOROUGH COUNTY, FLORIDA OF WHICH PINELLAS COUNTY WAS FORMERLY A PART. DESCRIBED AS FOLLOWS:

COMMENCE AT THE NE CORNER OF LOT 1, BLOCK F, AFORESAID HARVEY'S ADDITION TO ST. PETERSBURG, FLORIDA; THENCE ALONG THE WEST RIGHT-OF-WAY OF 14 STREET NORTH, S00°10'08"E, 200 FEET TO THE NE CORNER OF LOT 6, BLOCK F, SAID HARVEY'S ADDITION TO ST. PETERSBURG, FLORIDA AND FOR THE POINT OF BEGINNING; THENCE CONTINUE ALONG SAID WEST RIGHT-OF-WAY, S00°10'09"E, 59.97 FEET TO THE NE CORNER OF LOT 2, BLOCK K, AFORESAID CORRECTED MAP OF HARVEY'S SUBDIVISION; THENCE ALONG THE NORTH LINE OF SAID LOT 2, S89°56'51"W, 123.13 FEET TO THE NW CORNER SAID LOT 2, THENCE ALONG THE WEST LINE OF AFORESAID BLOCKS K AND F, N00°10'07"W, 59.96 FEET TO THE NW CORNER OF AFORESAID LOT 6. THENCE ALONG THE NORTH LINE OF SAID LOT 6, N89°56'51"E, 123.13 FEET TO THE POINT OF BEGINNING.

CONTAINS 7,384 SQUARE FEET OR 0.17 ACRES MORE OR LESS.

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