

# State of Florida



## Department of State

I certify from the records of this office that THE TOWERS OF CHANNELSIDE RHC CONDOMINIUM ASSOCIATION, INC. is a corporation organized under the laws of the State of Florida, filed on December 27, 2004.

The document number of this corporation is N04000012023.

I further certify that said corporation has paid all fees due this office through December 31, 2004, and its status is active.

I further certify that said corporation has not filed Articles of Dissolution.

I further certify that this is an electronically transmitted certificate authorized by section 15.16, Florida Statutes, and authenticated by the code, 704A00071593-122804-N04000012023-1/1, noted below.

Authentication Code: 704A00071593-122804-N04000012023-1/1

Given under my hand and the  
Great Seal of the State of Florida,  
at Tallahassee, the Capital, this the  
Twenty-eighth day of December, 2004.



*Glenda E. Hood*  
Glenda E. Hood  
Secretary of State



## FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

December 28, 2004

THE TOWERS OF CHANNELSIDE RHC CONDOMINIUM ASSOCIATION,  
204 E. TERRACE DRIVE  
PLANT CITY, FL 33563

The Articles of Incorporation for THE TOWERS OF CHANNELSIDE RHC CONDOMINIUM ASSOCIATION, INC. were filed on December 27, 2004, and assigned document number N04000012023. Please refer to this number whenever corresponding with this office.

Enclosed is the certification requested. To be official, the certification for a certified copy must be attached to the original document that was electronically submitted and filed under FAX audit number H04000251551.

A corporation annual report/uniform business report will be due this office between January 1 and May 1 of the year following the calendar year of the file/effective date year. A Federal Employer Identification (FEI) number will be required before this report can be filed. Please apply NOW with the Internal Revenue Service by calling 1-800-829-3676 and requesting form SS-4.

Please be aware if the corporate address changes, it is the responsibility of the corporation to notify this office.

Should you have questions regarding corporations, please contact this office at the address given below.

Loria Poole  
Document Specialist  
New Filings Section  
Division of Corporations

Letter Number: 704A00071593

Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

**ARTICLES OF INCORPORATION  
OF  
THE TOWERS OF CHANNELSIDE RHC CONDOMINIUM ASSOCIATION, INC.  
(a Non-Profit Florida Corporation)**

THE UNDERSIGNED INCORPORATOR, being a natural person competent to contract, for the purpose of forming a Condominium Association 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 Condominium Association shall be THE TOWERS OF CHANNELSIDE RHC CONDOMINIUM ASSOCIATION, INC. ("Condominium Association"). All capitalized terms contained in this instrument shall have the same defined meaning as contained in the Declaration of Condominium, unless otherwise provided to the contrary.

**ARTICLE II. PURPOSE AND POWERS**

Section 1. Purpose. The purpose for which the Condominium Association is organized is to provide an entity for the operation and governance of THE TOWERS OF CHANNELSIDE RHC, A CONDOMINIUM (the "Condominium"), located at upon lands in Tampa, Hillsborough County, Florida, said property being described in the duly recorded Declaration of Condominium applicable thereto.

The Condominium 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 powers and duties contemplated in the Declaration and the Condominium Act, together with all powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration of Condominium 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 of the Association shall be subject to and shall be exercised in accordance with the provisions hereof and of the Declaration of Condominium, the By-Laws and the Condominium Act, provided that in the event of conflict, the provisions of the Condominium Act shall control over those of the Declaration of Condominium and By-Laws.

**ARTICLE III. DEVELOPER**

The Towers of Channelside, LLC, a Florida limited liability company shall make and declare or has made and declared a certain Declaration of Condominium submitting to condominium ownership certain property described therein under the terms, covenants, and conditions expressed more fully therein; the Condominium is to be known as The Towers of Channelside RHC, A Condominium.

**ARTICLE IV. TERM**

The term for which this Condominium Association shall exist shall be perpetual. In the event the Condominium Association is dissolved, the Condominium Association shall ensure that all maintenance of the Condominium is delegated, transferred or assigned to a similar not-for-profit Condominium Association.

**ARTICLE V. INCORPORATOR**

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

Stephen L. Kussner, Esquire  
 GrayRobinson, P.A.  
 201 North Franklin Street  
 Suite 2200  
 Tampa, Florida 33602

**ARTICLE VI. OFFICERS**

The officers of the Condominium Association shall be a President, Vice President, Secretary and Treasurer and such other officers as the Board of Directors may from time to time determine. The officers of this Condominium Association shall be elected for a term of 1 year (unless otherwise provided in the By-Laws), and until a successor shall be elected and qualified, by the Board of Directors at their annual meeting and in accordance with the provisions provided therefor in the By-Laws of the Condominium Association. Until transfer of the control of the Condominium Association to the Unit Owners other than the Developer has been accomplished, the officers need not be directors or members.

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

|                    |                                    |
|--------------------|------------------------------------|
| Richard Sacchi     | President                          |
| Michael McGuinness | Vice President                     |
| Bradley Hite       | Vice President/Secretary/Treasurer |

**ARTICLE VII. DIRECTORS**

The affairs of the Condominium Association shall be managed by a Board of Directors composed of not less than 3 directors. Until control of the Condominium Association is transferred to Unit Owners other than the Developer, the Developer shall be entitled to designate non-member directors to the extent permitted by the Florida Condominium Act. Except for non-member directors appointed by the Developer, all directors shall be elected at the annual membership meeting of the Association.

