

0. FAX 81327 560 MECHANIK NUCCIO BENTLEY WILLIAMS HEARNE & WESTER, P.A. 001  
Corporations Pa 1 of 1

**0400000504083**

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

(((H04000050408 3)))

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To:  
Division of Corporations  
Fax Number : (850) 205-0381

From:  
Account Name : MECHANIK NUCCIO BENTLEY WILLIAMS HEARNE & WESTER, P.A.  
Account Number : 110727003105  
Phone : (813) 276-1920  
Fax Number : (813) 276-1560

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
04 MAR -8 PM 2:38

**FLORIDA NON-PROFIT CORPORATION**

**Crimson Harbour Marina Association, Inc.**

Certificate of Status	1
Certified Copy	1
Page Count	08
Estimated Charge	\$87.50

Electronic Filing Menu

Corporate Filing

Public Access Help

((H04000050408 3)))

**ARTICLES OF INCORPORATION**  
**OF**  
**CRIMSON HARBOUR MARINA ASSOCIATION, INC.**  
(A Florida corporation not for profit)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
04 MAR - 8 PM 2:38

The undersigned, by these Articles, hereby associate for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

**ARTICLE I - NAME**

The name of the corporation shall be: CRIMSON HARBOUR MARINA ASSOCIATION, INC., hereinafter sometimes referred to as the "Association" and its principal office is at 3900 W. Kennedy Boulevard, Tampa, Florida 33609.

**ARTICLE II - DEFINITIONS**

All words, phrases, names and terms used in these Articles of Incorporation, the Declaration and the Bylaws of the Association shall have the same meaning and be used and defined the same as they are in the Declaration of Covenants, Conditions and Restrictions of Crimson Harbour Marina (the "Declaration").

**ARTICLE III - PURPOSE**

The purposes of the Association shall be as follows:

- 3.1 To accept the interest of grantee under the Boat Slip and Easement Agreement.
- 3.2 To provide for the ownership of the Common Area and the operation, maintenance, preservation and control of the Common Area and Marina.
- 3.3 To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association set forth herein, in the Bylaws or Declaration, as the same may be amended from time to time.

((H04000050408 3)))

(((H04000050408 3)))

ARTICLE IV - POWERS

The Association shall have the following powers:

4.1 To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Bylaws and Declaration, as the same may be amended from time to time as therein provided;

4.2 To fix, levy, collect and enforce payment by any lawful means, all charges or Assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business charges levied or imposed against the property of the Association; membership, mortgage, pledge or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

4.3 To hold funds solely and exclusively for the benefit of the Members of the Association for the purposes set forth in these Articles of Incorporation, the Declaration and the Bylaws;

4.4 To promulgate and enforce rules, regulations, bylaws, covenants, restrictions and agreements to effectuate the purposes for which the Association is organized;

4.5 To delegate power or powers where such is deemed in the interest of the Association;

4.6 To purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of, real or personal property; to enter into, make, perform or carry out contracts of every kind with any person, firm, corporation or association; to do any and all acts necessary or expedient for carrying on any and all of the activities and pursuing any and all of the objects and purposes set forth in the Articles of Incorporation and not forbidden by the laws of the State of Florida;

4.7 To dedicate, sell or transfer all or any part of the Common Area to any public agency, authority or utility for such purposes and subject to such conditions as may be agreed to by the Members. No such dedication, sale or transfer shall be effective unless an instrument agreeing to such dedication, sale or transfer has been signed by members entitled to cast not less than two-thirds (2/3) of the votes of Members of the Association;

4.8 To charge recipients for services rendered by the Association and user for use of Association property where such is deemed appropriate by the Board of Directors of the Association;

4.9 To pay taxes and other charges, if any, on or against property owned or accepted by the Association;

4.10 To participate in mergers and consolidations with other non-profit corporations organized for similar purposes, provided that any such merger or consolidation is approved by

(((H04000050408 3)))

Members of the Association entitled to cast two-thirds (2/3) of the votes of Members present or represented by proxy at a duly noticed and convened annual or special meeting of the Members.

4.11 To have and exercise any and all powers, rights and privileges which a corporation organized under the Nonprofit Corporation Laws of the State of Florida by law may now or hereafter have or exercise.

Notwithstanding anything contained above to the contrary, no part of the net earnings of the Association shall inure to the benefit of any Member and no distributions of income shall be made to its Members, directors or officers.

#### ARTICLE V - MEMBERSHIP

The Developer for such period that the Developer owns the right to use a Boat Slip and every person or entity who has been granted a license for the use of a Boat Slip shall be a Member of the Association. Any Member granted license to use more than one Boat Slip shall be entitled to one (1) membership for each Boat Slip. Change of membership in the Association shall be established by grant of a license to use a Boat Slip and issuance of a Certificate of membership. The Owner designated by such Certificate thus becomes a Member of the Association and the membership of the prior Owner is terminated.

The share of a Member in the funds or assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to his Certificate of membership.

The Owner of each Certificate shall be entitled to one (1) vote as a Member of the Association. The manner of exercising voting rights shall be determined by the Bylaws of the Association.

#### ARTICLE VI - VOTING AND MEMBERSHIP CLASSES

The Association shall have two (2) classes of membership:

Class A. So long as there is Class B membership, Class A Members shall be all Members, except the Developer. Upon termination of Class B membership, Class A Members shall be all Members, including Developer so long as Developer is the owner of the right to use a Boat Slip. Each Class A voting Member, for each Boat Slip assigned to it, shall be entitled to cast one (1) vote on all matters on which the membership of the Association shall be entitled to vote. If more than one person owns the right to use a Boat Slip, all such persons are Members; but there may be only one vote cast for such Boat Slip. Such vote may be exercised as the owners of the Boat Slip determine among themselves; but no split voting is permitted. Prior to any meeting at which a vote is to be taken, each co-owner must file the name of the voting co-owner with the Secretary of the Association to be entitled to vote at such meeting, unless such co-owners have filed a general voting authority with the Secretary applicable to all votes until

(((H04000050408 3)))

rescinded, and except as otherwise provided in the Bylaws. There are no voting rights appurtenant to a Boat Slip at any time that the Boat Slip license is owned by the Association.

Class B. The sole Class B Member shall be the Developer or its successors or designated assigns. The Class B Member shall be entitled to three (3) votes for each vote that the Class A Members are entitled to cast in the aggregate from time to time. The Class B membership shall cease and convert automatically to Class A membership upon the happening of any of the following events, whichever occurs first:

- (a) When the last Boat Slip held by Developer for sale in the ordinary course of business has been sold and transferred to a person or entity other than Developer or its successors or designated assigns.
- (b) Developer elects to terminate the Class B membership.

Upon termination of the Class B membership, all provisions of these Articles of Incorporation and the Bylaws of the Association referring to Class B membership shall be obsolete and without further force or effect, including any provisions requiring voting, consent, or approval by classes of membership.

#### ARTICLE VII - BOARD OF DIRECTORS OR DIRECTORS

7.1 The affairs of the Association shall be managed by a Board of Directors consisting of the number of Directors determined by the Bylaws, which shall initially be three (3) and never less than three (3) Directors. Directors need not be Members of the Association.

7.2 Directors shall be elected at the annual meeting of the Members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided for in the Bylaws.

7.3 Certificate Owners, other than Developer, shall be entitled to elect at least a majority of the members of the Board of Directors of the Association three (3) months after the ninety per cent of the Certificates in the Association have been conveyed to Members.

The Developer shall be entitled to elect at least one member of the Board of Directors as long as the Developer holds for sale in the ordinary course of business a Certificate.

7.4 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:

Names

C. Dean Patrinely

Addresses

1980 Post Oak Boulevard #1600  
Houston, Texas 77056

(((H04000050408 3)))

Ronald Weisser

3900 W. Kennedy Boulevard  
Tampa, Florida 33609

Carl W. Lindell, Jr.

3900 W. Kennedy Boulevard  
Tampa, Florida 33609ARTICLE VIII - OFFICERS

The affairs of the Association shall be administered by the officers designated in the Bylaws. The officers shall be 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:

Person and OfficeAddressRonald Weisser, President  
Secretary and Treasurer3900 W. Kennedy Boulevard  
Tampa, Florida 33609Carl W. Lindell, Jr., Vice President  
and Assistant Secretary3900 W. Kennedy Boulevard  
Tampa, Florida 33609ARTICLE IX - REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the Association shall be 101 E. Kennedy Boulevard, Suite 3140, Tampa, Florida 33602. The initial registered agent for the Association at the above address shall be John B. Neukamm.

ARTICLE X - INDEMNIFICATION

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 or settlement of 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 director or officer of the Association, whether or not he is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification shall apply only when the Board of Directors 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.

(((H04000050408 3)))

ARTICLE XI - BYLAWS

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

ARTICLE XII - AMENDMENTS

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

- 12.1 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.
- 12.2 A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the Members of the Association. Directors and Members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing such approval is delivered to the secretary at or prior to the meeting. Except as elsewhere provided such approvals must be by not less than sixty-six percent (66%) of the votes of the entire membership of the Association.
- 12.3 Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of Members without the Developer's approval as long as the Developer owns a Certificate.
- 12.4 A copy of each amendment shall be certified by the Secretary of State and be recorded in the Public Records of Hillsborough County, Florida.

ARTICLE XIII - TERM

The term of the Association shall be perpetual.

(((H04000050408 3)))

ARTICLE XIV - SUBSCRIBERS


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

Name

John B. Neukamm

101 E. Kennedy Boulevard  
Suite 3140  
Tampa, Florida 33602-5151Dated this 8<sup>th</sup> day of March, 2004.  
John B. NeukammSTATE OF FLORIDA )  
COUNTY OF HILLSBOROUGH )

BEFORE ME, the undersigned authority, personally appeared John B. Neukamm, who is personally known to me or who has produced N/A as identification, and who, after being duly sworn, acknowledged that he executed the foregoing Articles of Incorporation for the purposes expressed in such Articles this 8<sup>th</sup> day of March, 2004.

  
Name: Sara Cooper  
Notary Public  
Commission No.: 139026  
My Commission Expires: 8/5/06



(((H04000050408 3)))

**ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT**

The undersigned, having been named as registered agent and to accept service of process for Crimson Harbour Marina Association, Inc. hereby accepts the appointment as registered agent and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties and is familiar with and accepts the obligations of his position as registered agent.

  
John E. Neukam, Registered AgentFILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
04 MAR -8 PM 2:38