

700613

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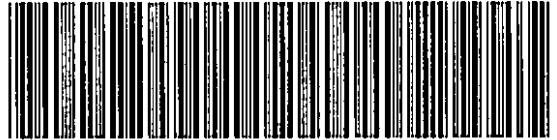
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2022 FEB 28 PM 1:00

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Amended & Restated
ART.

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**ARTICLES OF AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

Pursuant to the provision of Chapter 617, Florida Statutes, the undersigned corporation adopts the following Articles of Amended and Restated Articles of Incorporation.

FIRST: The name of the corporation is Bay Harbor Association Inc


SECOND: The attached Amended and Restated Articles of Incorporation were adopted by the membership.

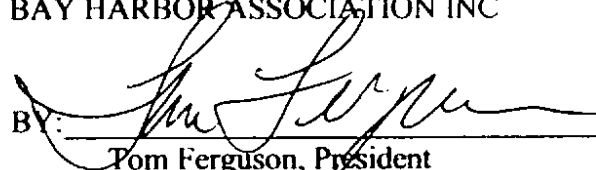
THIRD: The attached Amended and Restated Articles of Incorporation were adopted by the required vote of the members on the 12th day of February 2022.

FOURTH: The number of votes cast were sufficient for approval.

WITNESSES:
(TWO)

BAY HARBOR ASSOCIATION INC

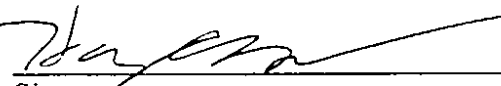

Signature
Cheryl Lee Ferguson
Printed Name

BY: 
Tom Ferguson, President

Date: 2/15/22

(CORPORATE SEAL)

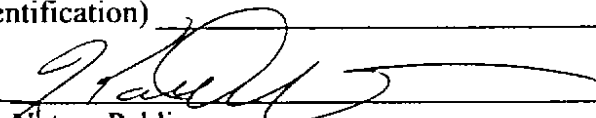
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TALLAHASSEE FL 06104


Signature
Henry Olivera
Printed Name

STATE OF FLORIDA)
) SS:
COUNTY OF MONROE)

The foregoing instrument was acknowledged before me by means of ☐ physical presence or ☐ online notarization this 15 day of February 2022, by Tom Ferguson as President of Bay Harbor Association Inc, a Florida Corporation, on behalf of the corporation. He is ☒ personally known to me or ☐ has produced (type of identification) _____ as identification.




Notary Public
Printed Name

My commission expires: _____

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
BAY HARBOR ASSOCIATION INC**

SUBSTANTIAL REWORDING OF ARTICLES OF INCORPORATION –
SEE CURRENT ARTICLES OF INCORPORATION FOR PRESENT TEXT
(2022)

These are the Amended and Restated Articles of Incorporation of BAY HARBOR ASSOCIATION INC, originally filed with the Florida Department of State on March 9, 1960, under Charter Number 700613. Amendments included have been added pursuant to Chapter 617, Florida Statutes.

**ARTICLE I.
NAME**

Section 1. The name of this corporation is: BAY HARBOR ASSOCIATION INC. These are the Amended and Restated Articles of Incorporation ("Articles") of BAY HARBOR ASSOCIATION INC, a Florida not-for-profit corporation, located in Key Largo, Monroe County, Florida. (The corporation is referred to as the "Association.").

Section 2. Its principal office shall be located at in Monroe County, Florida at such location as may from time to time be determined by the Board of Directors.

Section 3. Other offices for the transaction of business shall be located at such places as the Board of Directors may from time to time determine.

Section 4. The fiscal year of the Association is the calendar year, unless otherwise determined by the Board of Directors.

**ARTICLE II.
PURPOSE**

Section 1. This Corporation shall conduct any and all lawful business permitted by the State of Florida with the specific objective of overseeing the recreational facilities for those certain persons owning lots in the Amended Plat of Bay Harbor, according to the plat thereof recorded in Plat Book 2 at page 91 of the Public Records of Monroe County, Florida, and for the purpose of preserving the reserved rights now possessed by certain lot owners in said sub-division; and in furtherance of its objectives, this Corporation shall have the right and power to improve real and personal property and to acquire other real and personal property as may be deemed necessary or advisable to attain its purposes, and to have all the rights, powers, privileges and immunities of corporations of its character, with the corporation being a corporation not for profit.

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ARTICLE III. MEMBERSHIP

Section 1. The membership in this ASSOCIATION shall be limited to those residential lot owners who are designated as having beneficial usage of the "RESERVED AREAS" sections in Block 2 of Bay Harbor, according to the plat thereof recorded in Plat Book 2, Page 91, of the Public Records of Monroe County, Florida; said persons being those owners of lots in said subdivision occupied for residential use only.

Section 2. Membership in the ASSOCIATION is voluntary and available to those residential lot owners who meet the requirements of Sec.1 and are in GOOD STANDING. Only MEMBERS in GOOD STANDING shall be permitted beneficial use of the RESERVED AREAS. Property owners who elect not to become a MEMBER shall not be entitled to beneficial usage of the RESERVED AREAS.

ARTICLE IV. TERM

The term for which this corporation shall exist shall be perpetual.

ARTICLE V. BOARD OF DIRECTORS

The business of the ASSOCIATION and property of the ASSOCIATION shall be managed by a Board of Seven (7) Directors, who shall be elected by MEMBERS in GOOD STANDING. Each director shall be a MEMBER, in GOOD STANDING and shall receive no compensation for their services as a director. A sale by a director of his lots in any Bay Harbor Subdivision shall operate automatically as a resignation of his or her office. The names and addresses of the Directors shall be updated annually with the State of Florida Division of Corporations and reflected thereon.

ARTICLE VI. OFFICERS

The Officers of this ASSOCIATION shall be a President, a Vice-President, a Secretary, a Treasurer and a Dockmaster, who shall be elected for the term of one year and shall hold office until their successors are duly elected. No one shall be eligible for the office of President, Vice-President, Secretary, Treasurer or Dockmaster of the ASSOCIATION who ceases to be an owner of property in the Bay Harbor Subdivision. Upon such sale or transfer of title, the same shall constitute a resignation of MEMBERSHIP in this organization.

**ARTICLE VII.
REAL ESTATE**

In the event any real estate or interest in real estate is acquired by this ASSOCIATION, the title to the same shall be taken in the name of BAY HARBOR ASSOCIATION INC, and shall not be transferred, sold, or otherwise disposed of.

**ARTICLE VIII.
AMENDMENTS**

Amendments to these Articles may be made by a vote of the MEMBERS at any annual meeting when the proposed amendment or amendments have been set out in the notice for the calling of such meeting, and the amendments are approved by a two-thirds 2/3 vote of those MEMBERS present in GOOD STANDING. Any amendments to be considered must be submitted in writing to the ASSOCIATION Secretary at least fourteen (14) days before the Annual Membership Meeting or any Special Membership Meeting noticed for that purpose except for any amendments proposed by the BOARD OF DIRECTORS. The ASSOCIATION shall notice the meeting at least ten (10) days before the Annual Membership Meeting or any Special Membership Meeting noticed for that purpose.