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Breckenridge Beach Villas Condominium Association, I

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ARTICLES OF INCORPORATION  
OF  
BRECKENRIDGE BEACH VILLAS CONDOMINIUM ASSOCIATION, INC.  
(A Corporation Not For Profit)

The undersigned, being a natural person competent to contract, for the purpose of forming a corporation not for profit under the laws of the State of Florida, adopts, subscribes, and acknowledges the following Articles of Incorporation:

ARTICLE I. NAME AND ADDRESS

The name of the corporation shall be Breckenridge Beach Villas Condominium Association, Inc. ("*Association*"). The street and mailing address of the principal office of the Association is 5500 Gulf Boulevard, St. Pete Beach, Florida 33706, or at such other place as subsequently designated by the board of directors of the Association ("*Board*").

ARTICLE II. DEFINITIONS

All terms used in these Articles of Incorporation shall have the same meaning as the identical terms utilized in the Declaration of Condominium of Breckenridge Beach Villas Condominium (the "*Declaration*"), unless these Articles of Incorporation specifically provide otherwise, or unless the context otherwise requires. In the event of conflict between these authorities, the provisions of the Declaration shall control.

ARTICLE III. TERM OF EXISTENCE

Corporate existence shall commence upon filing of these Articles of Incorporation (the "*Articles*") with the Secretary of State. The term of the Association shall be the life of the Condominium. The Association terminates at such time as the Condominium terminates in accordance with the Declaration.

ARTICLE IV. PURPOSE

The purpose for which the Association is organized is to manage, operate and maintain a timeshare condominium to be known as Breckenridge Beach Villas Condominium ("*Condominium*") in accordance with the Declaration, and for any other lawful purpose.

ARTICLE V. POWERS AND JURISDICTION

Section 1. The Association shall have all of the common law and statutory powers of a nonprofit corporation which are not in conflict with the terms of the Declaration and these Articles, together with such additional specific powers as are contained in the Bylaws or Declaration.

Section 2. The Association shall have all of the powers reasonably necessary to implement the purpose of the Association, including, but not limited to, the following:

- a. To adopt a budget and make and collect assessments against members to defray the costs of the Condominium.
- b. To use the proceeds of assessments in the exercise of its powers and duties.
- c. To maintain, manage, repair, replace and operate the Condominium Property and the Timeshare Plan.

- d. To reconstruct improvements after casualty and construct further improvements to the Condominium Property.
- e. To promulgate and amend the Condominium Rules and Regulations respecting the use of Condominium Property.
- f. To enforce by legal means the provisions of the various Condominium Documents, these Articles, the Bylaws, and the Condominium Rules and Regulations.
- g. To exercise those powers specifically granted to timeshare condominium associations pursuant to Chapter 718, *Florida Statutes*, and Chapter 721, *Florida Statutes*.

Section 3. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration and applicable law.

ARTICLE VI. QUALIFICATION OF MEMBERS,  
THE MANNER OF THEIR ADMISSION, AND VOTING

The qualifications of members, the manner of their admission, and voting by members shall be as follows:

Section 1. Each Owner is a member of this Association, and no other persons or entities shall be entitled to membership. Except as prohibited by Florida law or may otherwise be set forth in the Declaration, an Owner shall be entitled to fifty two (52) votes in the Association for each Unit which the Owner may own, each Owner of a Timeshare Interest in a Timeshare Unit in which the Timeshare Period is a Use Week shall have one (1) vote in the Association, and each Owner of a Timeshare Interest in a Timeshare Unit in which the Timeshare Period is for periods of time other than a Use Week shall have a fraction of one (1) vote in the Association as provided for in the Declaration. Where a Unit or Timeshare Interest is owned by more than one person, the co-tenants of the Unit or Timeshare Interest must file a voting certificate with the Association, in accordance with the Bylaws, setting forth which co-tenant is designated to cast the vote for that Unit or Timeshare Interest. Cumulative voting is expressly prohibited.

Section 2. Changes in membership in the Association shall be established by the recording in the Public Records of Pinellas County, Florida, of a deed or other instrument establishing a change of record title to a Unit or Timeshare Interest and the delivery to the Association of a copy of such recorded instrument. The new Owner designated by such instrument shall become a member of the Association and the membership of the prior Owner shall be terminated.

Section 3. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the member's Unit or Timeshare Interest.

ARTICLE VII. INCORPORATOR

Kurt P. Gruber, with an office at 200 South Orange Avenue, Suite 2300, Orlando, Florida 32801, is the Incorporator of the Association.

ARTICLE VIII. BOARD OF DIRECTORS

Section 1. The affairs of the Association will be managed by a board of directors of not less than three (3) or more than seven (7) directors as shall be determined by the Bylaws, and in the absence of such determination shall consist of three (3) directors.

Section 2. Directors of the Association shall be appointed or elected at the annual meeting of the members in the manner determined by the Bylaws.

