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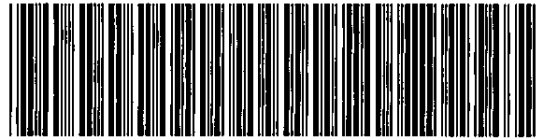
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2007 MAR 29 PM 3:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Ch. 3-30

BRADLEY J. WOOD, P.A.
ATTORNEYS AT LAW

Bradley J. Wood, Esq.

Carl B. Lyle, II, Esq.

600 First Avenue North
Suite 302
St. Petersburg, FL 33701
727/895-1991 FAX 727/898-3456
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March 26, 2007

Via FedEx T.N. 8610 4644 6546

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: Venetian Shores Bay Club Condominium Association, Inc.,
a Florida not-for-profit corporation

Dear Sir or Madam:

Enclosed is an original and one (1) copy of Articles of Incorporation for the above referenced Florida not-for-profit corporation. Also enclosed is our check in the amount of \$78.75 for the filing fee in this regard, and for a returned certified copy of the Articles.

This is being resubmitted due to the original filing not having the appropriate mailing address for the association.

Please return the certified copy of the Articles of Incorporation provided herein, after it has been stamped with the file date, to:

Bradley J. Wood, Esq.
600 First Avenue North, Suite 302
St. Petersburg, FL 33701

If you have any questions concerning this request, please contact the undersigned.

Very truly yours,



Bradley J. Wood

Encl.

ARTICLES OF INCORPORATION
OF
VENETIAN SHORES BAY CLUB
CONDOMINIUM ASSOCIATION, INC.

FILED

2007 MAR 29 PM 3: 55

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a corporation under Chapter 617, Florida Statutes, adopts the following Articles of Incorporation.

ARTICLE I

NAME: The name of the corporation is **VENETIAN SHORES BAY CLUB CONDOMINIUM ASSOCIATION, INC.**, hereafter referred to as the "Association." The initial address for the Association shall be:

914 Curlew Road, #354
Dunedin, FL 34698

ARTICLE II

PURPOSE AND POWERS: The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act for the operation of **VENETIAN SHORES BAY CLUB CONDOMINIUM ASSOCIATION, INC.** located in Pinellas County, Florida. The Association is organized and shall exist upon a non-stock basis as a corporation not for profit under the laws of the State of Florida, and no portion of any earnings of the Association shall be distributed or inure to the private benefit of any member, Director or Officer of the Association. For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of a corporation not for profit excepts as limited or modified by these Article, the Declaration of Condominium or Chapter 718, Florida Statutes, as it may hereafter be amended, including, but not limited to the following:

- (A) To make and collect the assessments against members of the Association to defray the costs, expenses and losses of the condominium and to use the proceeds of assessments in the exercise of its powers and duties.
- (B) To protect, maintain, repair, replace and operate the condominium property.
- (C) To purchase insurance upon the condominium property and Association property for the protection of the Association and its members.
- (D) To reconstruct improvements after casualty and to make further improvements of the property.
- (E) To make, amend and enforce reasonable rules and regulations governing the use of the common element, and the operation of the Association.

- (F) To approve or disapprove the transfer of ownership, leasing and occupancy of units, if provided by the declaration of Condominium.
- (G) To enforce the provisions of the Condominium Act, the Declaration of Condominium, these Articles, and the Bylaws and any Rules and Regulation of the Association.
- (H) To contract for the management and maintenance of the Condominium and the condominium property to delegate any powers and duties of the Association in connection therewith except such as are specifically required by the Declaration of Condominium to be exercised by the Board of Directors or the membership of the Association.
- (I) To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Condominium.
- (J) To enter into agreements, or acquire leasehold, memberships and other possessory or use interests in land or facilities such as country clubs, golf courses, marina, and other recreational facilities. It has the power whether or not the lands or facilities are contiguous to the lands of the Condominium, if they are intended to provide enjoyment, recreation, or other use of benefit to the unit owners.
- (K) To borrow or raise money for any of the purposes of the Association, and from time to time without limit as to amount; to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable instruments and evidences of indebtedness; and to secure the payment of any thereof, and of the interest thereon, any mortgage, pledge, conveyance of assignment in trust, of the whole or any part of the rights of property of the Association, whether at the time owned or thereafter acquired.

All funds and title to all property acquired by the Association shall be held for the benefit of the members in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation and the Bylaws.

ARTICLE III

MEMBERSHIP:

- (A) The members of the Association shall consist of all record owners of a fee simple interest in one or more units in the Condominium, as further provided in the Bylaws. After termination of the Condominium, the members shall consist of those who are members at the time of such termination.

- (B) The share of a member in the funds and assets of the Association cannot be assigned or transferred in any manner except as an appurtenance to his unit.
- (C) The owners of each unit, collectively, shall be entitled to the number of votes in Association matters as set forth in the Declaration of Condominium and Bylaws. The manner of exercising voting rights shall be as set forth in the Bylaws.

ARTICLE IV

TERM: The term of the Association shall be perpetual unless the condominium is terminated.

