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FLORIDA NON-PROFIT CORPORATION

Players Club at Bayside Lakes Homeowners Association

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**ARTICLES OF INCORPORATION
OF**

PLAYERS CLUB AT BAYSIDE LAKES HOME OWNERS ASSOCIATION, INC.

(A Corporation Not-For Profit)

In Order to form a corporation under and in accordance with the provisions Chapter 617, Florida Statutes for the formation of corporations not-for-profit, the undersigned, hereby forms a corporation for the purposes and with the powers hereinafter mentioned; and to that end the undersigned does, and by these Articles of Incorporation, set forth:

ARTICLE I

NAME

The name of the proposed Corporation shall be **PLAYERS CLUB AT BAYSIDE LAKES HOMEOWNERS ASSOCIATION, INC.**, hereinafter referred to as "Association" or "Corporation".

ARTICLE II

PURPOSE

The purposes and objects of the Corporation shall be to administer the operation and management of the **PLAYERS CLUB AT BAYSIDE LAKES**, to be established hereunder by **PLAYERS CLUB DEVELOPMENT CORP.**, hereinafter referred to as "Developer", to be established in accordance with the laws of the State of Florida upon the following described property situate, lying and being in Brevard, Florida, to-wit:

Property as described on Exhibit "A", attached hereto and made a part hereof.
and to undertake the performance of the acts and duties incident to the administration of the operation and management of the Community, in accordance with the terms, provisions, conditions and authorization contained in these Articles, and which may be contained in the **DECLARATION OF COVENANTS AND RESTRICTIONS FOR PLAYERS CLUB AT BAYSIDE LAKES**, an Residential Community, which will be recorded in the Public Records of Brevard County, Florida, and to own, operate, sell, trade and otherwise deal with such property,

whether real or personal as may be necessary or convenient in the administration of the said **PLAYERS CLUB AT BAYSIDE LAKES.**

The Corporation shall be conducted as a non-profit organization for the benefit of its members.

These Articles of Incorporation shall not constitute notice to anyone, regardless of whether a copy of these Articles of Incorporation shall be recorded in the Public Records of Brevard County, Florida, of any right, title, or interest in the aforesaid land by, or in the part of this Corporation, and these Articles of Incorporation shall not encumber the aforesaid land in any manner.

ARTICLE III
POWERS

The Corporation shall have the following powers:

1. It shall have all the powers and privileges granted to corporations not-for-profit under the law pursuant to which this corporation is chartered and all of the powers and privileges which may be granted unto said Corporation or exercised by, to or under any other applicable laws of the State of Florida.

2. It shall have all the powers reasonably necessary to implement and effectuate the purposes of the Corporation, including, but not limited to, the following:

A. To make and establish reasonable rules and regulations governing the use of the Lots/Units and the common elements in **PLAYERS CLUB AT BAYSIDE LAKES**, as said terms may be defined in said Declaration of Covenants and Restrictions for **PLAYERS CLUB AT BAYSIDE LAKES.**

B. To levy and collect assessments against members of the Corporation to defray the common expenses of **PLAYERS CLUB AT BAYSIDE LAKES**, as may be provided in said Declaration and in the By-laws of this Corporation, which may be hereinafter adopted, including the right to levy and collect assessments for the purposes of acquiring, operating, leasing, managing, and otherwise trading and dealing with such property, whether real or personal, related to **PLAYERS CLUB AT BAYSIDE LAKES.**

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C. To maintain, repair, replace, operate and manage the property and common areas of **PLAYERS CLUB AT BAYSIDE LAKES**, including the right to reconstruct improvements after casualty, and make further improvements to the property.

D. To contract for the management of the **PLAYERS CLUB AT BAYSIDE LAKES**, and to delegate to such contractor all of the powers and duties of the Corporation, except those which may be required by the Declaration to have approval of the Board of Administration or membership of the Corporation.

E. To enforce the provisions of the said Declaration, these Articles of Incorporation and the By-laws of the Corporation which may be hereafter adopted, and the rules and regulations governing the use of **PLAYERS CLUB AT BAYSIDE LAKES**, as the same may be hereafter established.

F. To now or hereafter acquire and enter into leases and agreements of every nature, whereby the Corporation acquires leaseholds, memberships and other possessory or use interests in land or facilities, to provide enjoyment, recreation, or other use or benefit to the owners of the Lots/Units, all as may be deemed by the Board of Administration to be in the best interest of the Corporation.

G. The Association shall operate, maintain and manage the surface water or stormwater management system(s) in a manner consistent with the St. Johns River Water Management District requirements and applicable District rules, and shall assist in the enforcement of the Declaration of Covenants and Restrictions which relate to the surface water or stormwater management system.

H. The Association shall levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the surface water or stormwater management system.

I. To provide security services, recreational services, insurance protection, maintenance of all common areas and generally to promote the health, safety and welfare of **PLAYERS CLUB AT BAYSIDE LAKES**.

J. To exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the Corporation pursuant to said Declaration or the Statutes of the State of Florida.

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ARTICLE IV
MEMBERSHIP

The qualification of the members, and the manner of their admission to membership, shall be as follows:

1. The owners of all Lots/Units in **PLAYERS CLUB AT BAYSIDE LAKES** shall be members of the Corporation, and no other persons or entities shall be entitled to membership., except as provided in paragraph 2 of this Article IV.

2. Membership shall be established by the acquisition of fee title to a Lot/Unit in **PLAYERS CLUB AT BAYSIDE LAKES**, whether by conveyance, devise, judicial decree or otherwise, and the membership of any party shall be automatically terminated upon his being divested of all title, or his entire fee ownership interest in any Lot/Unit, except that nothing herein contained shall be construed as terminating the membership of any party who may have an interest in two or more Lots/Units, so long as such party shall retain title to, or a fee ownership interest in the Lot/Unit.

3. The rights of every member shall be subject to and governed by the Declaration, these Articles and By-laws, and by the rules and regulations.

4. The interest of a member in the funds and assets of the Corporation cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to his Lot/Unit. The funds and assets of the Corporation shall belong solely to the Corporation, subject to the limitation that the same be expended, held or used for the benefit of the membership and for the purposes authorized herein and in the Declaration and in the said By-laws.

ARTICLE V
BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors. The number of Directors on the Board shall never be less than three (3), nor more than five (5) members. The number of Directors shall be determined from time to time by the Board. Except for the initial Directors and their replacements designated by the Developer, all Directors of the Association must be members of the Association in good standing. Except for those Directors appointed by the Developer, the Directors shall serve for a period of one (1) year ending on the date of the

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annual meeting, or until such Director's resignation or removal pursuant to the Declaration, these Articles and the By-laws. The Directors shall be appointed or elected in the following manner:

1. The initial Board of Directors, and their addresses, who shall hold office and serve until their successors are elected or appointed, are as follows:

MICHAEL MCWILLIAMS 517-A N. Harbor City Blvd., Melbourne, Florida 32935
ELLEN MCWILLIAMS 517-A N. Harbor City Blvd., Melbourne, Florida 32935
JOAN MCWILLIAMS 517-A N. Harbor City Blvd., Melbourne, Florida 32935

2. The Developer shall have the right to appoint a majority of the Directors until the Developer has conveyed at least ninety percent (90%) of the Lots/Units within **PLAYERS CLUB AT BAYSIDE LAKES (all phases)**. Thereafter, Developer shall have the right to appoint one (1) Director so long as Developer owns at least one (1) Lot/Unit.

3. The members shall have the right to elect one (1) member to the Board when the Developer has conveyed fifty percent (50%) of the Lots/Units within **PLAYERS CLUB AT BAYSIDE LAKES**.

4. Other than appointments by the Developer, the Directors of the Association shall be elected by a majority vote of the Association in accordance with these Articles and the By-laws of the Association at the regular annual meeting of the members of the Association, or at a special meeting duly called for such purpose.

5. Should there be any conflict regarding Directors specified in these Articles and By-laws and the Declaration, then the terms and conditions of the Declaration shall govern.

ARTICLE VI **VOTING RIGHTS**

On all matters on which the membership shall be entitled to vote, each Lot/Unit owner shall be entitled to one (1) vote per Lot/Unit to be cast by its owner as determined by the Declaration Of Covenants And Restrictions For **PLAYERS CLUB AT BAYSIDE LAKES**. Should any member own more than one (1) Lot/Unit, such member shall be entitled to exercise or cast as many votes as the number of Lots/Units he owns in the manner provided above.