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Section 3. 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 appointed or elected and qualified as provided in the Bylaws are as follows:

Name:	Address:
Timothy R. Bogott	5600 Gulf Boulevard St. Pete Beach, Florida 33706
Elda Vaso	5600 Gulf Boulevard St. Pete Beach, Florida 33706
Michael Gaudiosi	4960 Conference Way North, Suite 100 Boca Raton, Florida 33431

ARTICLE IX. OFFICERS

The officers of the Association shall consist of president, vice president, secretary, treasurer, and other officers as the Board may from time to time deem appropriate. The officers of the Association shall be determined 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 with or without cause. Any vacancy in any office may be filled by the Board at any meeting of the Board.

The names of the officers who shall serve until the first Board meeting are:

<u>Name</u>	<u>Office</u>
Timothy R. Bogott	President
Michael Gaudiosi	Vice President
Elda Vaso	Secretary and Treasurer

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ARTICLE X. BYLAWS

The Bylaws shall be adopted by the Board and may be altered, amended or rescinded as provided in the Bylaws.

ARTICLE XI. AMENDMENTS TO THE ARTICLES OF INCORPORATION

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

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 considered.
2. A resolution approving a proposed amendment may be proposed by either the Board or by the members, and after being proposed and approved by one of such bodies, requires the approval of the other body. Except as otherwise provided in these Articles, such approvals must be by not less than three-fourths (3/4) of all the directors and by not less than a three-fourths (3/4) vote of the members of the Association at a duly called meeting of the Association. Directors and the members not present at the meeting considering the amendment may express their approval in writing within ten (10) days after such meeting.

3. Except where a specific right of Association approval or member consent is required or the Developer is prohibited from unilaterally amending these Articles, the Developer shall have the right to unilaterally amend these Articles as may be required by any lending institution (including the expansion of Mortgagee rights as Developer determines in its discretion), title insurance company, insurance provider, or public body; as may be necessary to conform these Articles to the requirements of law; to facilitate the operation and management of the Condominium Property; or to facilitate the sale of Units or Timeshare Interests. Further, except where a specific right of Association approval or member consent is required or the Developer is prohibited from unilaterally amending this Articles, the Developer further reserves the right to unilaterally amend this Articles as it may deem appropriate in its discretion; subject, however, to the consent of any single member who is the owner of record of a majority of the total number of voting interests in the Association, which consent shall not be unreasonably withheld, conditioned or delayed. No amendment to these Articles permitted to be unilaterally made by the Developer shall be permitted if such amendment would materially prejudice or impair the rights of the Mortgagees of record.

4. An amendment when adopted shall be effective when filed with the Florida Secretary of State and recorded in the Public Records of Pinellas County, Florida.

ARTICLE XII. ADDITIONAL PROVISIONS

Section 1. No officer, director, or Owner 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. The Association 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 Board on behalf of 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. The Association may make distribution to its members upon dissolution or final liquidation, as permitted by a court of competent jurisdiction. 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 or the Bylaws 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.

ARTICLE XIII. REGISTERED AGENT

The name and address of the initial registered agent for the service of process on the Association are:

Capitol Corporate Services, Inc.  
155 Office Plaza Drive, Suite A  
Tallahassee, Florida 32301

ARTICLE XIV. INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed upon such person in connection with any proceeding to which such person may be a party, or in which such person may become involved by reason of such person being or having been a director or officer at the time such expenses are incurred, except in such cases

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wherein the director or officer is adjudged guilty of willful misfeasance, malfeasance, or nonfeasance in the performance of the director's or officer's duties; provided, however, that in the event of a settlement, the indemnification set forth in this Article XIV shall apply only when the Board has approved such settlement and reimbursement as being in the best interests of the Association. The foregoing indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

**[Signature on the Following Page]**

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In Witness Whereof, the subscribing Incorporator has set his hand and caused these Articles of Incorporation to be executed this 29<sup>th</sup> day of November, 2012.

*Kurt P. Gruber*

Kurt P. Gruber, Incorporator

STATE OF FLORIDA )  
 ) SS.  
COUNTY OF ORANGE )

The foregoing instrument was acknowledged before me this 29<sup>th</sup> day of November, 2012, by Kurt P. Gruber, as Incorporator of Breckenridge Beach Villas Condominium Association, Inc. who is personally known to me.

*Patricia Regis*

(Signature of person taking acknowledgment)

(Name of Notary Public, to be typed, printed or stamped)



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REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Not-For-Profit Corporation Act (the "Statute"), the following is submitted, in compliance with the Statute:

That Brockenridge Beach Villas Condominium Association, Inc., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of St. Pete Beach, County of Pinellas, State of Florida, has named Capitol Corporate Services, Inc., located at 155 Office Plaza Drive, Suite A, Tallahassee FL 32301, as its registered agent to accept service of process and perform such other duties as are required in the State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, accepts to act in this capacity, and agrees to comply with the provision of the Statute relative in keeping open such office, and further states that it is familiar with Section 617.0501, *Florida Statutes*.

**CAPITOL CORPORATE SERVICES, INC.**

By: Delanie Case  
(signature)

Delanie Case  
(print name)

asst. sec.  
(title)

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