

**EXHIBIT "B" TO DECLARATION OF COVENANTS, CONDITIONS  
AND RESTRICTIONS FOR OAK BEND TOWNHOMES**

**ARTICLES OF INCORPORATION OF  
OAK BEND TOWNHOMES OWNERS' ASSOCIATION, INC.**

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**OAK BEND TOWNHOMES OWNERS' ASSOCIATION, INC.**

The undersigned, pursuant to the provisions of Chapters 617 and 720, Florida Statutes, providing for the formation, liability, rights, privileges and immunities of a corporation not-for-profit, does hereby declare as follows:

**ARTICLE I. - NAME OF CORPORATION**

The name of this corporation shall be OAK BEND TOWNHOMES OWNERS' ASSOCIATION, INC., a Florida corporation not for profit, hereinafter referred to as the Association.

**ARTICLE II. - GENERAL NATURE OF BUSINESS**

The general nature of the business to be conducted by the Association shall be the operation and management of the affairs and property of the residential subdivision located in Pinellas County, Florida, known as Oak Bend Townhomes, as more particularly described in the subdivision plat thereof recorded in the Public Records of Pinellas County, Florida, and to perform all acts provided in the Declaration of Covenants, Conditions and Restrictions for said residential subdivision, and all exhibits thereto, as duly amended from time to time, and the provisions of Chapters 617 and 720, Florida Statutes.

**ARTICLE III.- POWERS**

The Association shall have all of the statutory powers of a corporation not-for-profit and all of the powers and duties set forth the Declaration of Covenants, Conditions and Restrictions of Oak Bend Townhomes and all exhibits attached thereto, as duly amended from time to time, and the powers and duties set forth in Chapters 617 and 720, Florida Statutes.

**ARTICLE IV.- MEMBERS**

All persons owning a vested present interest in the fee title to a Lot, which interest is evidenced by a duly recorded instrument in the Public Records of Pinellas County, Florida, shall be Members of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall terminate automatically and immediately at the time a Member's vested interest in the fee title in and to his or her Lot terminates. The change of membership in the Association shall be evidenced in the Association's records by delivery to the Association of a copy of the recorded deed or other instrument of conveyance transferring fee title to the Lot. Membership shall be appurtenant to and shall not be separated from ownership of the Lot. Prior to the recording of this Declaration of Covenants, Conditions and Restrictions, the Developer shall constitute the sole Member of the Association.

## ARTICLE V.- VOTING RIGHTS

The Association shall have two classes of Membership:

Class "A" Members shall be entitled to one (1) vote per Lot at Membership meetings. When more than one (1) person owns a Lot in Oak Bend Townhomes, the one (1) vote for that Lot shall be exercised as they, among themselves, determine and advise the Secretary of the Association, in writing, prior to the time the meeting is called to order, but in no event shall more than the one (1) vote allocated to that Lot be cast, and the vote shall not be divided among the Owners of any one Lot. In the absence of any such notification to the Secretary of the Association, the vote allocated to the Lot shall be suspended if more than one (1) person seeks to exercise it. In the case of a Lot owned by a corporation, partnership, limited partnership, limited liability partnership, limited liability company or other entity, one (1) natural person shall be designated to be the primary representative of the Lot Owner for all purposes under the Declaration of Covenants, Conditions and Restrictions for Oak Bend Townhomes, these Articles of Incorporation, and the Bylaws of the Association. If a Lot is owned by a trustee or trustees of a trust, the trustee or trustees shall be deemed the primary representative(s) of the Lot Owner. If a Class "A" Member owns more than one (1) Lot, such Member shall have the right to cast the one (1) vote allocated to that Lot for each Lot owned.

The Class "B" Member shall be the Developer. The Class "B" Member shall have five (5) votes for each Lot which it owns; provided, however, that after transition of homeowners' association control from the Developer to the nondeveloper Members as provided in these Articles of Incorporation and Section 720.307, Florida Statutes, has occurred, the Developer shall not cast votes in an amount that exceeds one (1) vote per Lot.

## ARTICLE VI.- INCOME DISTRIBUTION

No part of the income of the Association shall be distributable to its Members, except as compensation for services rendered, and then only to the extent allowed by Chapter 720, Florida Statutes.

## ARTICLE VII.- EXISTENCE

The existence of the Association shall commence with the filing of these Articles of Incorporation with the Florida Secretary of State. The Association shall exist perpetually unless dissolved according to law. However, if the Association is dissolved, the property consisting of the surface water management system shall be conveyed to one of the following: (1) local government units, including counties and municipalities; (2) active water control districts, drainage districts, Community Development Districts, Special Assessment Districts, or water management districts; (3) state of federal agencies; (4) duly constituted communication, water, sewer, stormwater, electrical, or other public utilities; (5) construction permittees; or (6) non-profit corporations, including homeowners' associations; property owners' associations, Community owners' or master

associations; provided that any non-profit corporation shall have sufficient powers to (a) own and convey property; (b) operate and perform maintenance of the permitted project on common property as exempted or permitted by the Agency; (c) establish rules and regulations governing membership of take any other actions necessary for the purposes for which the corporation or association was organized; (d) assess members for the cost of operating and maintaining the common property, including the stormwater management system, and enforce the collection of such assessments; (e) sue and be sued; (f) contract for services to provide for operation and maintenance (if the association contemplates employing a maintenance company); (g) require all owners of real property or units to be members of the corporation or association; and (h) demonstrate that the land on which the system is located is owned or other wise controlled by the corporation or association to the extent necessary to operate and maintain the system or convey operation and maintenance to another entity.

**ARTICLE VIII.- REGISTERED OFFICE, REGISTERED AGENT,  
PRINCIPAL PLACE OF BUSINESS**

The registered office of the Association shall be at 8055-12th Avenue South, St. Petersburg, Florida 33707-2708, and the registered agent at such address shall be Randolph W. Russell until such time as another registered agent is appointed by resolution of the Board of Directors. The initial principal place of business of the Association shall be 8055-12th Avenue South, St. Petersburg, Florida 33707-2708.

**ARTICLE IX.- NUMBER OF DIRECTORS**

The business of the corporation shall be conducted by a Board of Directors. Initially, there shall be three (3) Directors. The number of Directors may be increased or decreased as more particularly described in the Bylaws, provided, however, that there shall never be less than three (3) nor more than five (5) Directors. After transition of homeowners' association control from the Developer to the nondeveloper Members as provided in these Articles of Incorporation and Section 720.307, Florida Statutes, has occurred, all Directors must be Lot Owners. Each Director shall have one (1) vote.

**ARTICLE X.- BOARD OF DIRECTORS AND OFFICERS**

The names and mailing addresses of the initial Board of Directors and officers are as follows:

<u>Name</u>	<u>Address</u>
RANDOLPH W. RUSSELL	8055-12th Avenue South St. Petersburg, Florida 33707-2708
RANDOLPH J. W. RUSSELL	8055-12th Avenue South St. Petersburg, Florida 33707-2708

JEMIE B. RUSSELL

8055-12th Avenue South  
St. Petersburg, Florida 33707-2708

Except as expressly authorized pursuant to Chapter 720, Florida Statutes, the Directors shall not be compensated by the Association for their services as Directors.

#### **ARTICLE XI.- RECALL AND REMOVAL OF DIRECTORS**

Subject to the provisions of Article XIII hereof, and the provisions of Sections 720.307 and 720.303(10) Florida Statutes, and any rules and regulations promulgated pursuant thereto, members of the Board of Directors may be recalled from office with or without cause, by the affirmative vote of a majority of the total voting interests of the Association.

#### **ARTICLE XII.- INDEMNIFICATION OF OFFICERS AND DIRECTORS**

Every Director and every officer of the Association shall, to the maximum extent required and allowed by Florida law, be indemnified by the Association against all expenses and liabilities, including, but not limited to, attorney's fees reasonably incurred by or imposed upon him or her in connection with any proceedings or the settlement of any proceeding to which he or she may be a party or in which he or she may become involved by reason of 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 when the Director or officer is adjudged guilty of willful misfeasance, malfeasance, or nonfeasance in the performance of his or her duties. The foregoing right of indemnification shall be in addition to and exclusive of all other rights and remedies to which such Director or officer may be entitled.

The Association may purchase and maintain insurance on behalf of all officers and Directors against any liability asserted against them or incurred by them in their capacity as officers and Directors or arising out of their status as such, and the premiums and all other costs associated with such insurance shall be a Common Expense.

#### **ARTICLE XIII.- RIGHTS OF DEVELOPER**

A. As more particularly set forth in Section 720.307, Florida Statutes, Members other than the Developer are entitled to elect at least a majority of the members of the Board of Directors of the Association when the earlier of the following events occurs:

1. Three (3) months after ninety percent (90%) of the Lots in Oak Bend Townhomes that will ultimately be operated by the Association have been conveyed to Class "A" Members;
2. Such other percentage of the Lots have been conveyed to Class "A" Members, or such other date or event has occurred, as is set forth in the governing documents in order to

comply with the requirements of any governmentally chartered entity with regard to the mortgage financing of Lots;

3. Upon the Developer abandoning or deserting its responsibility to maintain and complete the amenities or infrastructure as disclosed in the governing documents. There is a rebuttable presumption that the Developer has abandoned and deserted the property if the Developer has unpaid assessments or guaranteed amounts under Section 720.308, Florida Statutes, for a period of more than two (2) years;

4. Upon the Developer filing a petition seeking protection under Chapter 7 of the federal Bankruptcy Code;

5. Upon the Developer losing title to the property through a foreclosure action or the transfer of a deed in lieu of foreclosure, unless the successor owner has accepted an assignment of Developer rights and responsibilities first arising after the date of such assignment;

6. Upon a receiver for the Developer being appointed by a circuit court and not being discharged within thirty (30) days after such appointment, unless the court determines within thirty (30) days after such appointment that transfer of control would be detrimental to the Association or its Members; or

7. Upon delivery of written notice from the Developer to the Association that the Developer intends to transfer control of the Association to the nondeveloper Members.

B. For the purposes of this Article, the terms "Members other than the Developer" and "nondeveloper Members" shall not include builders, contractors, or others who purchase a Lot for the purpose of constructing improvements thereon for resale.

C. Members other than the Developer are entitled to elect at least one member of the Board of Directors of the Association if fifty percent (50%) of the Lots in Oak Bend Townhomes which will ultimately be operated by the Association have been conveyed to Class "A" Members.

D. The Developer is 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 Lots in Oak Bend Townhomes. After the Developer relinquishes control of the Association, the Developer may exercise the right to vote any Developer-owned voting interests in the same manner as any other Member, except for purposes of reacquiring control of the Association or selecting the majority members of the Board of Directors.

E. Any Director appointed by the Developer may be removed and replaced by the Developer at any time, subject only to the foregoing rights of the Class "A" Members.

F. Election of members of the Board of Directors by Members other than the Developer,

and transfer of control of the Association from the Developer to Members other than the Developer, shall occur in accordance with the provisions of Section 720.307, Florida Statutes, and any rules and regulations pertaining thereto promulgated by the Division of Florida Condominiums, Timeshares and Mobile Homes.

**ARTICLE XIV.- BYLAWS**

The first Bylaws of the Association shall be adopted by the Board of Directors of the Association and may be altered, amended or rescinded in the manner provided in such Bylaws.

**ARTICLE XV.- AMENDMENT**

These Articles of Incorporation may be amended as set forth in Chapters 617 and 720, Florida Statutes; provided, however, that any such amendment shall be approved by at least seventy percent (70%) of the total voting interests of the Association. Until the election of a majority of the members of the Board of Directors by Members other than the Developer has occurred, no amendment shall be effective without the prior written consent of the Developer.

**ARTICLE XVI.- CHAPTER 720, FLORIDA STATUTES**

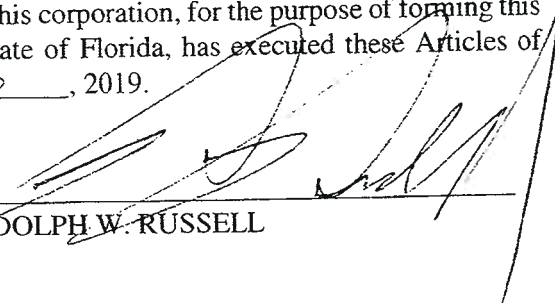
In the event of a conflict between the provisions of these Articles of Incorporation and Chapter 720, Florida Statutes, or in the event Chapter 720, Florida Statutes, sets forth mandatory provisions that are not expressly contained herein, the terms and provisions of Chapter 720, Florida Statutes, shall control (except to the extent that Chapter 720, Florida Statutes, allows these Articles of Incorporation to vary from the provisions of Chapter 720, Florida Statutes) and, to that extent, are incorporated by reference herein. Notwithstanding anything to the contrary contained herein or in the Bylaws of the Association or the Declaration of Covenants, Conditions and Restrictions of Oak Bend Townhomes, all as duly amended from time to time, any reference of any nature whatsoever to Chapter 720, Florida Statutes, or any Section thereof, shall for all purposes mean and refer to Chapter 720, Florida Statutes, as it exists on the date the Declaration of Covenants, Conditions and Restrictions for Oak Bend Townhomes is recorded in the Public Records of Pinellas County, Florida.

**ARTICLE XVI.- SUBSCRIBER**

The name and street address of the subscriber to these Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
RANDOLPH W. RUSSELL	8055-12th Avenue South St. Petersburg, Florida 33707-2708

The undersigned, being the Incorporator of this corporation, for the purpose of forming this corporation not for profit under the laws of the State of Florida, has executed these Articles of Incorporation this 17 day of December, 2019.

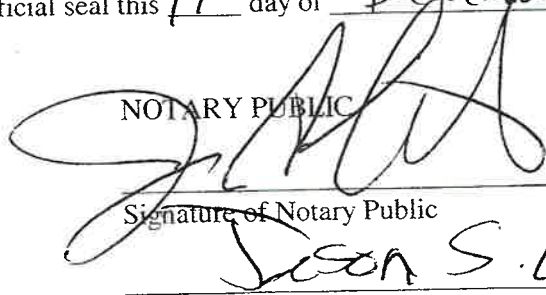
  
\_\_\_\_\_  
RANDOLPH W. RUSSELL

STATE OF FLORIDA        )  
  )  
COUNTY OF PINELLAS    )

The foregoing instrument was acknowledged before me, a notary public authorized to take acknowledgments in the State and County set forth above, this by RANDOLPH W. RUSSELL, who is personally known to me and who did not take an oath, and he acknowledged to and before me that he executed said Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal this 17<sup>th</sup> day of December, 2019, in the aforesaid County and State.



NOTARY PUBLIC  
  
\_\_\_\_\_  
Signature of Notary Public  
Jason S. Links

Printed Name of Notary Public  
Commission Number:  
My Commission Expires:

**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND STREET ADDRESS FOR SERVICE OF PROCESS  
WITHIN FLORIDA**

Pursuant to Section 48.091, Florida Statutes, OAK BEND TOWNHOMES OWNERS' ASSOCIATION, INC., a Florida corporation not for profit, desiring to organize under the laws of the State of Florida, hereby designates RANDOLPH W. RUSSELL, whose address is 8055-12th Avenue South, St. Petersburg, Florida 33707-2708, as its Registered Agent to accept service of process within the State of Florida.



**ACCEPTANCE BY REGISTERED AGENT**

Having been named Registered Agent and designated to accept service of process for the above named corporation, at the place designated herein, I hereby state that I am familiar with and accept the appointment as Registered Agent and agree to act in this capacity

Dated the 17 day of DECEMBER, 2019.



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RANDOLPH W. RUSSELL