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ARTICLE VII
OFFICERS

The affairs of the Corporation shall be administered by the President of the Corporation, assisted by the Vice-President, Secretary and Treasurer, subject to the directions of the Board of Directors. The initial officers of the Corporation shall be the following:

PRESIDENT/TREASURER/SECRETARY MICHAEL MCWILLIAMS

Except as hereinafter provided with respect to the initial officers of the Association, the officers of the Association shall be elected by the Directors from among themselves at a meeting of the Directors held immediately following the annual meeting of the members at which time the Directors are elected.

All officers of the Association shall hold office for a term of one (1) year or until their successors are elected, but may be removed by the Board with, or without, cause at any time.

The duties of the officers shall be set forth in the By-laws of the Association.

ARTICLE VIII
REGISTERED OFFICE AND AGENT

The principal office of the Corporation shall be 517-A NORTH HARBOR CITY BLVD., MELBOURNE, FLORIDA 32935, but the Corporation may maintain offices and transact business in such other places within the State of Florida as may from time to time be designated by the Board of administration. The name and address of the Registered Agent are: Joel S. Moss 47 West New Haven Ave. Melbourne, FL 32901. The Board may name another Registered Agent or change said address.

ARTICLE IX
BY-LAWS

The original By-laws of the Corporation shall be adopted by the Board of Directors, and thereafter such By-laws may be altered or rescinded by the Board of Directors.

ARTICLE X

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INDEMNIFICATION

Every Board member and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including reasonable attorney's fees incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved by reason of his being or having been a Board member or officer of the Corporation. Indemnification shall not include acts of misfeasance or malfeasance.

ARTICLE XI

AMENDMENTS

These Articles may only be changed, modified or rescinded in the following manner:

1. The Board shall initially propose any amendments to these Articles.
2. Written notice setting forth the date and time of the meeting at which the proposed amendment is to be voted upon, and also setting forth the specific terms and provisions of proposed amendment, shall be given in accordance with the By-laws to each member of the Association entitled to vote thereon. Such meeting may not occur less than fifteen (15) days, nor more than sixty (60) days from the date of the giving of the notice of the meeting at which the proposed amendment is to be considered and voted upon.
3. A vote of the members of the Association entitled to vote thereon, shall be taken on the proposed amendment at the meeting of which notice has been given. The proposed amendment shall be adopted at meeting at which a quorum is present upon receiving the affirmative vote of three-fourths (3/4) of the votes of the members of the Association cast at such meeting, whether in person or by proxy.
4. Notwithstanding anything to the contrary set forth in the Declaration, these Articles or By-laws, these Articles may not be amended or rescinded in any fashion which would affect the rights, privileges or benefits accruing hereunder to either the Developer, the City or County, the institutional lenders or the St. Johns Water Management District, without first receiving the prior written consent of such parties.
5. No amendment to these Articles shall be made which discriminates against any Lot/Unit owner within PLAYERS CLUB AT BAYSIDE LAKES, without the written approval of all such owners being affected.

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ARTICLE XII

PERPETUAL EXISTENCE

1. This Association shall have perpetual existence, unless dissolved in accordance with the provisions of Chapter 617 Florida Statutes, and as otherwise set forth in this Article XII.

2. In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or stormwater management system must be transferred to and accepted by an entity which would comply with Section 40C-42.027, F.A.C., and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

ARTICLE XIII

NON-PROFIT STATUS

This Corporation shall be formed as a "Non-Profit Corporation". No part of the net earnings shall inure to the benefit of any of its members or any other individual. The Association may, however, provide a rebate, reimbursement or refund of excess membership dues, fees or assessments to its members.

ARTICLE XIV

COMMENCEMENT

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida.

ARTICLE XV

INCORPORATOR

The name and address of the incorporator of the Association is:

**PLAYERS CLUB DEVELOPMENT CORP.
517-A N. Harbor City Blvd.
Melbourne, Florida 32935**

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IN WITNESS WHEREOF, the undersigned Corporation has executed these Articles of Incorporation this the 23rd day of June, 2001.

