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FLORIDA NON-PROFIT CORPORATION

Bahama Bay Condominium Association, Inc.

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**ARTICLES OF INCORPORATION  
 OF  
 BAHAMA BAY CONDOMINIUM ASSOCIATION, INC.**

THE UNDERSIGNED hereby makes, subscribes, swears, acknowledges and files these Articles of Incorporation of BAHAMA BAY CONDOMINIUM ASSOCIATION, INC., a Florida not-for-profit corporation, under Chapter 617, Florida Statutes. As used herein, terms defined in the Declaration of Condominium for Bahama Bay Condominium, shall mean the same herein.

1. NAME

The name of the corporation shall be BAHAMA BAY CONDOMINIUM ASSOCIATION, INC., hereinafter referred to as the "Association" or "Corporation".

2. PURPOSE

In accordance with the provisions of Chapter 718, Florida Statutes, the "Condominium Act", a condominium will be created upon certain lands in Polk County, Florida, to be known as Bahama Bay, a Condominium (the "Condominium") according to a Declaration of Condominium (the "Declaration") to be recorded in the Public Records of Polk County, Florida. This Corporation is organized for the purpose of operating, governing, administering and managing the property and affairs of the Condominium and to exercise all powers and discharge all responsibilities granted to it as a corporation under the laws of the State of Florida, the Bylaws and the Condominium Act, and to acquire, hold, convey and otherwise deal in and with real and personal property in the Corporation's capacity as a condominium association.

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 which are not in conflict with the terms of these Articles and the Declaration, all the powers conferred by the Condominium Act upon a condominium association and all the powers set forth in the Declaration which are lawful.

3.2 The Association shall have all of the powers reasonably necessary to implement its purpose, including, but not limited to, the following:

(a) To operate and manage the Condominium and Common Elements in accordance with the purpose and intent contained in the Declaration;

(b) To make and collect assessments against members to defray the costs of the Condominium;

- (c) To use the proceeds of assessments in the exercise of its powers and duties;
- (d) To maintain, repair, replace and operate the Common Elements;
- (e) To reconstruct improvements upon the Condominium Property after casualty and to further improve the property;
- (f) To make and amend Bylaws for the Association and regulations respecting the use of the Condominium Property;
- (g) To enforce by legal means the provisions of the Declaration, these Articles, the Bylaws and the regulations for the use of the Condominium Property;
- (h) To provide for the management and maintenance of the Condominium and to authorize a management agent to assist the Association in carrying out its powers and duties by performing such functions as the collection of assessments, preparation of records, enforcement of rules and maintenance of the Common Elements. The Association shall, however, retain at all times the powers and duties granted it by the Condominium Act, including, but not limited to, the making of assessments, promulgation of rules, and execution of contracts on behalf of the Association;
- (i) To possess, enjoy and exercise all powers necessary to implement, enforce, and carry into effect the powers above described, including the power to acquire, hold, convey, and deal in real and personal property.

3.3 All funds and title to all properties acquired by the Association and the proceeds thereof shall be held only for the benefit of the members in accordance with the provisions of the condominium documents. No part of the income, if any, of the Association shall be distributed to the members, directors, and officers of the Association.

3.4 The powers of the Association shall be subject to and be exercised in accordance with the provisions of the Declaration which governs the use of the Condominium Property.

4. MEMBERS

4.1 All Unit Owners in the Condominium who have been approved by the Association shall automatically be members of the Association, and their membership shall automatically terminate when they are no longer owners of a Unit. If a member should transfer his Unit under the provisions of the Declaration, the grantee from such member will automatically acquire membership in the Association. Membership certificates are not required and may not be issued.

4.2 Each Unit owner is entitled to one (1) vote for each Unit owned by him. An entity or several individuals owning a Unit shall designate a voting member for the Unit(s) which they own, as set forth in the Declaration and Bylaws.

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

5. EXISTENCE

The Corporation shall have perpetual existence.

6. SUBSCRIBER

The name and address of the subscriber hereto is Paul Oxley, 3050 Michigan Ave., Kissimmee, Florida 34744.

7. DIRECTORS

7.1 The affairs and property of this Association shall be managed and governed by a Board of Directors composed of not less than three and not more than seven Directors. The first Board of Directors shall have three members, and the number of Directors on subsequent Boards will be determined from time to time in accordance with the provisions of the Bylaws of the Association.

7.2 Except for the original Board of Directors, all of whom shall be designees of the Developer, the Board of Directors shall be elected at each annual meeting of Members of the Association.

7.3 Directors shall each serve for a term of one year or until his successor has been elected and qualified.

7.4 All Officers shall be elected by the Board of Directors in accordance with the Bylaws at regular, annual meetings of the Board of Directors, to be held immediately following the annual meetings of the membership or as otherwise provided in the Bylaws. The Board of Directors shall elect a President, Vice-President, Secretary, Treasurer, and such other Officers as it shall deem desirable, consistent with the Bylaws.

7.5 The following persons shall constitute the first Board of Directors, and shall hold office and serve in accordance with this Article 7:

<u>Name</u>	<u>Address</u>
Paul Oxley	3050 Michigan Avenue Kissimmee, Florida 34744
Lindsay Oxley	3050 Michigan Avenue Kissimmee, Florida 34744
Robert Marks	3109 Fairfield Drive Kissimmee, Florida 34743

### 8. OFFICERS

Subject to the direction of the Board of Directors, the affairs of the Association shall be administered by the officers designated in the Bylaws. The names and titles of the initial officers are as follows:

<u>Name</u>	<u>Title</u>
Paul Oxley	President
Robert Marks	Vice President
Lindsay Oxley	Secretary/Treasurer

### 9. BYLAWS

The Bylaws of the Association shall be adopted by the first Board of Directors and attached to the Declaration to be filed in the public records of Polk County, Florida. The Bylaws may be altered, amended, or rescinded only in the manner provided in the Bylaws.

### 10. AMENDMENTS

10.1 A majority of the Voting Members may propose alterations, amendments to, or the rescission of these Articles, so long as the proposals do not conflict with the Condominium Act or the Declaration. Such proposals shall set forth the proposed alteration, amendment, or rescission; shall be in writing; shall be filed by ten percent (10%) of the members and shall be delivered to the President of the Association, who shall thereupon call a Special Meeting of the members not less than ten (10) days nor later than thirty (30) days from receipt of the proposed amendment, the notice for which shall be given in the manner provided in the Bylaws. An affirmative vote of three quarters of the Voting Members of the Association shall be required for the adoption of the proposed alteration, amendment or rescission.

10.2 Any Voting Member may waive any or all of the requirements of this Article as to notice or proposals to the President of the Association for the alteration, amendment, or rescission of these Articles. Such waiver may occur before, at or after a membership meeting at which a vote is taken to amend, alter or rescind these Articles in whole or in part.

11. INDEMNIFICATION OF OFFICERS AND DIRECTORS

11.1 Every Director and every Officer of the Corporation shall be indemnified by the Corporation against all expenses and liability, including counsel fees, reasonably incurred by or imposed upon him in which he may become involved, by reason of his being or having been a Director or Officer at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance in the performance of his duties; provided that in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the Director or Officer seeking such reimbursement or indemnification, the indemnification herein shall apply only if the Board of Directors approves such settlement and reimbursement as being in the interests of the Corporation. Such approval shall be made by a majority vote of a quorum consisting of Directors who were not parties to such proceedings. 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.

12. TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

12.1 No contract or transaction between the Association and one or more of its Directors or Officers, or between the Association and any other corporation, partnership, association, trust or other organization in which one or more of its Directors or Officers are Directors or Officers, or have a financial interest, shall be invalid, void, or voidable solely for this reason, or solely because the Director or Officer is present at or participates in the meeting of the Board or Committee thereof which authorized the contract or transaction, or solely because said Officer's or Director's votes are counted for such purpose. No Director or Officer of the Association shall incur liability by reason of the fact that said Director or Officer may be interested in any such contract or transaction.

12.2 Interested Officers and Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

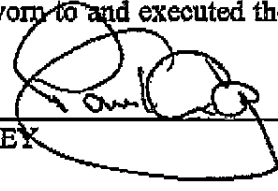
13. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 3050 Michigan Avenue, Kissimmee, Florida 34744.

14. INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is: Paul Oxley, 3050 Michigan Avenue, Kissimmee, Florida 34744.

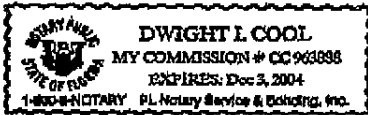
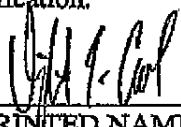
IN WITNESS WHEREOF, the subscriber has sworn to and executed these Articles, this 12<sup>th</sup> day of February, 2002.



PAUL OXLEY

STATE OF FLORIDA )  
COUNTY OF ORANGE ) SS

The foregoing instrument was acknowledged before me this 12<sup>th</sup> day of February, 2002, by PAUL OXLEY, who [] is personally known to me, or [ ] who produced \_\_\_\_\_ as identification.



PRINTED NAME: Dwight I. Cool  
NOTARY PUBLIC, STATE OF FLORIDA AT LARGE  
My Commission Expires: \_\_\_\_\_

ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

The undersigned, PAUL OXLEY, hereby accepts appointment as the Registered Agent for BAHAMA BAY CONDOMINIUM ASSOCIATION, INC. and does agree to accept service of process on behalf of the Corporation and to forward same to the appropriate corporate officer. The undersigned is familiar with and accepts the obligations provided for in Florida Statutes Section 617.0503.

WITNESS my hand this 12<sup>th</sup> day of February, 2002.

  
\_\_\_\_\_  
PAUL OXLEY

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA