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ACCOUNT NO. : 072100000032
REFERENCE : 916868 118436A
AUTHORIZATION :
COST LIMIT : \$ PPD

ORDER DATE : August 5, 1998
ORDER TIME : 11:27 AM
ORDER NO. : 916868-005
CUSTOMER NO: 118436A

CUSTOMER: Ms. Deborah Chambers
MICHAEL L. PETERSON, ESQ.
218 Apollo Beach Boulevard
Apollo Beach, FL 33572

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-08/05/98--01086--008
****122.50 ****122.50

DOMESTIC FILING

NAME: BAY VILLAGE HOMEOWNERS
ASSOCIATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
_____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
_____ PLAIN STAMPED COPY
_____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG -5 PM 2:59
RECEIVED
99 AUG -5 PM 12:12
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG -5 PM 2:59

ARTICLES OF INCORPORATION

OF

BAY VILLAGE HOMEOWNERS ASSOCIATION, INC.

A Florida Corporation Not For Profit

The undersigned incorporator, a resident of the State of Florida and of full age, hereby makes, subscribes, acknowledges and files with the Department of the State of Florida these Articles of Incorporation for the purpose of forming a corporation not for profit under the laws of the State of Florida.

**ARTICLE I
NAME**

The name of this corporation is **Bay Village Homeowners Association, Inc.**, a Florida corporation not for profit, (hereinafter called the "Association" in these Articles.)

**ARTICLE II
OFFICE AND REGISTERED AGENT**

This Association's registered office address is 6488 U.S. Highway 41 North, Apollo Beach, Hillsborough County, Florida 33572 and its registered agent is Jim Beggins who maintains a business office at the same location. Both the Association's registered office and registered agent may be changed from time to time by the Board of Directors as provided by law.

**ARTICLE III
PURPOSE**

This Association does not contemplate pecuniary gain or profit to its members and the specific purposes for which it is formed are to provide for the maintenance, preservation and architectural control of all common areas and other residence lots within that certain tract of

property (hereinafter called the Property) in Hillsborough County, Florida and more particularly described as:

See Exhibit A

ARTICLE IV POWERS

Without limitation this Association is empowered to:

- (a) Declaration. Exercise all rights, powers, privileges and perform all duties, of this Association set forth in that certain Declaration of Covenants, Conditions and Restrictions (hereinafter called the Declaration) applicable to the property and recorded or to be recorded in the Public Records of Hillsborough County, Florida and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth in full;
- (b) Property. In any lawful manner, acquire, own, hold, improve, manage, operate, maintain, repair, replace, operate, convey, sell, lease, transfer, assign, and otherwise dispose of property of any nature whatsoever, real, personal, or mixed, tangible or intangible, in connection with this Association's affairs.
- (c) Assessments. Fix, levy, collect, and enforce by any lawful means all charges or assessments established by, or pursuant to, the Declaration; and to use and expend the proceeds of assessments in the exercise of its powers and duties hereunder.
- (d) Costs. Pay all costs, expenses, and obligations lawfully incurred in connection with this Association's affairs including, without limitation, all licenses, taxes, or other governmental charges levied or imposed against this Association's property.
- (e) Borrowing. Borrow money and, with the approval of two-thirds of each class of

members, mortgage, pledge, deed in trust, hypothecate, assign, grant security interests in, or otherwise transfer any or all of its property as security for money borrowed, debts incurred, or any of its other obligations.

(f) Dedications. With the approval of three-fourths of the members, dedicate, sell or transfer all or any part of its property to any public agency, authority, or utility for such purposes, and subject to such conditions, as seventy-five percent (75%) of the members determine.

(g) Mergers. With the approval of two-thirds (2/3) of the members, participate in mergers and consolidations with other non-profit corporations organized for similar purposes.

(h) Rules. From time to time adopt, alter, amend, rescind, and enforce reasonable rules and regulations governing the use of the Lots, Common Area, and Corporate Property consistent with the rights and duties established by the Declaration and these Articles.

(i) General. Have and exercise all common law rights, powers, and privileges and those that a corporation not for profit may now or hereafter have or exercise under the laws of the State of Florida, together with all other rights, powers, and privileges reasonably to be implied from the existence of any right, power, or privilege so granted, or granted by the Declaration or these Articles, or reasonably necessary to effectuate the exercise of any right, power, or privilege so granted. Specific authority to sue and be sued is hereby acknowledged.

(j) Enforcement. To enforce by legal means the obligations of the members of the corporation; the provisions of the Declaration, and the provisions of a dedication or

conveyance of the Corporate Property to the corporation with respect to the use and maintenance thereof.

ARTICLE V MEMBERSHIP

Every person who from time to time holds the record fee simple title to, or any undivided fee simple interest in, any Lot that is subject to the provisions of the Declaration is a member of this Association, including contract sellers, but excluding all other persons who hold any interest in any Lot merely as security for the performance of an obligation. An Owner of more than one Lot is entitled to one membership for each Lot owned. Membership is appurtenant to, and may not be separated from, ownership of at least one Lot that is subject to the provisions of the Declaration, and membership may not be transferred other than by transfer of title to such Lot. Each membership is transferred automatically by conveyance of title of a Lot.

ARTICLE VI VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A members shall be all Owners, with the exception of the Declarant (as defined in the Declaration), 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 Declarant, and shall be entitled to three (3) votes for each lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of the following events, whichever occurs earlier:

- (a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or
- (b) on the anniversary date five years from the date when the first Lot is conveyed to a Class A Member.

**ARTICLE VII
BOARD OF DIRECTORS**

Section 1. This Association's affairs are managed by a Board of Directors initially composed of three Directors. The number of Directors from time to time may be changed by amendment to this Association's Bylaws, but at all times it must be an odd number of three or more. The initial Directors named below shall serve until this Association's first annual meeting. The term of office for all Directors is one year. Before any such annual meeting, all vacancies occurring on the Board of Directors, if any, will be filled by majority vote of the remaining Directors, even if less than a quorum. Any Director may succeed himself or herself in office. All Directors will be elected by secret written ballot. Each member may cast as many votes for each vacancy as such member has; and the person receiving the largest number of votes cast for each vacancy is elected. Cumulative voting is not permitted. Directors need not be Association members.

Section 2. The names and addresses of the persons who will serve as Directors until their successors have been duly elected and qualify, unless they sooner die, resign, or are removed, are:

Name: Fouad Anis
2841 North Ocean Boulevard # 1904
Ft. Lauderdale, Florida 33308

Name: Jim Beggins
6488 U.S. Highway 41 North
Apollo Beach, Florida 33572

Name: Dr. Ghabbour Ghabbour
6336 Cocoa Lane
Apollo Beach, Florida 33572

ARTICLE VIII INCORPORATOR

The name and residence of the incorporator is:

Name: Michael L. Peterson, Esq.
Address: 218 Apollo Beach Boulevard Apollo Beach, Florida 33572

ARTICLE IX DISSOLUTION

This Association may be dissolved in the manner from time to time provided by the laws of the State of Florida and with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of this Association in any manner other than incident to a merger or consolidation, all of this Association's assets must be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. If dedication is refused, such assets must be granted, conveyed, and assigned to any nonprofit corporation, association, trust, or other organization to be devoted to such similar purposes. In no event, however may any assets inure to the benefit of any member or other private individual.

ARTICLE X DURATION

This Association exists perpetually.

**ARTICLE XI
BY-LAWS**

This Association's By-laws initially will be adopted by the Board of Directors. Thereafter, the By-laws may be altered, amended, or rescinded with the approval of seventy-five percent (75%) of each class of members, except as to those provisions for Amendment to the Bylaws which are provided in the Declaration or any Supplemental Declaration in which case those provisions shall control such Amendments.

**ARTICLE XII
AMENDMENTS**

Amendments to these Articles may be proposed and adopted in the manner from time to time provided by the laws of the State of Florida, provided that each such amendment must have the approval in writing of seventy-five percent (75%) of the entire membership, except as to those provisions for Amendment to the Bylaws which are provided in the Declaration or any Supplemental Declaration in which case those provisions shall control such Amendments.

**ARTICLE XIII
INTERPRETATION**

Express reference is made to the Declaration where necessary to interpret, construe, and clarify the provisions of the Articles. Without limitation, all terms defined in the Declaration have the same meaning where used in these Articles. By subscribing and filing these Articles, the incorporators intend its provisions to be consistent with the provisions of the Declaration and to be interpreted, construed, and applied with those of the Declaration to avoid inconsistencies or conflicting results.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, I, the undersigned, constituting the incorporator of this Association,

have executed these Articles of Incorporation this 31st day of July
1998.

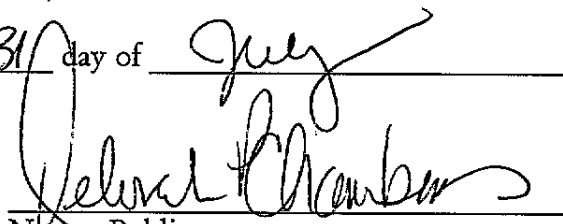

Michael L. Peterson, Esquire
AS INCORPORATOR

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, this day personally appeared Michael L. Peterson, to me well known to be the person described in, and who signed the foregoing Articles of Incorporation of Bay Village Homeowners Association, Inc. and who acknowledged to me that he executed and subscribed such Articles for the purposes set forth herein. He is personally known to me and did (did not) take an oath.

WITNESS my hand and official seal this 31 day of July
1998.

Deborah P. Chambers
SEAL Notary Public State of Florida
Commission No. CC578375
My Commission Exp. Aug. 24, 2000


Notary Public

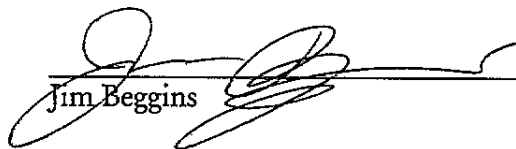
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA AND NAMING THE REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED.

Bay Village Homeowners Association, Inc., desiring to organize under the laws of the State of Florida, as a corporation not for profit with its principal office, as indicated in its Articles of Incorporation, at 6488 U.S. Highway 41 North, Apollo Beach, Hillsborough County, State of Florida, has named Jim Beggins, who shares the same business address, as its registered agent to accept service of process within Florida.

ACCEPTANCE

Having been named to accept service of process for the foregoing corporation at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes, including the duties and obligations imposed by Section 607.325, relative to the proper and complete performance of my duties.

Date: 8/3/98


Jim Beggins

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 AUG -5 PM 3:00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 AUG -5 PM 3:00

EXHIBIT "A"

Commence at the Northeast corner of Section 16, Township 31 South, Range 19 East, Hillsborough County, Florida; thence N 88°56'28"W., 5900.00 feet along the North boundary of said Section 16 at its prolongation; thence S 34°59'22"W., 2288.40 feet to the Northern most corner of PARCEL 1 as shown on the application by Francis J. Corr, Inc., for establishment of a bulkhead line and for purchase of submerged lands lying in Township 31 South, Ranges 18 and 19 East, Hillsborough County, Florida, as recorded in Plat Book 35, page 16, Public Records of said county; thence S 45°37'51"W., 1789.67 feet along the Northwesterly boundary of said Parcel 1 to the Point of Beginning; thence S 45°37'51"W., 1000.00 feet along the Northwesterly boundary of said Parcel 1; thence S 44°22'09"E., 300.00 feet to the Northwesterly right-of-way line of Surfside Blvd. (60 foot right-of-way) as shown on the Plat of COBIA CAY, recorded in Plat Book 53, page 20, Public Records of said county; thence N 45°37'51"E., 1000.00 feet along said right-of-way line; thence N 44°22'09"W., 300.00 feet to the Point of Beginning.