ARTICLE V

BYLAWS: The Bylaws of the Association may be altered, amended, or rescinded in the manner provided therein.

ARTICLE VI

DIRECTORS AND OFFICERS:

- (A) The affairs of the Association will be administered by a Board of Directors consisting of, the number of Directors determined by the Bylaws, but not less than three (3) Directors, and in the absence of such determination shall consist of three (3) Directors. Directors need not be members of the Association.
- (B) Directors of the Association shall be elected by 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 by the Bylaws.
- (C) The business of the Association shall be conducted by the officers' designation in the Bylaws. The officers shall be elected each year by the Board of Directors at its first meeting after the annual meeting of the members of the Association, and they shall serve the pleasure of the Board.
- (D) The initial members of the Board of Directors shall be:

Fabian Calvo
1120 Sedeeva Street
Clearwater, FL 33755

Brian Jarls
300 Venetian Drive, Unit 12
Clearwater, FL 33755

Trish Jones
300 Venetian Drive, Unit 5
Clearwater, FL 33755

ARTICLE VII

AMENDMENTS: Amendments to these Articles shall be proposed and adopted in the following manner:

- (A) **Proposed Amendments** to these Articles may be proposed by a majority of the Board or by petition of the owners of one fourth (1/4) of the units by instrument, in writing, signed by them.
- (B) **Procedure.** Upon any amendment or amendments to these Articles being proposed by said Board or unit owners, such proposed amendment or amendments shall be submitted to a vote of the members not later than the next annual meeting for which proper notice can be give.
- (C) **Vote Required.** Except as otherwise required for by Florida law, these Articles of Incorporation may be amended by vote of a majority of the voting interests at any annual or special meeting, or by approval in writing of a majority of the voting interests without a meeting, provided that notice of any proposed amendment has been given to the members of the Association, and that the notice contains a fair statement of the proposed amendment.
- (D) **Effective Date.** An Amendment shall become effective upon filing with the Secretary of State and recording a copy in the Public Records of Pinellas County, Florida.

ARTICLE VIII

REGISTERED AGENT:

The registered office of the Association shall be located at:

1120 Sedeeva Street
Clearwater, FL 33755

The registered agent at said address shall be:

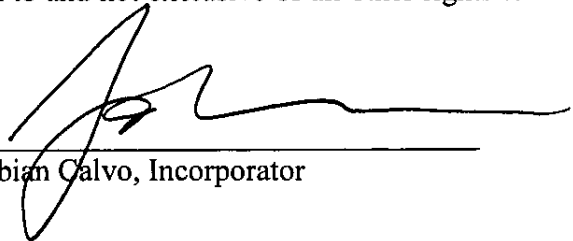
Fabian Calvo
1120 Sedeeva Street
Clearwater, FL 33755

ARTICLE IX

INDEMNIFICATION: To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director and every officer of the Association against all expenses and liability, including attorney fee, actually and reasonably incurred by or imposed on him in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he may be a party because of his being or having been a Director of officer of the Association. The foregoing right of indemnification shall not be available if a judgment or other final adjudication establishes that his actions or omissions to act were material to the cause adjudicated and involved:

- (A) Willful misconduct or a conscious disregard for the best interests of the Association, in proceeding by or in the right of the Association to procure a judgment in its favor.
- (B) A violation of criminal law, unless the Director of officer had no reasonable cause to believe his action way unlawful or had reasonable cause to believe his action was lawful.
- (C) A transaction from which the Director of officer derived an improper personal benefit.
- (D) Wrongful conduct by directors or officers appointed by the Developer, in proceeding brought by or on behalf of the Association.

In the event of a settlement, the right of indemnification shall not apply unless the Board of Directors approves such settlement as being in the best interest of the Association. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which a Director or officer may be entitled.

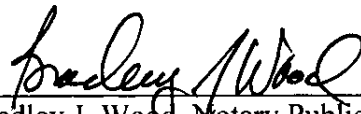


Fabian Calvo, Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

Sworn to before me on this 23 day of March, 2007, by FABIAN CALVO, who is [] personally known to me or [] produced _____ as identification.

{AFFIX SEAL}



Bradley J. Wood, Notary Public

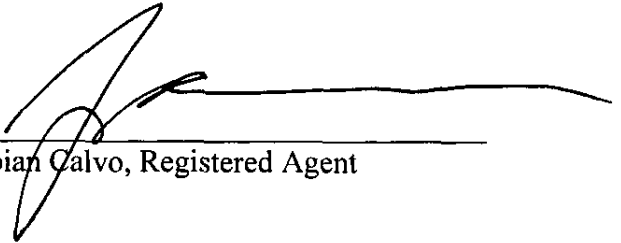


Bradley J. Wood
MY COMMISSION # DD201306 EXPIRES
April 8, 2007
BONDED THRU TROY FAIN INSURANCE, INC.

ACCEPTANCE BY REGISTERED AGENT

Having being named to accept services of process for the above stated Corporation, at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 617.0505 FLORIDA STATUTES.

3/23/2007
Dated



Fabian Calvo, Registered Agent

FILED
2007 MAR 29 PM 3:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA