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CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 036506 8085839

AUTHORIZATION :

COST LIMIT : \$ 78.75



ORDER DATE : February 26, 2016

ORDER TIME : 9:28 AM

ORDER NO. : 036506-005

CUSTOMER NO: 8085839

DOMESTIC FILING

NAME: 500 BUILDING CONDOMINIUM  
ASSOCIATION, INC.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION  
 CERTIFICATE OF LIMITED PARTNERSHIP  
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
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 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Melissa Zender - EXT. 62956

EXAMINER'S INITIALS: \_\_\_\_\_

**ARTICLES OF INCORPORATION  
OF  
500 BUILDING CONDOMINIUM ASSOCIATION, INC.**

Pursuant to Chapter 617, Florida Statutes, the undersigned Incorporator hereby forms 500 Building Condominium Association, Inc., a Florida corporation not for profit, for the purposes set forth below:

ARTICLE 1

NAME

The name of the corporation is 500 Building Condominium Association, Inc. (the "Association"). The principal office of the Association is 3071 118th Avenue North, St. Petersburg, Florida 33716, or such other place as the Board of Directors may from time to time designate.

ARTICLE 2

PURPOSE

The purpose for which the Association is organized is to provide an entity pursuant to Chapter 718, Florida Statutes (the "Condominium Act"), responsible for the operation of 500 BUILDING, a Condominium (the "Condominium"), established pursuant to the Condominium Act on the land in Pinellas County, Florida, submitted to the condominium form of ownership by the Declaration of Condominium of the Condominium (the "Declaration"). All words, phrases and terms used herein shall have the same meanings as attributed to them in the Declaration.

ARTICLE 3

POWERS

The Association shall have all of the powers and privileges granted to a corporation not for profit under the laws of the State of Florida, pursuant to which the Association is chartered, all of the powers and duties set forth in the Condominium Act, the Declaration, these Articles, and the By-Laws, as from time to time amended, and all other powers necessary to effectuate the purposes of the Association set out herein, together with, but not limited to, the following powers:

3.1 To operate and manage the Condominium and to protect, maintain, repair and replace the common elements and the Common

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Facilities of the same, for the use and benefit of the owners of condominium parcels in the Condominium as the agent of said owners.

3.2 To levy and collect assessments against the members of the Association in accordance with the Declaration and the By-Laws of the Association and to use the proceeds of assessments to operate and manage the Condominium and for such other purposes as may be set forth in the Declaration.

3.3 To enter into contracts for the management, operation and maintenance of the Condominium and the common elements and the Common Facilities of the same with such individuals or legal entities as may be approved by the Board of Directors of the Association.

3.4 To purchase insurance upon the common elements, the Common Facilities and the Association property for the protection of the Association and its members only as provided in the Declaration.

3.5 To reconstruct improvements after casualty and to make further improvements of the common elements and the Common Facilities only as provided in the Declaration.

3.6 To borrow or raise money for any of the purposes of the Association, and from time to time without limit as to amount; to draw, make, accept, endorse, execute and issue promissory notes and other negotiable instruments and evidence of indebtedness, and to secure the payment of any thereof and of the interest thereon.

3.7 To employ accountants, attorneys and other personnel to perform the services required for the proper operation of the Condominium.

3.8 To make and amend reasonable Rules and Regulations governing the use, occupancy and activities of the Condominium Property.

3.9 To buy, sell, lease, mortgage, take by gift, devise or bequest or otherwise acquire, own, hold, improve, use or otherwise deal in or with real or personal property, or any interest therein.

3.10 To enforce by legal means the provisions of the Condominium Act, the Declaration, these Articles, the By-Laws and the Rules and Regulations governing the use, occupancy and activities of the Condominium Property.

All funds and the titles to all properties acquired by the Association and the proceeds thereof shall be held in trust for the benefit of the members, in accordance with the provisions of the Declaration, these Articles, and the By-Laws, as from time to time amended.

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ARTICLE 4

TERM

The existence of the Association shall be perpetual unless the Condominium is terminated pursuant to the provisions of the Declaration. In the event of such termination, the Association shall be dissolved in accordance with law.

ARTICLE 5

MEMBERSHIP

The qualification of members, the voting rights of members and the manner of their admission shall be as follows:

5.1 This Corporation shall be organized without any capital stock.

5.2 All record owners of legal title in the Condominium parcels shall be members of the Association, and no other persons or other entities shall be entitled to membership. There shall be a maximum of two (2) memberships in the Association.

5.3 The member(s) who own each unit shall collectively be entitled to cast one (1) vote. The votes of a unit shall not be divided or cumulated. Voting rights shall be exercised in accordance with the provisions of these Articles and the By-Laws of the Association.

5.4 Membership in the Association shall be established by the following methods:

(a) The Developer shall be the member of the Association representing both of the units and shall be entitled to all the rights and privileges accompanying such membership until each such unit is sold by the Developer to the unit owner. In connection therewith, the Developer shall assign to the unit owner its membership in the Association for that unit.

(b) The unit owners shall become members of the Association upon the recording in the Public Records of Pinellas County, Florida, of a deed or other instrument establishing change of record title to a Condominium parcel and the delivery to the Association of a copy of such instrument, the new owner designated by such instrument thereby becoming a member of the Association, and the membership of the Developer or the prior owner representing that unit shall at that time be terminated.

5.5 Membership in the Association may be transferred by the Developer or unit owner only as an appurtenance to the owner's Condominium parcel in connection with the transfer of the same.

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ARTICLE 6

DIRECTORS

6.1 The business of the Association shall be conducted by a Board of Directors consisting of three (3) Directors. Directors do not need to be members of the Association.

6.2 The Directors shall serve a term of one (1) year or until the election of their successors. The Directors shall be elected at the annual meeting of the members of the Association.

6.3 Until unit owners other than the Developer own fifteen percent (15%) or more of the units in the Condominium that will be operated ultimately by the Association, the Developer shall be entitled to elect all the Directors. When unit owners other than the Developer own fifteen percent (15%) or more of the units in the Condominium that will be operated ultimately by the Association, the unit owners other than the Developer shall be entitled to elect at least one-third (1/3rd) of the members of the Board of Directors of the Association and the Developer shall elect the remainder. The unit owners other than the Developer shall be entitled to elect at least a majority of the members of the Board of Directors upon the first to occur of any of the following events:

(a) Three (3) years after fifty percent (50%) of the units that will be operated ultimately by the Association have been conveyed to purchasers;

(b) Three (3) months after ninety percent (90%) of the units that will be operated ultimately by the Association have been conveyed to purchasers;

(c) When all the units that will be operated ultimately by the Association have been completed, some of them have been conveyed to purchasers, and none of the others are being offered for sale by the Developer in the ordinary course of business;

(d) When some of the units have been conveyed to purchasers and none of the others are being constructed or offered for sale by the Developer in the ordinary course of business;

(e) When the Developer files a petition seeking protection in bankruptcy;

(f) When a receiver for the Developer is appointed by the Circuit Court and is not discharged within thirty (30) days after such appointment, unless the court determines within thirty (30) days after appointment of the receiver that transfer of control would be detrimental to the Association or its members; or

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(g) Seven (7) years after the date of the recording of the certificate of a surveyor and mapper pursuant to Section 718.104(4)(e), Florida Statutes, or the recording of an instrument that transfers title to a unit in the Condominium which is not accompanied by a recorded assignment of developer rights in favor of the grantee of such unit, whichever occurs first.

The Developer shall be entitled to elect at least one (1) member of the Board of Directors of the Association as long as the Developer holds for sale in the ordinary course of business at least five percent (5%) of the units that will be operated ultimately by the Association. After the Developer relinquishes control of the Association, the Developer may exercise the right to vote any Developer-owned units in the same manner as any other unit owner except for purposes of reacquiring control of the Association or selecting the majority members of the Board of Directors.

#### ARTICLE 7

##### DIRECTORS AND OFFICERS

The names and mailing addresses of the first Board of Directors and the officers of the Association who shall hold office until their successors are elected and qualified are as follows:

<u>Name</u>	<u>Address</u>	<u>Title</u>
Judy K. Humbarger	3071 118th Avenue North St. Petersburg, FL 33716	President and Director
Michael E. Barger	3071 118th Avenue North St. Petersburg, FL 33716	Secretary and Director
Kimberly E. Barger	3071 118th Avenue North St. Petersburg, FL 33716	Treasurer and Director

#### ARTICLE 8

##### INCORPORATOR

The Incorporator is Judy K. Humbarger, whose address is 2071 118th Avenue North, St. Petersburg, Florida 33716.

#### ARTICLE 9

##### BY-LAWS

The By-Laws of the Association shall be adopted by the Board of Directors. Thereafter, the By-Laws may be amended, altered or rescinded only in accordance with those provisions of the By-Laws relating to amendment.

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ARTICLE 10

AMENDMENTS

10.1 The Articles of Incorporation may be amended by the members of the Association at a duly constituted meeting for such purpose; provided, however, that no amendment shall take effect unless approved by both of the voting members of the Association, who may be present in person or represented by written proxy. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered.

10.2 No amendment to the Articles of Incorporation shall be effective until the same has been filed with the Secretary of State of the State of Florida and recorded in the Public Records of Pinellas County, Florida, as an amendment to the Declaration. No amendment to the Articles of Incorporation shall be made which affects any of the rights and privileges provided the Developer, without the consent of the Developer, as long as it owns at least one (1) unit in the Condominium.

ARTICLE 11

ASSESSMENTS AND FUNDS

11.1 All assessments paid by the owners of condominium parcels in the Condominium for the maintenance and operation of the Condominium shall be utilized by the Association to pay for the cost of said maintenance and operation. The Association shall have no interest in any funds received by it from assessments against the unit owners except to the extent necessary to carry out the powers vested in it as the agent for said owners.

11.2 The Association shall make no distribution of income to its members, Directors or officers, and it shall be conducted as a nonprofit corporation.

11.3 Any funds held by the Association from its receipts, over and above the common expenses of the Condominium, shall be known as the common surplus of the Association and the same shall be held for the use and benefit of the members, in proportions equivalent to the shares of ownership in the common elements appurtenant to their units.

11.4 Upon termination of the Condominium and dissolution or final liquidation of the Corporation, the distribution of the members of the Association of the common surplus, in proportions equivalent to the shares of ownership in the common elements appurtenant to their units, shall not constitute or be deemed to be a dividend or distribution of income.

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ARTICLE 12

INDEMNIFICATION

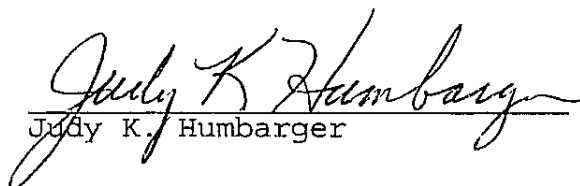
Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed upon him or her in connection with any legal proceeding or the settlement or appeal of any legal proceeding to which he or she may be a party, or in which he or she may become involved, by reason of his or her being or having been a Director or officer of the Association, whether or not he or she is 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 or her duties; provided that in the event of a settlement the indemnification herein shall apply only when 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 Director or officer may be entitled.

ARTICLE 13

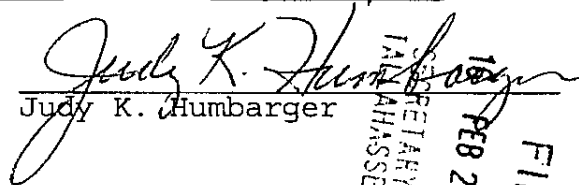
REGISTERED AGENT AND OFFICE

The registered agent upon whom service of process may be effected for the Association is JUDY K. HUMBARGER and the registered office of the Association is 3071 118th Avenue North, St. Petersburg, Florida 33716, or such other place as the Board of Directors may from time to time designate.

Having been named as registered agent to accept service for the Association at the registered office, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

  
Judy K. Humbarger

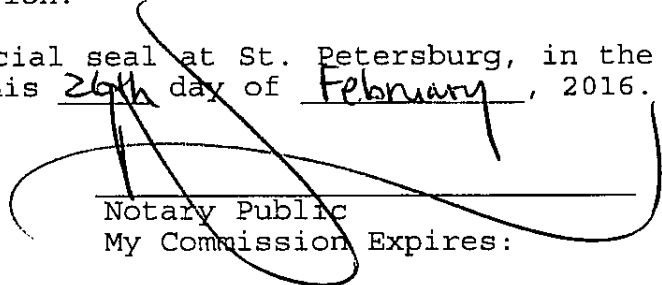
IN WITNESS WHEREOF, the Incorporator has executed these Articles of Incorporation on this 26TH day of FEBRUARY, 2016.

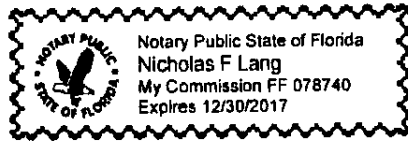
  
Judy K. Humbarger  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
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STATE OF FLORIDA       )  
COUNTY OF PINELLAS   ) ss:

BEFORE ME, the undersigned authority, on this day personally appeared, JUDY K. HUMBARGER, to me known to be the individual described as Incorporator in and who executed the foregoing Articles of Incorporation, and she acknowledged that she subscribed to said Articles of Incorporation.

WITNESS my hand and official seal at St. Petersburg, in the County and State aforesaid, this 26th day of February, 2016.

  
\_\_\_\_\_  
Notary Public  
My Commission Expires:



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