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JOHN H. EVANS, P. A.
ATTORNEYS AT LAW

1702 SOUTH WASHINGTON AVENUE
TITUSVILLE, FLORIDA 32780

JOHN H. EVANS
DOUGLAS W. BAKER

TEL: 321/267-5504
FAX: 321/267-0418

February 13, 2001

Via Airborne Express

Amendment Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399
850-487-6050

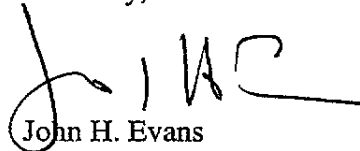
RE: Baytree Community Association, Inc.
Our File No. JHE-6702

Dear Sir or Madam:

Enclosed please find the original and one copy of the Amended and Restated Articles of Incorporation of Baytree Community Association, Inc., together with our check in the amount of \$35.00 to cover your filing fees. Please stamp the copy of the Amended Articles with the date received at your office and return to the undersigned.

Thank you for your assistance in this matter.

Sincerely,


John H. Evans

JHE/jhs

Enclosures

cc: Laura Moffett
Tom Vani
Marie Thibodeaux

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Amended & Restated Art.

V. SHEPARD FEB 19 2001

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

BAYTREE COMMUNITY ASSOCIATION, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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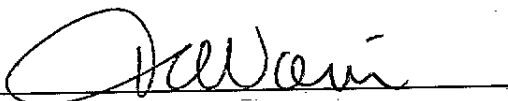
Pursuant to the provisions of section 617.1007, Florida Statutes, the undersigned Florida nonprofit corporation adopts the following articles of amendment to its articles of incorporation.

FIRST: The Articles of Incorporation for BAYTREE COMMUNITY ASSOCIATION, INC. are hereby amended and restated in accordance with Exhibit "A".

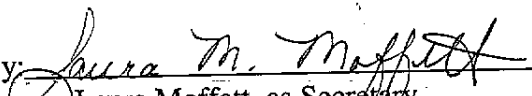
SECOND: The date of adoption of the amendment(s) was January 31, 2001 and the effective date shall be February 1, 2001.

THIRD: The attached Amended and Restated Articles of Incorporation were approved by a majority vote of the Board of Directors of the Corporation as is required by Article XI of the Articles of Incorporation and Section 617.1007 Florida Statutes, 1999. Pursuant to said section of the Articles of Incorporation, members are not required to vote on an amendment to the Articles of Incorporation at this time.

BAYTREE COMMUNITY ASSOCIATION,
INC.

By: 
Thomas A. Vani, as President

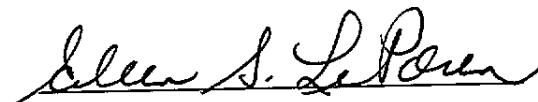
ATTEST:

By: 
Laura Moffett, as Secretary

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 31st day of January, 2001, by Thomas A. Vani as President of BAYTREE COMMUNITY ASSOCIATION, INC., a Florida corporation, on behalf of the corporation, who ✓ is personally known to me or who _____ produced Drivers license as identification.

[SEAL]


Notary Signature

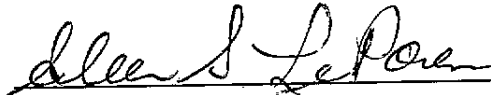
EILEEN S. LEPORIN
Notary Public, State of Florida
My comm. exp. May 11, 2003
Comm. No. CC836232

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 31st day of January, 2001,
by Laura Moffett as Secretary of BAYTREE COMMUNITY ASSOCIATION, INC., a Florida
corporation, on behalf of the corporation, who ✓ is personally known to me or who
produced Drivers license as identification.

[SEAL]

articles of incorporation-form 1-19-01.wpd


Notary Signature

EILEEN S. LEPORIN
Notary Public, State of Florida
My comm. exp. May 11, 2003
Comm. No. CC836232

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BAYTREE COMMUNITY ASSOCIATION, INC.**

WE, the undersigned, for the purpose of forming a corporation not for profit in accordance with the provisions of Chapter 617 F.S. and the laws of the State of Florida, acknowledge and file these Articles of Incorporation in the Office of the Secretary of State of the State of Florida.

ARTICLE I

Name

The name of the Association shall be BAYTREE COMMUNITY ASSOCIATION, INC., a not-for-profit Florida Association (herein the "Association").

ARTICLE II

Purpose

The purpose and objective of the Association shall be to administer the operation and management of the common property and facilities established within Baytree Golf & Country Club according to the plat or plats thereof, recorded in the Public Records of Brevard County, Florida (the "Plat") and to undertake the performance of the acts and duties incident to the administration and the operation and management of said subdivision and in accordance with the terms, provisions, covenants and restrictions contained in these Articles, the Declaration of Covenants, Conditions and Restrictions for Baytree Golf & Country Club (the "Declaration") as recorded in the Public Records of Brevard County, Florida, the By-Laws (the "By-Laws") of this Association, and to otherwise deal with such property, whether real or personal, as may be necessary or convenient in the administration of said property. The Association shall be conducted as a Florida Association not-for-profit. The terms used in these Articles shall have the same meaning as set forth in the Declaration.

ARTICLE III

Powers

The Association shall have the following powers:

- A. All of the powers and privileges granted to Associations not-for-profit under the law pursuant to which this Association is chartered, and all of the powers and privileges which may be granted unto said Association or exercised by it under any other applicable laws of the State of Florida.

B. All of the powers reasonably necessary to implement and effectuate the purposes of the Association, including, but not limited to:

1. Making and establishing reasonable rules and regulations governing the use of the common elements in the subdivision as said terms may be defined in the Declaration.
2. Levying and collecting assessments against members of the Association to defray the common expenses of the subdivision as provided in the Declaration and in the By-Laws of this Association which may be hereafter adopted.
3. Maintaining, repairing, replacing, operating and managing the Common Property, including the right to reconstruct improvements after casualty and to make further improvement of the Common property.
4. Contracting for maintenance of the Common Property of the Association.
5. Enforcing the provisions of the Declaration, these Articles of Incorporation and the By-Laws of the Association which may be hereafter adopted, and the rules and regulations governing the use of the common property as the same may be hereafter established.
6. To now or hereafter acquire and enter into leases and agreements of every nature, whereby the Association acquires leaseholds, memberships and other possessory or use interests in land or facilities, including recreational and communal facilities, whether or not contiguous to lands of the subdivision, to provide enjoyment, recreation, or other use of benefit to the members of the Association, all as may be deemed by the Board of Directors to be in the best interests of the Association.
7. To exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the Association pursuant to the Declaration.
8. The Association shall, subject to the rights and obligations of Baytree Community Development District, a local unit of special-purpose government organized and existing under Chapter 190, Florida Statutes, operate, maintain, and manage the Surface Water Management System in a manner consistent with the St. Johns River Water Management District Permit No. 4-009-0399A, requirements, and applicable District rules and shall assist in the enforcement of the restrictions and covenants contained herein. In furtherance thereof and subject to the rights and obligations of the Baytree Community Development District, the Association shall levy and collect adequate assessments against members of the Association for the cost of maintenance and operation of the Surface Water Management System. The assessments collected by the Association shall be used, inter alia, for the maintenance and repair of the Surface Water Management System included but not limited to work within retention areas, drainage structures and drainage easements.

ARTICLE IV

Members

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

A. Every owner of a Lot which is subject to assessment shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of any Lot which is subject to assessment.

B. Membership shall be established by the acquisition of fee title to a lot in the subdivision or by acquisition of a fee ownership interest therein, whether by conveyance, devise, judicial decree or otherwise and the membership of a party shall be automatically terminated upon his being divested of all title in and to a fee ownership interest in any lot except that nothing herein contained shall be construed as terminating the membership of any party who may own two (2) or more lots, so long as such person shall retain title to at least one lot.

C. The interest 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 his lot. The funds and assets of the Association shall belong solely to the Association, subject to the limitation that the same be expended, held or used for the benefit of the membership and for the purposes authorized herein, in the Declaration of Subdivision and in the said By-Laws.

D. The Association shall have two classes of voting membership:

Class A. Class A Members shall be all Owners, with the exception of the Developer, and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members, The vote for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. The Class B Member shall be the developer, Baytree Development Joint Venture, a Florida Joint Venture. The rights of the Class "B" Member shall be as specified in the Declaration. The Class B Membership shall terminate and become converted into Class A Membership upon the Turnover as said term is defined in the Declaration.

ARTICLE V

Term

The Association shall have perpetual existence. If the Association shall be voluntarily dissolved, the assets shall be dedicated to a public body or conveyed to a non-profit organization

having purposes as set forth in Article II hereof. Further in the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the Surface Water Management System shall be transferred to and accepted by an entity which shall comply with Section 40C-42.027, Florida Administrative Code, and which shall be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

ARTICLE VI

Location

The principal office of the Association shall be located at 400 High Point Drive, Suite 500, Cocoa, Florida 32926 but the Association may maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the Board of Directors.

ARTICLE VII

Directors

The affairs of the Association shall be managed by the Board of Directors. The number of members of the first Board of Directors of the Association shall be three (3), except as may be changed from time to time by the By-Laws of the Association. The members of the Board of Directors shall be elected as provided by Article VI of the By-Laws of the Association. The Board of Directors shall be members of the Association or shall be authorized representatives, officers or employees of a corporate member of this Association. Any vacancies in the Board of Directors occurring before the first election will be filled by the remaining directors. The first election of Directors by voting members, as defined in the By-Laws, shall be held within sixty (60) days from the date that the Declarant transfers control of the Association to the Lot owners thereafter, election of Directors shall be held once a year at the annual membership meeting.

The names and addresses of the members of the present Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

Thomas A. Vani
400 High Point Drive
Suite 500
Cocoa, Florida 32926

Laura Moffett
400 High Point Drive
Suite 500
Cocoa, Florida 32926

Robert Patria
400 High Point Drive
Suite 500
Cocoa, Florida 32926

Tony Studds
7971 Chatham Court
Melbourne, Florida 32940

ARTICLE VIII

Officers

The Board of Directors shall elect a President, Vice President, Secretary and a Treasurer and as many additional Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board of Directors shall determine. The President shall be elected from among the membership of the Board of Directors but no Other Officer needs to be a Director. The same person may hold two (2) offices, the duties of which are not incompatible; provided however, that the office of the President and Vice President shall not be held by the same person, nor shall the office of President, Secretary, Treasurer, Assistant Secretary or Assistant Treasurer be held by the same person.

The affairs of the Association shall be administered by the Board of Directors through its officers designated in the By-Laws of the Association. Said officers will be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and with the approval of the Board of Directors may employ a Managing Agent and/or such other managerial and supervisory personnel or entities to administer or assist in the administration of the Association and any such person or entity may be so employed without regard to whether such person or entity is a member of the Association or a director of the Association.

ARTICLE IX

By-Laws

The original By-Laws of the Association shall be adopted by the Board of Directors and thereafter, such By-Laws may be altered or rescinded by the Board of Directors only in such manner as said By-Laws may provide.

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 them in connection with any proceeding to which they may be a party, or in which they may become involved, by reason of their being or having been a Director or officer of the Association whether or not they are 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 or malfeasance in the performance of their duties; provided, that, in the event of any claim for reimbursement of indemnification hereunder based upon a settlement by the Director or officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interests 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.

ARTICLE XI

Amendments

Any amendment or amendments to these Articles of Incorporation may be proposed by the Board of Directors of the Association acting upon a vote of the majority of the Directors, or by the members of the Association owning a majority of the lots in the subdivision, whether meeting as members or by instrument in writing signed by them. Upon any amendment or amendments to these Articles being proposed by said Board of Directors or members, such proposed amendment or amendments shall be transmitted to the President of the Association or other officer of the Association in the absence of the President, who shall thereupon call a special meeting of the members of the Association for a date not sooner than twenty (20) days nor later than sixty (60) days from the receipt by him of the proposed amendment or amendments, and it shall be the duty of the Secretary to give to each member written or printed notice of such meeting, stating the time and place of the meeting and reciting the proposed amendment or amendments in reasonably detailed form, which notice shall be mailed or presented personally to each member not less than ten (10) days nor more than thirty (30) days before the date set for such meeting. Any member may, by written waiver of notice signed by such member, waive such notice, and such waiver when filed in the records of the Association, whether before or after the holding of the meeting, shall be deemed equivalent to the giving of such notice to such member. At such meeting the amendment or amendments proposed must be approved by an affirmative vote of the members owning not less than fifty (50%) percent of the lots in the subdivision in order for such amendment or amendments to become effective. Thereupon, such amendment or amendments of these Articles shall be transcribed and certified in such form as may be necessary to register the same in the Office of the Secretary of State of Florida; and upon the registration of such amendment or amendments with said Secretary of State, a certified copy thereof shall be recorded in the public records of Brevard County, Florida within ten (10) days from the date on which the same are so registered. At any meeting held to consider such amendment or amendments of these Articles, the written vote of any member of the Association shall be recognized, if such member is not in attendance at such meeting or represented there at by proxy, provided such written vote is delivered to the Secretary of the Association at or prior to such meeting.

Notwithstanding the foregoing provisions of this Article XII, no amendment or amendments to these Articles which shall abridge, amend or alter the rights of the developer, Baytree Development Joint Venture, a Florida joint venture, to designate and select members of the Board of Directors of the Association as provided within the Declaration, may be adopted or become effective, without the written consent of Baytree Development Joint Venture, a Florida joint venture prior to Turnover, as said term is defined in the Declaration.

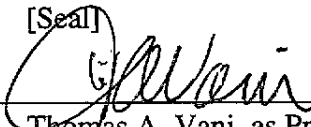
XII

EFFECTIVE DATE

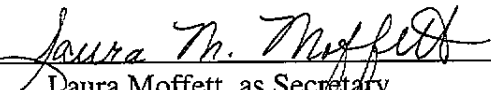
This Amendment to the Articles of Incorporation shall become effective on February 1, 2001.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 31st day of January, 2001.

**BAYTREE COMMUNITY ASSOCIATION,
INC.**, a Florida corporation

[Seal]
By: 
Thomas A. Vani, as President

ATTEST:

By: 
Laura Moffett, as Secretary

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 31st day of January, 2001, by THOMAS A. VANI, as President, of BAYTREE COMMUNITY ASSOCIATION, INC., a Florida corporation, on behalf of the corporation, who ☒ is personally known to me or who ☐ produced Drivers license as identification.

[SEAL] EILEEN S. LEPORIN
Notary Public, State of Florida
My comm. exp. May 11, 2003
Comm. No. CC836232


Notary Signature

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 31st day of January, 2001, by LAURA MOFFETT, as Secretary of BAYTREE COMMUNITY ASSOCIATION, INC., a Florida corporation, on behalf of the corporation, who ☒ is personally known to me or who ☐ produced Drivers license as identification.

[SEAL] EILEEN S. LEPORIN
Notary Public, State of Florida
My comm. exp. May 11, 2003
Comm. No. CC836232


Notary Signature

articles of incorporation 1-19-01.wpd

**INDEX TO AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
BAYTREE COMMUNITY ASSOCIATION, INC.**

I.	Name	Page 1
II.	Purpose	Page 1
III.	Powers	Page 1
IV.	Members	Page 3
V.	Term	Page 3
VI.	Location	Page 4
VII.	Directors	Page 4
VIII.	Officers	Page 5
IX.	By-Laws	Page 5
X.	Indemnification	Page 5
XI.	Amendments	Page 6
XII.	Effective Date	Page 7