

INSTRUMENT # 2341408  
84 PGS

**EXHIBIT "E"**

**ARTICLES OF INCORPORATION  
OF  
TOWER24 VILLAGE OWNERS ASSOCIATION, INC.**

By these Articles of Incorporation, the undersigned Subscriber forms a corporation not for profit in accordance with Chapter 617, Florida Statutes, and pursuant to the following provisions ("these Articles");

**ARTICLE I**

**NAME**

The name of the corporation shall be **TOWER24 VILLAGE OWNERS ASSOCIATION, INC.** For convenience, the corporation shall be referred to in this instrument as the "Association."

**ARTICLE II**

**DURATION**

The Association shall exist perpetually unless and until dissolved according to law. Corporate existence of the Association shall commence upon the filing of these Articles with the Florida Department of State.

**ARTICLE III**

**PRINCIPAL OFFICE**

The principal office of the Association is located at **5800 NW 39<sup>th</sup> Avenue, Suite 101 Gainesville, FL 32606.**

**ARTICLE IV**

**REGISTERED OFFICE AND AGENT**

**Paul Bowers**, whose address is **5800 NW 39<sup>th</sup> Avenue, Gainesville, Florida, 32606**, is hereby appointed the initial registered agent of the Association and the registered office shall be at said address.

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ARTICLE V

PURPOSE AND POWERS OF The Association

The Association shall not pay dividends and no part of any income of the Association shall be distributed to its Members, directors or officers. The Association is formed to carry out the duties and responsibilities imposed upon it by the Declaration of Covenants, Conditions and Restrictions filed by Tower24, LLC, a Florida limited liability company which have been or will be recorded in the Public Records of Alachua County, Florida. The Association shall have all the powers of a nonprofit corporation organized under the laws of the State of Florida, subject only to such limitations upon the exercise of such powers as are expressly set forth in these Articles, the By-laws, or the Declaration. The Association shall have the power and duty to do any and all lawful things which may be authorized, assigned, required or permitted to be done by the Declaration, these Articles and the By-laws, and to do and perform any and all acts which may be necessary or proper for, or incidental to, the exercise of any of the duties or powers of the Association for the benefit of the Owners and for the maintenance, administration and improvement of the Exhibit "A" Property and Common Property within its jurisdiction.

The Association shall in addition to any other duties and powers set forth herein or as may be provided by Florida Statutes, shall operate, maintain and manage the Drainage System as that term is defined in the Declaration, in a manner consistent with the St. Johns River Water Management District (the "District") permit issued for the project for which this Association was formed and as to all applicable District rules, and shall assist in the enforcement of the provisions of the Declaration which relate to the Drainage System. In this regard, the Owner's Association shall levy and collect adequate assessments against the Owners in the Owner's Association for the cost of maintenance and operation of the Drainage System.

ARTICLE VI

MEMBERSHIP

Each Owner of a Parcel in the Exhibit "A" Property as defined in the Declaration, including Declarant, shall be a Member of the Association. Any person or entity who holds any interest merely as a security for the performance of any obligation shall not be a Member. The Association membership of each such Owner shall be appurtenant to the Parcel giving rise to such membership, and shall not be transferred except upon the transfer of title to said Parcel and then only to the transferee of title thereto. Any prohibited separate transfer shall be void. Any transfer of title shall operate automatically to transfer the membership in the Association appurtenant thereto to the new Owner thereof.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board, elected as provided for in the by-laws of the Corporation, of not less than three (3), nor more than five (5) directors who need not be Members. The initial Board shall be comprised of three (3) people. Anything in these Articles to the contrary notwithstanding, until such time as Declarant has conveyed to purchasers not affiliated with Declarant all lands, or at such earlier date as may be selected by Declarant, Declarant shall be entitled to designate the Board of Directors of the Association. The names and address of persons who are to act in the capacity of director until appointment or election of their successors pursuant to these Articles are:

<u>Name</u>	<u>Address</u>
Robert R. Rowe	5800 NW 39 <sup>th</sup> Avenue, Suite 101 Gainesville, FL 32606
Thomas A. Robinson	5800 NW 39 <sup>th</sup> Avenue, Suite 101 Gainesville, Florida, 32606
Paul Bowers	5800 NW 39 <sup>th</sup> Avenue, Suite 101 Gainesville, Florida, 32606

Once Declarant relinquishes its right to appoint the Board of Directors, the Members shall elect the directors for staggered terms of two (2) years each. To create the staggered terms, one post shall become vacant in one (1) year and a successor director shall be elected. The second post shall be deemed vacant at the end of the second year, and a successor director shall be elected. All successor directors shall serve for terms of two (2) years each. In the event that the number of people comprising the Board of Directors is changed, such change in number shall be implemented in such a manner as to have as nearly equal in number as possible the number of directors whose terms expire in any given year.

ARTICLE VIII

OFFICERS

The affairs of the Association shall be administered by the officers designated in the By-laws. The officers shall be elected by the Board of Directors at the first meeting, and they shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President	Robert R. Rowe	5800NW39Avenue, Suite 101 Gainesville, FL 32606
Vice President	Thomas A. Robinson	5800NW39 <sup>th</sup> Avenue, Suite 101 Gainesville, FL 32606
Secretary/Treasurer	Paul Bowers	5800NW39 <sup>th</sup> Avenue, Suite 101 Gainesville, FL 32606

## ARTICLE IX

### INDEMNIFICATION

9.1 Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding whether civil, criminal, administrative or investigative, or any settlement of any proceeding, or any appeal from such proceeding to which he may be a party or in which he may become involved by reason of his being or having been a director or officer of the Association, or having served at the Association's request as a director or officer of any other corporation, whether or not he is a director or officer at the time such expenses are incurred, regardless of by whom the proceeding was brought, except in relation to matters as to which any such director or officer shall be adjudged liable for gross negligence or willful misconduct, provided that in the event of a settlement, the indemnification shall apply only when the Board of Directors of the Association approves such settlement and reimbursement as being for the best interest 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.

9.2 Expenses incurred in defending a suit or proceeding whether civil, criminal, administrative or investigative may be paid by the Association in advance of the final disposition of such action, suit or proceeding if authorized by all of the non-interested directors upon receipt of an undertaking by or on behalf of the director or officer to repay such amount if it shall ultimately be determined that he is not to be indemnified by the Association as authorized by these Articles of Incorporation.

9.3 The Association shall have the power to purchase at its expense and maintain insurance on behalf of any person who is or was a director or officer of the Association, or is or was serving at the request of the Association as a director or officer of another association, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of these Articles.

ARTICLE X

BY-LAWS

The By-laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the By-laws.

ARTICLE XI

AMENDMENTS

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

**11.1 Resolution.** The Board of Directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of Members, which may be either the annual or a special meeting.

**11.2 Notice.** Within the time and in the manner provided in the By-laws for the giving of notice of meetings of Members, 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. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

**11.3 Vote.** 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 both the affirmative vote of a majority of the votes of Members of each class entitled to vote thereon as a class and the affirmative vote of a majority of the votes of all Members entitled to vote thereon.

**11.4 Multiple Amendments.** Any number of amendments may be submitted to the Members and voted upon by them at one meeting.

**11.5 Agreement.** If all of the Directors and all of the Members eligible to vote sign a written statement manifesting their intention that an amendment to these Articles be adopted, then the amendment shall thereby be adopted as though subsections 13.1 through 13.3 had been satisfied.

**11.6 Action Without Directors.** The Members may amend these Articles without an act of the Directors at a meeting for which notice of the changes to be made is given.

**11.7 Limitations.** No amendment shall make any changes in the qualifications for Members nor the voting rights of Members without approval in writing by all Members. No amendment shall be made that is in conflict with the Declaration. So long as Declarant shall own any lands within the Development Plan, no Declarant related amendment shall be made to the Declaration, or to the Articles or By-laws of the Association unless such amendment is first approved in writing by Declarant. Any amendment shall be deemed to be Declarant related if it does any of the following:

- a. Directly or indirectly by its provisions or in practical application relates to Declarant in a manner difference from the manner in which it relates to other Owners;
- b. Modifies the definitions provided for by Article I of the Declaration in a manner which alters Declarant's rights or status;
- c. Modifies or repeals any provision of Article II of the Declaration;
- d. Alters the character and rights or membership as provided for by Article III of the Declaration or affects or modifies in any manner whatsoever the rights of Declarant as a Member of the Association ;
- e. Alters any previously recorded or written agreement with any public or quasi-public agencies, utility company, political subdivision, public authorities or other similar agencies or bodies, respecting zoning, streets, roads, drives, easements or facilities;
- f. Denies the right of Declarant to convey to the Association Multi-Use Site Common Property;
- g. Modifies the basis or manner of assessment as applicable to Declarant or any lands owned by Declarant;
- h. Alters or repeals any of Declarant's rights or any provision applicable to Declarant's right as provided for by any such provision of the Declaration.

**11.8 Filing.** A copy of each amendment shall be certified by the Secretary of State, State of Florida, and be recorded in the Public Records of Alachua County, Florida.

**11.9 Amendments that affect the Drainage System.** Anything contained herein to the contrary notwithstanding, amendments to the Articles or By-Laws which directly or indirectly impact operation and maintenance of the Drainage System, including but without limitation, all lakes, ditches, canals, retention or detention areas, drainage and other surface water management works, preservation or conservation areas, or wetlands and wetland mitigation areas which are owned by the Owners's Association or the Owners in common may be made only after approval by the District and the local governmental agency having jurisdiction over the Drainage System. Such approval shall be in the form of a modification to any and all permits issued by the District or the local governmental agency having jurisdiction, under the lawfully adopted ruled of the District and the local governmental agency having jurisdiction, in effect at the time of any application for such modification. Amendments to the Articles or By-Laws which do not impact operation or maintenance of the Drainage System may be made without authorization of the District or the local governmental agency having jurisdiction, however a copy of any such amendments shall be forwarded to the District within thirty (30) day of approval.

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ARTICLE XII

SUBSCRIBERS

The name and address of the Subscribers to these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Robert R. Rowe	5300 SW 91 <sup>st</sup> Terrace, Suite B Gainesville, FL 32608
James D. Salter	3940 NW 16 <sup>th</sup> Blvd., Bldg B Gainesville, FL 32605
Jenese J. Bolduc	3940 NW 16 <sup>th</sup> Blvd., Bldg B Gainesville, FL 32605

ARTICLE XIII

NON-STOCK CORPORATION

The Association is organized on a non-stock basis and shall not issue shares of stock evidencing membership in the Owner's Association ; provided, however, that membership in the Association may be evidenced by a certificate of membership which shall contain a statement that the Association is a corporation not for profit.

IN WITNESS WHEREOF, the undersigned Subscribers have caused these presents to be executed as of the \_\_\_ day of \_\_\_\_\_, 2006.

Signed, sealed and delivered  
in the presence of:

\_\_\_\_\_  
Print Name \_\_\_\_\_

\_\_\_\_\_  
Robert R. Rowe

\_\_\_\_\_  
Print Name \_\_\_\_\_

\_\_\_\_\_  
James D. Salter

\_\_\_\_\_  
Jenese J. Bolduc



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STATE OF FLORIDA  
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this \_\_\_ day of \_\_\_\_\_, 2006, by Robert R. Rowe, James D. Salter, and Jenese J. Bolduc as Subscribers to the Articles of Incorporations. Such person(s):

- ( ) is/are personally known to me.
- ( ) produced a current Florida Driver's license as identification.
- ( ) produced \_\_\_\_\_ as identification.

(SEAL)

\_\_\_\_\_  
Print Name: \_\_\_\_\_  
Notary Public, State of Florida  
My Commission Expires:  
Serial Number, if any: \_\_\_\_\_