The first Board of Directors shall be comprised of 3 persons who shall serve until their respective successors are elected (or designated) and qualified. The names and addresses of the members of the Board of Directors who shall serve as the first Directors are:

| <u>Name</u>        | <u>Address</u>                                    |
|--------------------|---|
| Richard Sacchi     | 204 E. Terrace Drive<br>Plant City, Florida 33563 |
| Michael McGuinness | 204 E. Terrace Drive<br>Plant City, Florida 33563 |
| Bradley Hite       | 204 E. Terrace Drive<br>Plant City, Florida 33563 |

Notwithstanding anything in these Articles of Incorporation, or the By-Laws to the contrary, the Developer shall be entitled to elect or designate from time to time all or a part of the directors that will manage the affairs of the Condominium Association until such time as the Developer is no longer entitled to elect or designate directors or a director pursuant to the Condominium Act in effect on the date of the creation of the Condominium Association. The Developer shall be entitled to elect or designate all of the directors of the Condominium Association as long as members other than the Developer own less than 15% of the Units that will be operated ultimately by the Condominium Association. Unit Owners other than the Developer, at such time as such Unit Owners own 15% or more of the Units in the Condominium, are entitled to elect not less than one-third of the members of the Board of Directors. Unit Owners other than the Developer are entitled to elect not less than a majority of the members of the Board of Directors (a) 3 years after 50% of the Units in the Condominium have been conveyed to purchasers; (b) 3 months after 90% of the Units in the Condominium have been conveyed to purchasers; (c) when all the Units that will be operated ultimately by the Condominium 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; or (e) 7 years after recordation of the Declaration. After such time that the members other than the Developer are entitled to elect not less than a majority of the members of the Board of Directors, the Developer shall be entitled to elect at least one member of the Board of Directors (unless such right is waived in writing by the Developer in its discretion) as long as the Developer holds for sale in the ordinary course of business at least 5% of the Units.

#### ARTICLE VIII. BY-LAWS

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

#### ARTICLE IX. MEMBERS

Membership in the Condominium 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 Condominium Association and said membership is to become vested in the transferee. If Unit ownership is vested in more than 1 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 1 vote as a member of the Condominium Association. The manner of designating voting members and exercising voting rights shall be determined by the By-Laws.

#### ARTICLE X. AMENDMENTS

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

(a) The Board of Directors shall adopt a resolution setting forth the proposed amendment and, if there are members of the Association, the Board shall direct that it be submitted to a vote at a meeting of the members, which may be either the annual or a special meeting. If there are no members of the Association, the amendment shall be adopted by a vote of the majority of directors and the provisions for adoption by members shall not apply.

(b) Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each member of record entitled to vote thereon within the time and in the manner provided herein for the giving of notice of meetings of members. If the meeting is

an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

(c) At such meeting, a vote of the members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of a majority of the votes of all members of the Association entitled to vote thereon.

No amendment to these Articles of Incorporation shall be made which affects any of the rights, obligations and privileges provided to the Developer in the condominium documents without the written consent of the Developer.

**ARTICLE XI. PRINCIPAL PLACE OF BUSINESS**

The principal place of business of the Condominium Association shall be 204 E. Terrace Drive, Plant City, Florida 33563, or at such other place or places as may be designated from time to time.

**ARTICLE XII. REGISTERED OFFICE AND AGENT**

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


Stephen L. Kussner, Esquire  
GrayRobinson, P.A.  
201 North Franklin Street, Suite 2200  
Tampa, Florida 33602

**ARTICLE XIII. INDEMNIFICATION**

The Condominium 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 Condominium Association, including reasonable counsel fees, except as to matters wherein he 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 22<sup>nd</sup> day of December, 2004.



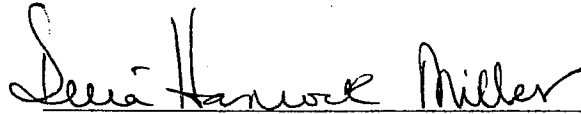
Stephen L. Kussner, Incorporator

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 22<sup>nd</sup> day of December, 2004, by **Stephen L. Kussner**, being known to me to be the person who executed the foregoing Articles of Incorporation of The Towers of Channelside RHC Condominium Association, Inc. He is personally known to me.

My Commission Expires:

(AFFIX NOTARY SEAL)



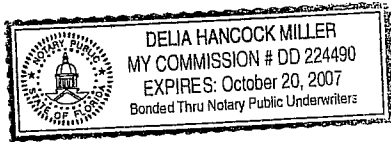
Name: Delia Hancock Miller  
(Signature)

(Legibly Printed)

Notary Public, State of Florida

DD-224490

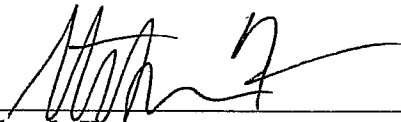
(Commission Number, if any)



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**ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT**

The undersigned, having been named as registered agent and to accept service of process for The Towers of Channelside RHC 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 his/her duties and is familiar with and accepts the obligations of his/her position as registered agent.

  
\_\_\_\_\_  
Stephen L. Kussner