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ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
STATE OF FLORIDA
409 EAST GAINES STREET
TALLAHASSEE, FL 32399

FROM: FOWLER, WHITE, GILLEN, HOGGS, VILLAR
501 E KENNEDY BLVD
ATTN: A.R.ECKARD
TAMPA FL 33602

CONTACT: DEBBIE LAMB
PHONE: (813) 228-7411
FAX: (813) 228-9401

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DOCUMENT TYPE: FLORIDA NON-PROFIT CORPORATION

NAME: WESTCHASE COMMERCIAL OWNERS ASSOCIATION

FAX AUDIT NUMBER: H96000007489
DATE REQUESTED: 05/28/1996
CERTIFIED COPIES: 1
NUMBER OF PAGES: 12
ESTIMATED CHARGE: \$122.50

CURRENT STATUS: REQUESTED
TIME REQUESTED: 16:29:12
CERTIFICATE OF STATUS: 0
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TALLAHASSEE, FLORIDA

5/28/96

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PUBLIC ACCESS SYSTEM

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
WESTCHASE COMMERCIAL OWNERS ASSOCIATION, INC.

I, the undersigned incorporator, hereby make, subscribe, acknowledge, and file with the Secretary of the State of Florida, these Articles of Incorporation for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida.

ARTICLE 1

Name

The name of this corporation shall be WESTCHASE COMMERCIAL OWNERS ASSOCIATION, INC. For convenience the corporation shall be referred to in this instrument as the "Association." The address of the Association shall be 3505 Frontage Road, Suite 145, Tampa, Florida 33607, or such other address within the State of Florida as the Board of Directors may from time to time designate.

Prepared by:
Julia C. Vieson, Esq.
Post Office Box 1438
Tampa, Florida 33601
(813) 228-7411
Florida Bar #: 0041386

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ARTICLE 2

Purpose and Definitions

The Association shall make no distribution of income to its members, directors or officers. The purpose for which the Association is organized is to provide an entity for the administration, enforcement, and operation of the Declaration of Covenants, Conditions, and Restrictions in Hillsborough County, Florida. The Declaration of Covenants, Conditions and Restrictions for Westchase Commercial Property recorded or to be recorded in the public records of said county by the Westchase Developer is referred to herein as the "Declaration." Capitalized terms used herein shall have the same meanings and definitions as those same terms have in the Declaration unless a contrary meaning or definition is expressly set forth herein.

ARTICLE 3

Powers

The powers of the Association shall include and be governed by the following provisions:

3.1 The Association shall have all of the common-law and statutory powers of a corporation not for profit not in conflict with the terms of these Articles or the Declaration.

3.2 The Association shall have all of the powers and duties set forth in the Declaration, and all of the powers and duties

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reasonably necessary to administer, enforce, and operate the Declaration as it may be amended from time to time, including, but not limited to, the following:

a. To make and collect assessments against members to defray the common expenses in accordance with the Declaration.

b. To use the proceeds of assessments in the exercise of its powers and duties.

c. To maintain, repair, replace and operate the Association's property, if any, including easements.

d. To purchase insurance in accordance with the Declaration.

e. To make and amend reasonable regulations respecting the use of the Association's property, if any; provided, however, that all such regulations and their amendments shall be approved by a majority of the Board of Directors before such shall become effective.

f. To enforce by legal means the provisions of the Declaration, these Articles, the By-Laws of the Association and the regulations for the use of the Submitted Property.

g. To contract for the management and maintenance of the Association and to authorize the management agent to assist the Association in carrying out its powers and duties by performing such functions as the collection of assessments,

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preparation of records, enforcement of rules and maintenance of the Association's property, if any.

h. To employ personnel to perform the services required for proper operation of the development.

i. To enter into agreements with the Westchase Developer, or any other legal entity for the maintenance, replacement or repair of any properties used in common with others such as, but not limited to, roads, subdivision-type improvements or landscaping.

j. To pay liens or charges assessed against the Association's property, if any.

3.3 All funds and the titles of all properties acquired by the Association and their proceeds shall be held in trust for the members in accordance with the provisions of the Declaration, these Articles of Incorporation and the By-Laws.

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

ARTICLE 4

Members

4.1 Until the Declaration is filed in the public records, the sole member shall be the undersigned incorporator. Thereafter, the members of the Association shall be the Class A and Class B

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members as set forth in the Article in the Declaration entitled "Membership and Voting Rights," which Article is incorporated herein by reference.

4.2 Change of membership in the Association shall be established by recording in the public records of Hillsborough County, Florida, a deed or other instrument establishing a record fee simple interest in a "Tract" (as defined in the Declaration). The owner designated by such instrument thus becomes a member of the Association and the membership of the prior owner is terminated with respect to that Tract.

4.3 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 his Tract (as defined in the Declaration).

ARTICLE 5

Directors

5.1 The affairs of the Association will be managed by a Board consisting of the number of Directors determined by the Bylaws, but not less than three Directors, and in the absence of such determination, shall consist of three Directors. Directors need not be members of the Association.

5.2 The initial Directors named in these Articles of Incorporation shall serve until the first annual meeting of

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members, at the first annual meeting and thereafter all Directors shall be elected by the members at their annual meeting in the manner determined by the By-Laws.

Directors may be removed and vacancies on the Board of Directors filled in the manner provided in the By-Laws.

5.3 The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified as provided in the By-Laws, or until removed as provided in the By-Laws, are as follows:

Names

Addresses

John C. Rowlett

3505 Frontage Road
Suite 145
Tampa, FL 33607

H. Tyler Johnston

3505 Frontage Road
Suite 145
Tampa, FL 33607

Brenda Kunkel

3505 Frontage Road
Suite 145
Tampa, FL 33607

Brian Sewell

3505 Frontage Road
Suite 145
Tampa, FL 33607

Kathy S. Jacobs

3505 Frontage Road
Suite 145
Tampa, FL 33607

ARTICLE 6

Officers

The affairs of the Association shall be administered by the officers designated in the By-Laws. The officers shall be elected

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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>Names</u>	<u>Titles</u>	<u>Addresses</u>
John C. Rowlett	President	3505 Frontage Road Suite 145 Tampa, FL 33607
H. Tyler Johnston	Vice President	3505 Frontage Road Suite 145 Tampa, FL 33607
Kathy S. Jacobs	Secretary and Treasurer	3505 Frontage Road Suite 145 Tampa, FL 33607

ARTICLE 7

Indemnification

The Association shall indemnify every officer, director, and any committee member against any and all expenses, including attorneys' fees, reasonably incurred by or imposed upon any officer, director, or committee member in connection with any action, suit or other proceeding, including, but not limited to, settlement of any suit or proceeding, to which an officer, director, or committee member may be a party by reason of his or her actions or omissions taken or made as an officer, director, or committee member. The officers, directors, and committee members

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shall not be liable for any mistake of judgment, negligent or otherwise, except for their own individual wilful misfeasance, malfeasance, or misconduct. The officers and directors shall have no personal liability with respect to any contract or other commitment made by them on behalf of the Association, and the Association shall indemnify and forever hold each such officer and director free and harmless against any and all liability to others on account of any contract or commitment. The Association shall, as a common expense, maintain adequate general liability and officers and directors liability insurance to fund this obligation, if such insurance is reasonably available.

ARTICLE 8

By-Laws

The first By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the same manner provided for herein for the amendment of these Articles.

ARTICLE 9

Amendments

Amendments to the Articles of Incorporation shall be adopted in the following manner:

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9.1 Notice of the subject matter of a proposed amendment shall be included in the notice to the members of any meeting at which a proposed amendment is to be considered. Except as otherwise provided herein or in the Declaration, a resolution adopting a proposed amendment shall require the approval of members entitled to vote not less than two-thirds of the total votes of the Association.

9.2 The Articles may also be amended without a meeting by the written joinder and consent to the amendment by all of the Directors and all of the members.

9.3 Anything herein to the contrary, notwithstanding: (a) no amendment shall make any changes in the qualifications for membership nor the voting rights of members, without approval in writing by all members and the joinder of all record owners of mortgages upon the Tracts; (b) no amendment shall be made that is in conflict with the Declaration; and (c) no amendment shall be made without the written consent of the Westchase Developer so long as Westchase Developer owns any part of the Westchase Project.

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ARTICLE 10

Subscriber

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

Name

John C. Rowlett

Address

3505 Frontage Road
Suite 145
Tampa, FL 33607

ARTICLE 11

Registered Office and Agent

The street address of the Association's initial registered office is 3505 Frontage Road, Suite 145, Tampa, Florida 33607 and the name of the Association's initial registered agent at such office is John C. Rowlett. The Association may change its registered office or agent or both by filing with the Department of State of the State of Florida a statement complying with Florida Statute 617.0501.

ARTICLE 12

Term

The term of the Association shall be perpetual.

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IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation for the uses and purposes herein expressed this 28th day of May, A.D. 1996.

John C. Rowlett
Incorporator

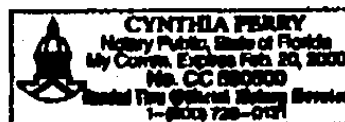
STATE OF FLORIDA

COUNTY OF Hillsborough

The foregoing instrument was acknowledged before me this 28th day of May, 1996, by John C. Rowlett

Cynthia Perry
Notary Public

My Commission Expires:



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

Pursuant to the provisions of Section 607.0501 or 617.0501, 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 Westchase Commercial Owners Association, Inc.

2. The name and address of the registered agent and office is:

John C. Rowlett
3505 Frontage Road
Suite 145
Tampa, FL 33607

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

DATED this 28th day of MAY, 1996.

John C. Rowlett
John C. Rowlett

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA