

HOLLAND & KNIGHT

Requestor's Name
315 SOUTH CALHOUN STREET

Address
Tallahassee, Florida 32301

City/State/Zip Phone #
224-7000

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98 JUN 12 PM 1:37

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. The Crescent Owners Association Inc
(Corporation Name) (Document #) EFFECTIVE DATE 6-10-98
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☐ Walk-in

☒ Pick up time 1:00

☒ Certified Copy

☐ Mail-out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
☒	Profit
☐	NonProfit
☐	Limited Liability
☐	Domestication
☐	Other

AMENDMENTS	
☐	Amendment
☐	Resignation of R.A., Officer/ Director
☐	Change of Registered Agent
☐	Dissolution/Withdrawal
☐	Merger

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****122.50 ****122.50

OTHER FILINGS	
☐	Annual Report
☐	Fictitious Name
☐	Name Reservation

REGISTRATION/ QUALIFICATION	
☐	Foreign
☐	Limited Partnership
☐	Reinstatement
☐	Trademark
☐	Other

P. Hall

JUN 12 1998

98 JUN 12 AM 11:42
DIVISION OF CORPORATION

Examiner's Initials

**ARTICLES OF INCORPORATION
OF
THE CRESCENT OWNERS ASSOCIATION, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the laws of the State of Florida, the undersigned do hereby voluntarily associate for the purpose of forming a corporation not-for-profit for the purposes and with powers set forth herein. All capitalized terms set forth herein, to the extent not defined herein, shall have the meanings set forth in The Crescent Declaration of Covenants, Conditions, and Restrictions to be recorded in the public records of Hillsborough County, Florida, as it may be modified and supplemented from time to time ("Declaration").

ARTICLE I - NAME

The name of the corporation is THE CRESCENT OWNERS ASSOCIATION, INC., hereinafter referred to as the "Association."

ARTICLE II - REGISTERED AGENT

EFFECTIVE DATE

The name and address of the Registered Agent of the Association is:

6-10-98

Intrastate Registered Agent Corporation
601 Brickell Ave., Suite 3000
Miami, Florida 33131

ARTICLE III - PRINCIPAL OFFICE

The principal office of the Association shall be located at 260 Franklin Street, Boston, Massachusetts 02110, but the Association may maintain offices and transact business in such places, within or without the State of Florida, as may from time to time be designated by the Board of Directors.

ARTICLE IV - PURPOSE AND POWERS

The Association does not contemplate pecuniary gain or profit to its Members. The specific purposes for which it is formed are to operate as a corporation-not-for-profit pursuant to Chapter 617, Florida Statutes and to provide for the maintenance, preservation and architectural control of all Improvements on the Property and the Common Areas all within that certain tract of land described in the Declaration ("Property"), as such is supplemented from time to time in accordance with its terms, all for the mutual advantage and benefit of the Members of this Association, who shall be the Individual Developers and Master Developer of the Parcels. For such purposes, the Association shall have and exercise the following authority and powers:

(1) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration, as the same may be amended from

time to time as therein provided, as well as in the provisions of these Articles and the Bylaws. The Declaration is incorporated herein by this reference as if set forth in detail;

(2) To fix, levy, collect and by any lawful means enforce payment of all Assessments pursuant to the terms of the Declaration, and to pay all Common Expenses in connection therewith;

(3) To acquire, by gift, purchase or otherwise, own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use, or otherwise dispose of real or personal property or any improvements thereon in connection with the affairs of the Association;

(4) To enter into contracts;

(5) To adopt rules and regulations for the use of Common Areas;

(6) To sue and to be sued, to pursue legal or equitable actions;

(7) To obtain and maintain policies of insurance necessary to protect the Association, its members and Common Areas;

(8) To maintain, repair, replace, operate and manage the Common areas.

(9) To exercise architectural control over Improvements within the Property pursuant to the rights granted to the Association in the Declaration.

(12) To have and to exercise any and all powers, rights and privileges which a corporation organized under the law of the State of Florida may now or hereafter have or exercise.

All of the Association's assets and earnings shall be used exclusively for the purposes set forth herein and in accordance with Section 528 of the Internal Revenue Code of 1986, as amended ("Code"), and no part of the assets of this Association shall inure to the benefit of any individual Member or any other person. The Association may, however, reimburse its Members for actual expenses incurred for or on behalf of the Association, and may pay compensation in a reasonable amount to its Members for actual services rendered to the Association, as permitted by Section 528 of the Code, other applicable provisions of the Code, federal and state law. In addition, the Board of Directors shall also have the right to exercise the powers and duties set forth in the Bylaws.

ARTICLE V - MEMBERSHIP

(1) Every person or entity who is an Individual Developer or Master Developer but excluding persons or entities holding an interest in a Parcel merely as security for performance for an obligation, shall be a Member of the Association. Membership (other than Master

Developer's) shall be appurtenant to and may not be separated from ownership or possession (pursuant to a Ground Lease) of a Parcel.

(2) The transfer of the membership of any Individual Developer shall be established by the recording in the public records of Hillsborough County of a deed or other instrument establishing a transfer of record title to any Parcels for which membership has already been established. Upon such recordation the membership interest of the transferor shall immediately terminate. Notwithstanding the foregoing, the Association shall not be obligated to recognize such a transfer of membership until such time as the Association receives a copy of the deed or other instrument establishing the transfer of ownership of the Parcel. It shall be the responsibility and obligation of the former and new Individual Developer of the Parcel to provide such copy to the Association.

(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 Lot owned by such Member.

ARTICLE VI - VOTING RIGHTS

(1) Voting Membership of the Association shall be divided into two (2) classes as follows:

- (a) Class A. Class A Voting Members shall be all Voting Members appointed by Individual Developers. Each Individual Developer shall appoint a person to be the Voting Member for the Parcel, to cast the number of votes assigned to such Parcel. The number of Class A Votes shall be equal to the number of acres within each Parcel rounded up to the nearest whole number. Accordingly, if an Individual Developer owns 13.2 gross acres in its Parcel, then the Individual Developer shall have fourteen (14) votes; if an Individual Developer owns 1.9 acres in its Parcel, it shall be entitled to two (2) votes.
- (b) Class B. The Class B Voting Member shall be the Master Developer, and its successors and assigns; provided, however, that any assignment of the Master Developer's rights or responsibilities as a Class B Member must be in writing. The Class B Voting Member shall be entitled to one (1) vote, plus two (2) votes for each vote which each Class A Voting Member is entitled to cast. The Class B membership shall terminate at such time as the Master Developer, its successors and assigns no longer has an ownership interest, possessory interest, leasehold rights or lien rights in or to any portion of the Property or the Improvements, or five (5) years from the date of recording the Declaration, whichever first occurs. Until that time Master Developer, its successors and assigns shall have absolute control of the Board and, through the Board, shall control the Association.

ARTICLE VII - BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of Directors, who shall be Members of the Association. The number of Directors of the Association shall be five (5). The names and addresses of the persons who are to act in the initial capacity of Directors until the selection and qualification of their successors are:

<u>Name</u>	<u>Address</u>
D. Scott Ross	Towermarc Corporation 260 Franklin St., Suite 1840 Boston, MA 02110
Peter Nowak	Towermarc Corporation 260 Franklin St., Suite 1840 Boston, MA 02110
Polyvios Vintiadis	Towermarc Corporation Two Sound View Drive Greenwich, CT 06831
Susan Costanegni	Towermarc Corporation Two Sound View Drive Greenwich, CT 06831
Louis J. Bloomfield	Progressive Casualty Insurance Co. 6300 Wilson Mills Road Mayfield Village, OH 44143

Until termination of Class B membership, the Board shall consist of Directors appointed by the Class B Member who shall serve until the Class B Member no longer has the right to appoint any Directors.

ARTICLE VIII - TERM OF EXISTENCE

This corporation shall have perpetual existence unless sooner dissolved in accordance with the provisions herein contained or in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is the date on which these Articles of Incorporation are signed by the Subscriber of the corporation.

ARTICLE IX - DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by at least the number of Required Owners. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public

agency to be used for purposes similar to those for which this Association as created, or for the general welfare of the residents of the County in which the Property is located. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to similar purposes.

ARTICLE X - OFFICERS

Subject to the direction of the Board of Directors, the affairs of this Association shall be administered by its officers, as designated in the Bylaws of this Association. Said officers shall be elected annually by the Board of Directors. The names and addresses of the officers who shall serve until the first annual meeting of the Board of Directors are:

<u>Name and Title</u>	<u>Address</u>
D. Scott Ross President	Towermarc Corporation 260 Franklin St., Suite 1840 Boston, MA 02110
Polyvios Vintiadis Vice President	Towermarc Corporation Two Sound View Drive Boston, MA 02110
Peter Nowak Secretary/Treasurer	Towermarc Corporation 260 Franklin St., Suite 1840 Boston, MA 02110

ARTICLE XI- BYLAWS

The Bylaws of this Association shall be adopted by the first Board of Directors, which Bylaws may be altered, amended, modified or appealed in the manner set forth in the Bylaws.

ARTICLE XII - AMENDMENTS

The Association shall have the right to amend or repeal any of the provisions contained in these Articles or any amendments hereto, provided, however, that any such amendment shall require the assent of the Required Owners. Amendments to these Articles need only be filed with the Secretary of State and do not need to be recorded in the public records of the County.

ARTICLE XIII - INDEMNIFICATION

This Association shall indemnify any and all of its directors, officers, employees or agents, or former directors permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made

a party by reason of his being or having been a director, officer, employee or agent, as herein provided. The foregoing right of indemnification shall not be inclusive of any other rights to which any such person may be entitled as a matter of law or which he may be lawfully granted. It shall be the obligation of the Association to obtain and keep in force a policy of officers' and directors' liability insurance.

ARTICLE XIV - SUBSCRIBER

The name and address of the Subscriber of the corporation is:

James H. Shimberg, Jr.
400 North Ashley Drive, Suite 2300
Tampa, Florida 33602

IN WITNESS WHEREOF, for the purpose of forming this Association under the laws of the State of Florida, the undersigned has executed these Articles of Incorporation this 10th day of June, 1998.

Signed, sealed and delivered
in the presence of:

Alice L. Cord
Print Name: ALICE L. CORD

Holly M. Reagan
Print Name: Holly M. Reagan

James H. Shimberg, Jr.
Print Name: James H. Shimberg, Jr.

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 10th day of June, 1998, by James H. Shimberg, Jr., who is personally known to me or who has produced _____ as identification.

Holly M. Reagan
Notary Public, State of Florida

Print Name: Holly M. Reagan
My Commission Expires: _____
Commission Number: _____



HOLLY M. REAGAN
MY COMMISSION # CC384467 EXPIRES
August 14, 1998
BONDED THRU TROY FAIN INSURANCE, INC.

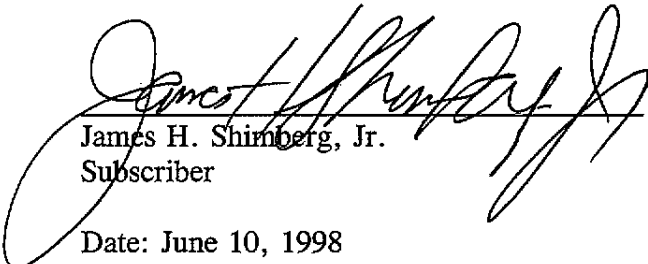
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CERTIFICATE OF DESIGNATION OF PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

98 JUN 12 PM 1:38
CLERK OF STATE
TALLAHASSEE, FLORIDA

In compliance with Section 48.091, Florida Statutes, the following is submitted:

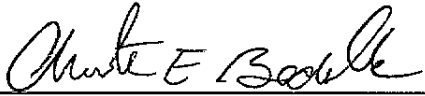
The Crescent Owners Association, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the City of Tampa, County of Hillsborough, State of Florida, has named Intrastate Registered Agent Corporation whose address is 601 Brickell Avenue, Suite 3000, Miami, Florida 33131, as its agent to accept service of process within Florida.


James H. Shimberg, Jr.
Subscriber

Date: June 10, 1998

Having been named to accept service of process for the above stated corporation, at the place designated in the certificate, I agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

INTRASTATE REGISTERED AGENT
CORPORATION

By: 
Print Name: Chester E. Bachelier
As Its: Vice President

Date: June 10, 1998