

ARTICLES OF INCORPORATIONOFBAY POINTE VILLAS CONDOMINIUM ASSOCIATION, INC.

The undersigned do hereby associate themselves for the purpose of forming a corporation not for profit as allowed by Section 718 and Section 617 of the Florida Statutes. Pursuant to the provisions and laws of the State of Florida, we certify as follows:

1. NAME

The name of the corporation shall be BAY POINTE VILLAS CONDOMINIUM ASSOCIATION, INC., hereinafter referred to as the "Association", with its principal registered office located at 10825 Seminole Boulevard, Largo, FL 33778. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

2. PURPOSE

The purpose for which the Association is organized is to provide an entity pursuant to Chapter 718, Florida Statutes 1997, hereinafter called the "Condominium Act", for the operation of BAY POINTE VILLAS, A CONDOMINIUM, (the "Condominium") to be created pursuant to the provisions of its Declaration of Condominium and the Condominium Act.

3. POWERS

The powers of the Association shall include and be governed by the following provisions:

3.1 The Association shall have all of the common law and statutory powers of a corporation not for profit not in conflict with the terms of these Articles of Incorporation or the Condominium Act.

3.2 The Association shall have all of the powers and duties set forth in the Condominium Act, these Articles of Incorporation and the Declaration of Condominium and its attendant documents, and all of the powers and duties reasonably necessary for operation of the Condominium. In the event of a conflict between the powers of the Association as is set forth in these Articles of Incorporation, the Bylaws, or the Declaration of Condominium and the Condominium Act, the Condominium Act shall prevail.

Prepared by:

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FL Bar No. 0108435

3.3 All funds and the titles to all properties acquired by the Association, and their proceeds, shall be held in trust for the members in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation, and the Bylaws of the Association, and the costs, expenses, maintenance, care and upkeep of such properties for the benefit of the members shall be considered common expenses of the Condominium.

3.4 The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration of Condominium and the Bylaws.

3.5 The Association shall have the power and authority to levy, charge, assess and collect fees, charges and assessments from the Unit Owners as allowed by the Declaration of Condominium.

3.6 The Association shall have the power and authority to own, acquire, operate and maintain the common surface water management system, hereinafter referred to by name or together with other areas collectively as the "Common Elements" as further described in the Plat of the properties. The "Surface Water Management System" shall mean those water management areas defined by Rule 40D-4.021(5), Florida Administrative Code. Examples of components of the Surface Water Management System include, but are not limited to, the following: streets, roads, rights-of-way, inlets, ditches, culverts, structures, retention and detention areas, ponds, lakes, floodplain compensation areas, wetland mitigation areas and conservation/preservation areas.

3.7 Notwithstanding anything herein to the contrary, the corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in Section 501(c)(7) of the Internal Revenue Code and its regulations as the same now exist or as they may be hereinafter amended from time to time.

3.8 The corporation shall have no power to declare dividends, and no part of its net earnings shall inure to the benefit of any member or director of the corporation or to any other private individual. The corporation shall have no power or authority to engage in activities which consist of carrying on propaganda or otherwise attempting to influence legislation, or to participate in, or intervene in, any political campaign on behalf of any candidate for public office.

3.9 The corporation shall have no capital stock.

3.10 This Section shall not be construed to give the Association any powers not authorized by the Condominium Act.

#### 4. MEMBERSHIP

4.1 The members of the Association shall consist of all of the record Owners of Units in the Condominium which have adopted these Articles, hereinafter referred to as "Units", and after termination of the Condominium shall consist of those who are members at the time of such termination, and their successors and assigns.

4.2 Membership shall be acquired by recording in the Public Records of the County within which the Condominium is situate, a deed or other instrument establishing record title to a Unit in the Condominium, the Owner designated by such instrument thus becoming a member of the Association, and the membership of the prior Owner being thereby terminated, provided, however, any party who owns more than one Unit shall remain a member of the Association so long as such owner shall retain title to or a fee ownership interest in any Unit.

4.3 The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the Unit.

4.4 On all matters upon which the member shall be entitled to vote, there shall be one vote for each Unit, which vote may be exercised or cast in such manner as may be provided in the Bylaws of the Association. Any person or entity owning more than one Unit shall be entitled to one vote for each Unit owned.

4.5 The Developer shall be a member of the Association and shall be allowed one vote for each Unit owned by the Developer.

#### 5. EXISTENCE

The Corporation shall have perpetual existence.

In the event the Corporation is dissolved, the property consisting of the Surface Water Management System shall be conveyed to an appropriate agency of local government and, in the event such governmental agency is unwilling to accept such property, then the Surface Water Management System shall be dedicated to a similar non-profit corporation.

#### 6. SUBSCRIBERS

The names and addresses of the subscribers to these Articles of Incorporation are:

Thomas Kapper  
10825 Seminole Boulevard Suite 2-B  
Largo, FL 33778

## 7. OFFICERS

The affairs of the Association shall be administered by a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time designate. Any person may hold two offices, excepting that the same person shall not hold the office of President and Secretary. Officers of the Association shall be those set forth herein or elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association, and 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:

Thomas Kapper - President  
10825 Seminole Boulevard Suite 2-B  
Largo, FL 33778

Ruth Slatford - Vice President  
10825 Seminole Boulevard Suite 2-B  
Largo, FL 33778

Nancy Kapper - Secretary  
10825 Seminole Boulevard Suite 2-B  
Largo, FL 33778

Cheryl Gentry - Treasurer  
10825 Seminole Boulevard Suite 2-B  
Largo, FL 33778

## 8. DIRECTORS

8.1 The affairs of the Association shall be managed by a Board of Directors who need not be members of the Association. The membership of the Board shall consist of not less than three (3) Directors until the control of the Association is transferred to the Unit Owners other than the Developer pursuant to Florida Statute 718.301. Thereafter, the Board shall consist of not less than five (5) Directors. Provided, however, that the Board shall always consist of an odd number of Directors.

8.2 Directors of the Association shall be elected at the annual meeting of the members in the manner provided by the Bylaws. Directors may be removed and vacancies on the Board shall be filled in the manner provided by the Bylaws.

8.3 The first election of Directors shall not be held until the Developer, as defined in the Declaration of Condominium, is required by law to elect directors in

accordance with Florida Statute 718.301. That is to say, the Developer shall remain in control of the Board of Directors until required to relinquish pursuant to Section 718.301(1)(a) through (e). The Directors named in these Articles shall serve until the first election of Directors, and any vacancies in office occurring before the first election shall be filled by the remaining Directors and/or the Developer.

8.4 The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

Thomas Kapper  
10825 Seminole Boulevard Suite 2-B  
Largo, FL 33778

Ruth Slatford  
10825 Seminole Boulevard Suite 2-B  
Largo, FL 33778

Nancy Kapper  
10825 Seminole Boulevard Suite 2-B  
Largo, FL 33778

## 9. 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 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, or found to have breached his or her fiduciary duty, in the performance of 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.

## 10. BYLAWS

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

## 11. AMENDMENT

These Articles of Incorporation shall be amended in the following manner:

11.1 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.

11.2 A resolution for the adoption of a proposed amendment may be proposed by the Board of Directors of the Association or by the members of the Association. A member may propose such an amendment by instrument in writing directed to any member of the Board of Directors signed by not less than twenty percent (20%) of the membership. Amendments may be proposed by the Board of Directors by action of a majority of the Board at any regularly constituted meeting thereof. Upon an amendment being proposed as herein provided, the President or, in the event of the President's failure to act, the Board of Directors, shall call a meeting of the membership to be held not sooner than fifteen (15) days nor later than sixty (60) days thereafter for the purpose of considering said amendment. Directors and members not present in person at the meeting considering the amendment may express their approval in writing provided such approval is delivered to the Secretary at or prior to the meeting. Except as provided herein, such approval must be either by:

(a) Not less than sixty-six and two-thirds percent (66-2/3%) of the entire membership of the Board of Directors and by not less than sixty-six and two-thirds percent (66-2/3%) of the votes of the entire membership of the Association; or

(b) Not less than sixty-six and two-thirds percent (66-2/3%) of the votes of the entire membership of the Association.

11.3 Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of the members, nor any change in Paragraph 3.3, without approval in writing by all members and the joinder of all record Owners of mortgages on the Condominium Units. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium. No amendment shall be made without the written approval of the Developer if such amendment shall cause an assessment of the Developer as a Unit Owner for capital improvements, constitute an action that would be detrimental to the sales of Units by the Developer, or any other such action which would inhibit, impair, or otherwise preclude the rights reserved to the Developer by way of the Declaration of Condominium.

11.4 Any amendment (including termination) of the Declaration of Condominium that would affect the ownership, operation or maintenance of the Surface Water Management System, or that would affect the Surface Water Management System of the Common Elements, shall not be effective without the prior written approval of the Southwest Florida Water Management District.

11.5 A copy of each amendment shall be filed with the Secretary of State, pursuant to the provisions of the applicable Florida Statutes, and a copy certified by the

PINELLAS COUNTY FLA.  
OFF. REC. BK 10183 PG 782

Secretary of State shall be recorded in the Public Records of the County where the condominium is located.

12. REGISTERED AGENT

The corporation hereby appoints Thomas Kapper, located at 10825 Seminole Boulevard, Unit 2B Seminole, Florida 33778, as its Registered Agent to accept service of process within this state.

IN WITNESS WHEREOF, the Subscribers have affixed their signatures hereto this 1<sup>st</sup> day of July, 1998.

Signed, Sealed and Delivered  
in the Presence of:

[Signature]

[Signature] (SEAL)  
Thomas Kapper

Melissa Esposito

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this day 1<sup>st</sup> of July, 1998, by Thomas Kapper, as Subscriber.

[Signature]  
Print: \_\_\_\_\_

NOTARY PUBLIC

My Commission Expires:

Personally known  OR produced identification \_\_\_\_\_

Type of identification produced: Driver's License \_\_\_\_\_ OR Other: \_\_\_\_\_



Roger A. Larson  
MY COMMISSION # CC524842 EXPIRES  
January 28, 2000  
BONDED THRU TROY FARM INSURANCE, INC.