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Division of Corporations

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To:
Division of Corporations
Fax Number : (850)205-0380

From:
Account Name : STARWOOD VACATION OWNERSHIP, INC.
Account Number : I20020000053
Phone : (407)239-3332
Fax Number : (407)465-3815

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COR AMND/RESTATE/CORRECT OR O/D RESIGN

BAY VISTA OWNERS ASSOCIATION, INC.

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*Ps 11/14/08
Amend & Resign*

11/13/2006

COVER LETTER

**TO: Amendment Section
Division of Corporations**

NAME OF CORPORATION: Bay Vista Owners Association, Inc.

DOCUMENT NUMBER: N06000007033

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Brian Juers
(Name of Contact Person)

Starwood Vacation Ownership, Inc
(Firm/ Company)

3801 Vistana Centre Dr. Orlando Fl 32821
(Address)

(City/ State and Zip Code)

For further information concerning this matter, please call:

Brian Juers at (407) 465-3410
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount: n/a

- \$35 Filing Fee
- \$43.75 Filing Fee & Certificate of Status
- \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
- \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed)

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 5327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

FILED 0008
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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2006 NOV 14 PM 2:51

Amended and Restated
Articles of Incorporation
of
Bay Vista Owners Association, Inc.

In Compliance with Chapter 617, F. S., (not for Profit)

We the undersigned, being natural persons competent to contract, for the purpose of forming a corporation not-for-profit under the laws of the State of Florida, adopt, subscribe, and acknowledge the following Articles of Incorporation:

Article I. Name

The name of the corporation shall be Bay Vista Owners Association, Inc. ("Association").

Article II. Principal Office

The street and mailing address of the principal office of the Association is 9002 San Marco Court, Orlando, Florida 32819-8600, or at such other place as subsequently designated by the board of directors of the Association ("Board").

Article III. Purpose

The purpose for which the Association is organized is to act as the governing association of the Condominium located in St. John, U.S. Virgin Islands, and for any other lawful purposes.

Article IV. Manner of Election

As Stated in the Bylaws.

Article V. Initial Directors and/or Officers

Thorp Thomas	President/Treasurer	9002 San Marco Court, Orlando, Florida 32819
Reg Billups	Vice President	9002 San Marco Court, Orlando, Florida 32819
Paulette Temple-Carter	Secretary	9002 San Marco Court, Orlando, Florida 32819

Article VI. Initial Registered Agent and Street Address

CT Corporation System, 1200 South Pine Island Road, Plantation, Florida 33324.

Article VII. Incorporator

The name and address of the Incorporator is as follows:

<u>Name</u>	<u>Address</u>
Thorp S. Thomas	9002 San Marco Court Orlando, Florida 32819-8600

Article VIII. Definitions

All terms used in these Articles of Incorporation have the same meaning as defined in the Declaration of Condominium for Bay Vista Condominium, as the same may be amended from time to time ("Declaration"), unless these Articles of Incorporation specifically provide otherwise, or unless the context dictates a contrary meaning.

Article IX. Term of Existence

The Association shall exist for the life of Bay Vista Condominium ("Condominium"), and shall be terminated by the termination of the Condominium in accordance with the Declaration.

Article X. Powers

The Association shall have all common law and statutory powers permitted a corporation not for profit under Florida law, which are not in conflict with these Articles, together with such additional specific powers as are contained in the Declaration and Bylaws.

Article XI. Qualification of Members, the Manner of Their Admission, and Voting

Section 1. The Incorporator constitutes the sole member of the Association until the initial recording of the Declaration naming the Association as the condominium association thereunder. On the recording of the Declaration, Westin St. John Hotel Company, Inc., a U.S. Virgin Islands corporation ("Developer"), shall hold all memberships in the Association. When the purchase price is paid and the Deed for a Unit or a Vacation Ownership Interest is issued and recorded, the Owner automatically becomes a member of the Association. As and if additional phases are added to the Condominium, Developer initially shall hold all new memberships created, until the purchase price is paid and the Deed for a Unit or a Vacation Ownership Interest is issued and recorded, at which time membership shall pass to the Owner.

Section 2. Ownership of a Unit or Vacation Ownership Interest shall be a prerequisite to exercising any rights as a member of the Association. Ownership may be held by one or more individuals or by a corporation, partnership, trust, or any other appropriate legal entity with the power to hold title.

Section 3. Membership shall terminate on the transfer of ownership of the Unit or Vacation Ownership Interest (for that Unit or Vacation Ownership Interest only if more than one is owned), provided the transfer is accomplished in accordance with all of the provisions of the Declaration, or on the termination of the Condominium. The transferor's membership automatically shall transfer and be vested in the new Owner succeeding to the ownership interest in the Unit or Vacation Ownership Interest, subject to any transfer fees as set forth in this Section 3, a lien for all unpaid assessments, charges, and expenses, except as provided in Section 11.1(b) of the Declaration, if applicable. The Association may rely on a recorded Deed as evidence of the transfer of ownership to terminate the transferor's membership and recognize the membership of the transferee. The Association reserves the right in its sole, absolute, and unfettered discretion, to charge a transfer fee in an amount to be determined by the Board from time to time for transfers of ownership of Units or Vacation Ownership Interests.

Section 4. Each Owner shall have a vote in the Association as set forth in the Declaration.

Section 5. The share of Owners in the funds and assets of the Association cannot be assigned, hypothecated, or transferred in any manner except as an appurtenance to the Owner's Unit or Vacation Ownership Interest.

Article XII. Board

Section 1. The affairs of the Association shall be managed and conducted by the Board. The number, terms of office, and provisions regarding election, removal, and filling of vacancies on the Board shall be as set forth in the Bylaws.

Section 2. The initial Board shall consist of three (3) persons. The names and addresses of the initial Board who shall hold office until their successors have been duly elected and qualified as provided in the Bylaws are as follows:

Thorp Thomas	9002 San Marco Court Orlando, Florida 32819-8600
Reg Billups	9002 San Marco Court Orlando, Florida 32819-8600
Paulette Temple-Carter	9002 San Marco Court Orlando, Florida 32819-8600

Article XIII. Officers

The officers of the Association shall consist of president, vice president, secretary, treasurer, and other officers the Board may from time to time deem appropriate. The officers of the Association shall be elected at the first meeting of the Board and at each annual meeting of the Board and shall hold office at the pleasure of the Board. Any officer may be removed at any meeting by the affirmative vote of a majority of the Board either with or without cause, and any vacancy in any office may be filled by the Board at any meeting thereof.

Article XIV. Bylaws

The Bylaws are to be made or approved by the initial Board and may be amended, altered, modified, or rescinded as set forth in the Bylaws and as permitted by law.

Article XV. Amendments of the Articles of Incorporation

Section 1. Except as otherwise provided in these Articles of Incorporation, amendments to these Articles of Incorporation shall be made in the following manner:

(a) The Board shall adopt a resolution setting forth the proposed amendment and, if members have been admitted, directing that it be submitted to a vote at a meeting of the members, which may be either the annual or a special meeting. If no members have been admitted, the amendment shall be adopted by a vote of a majority of directors and the provisions for adoption by members shall not apply.

(b) 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 within the time and in the manner provided in the Bylaws for the giving of notice of meetings of members. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of the annual meeting.

(c) At such meeting having a quorum in attendance in person or by proxy, a vote of the members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted on receiving the affirmative vote of seventy-five percent (75%) of the number of votes cast by the members in person or by proxy at such meeting.

Section 2. Any number of amendments may be submitted to the members and voted on by them at one meeting.

Section 3. Notwithstanding anything in these Articles of Incorporation to the contrary, no amendment shall make any change in the qualifications for membership without approval in writing of all of the members and the consent of all record holders of mortgages on any Condominium Property or on property held by the Association. No amendment which affects the rights and privileges provided to the Developer in the Condominium Documents, as determined by the Developer in its sole discretion, shall be effective without the written consent of the Developer.

Section 4. The Developer shall have the right to unilaterally amend these Articles of Incorporation as it may deem appropriate in its sole discretion; as may be required by any lending institution, title insurance company, or public body; as may be necessary to conform these Articles of Incorporation to the requirements of law; to facilitate the operation and management of the Condominium or Vacation Ownership Plan; or to facilitate the sale of Units or Vacation Ownership Interests. Any amendments to these Articles of Incorporation that may be unilaterally made by Developer shall become effective on the recording in the Recorders' Office of an instrument executed solely by Developer, setting forth the text of such amendment in full, together with the appropriate recording data of these Articles of Incorporation. No amendment to these Articles of Incorporation permitted to be unilaterally made by Developer shall be permitted if such amendment would prejudice or impair to any material extent the rights of the Owners as a whole or mortgagees of record.

Article XVI. Dissolution

Section 1. The Board is vested with the exclusive authority to authorize and control all aspects of the dissolution of the Association, including but not limited to the authority to: (i) vote to dissolve the Association, (ii) provide for the manner of dissolution, and (iii) adopt any plan of dissolution. No member shall be entitled to vote on: (i) any resolution to dissolve the Association, (ii) the plan of dissolution, or (iii) any other matter which could affect the dissolution of the Association.

Section 2. Upon the sale of the Condominium Property in accordance with Article XX of the Declaration, the Board shall hold a meeting and vote to authorize the dissolution of the Association, adopt a plan of distribution, and take whatever other action may then be necessary to dissolve the Association and wind up its affairs.

Section 3. Any plan of distribution adopted at the time of dissolution shall provide that, pursuant to Section 617.1406(d), *Florida Statutes*, the members of the Association shall be entitled to receive, in proportion to their respective membership interests, as determined in accordance with the Declaration, liquidating distributions of the remaining assets of the Association after provision is made for the distribution of assets pursuant to Section 617.1406(a)-(c), *Florida Statutes*.

Section 4. Notwithstanding any other provision of these Articles or the Bylaws, including but not limited to Article XI, this Article XII may not be amended or modified without the unanimous written consent or approval of all the members, and the written consent of the Developer.

Article XVII. Additional Provisions

Section 1. No officer, director, or member shall be personally liable for any debt or other obligation of the Association except as provided in the Declaration.

Section 2. The Association shall not be operated for profit. This corporation is organized under a non-stock basis, no dividend shall be paid, and no part of the income of the Association shall be distributed to its members, directors, or officers. The Association may pay compensation in a reasonable amount to its members, directors, or officers for services rendered, and may confer benefits on its members as permitted by law and on dissolution or final liquidation may make distribution to its members as permitted by law. No such payment, benefit, or distribution shall be deemed to be a dividend or distribution of income.

Section 3. Any assessments or fees collected by the Association, or by any agent acting on behalf of the Association, are held for the benefit of members of the Association and shall not be considered income of the Association.

Section 4. Unless the context of these Articles of Incorporation requires otherwise, the use of plural shall include the singular and the singular shall include the plural, and the use of any gender shall be deemed to include all genders.

Section 5. Should any paragraph, sentence, phrase, or portion of any provision of these Articles of Incorporation, the Bylaws, or Condominium Rules and Regulations be held invalid or held inapplicable to certain circumstances, it shall not affect the validity of the remaining parts, remaining instruments, or the application of such provisions to different circumstances.

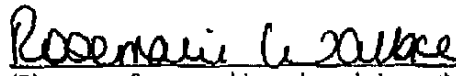
In witness whereof, the subscribing Incorporator has set his hands and caused these Articles of Incorporation to be executed this 1st day of November, 2006.



Thorp S. Thomas, Incorporator

STATE OF FLORIDA)
)
COUNTY OF Orange)

The foregoing instrument was acknowledged before me this 1st day of November 2006 by Thorp S. Thomas as Incorporator of Bay Vista Owners Association, Inc. He is personally known to me.



(Signature of person taking acknowledgment)

(Name of officer taking acknowledgment typed, printed or stamped)



**UNANIMIOUS WRITTEN CONSENT OF THE DIRECTORS
OF BAY VISTA OWNERS ASSOCIATION**

The undersigned, being the Directors of Bay Vista Owners Association, a Florida non-profit corporation (the "Corporation"), hereby adopts the following corporate action by written consent pursuant to Section 617.1002. of the Florida Business Corporation Act:

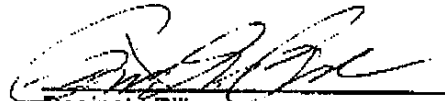
RESOLVED, that the Articles of Incorporation of the Corporation is hereby amended in its entirety, in the form attached hereto as Exhibit A, and are approved and adopted as the Articles of Incorporation, and it is

FURTHER RESOLVED, that these resolutions may be signed in one or more counterparts, each such counterpart being deemed an original but all of such counterparts together being deemed a single instrument.

DATED this 18th day of October, 2006.



Thorp S. Thomas



Reginald Billups


Paulette Temple-Carter

**Articles of Amendment
to
Articles of Incorporation
of**

Bay Vista Owners Association, Inc

(Name of corporation as currently filed with the Florida Dept. of State)

NO600007033

(Document number of corporation (if known))

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

(must contain the word "corporation," "incorporated," or the abbreviation "corp." or "inc." or words of like import in language; "Company" or "Co." may not be used in the name of a not for profit corporation)

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

The Articles of Incorporation are Amended and Restated in thier entirety.

(Attach additional pages if necessary)
(continued)

The date of adoption of the amendment(s) was: 11-01-06

Effective date if applicable: _____
(no more than 90 days after amendment file date)

Adoption of Amendment(s) **(CHECK ONE)**

- The amendment(s) was (were) adopted by the members and the number of votes cast for the amendment was sufficient for approval.
- There are no members or members entitled to vote on the amendment. The amendment(s) was (were) adopted by the board of directors.

Signature _____



(By the chairman or vice chairman of the board, president or other officer- if directors have not been selected, by an incorporator- if in the hands of a receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

Thorp S. Thomas

(Typed or printed name of person signing)

President/ Treasurer

(Title of person signing)

FILING FEE: \$35