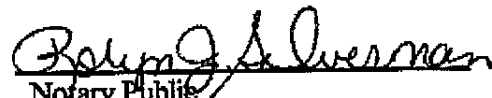
**PLAYERS CLUB DEVELOPMENT CORP.
Developer**

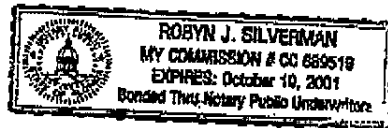
By: 
Michael McWilliams, President

STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared, **Michael McWilliams**, who has produced his driver's license or is personally known to me, and who executed the foregoing instrument and acknowledged before me that he executed same for the purpose therein expressed.

WITNESS my hand and official seal in the State and County aforesaid, this 23rd day of June, 2001.


Notary Public
My Commission Expires:



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STATE OF FLORIDA - DEPARTMENT OF STATE

Certificate designating place of business or domicile for the service of process within this State, naming registered agent and naming the Officers and Board of Directors of the Corporation.

The following is submitted in compliance with Chapter 607.0501, Florida Statutes:

PLAYERS CLUB AT BAYSIDE LAKES HOMEOWNERS ASSOCIATION

is a Corporation organized under the laws of the State of Florida, with its principal office located at 517-B N. Harbor City Blvd., Melbourne, County of Brevard, State of Florida. The Registered Agent of the Corporation shall be Joel S. Moss who is located at 47 West New Haven Ave. Melbourne, FL 32901, County of Brevard, State of Florida.

The initial Officers of the Corporation are:

PRESIDENT/VICE-PRESIDENT/TREASURER/SECRETARY

Michael McWilliams

The initial Directors of the Corporation are:

Michael McWilliams

Ellen McWilliams

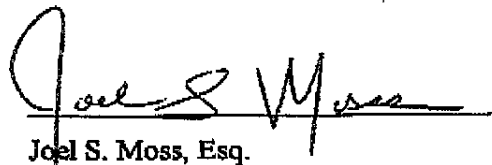
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ACCEPTANCE:

I agree, as Registered Agent of the Corporation, to accept service of process, to keep an office open during the prescribed hours, to post my name along with the above named Officers of the Corporation who are also authorized to accept service, as required by law.

DATED: The 23rd day of June, 2001.


Joel S. Moss, Esq.

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SPINNAKER HOMES, INC.

EXHIBIT "A" LEGAL DESCRIPTION

PLAYERS CLUB AT BAYSIDE LAKES, PHASE 1

PLAT DESCRIPTION:

A Parcel of Land Lying in Section 19, Township 29 South, Range 37 East, Being a portion of that tract labeled "Multi-family" within "Bayside Lakes Commercial Center, Phase 1", recorded in Plat Book 45, Pages 65 and 66 of the public records of Brevard County, Florida, More particularly described as follows: BEGIN at the Southwest corner of said tract labeled "Multi-family" and run S.87°07'30"E., along the South Line of said tract, a distance of 237.59 feet to the point of curvature of a 315.00 foot radius curve to the right; thence continue Southeasterly, along the arc of said curve and along said South line, thru a central angle of 18°10'06" a distance of 101.18 feet to an angle point; thence N.52°02'09"E., along said South line, a distance of 149.31 feet to the Southeast corner of said tract; thence N.02°52'30"E., along the East line of said tract, a distance of 2821.00 feet; thence departing said East line, run N.87°07'30"W., perpendicular to said East line, a distance of 115.00 feet; thence N.02°52'30"E., parallel with said East line, a distance of 351.16 feet; thence N.87°07'30"W., perpendicular to said East line, a distance of 30.00 feet; thence S.02°52'30"W., parallel with said East Line, a distance of 247.70 feet; thence N.87°07'30"W., perpendicular to said East line, a distance of 305.00 feet to a point on the East right of way line of Eldron Boulevard (A 100 foot wide right of way), said point being on a 1000.00 foot radius curve to the right having a radial bearing of N.87°17'36"W.; thence Southerly, along the Arc of said curve and along said right of way line, thru a central angle of 00°10'06" a distance of 2.94 feet to a point of tangency; thence S.02°52'30"W., along said right of way line, a distance of 444.05 feet to the POINT OF BEGINNING; containing 4.442 acres.