

**ARTICLES OF INCORPORATION**

**A, B, C, D, E**

# State of Florida



## Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of TYRONE FIFTH AVENUE APARTMENTS CONDOMINIUM ASSOCIATION, INC., a corporation organized under the Laws of the State of Florida, filed on April 9, 1990, as shown by the records of this office.

The document number of this corporation is N37515.

Given under my hand and the  
Great Seal of the State of Florida,  
at Tallahassee, the Capital, this the  
9th day of April, 1990.



Jim Smith  
Secretary of State

N 9 1

ARTICLES OF INCORPORATION

APR 10 1990  
FILED  
CLERK OF COUNTY

TYRONE FIFTH AVENUE APARTMENTS CONDOMINIUM ASSOCIATION, INC.

The undersigned incorporators associate themselves through these Articles in order to form a corporation not-for-profit under the laws of the State of Florida, and do hereby adopt the following Articles of Incorporation.

1. The name of the corporation is TYRONE FIFTH AVENUE APARTMENTS CONDOMINIUM ASSOCIATION, INC., hereinafter referred to as the "Association".

2. The period of duration for the corporation is perpetual.

3. The purpose of the corporation is to provide an entity, in accordance with the Florida Condominium Act, Chapter 718, to operate Tyrone Fifth Avenue Apartments "A" & "E", a Condominium; Tyrone Fifth Avenue Apartments "B" & "C", a Condominium and Tyrone Fifth Avenue Apartments "D", a Condominium. Hereinafter, these condominiums are referred to as the "Condominiums".

4. All terms used in these Articles of Incorporation have the same meaning as designated in the Declarations of Condominium for the Condominiums, unless these Articles provide otherwise.

5. The Association shall have full powers permitted a corporation not-for-profit under Florida law which do not conflict with these Articles, the Declarations of Condominium of the Condominiums, and Association bylaws, or the Condominium Act. The Association shall also have those powers reasonably necessary to carry out its responsibilities for the operation of the condominiums in accordance with the Declarations of Condominium of the Condominiums and the Association By-Laws, which powers shall include, but not be limited to the following:

a. To make and collect assessments against members as unit owners for the purpose of exercising its powers and carrying out its responsibilities for the operation of the condominium.

b. To buy, sell, trade, lease, or encumber property, real or personal, and to construct additional improvements of the condominiums' property.

c. To maintain, repair, replace, reconstruct after casualty, operate and manage the condominiums' property or any property owned or leased by the Association for use by member unit owners.

d. To acquire and pay for insurance on the condominiums' property and for the protection of the Association and member unit owners.

e. To make and amend reasonable rules and regulations for the use and appearance of all property in the condominiums for the benefit, health, safety, welfare, and happiness of member unit owners.

f. To approve or disapprove the leasing, transfer, mortgaging, ownership or possession of units in the manner provided for in the Declarations of Condominium or the Association By-Laws.

g. To enforce through legal means the Condominium Act, the Declarations of Condominium, the By-Laws of the Association, these Articles and any rule or regulation as contemplated by Section 5e of these Articles.

h. To contract for management of the condominiums and also to contract for the management or operation of those portions of the common elements which are susceptible to such management or operation, or to enter leases for such common elements for the same purpose.

i. To hire employees to perform the services needed for the proper operation of the condominiums.

The Association shall, in exercising these and all other powers, be subject to and act in accordance with the Condominium Act, the Declarations of Condominium, the Association By-Laws, and these Articles. The Association shall distribute no part of its income to its members, directors, or officers, and if the Association is dissolved, all its assets shall be transferred only to another nonprofit corporation or a public agency. All funds and all titles of any properties acquired by the Association and any proceeds therefrom shall be held in trust for the unit owners in accordance with Chapter 718, Florida Statutes, the Declaration of Condominium, the Association, By-Laws, and these Articles.

6. The By-Laws describe the persons who are members of the Association, and upon termination of the Association members at the time of the termination and their successors and assigns shall be members. Members' shares in the funds and assets of the Association may not be assigned, hypothecated, or transferred in any member except as an appurtenance to the unit for which the share is held. In all matters on which the membership is entitled to vote, each member of the Association shall have a vote as provided for in the Declarations of Condominium and the Association By-Laws. The manner in which a vote is to be cast or exercised shall be determined by the Declarations of Condominium and the Association By-Laws.

7. The business and affairs of the Association shall be managed by a board consisting of five (5) directors. Directors shall be members of the Association as provided for in the By-Laws. The method of election and replacement of Directors shall be as provided for in the By-Laws. The names and addresses of the first board of directors who shall hold office until their successors are elected and have qualified or until removed, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
<u>Kathryn E. Barber</u> Kathryn E. Barber	<u>5912-5th Ave. N., #4, St. Petersburg, Fl.</u> 33710
<u>Mary Niehoff</u> Mary Niehoff	<u>5916-5th Ave. N., #10, St. Petersburg, Fl.</u> 33710
<u>Pasquale Recivo</u> Pasquale Recivo	<u>5908-5th Ave. N., #10, St. Petersburg, Fl.</u> 33710
<u>Helene F. Gibson</u> Helene F. Gibson	<u>5900-5th Ave. N., #8, St. Petersburg, Fl.</u> 33710
<u>Virginia Thomas</u> Virginia Thomas	<u>5912-5th Ave. N., #6, St. Petersburg, Fl.</u> 33710

8. The affairs of the Association shall be administered by the officers provided for in the By-Laws. At the first meeting of the board of directors following the Association annual meeting, the board shall elect the officers who will thereafter serve at the pleasure of the board. The names and addresses of the officers who shall serve until such time as the board of directors appoints successors are as follows:

<u>OFFICE</u>	<u>NAME</u>	<u>ADDRESS</u>
President	<u>Kathryn E. Barber</u> Kathryn E. Barber	<u>5912-5th Ave. N., #4, St. Petersburg, Fl.</u> 33710
1st Vice President	<u>Mary Niehoff</u> Mary Niehoff	<u>5916-5th Ave. N., #10, St. Petersburg, Fl.</u> 33710
2nd Vice-President	<u>Helene F. Gibson</u> Helene F. Gibson	<u>5900-5th Ave., N., #8, St. Petersburg, Fl.</u> 33710
Secretary	<u>Virginia Thomas</u> Virginia Thomas	<u>5912-5th Ave., N., #6, St. Petersburg, Fl.</u> 33710
Treasurer	<u>Pasquale Recivo</u> Pasquale Recivo	<u>5908-5th Ave., N., #10, St. Petersburg, Fl.</u> 33710

9. The Association shall indemnify directors, officers, members, employees, or agents of the Association against all expense and liabilities including attorney's fees, costs, judgments, fines, and settlements reasonably incurred or imposed as a result of any proceeding to which any director, officer, member, employee, or agent of the Association may have been a party or may have been otherwise involved by reason of his serving or previously having served the Association at its

request. However, unless the board of directors approves indemnification as being in the best interest of the Association and places in the minutes of the meeting at which such decision is made reasons therefor, no indemnification shall be permitted where a court of competent jurisdiction decides that the party seeking indemnification was guilty of willful misfeasance or malfeasance in the performance of his duties. The right of indemnification shall not be exclusive of any rights to which a person seeking indemnification might be entitled.

10. The By-Laws may be amended in the manner provided for in the By-Laws.

11. The Articles may be amended as follows. Notice of the subject of a proposed amendment must be included in the notice of the meeting at which the amendment is to be considered. A resolution for the adoption of the amendment may be proposed by either the board of directors or any member of the Association. Any director or member of the Association not present in person or by proxy at the meeting may express his approval in writing provided that the approval must be in the possession of the Secretary of the Association at the meeting. Amendments may be approved by a two-thirds (2/3) vote of members of the Association at a meeting called in accordance with the By-Laws. No amendment shall change the qualification for membership, voting or property rights for members, the Association's obligation under Article 5 of these Articles to exercise its powers in accordance with the Condominium Act, the Declarations of Condominium, the By-Laws, and these Articles, or its obligation under Article 5 concerning distribution of Association income, dissolution, and the holding of all funds and titles to properties acquired by the Association for the benefit of unit owners, without written approval by all members and the joinder of all record owners of mortgages on units. No amendment may be made which conflicts with the Declarations of Condominium or the Condominium Act. A copy of any amendment which is adopted shall be accepted and certified by the Secretary of State and be recorded in the public records of Pinellas County, Florida.

12. The names and addresses of the incorporators of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
<u>Kathryn E. Barber</u>	<u>5912-5th Ave. N., Apt. 10, St. Petersburg, FL 33710</u>
<u>Mary Niehoff</u>	<u>5915-5th Ave. N., Apt. 10, St. Petersburg, FL 33710</u>
<u>Helene F. Gibson</u>	<u>5900-5th Ave. N., Apt. 3, St. Petersburg, FL 33710</u>

13. The initial registered office of this corporation shall be located at 1150 Cleveland Street, Suite 420, Clearwater, Florida. 34615 The Registered Agent of the corporation shall be Robert L. Tankel, 1150 Cleveland Street, Suite 420, Clearwater, FL 34615.

IN WITNESS WHEREOF, THE UNDERSIGNED incorporators have affixed their signatures below at Pinellas County, Florida, on the 14 day of March, 1990.

Kathryn E. Barber  
Kathryn E. Barber  
Mary Niehoff  
Mary Niehoff  
Helene F. Gibson  
Helene F. Gibson

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was freely and voluntarily acknowledged before me by Kathryn Barber, who is well known to me to be the person described in the Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal at St. Petersburg, Pinellas, County, Florida this 14 day of March, 1990.

Ann E. Terrell  
Notary Public  
My Commission Expires APRIL 1, 1993  
Notary Public, State of Florida at Large  
My Commission Expires APRIL 1, 1993

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was freely and voluntarily acknowledged before me by Mary Niehoff who is well known to me to be the person described in the Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal at St. Petersburg, Pinellas, County, Florida this 14 day of March, 1990.

Ann E. Terrell  
Notary Public  
My Commission Expires APRIL 1, 1993  
Notary Public, State of Florida at Large  
My Commission Expires APRIL 1, 1993

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was freely and voluntarily acknowledged before me by Heline F. Gibson, who is well known to me to be the person described in the Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal at St. Petersburg  
Pinellas, County, Florida this 14 day of March  
1990.

*Ann E. Jarrill*

Notary Public

My Commission Expires: Notary Public, State of Florida at Large  
My Commission Expires APRIL 1, 1993

Having been named to accept service of process for the above-stated corporation at the place designated herein, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

*Robert L. Tankel*

Robert L. Tankel, Esq.  
On behalf of BECKER, POLIAKOFF &  
STREITFELD, P.A.

FILED  
Apr 9 9 43 AM '90  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA