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**759054**  
June 26, 2000

Reply To:  
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Florida Department of State  
Amendment Section  
P.O. Box 1500  
Tallahassee, FL 32302-1500

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-07/12/00--01001--002  
\*\*\*\*\*70.00 \*\*\*\*\*35.00

Re: Articles of Amendment to the Articles of Incorporation of Bahia Del Sol  
Condominium Association, Inc. and Bahia Del Sol II Condominium  
Association, Inc.

Dear Sir/Madam:

Enclosed please find the original Articles Amendment to the Articles of Incorporation of Bahia Del Sol Condominium Association, Inc. and Bahia Del Sol II Condominium Association, Inc., and a copy of same to be stamped and returned to this office. Please also find a check in the amount of \$70.00, your recording fee, and a return envelope for our copy of the documents.

If you should have any questions, please do not hesitate to contact this office.

Yours truly,

*Ellen Hirsch de Haan*

ELLEN HIRSCH de HAAN  
For the Firm

EHD/sdk  
Enclosure

B12360/41325

*Sheila Koonce authorized  
to entitle document "Articles  
of Amendment"*

*Amend  
LFS 7-19-2000*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 JUL 12 AM 11:24

ARTICLES OF INCORPORATION  
OF  
BAHIA DEL SOL CONDOMINIUM ASSOCIATION, INC.

00 JUL 12 AM 11:24

The undersigned, by these Articles, associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

**ARTICLE I  
NAME**

The name of the corporation shall be BAHIA DEL SOL CONDOMINIUM ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Association."

**ARTICLE II  
PURPOSE**

2.1 The purpose for which the Association is organized is to provide an entity pursuant to the provisions of Condominium Act, Chapter 718, Florida Statutes for the operation of BAHIA DEL SOL, a condominium, to be located upon the following lands in Hillsborough County, Florida:

**PARCEL A**

A parcel of land being a portion of Bahia Beach Unit No. 1, as record in Plat Book 40, at page 81, of the Public Records of Hillsborough County, Florida, explicitly described as follows:

From the Southeast corner of Fractional Section 2, Township 32 South, Range 18 East, Hillsborough County, Florida, proceed thence on the South boundary thereof, also being the centerline of Shell Point Road (Bellamy Ave.), at this point, N. 89° 54' 50" W. a distance of 2403.62 feet; thence N. 00° 05' 10" E. a distance of 4289.07 feet to the POINT OF BEGINNING, said point also being located on the Easterly right-of-way boundary of Bahia Beach Drive. From the POINT OF BEGINNING thus described, proceed thence on said right-of-way boundary, N. 14° 39' 17" W. a distance of 250.00 feet; thence N. 75° 20' 43" E. a distance of 119.75 feet to the Easterly boundary of aforesaid Bahia Beach Unit No. 1; thence on said Easterly boundary S. 14° 51' 05" E. a distance of 249.59 feet to the Northeasterly corner of Parcel 1, as recorded in aforesaid Bahia Beach Unit No. 1; thence on the Northerly boundary thereof, S. 75° 08' 55" W. a distance of 120.61 feet to the POINT OF BEGINNING, containing 0.689 acre of land more or less.

**PARCEL B**

A parcel of land being a portion of Bahia Beach Unit No. 1, as record in Plat Book 40, at page 81, of the Public Records of Hillsborough County, Florida, explicitly described as follows:  
From the Southeast corner of Fractional Section 2, Township 32 South, Range 18 East, Hillsborough County, Florida, proceed thence on the South boundary thereof, also being the centerline of Shell Point Road (Bellamy Ave.), at this point, N. 89° 54' 50" W. a distance of 2413.20 feet; thence N. 00° 05' 10" E. a distance of 3959.80 feet to the POINT OF BEGINNING, said point also being located on the Westerly right-of-way boundary of Bahia Beach Drive. From the POINT OF BEGINNING thus described, proceed thence S. 88° 00' 39" W. a distance of 228.67 feet to the Westerly boundary of the aforesaid Bahia Beach Unit No. 1; thence on the Westerly boundary thereof N. 01° 53' 40" W. a distance of 209.00 feet; thence continuing on said boundary, No. 14° 48' 25" W. a distance of 191.00 feet; thence No. 75° 20' 43" E. a distance of 215.50 feet to the aforesaid Westerly right-of-way boundary of Bahia Beach Drive; thence on said boundary, S. 14° 39' 17" E. a distance of 260.96 feet to a point of curvature of a curve concave Westerly, having a radius of 132.50 feet and a central angle of 12° 39' 56"; thence on the arc of said curve a distance 29.29 feet, said arc subtended by a chord which bears S. 08° 19' 19" E. a distance of 29.23 feet to a point of tangency; thence S. 01° 59' 21" E. a distance of 158.83 feet to the POINT OF BEGINNING, containing 2.156 acres of land more or less.

2.2 The Association shall make no distribution of income to its members, directors or officers.

**ARTICLE III  
POWERS**

The powers of the Association shall include and be governed by the following provisions:

3.1 The Association shall have all the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles.

3.2 The Association shall have all of the powers and duties set forth in the Condominium Act and all of the powers and duties reasonably necessary to operate the condominium pursuant to the declaration as presently drafted and as it may be amended from time to time, including, but not limited to, the following:

- (a) **Assess** To make and collect assessments against members as unit owners to defray the costs, expenses and losses of the condominium.
- (b) **Disburse** To use the proceeds of assessments in the exercise of its powers and duties.
- (c) **Maintain** To maintain, repair, replace and operate the condominium property.
- (d) **Insure** To purchase insurance upon the condominium property and insurance for the protection of the Association and its members as unit owners, as well as liability insurance for the protection of Directors of the Association.
- (e) **Reconstruct** To reconstruct improvements after casualty and further improve the condominium property.
- (f) **Regulate** To make and amend reasonable regulations respecting the use of the property in the condominium.
- (g) **Approve** To approve or disapprove the leasing, transfer, mortgage and ownership of units as provided by the Declaration of Condominium.
- (h) **Enforce** To enforce by legal means the provisions of the Condominium Act, the Declaration of Condominium, these Articles, the By-Laws of the Association and the Regulations for the use of the property in the condominium.
- (i) **Management Contract** To contract for the management and maintenance of the condominium and to authorize the management agent to assist the Association in carrying out its powers and duties by performing such functions as the collection of assessments, preparation of records, enforcement of rules, and maintenance of the common elements. The Association shall, however, retain at all times the powers and duties granted by the Condominium Act, including, but not limited to, the making assessments, promulgation of rules and execution of contracts on behalf of the Association.
- (j) **Employment** To employ personnel for reasonable compensation to perform the services required for proper administration of the purposes of the Association.
- (k) **Payment of liens** To pay taxes and assessments which are liens against any part of the condominium other than individual apartment units and the appurtenances thereto, and to assess the same against the ~~apartment~~ units subject to such liens.
- (l) **Utilities** To pay the cost of all power, water, sewer and other utility services rendered to the condominium and not billed to owners of individual ~~apartment~~ units.

3.3 The Association shall have the power to purchase a unit in the condominium and to hold, lease, mortgage and convey the same.

#### ARTICLE IV MEMBER

4.1 The members of the Association shall consist of all of the record owners of units in the condominium, and after termination of the condominium shall consist of those who are members at the time of such termination and their successors and assigns.

4.2 After receiving approval of the Association as required by the Declaration of Condominium, change of membership in the Association shall be established by recording in the Public Records of Hillsborough County, Florida, a deed or other instrument establishing a record title to a unit in the condominium and the delivery to the Association of a certified copy of such instrument. The owner designated by such instrument thus becomes a member of the Association and the membership of the prior owner is terminated.

4.3 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 his unit.

#### ARTICLE V

## DIRECTORS

5.1 The affairs of the Association shall be managed by a Board of Directors consisting of no less than three (3) Directors, nor more than five (5) Directors. Each Director shall be a person entitled to cast a vote in the Association, except as provided in Section 5.3 hereof and by the By-Laws.

5.2 Members of the Board of Directors shall be elected at the annual meeting of the Association members in the manner specified in the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

5.3 The initial Board of Directors of BAHIA DEL SOL CONDOMINIUM ASSOCIATION, INC. shall consist of three (3) members who need not be members entitled to vote in the Association and shall be elected by the Developer. The initial Board of Directors named in the Articles shall serve until apartment owners are entitled to elect members to the Board of Directors as contained in the schedule set out in Sections 5.4 and 5.5 hereof. Any vacancies in the Developer appointed Directors may be filled by the Developer appointing a replacement. All other Board of Directors vacancies between annual meetings of members shall be filled by the remaining Directors.

5.4 When the Developer has conveyed fifteen percent (15%) or more of the units in the condominium, the unit owners other than the Developer shall be entitled to elect one-third (1/3) of the members of the Board of Directors and the Board of Directors shall call a special members' meeting for the election. Unit owners other than the Developer shall be entitled to elect not less than a majority of the members of the Board of Directors:

(a) Three (3) years after the Developer has conveyed fifty percent (50%) of the units that will ultimately be operated by the Association to individual purchasers; or

(b) Three (3) months after the Developer has conveyed ninety percent (90%) of the units that will ultimately be operated by the Association to individual purchasers; or

(c) When all of the units in the condominium have been completed and some of the units have been sold, and none of the remaining units are being offered for sale by the Developer in the ordinary course of business; whichever shall first occur. The Board of Directors shall call a special members' meeting for the election.

5.5 The Developer is entitled to elect at least one (1) member of the Board of Directors of the association as long as the Developer holds for sale in the ordinary course of business at least five percent (5%) of the units in Bahia Beach, a condominium.

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

| Name              | Address                                                  |
|-------------------|----------------------------------------------------------|
| J. Vince Thompson | 7112 Pet Boulevard<br>Tampa, Florida 33615               |
| Donald R. Dizney  | Suite 1100, 201 E. Pine Street<br>Orlando, Florida 32802 |
| Terry A. Hyman    | Suite 1100, 201 E. Pine Street<br>Orlando, Florida 32802 |

## ARTICLE VI OFFICERS

The affairs of the Association shall be administered by the officers designated in the By-Laws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association, and they shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

| Office              | Name              | Address                                                  |
|---------------------|-------------------|----------------------------------------------------------|
| President           | Donald R. Dizney  | Suite 1100, 201 E. Pine Street<br>Orlando, Florida 32802 |
| Vice President      | J. Vince Thompson | 7112 Pet Boulevard<br>Tampa, Florida 33615               |
| Secretary/Treasurer | Terry A. Hyman    | Suite 1100, 201 E. Pine Street<br>Orlando, Florida 32802 |

**ARTICLE VII  
REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation shall be:

Suite 1200, 201 E. Pine Street  
Orlando, Florida 32802

The name of the corporation's initial registered agent at such address shall be:

Phillip R. Finch

**ARTICLE VIII  
INDEMNIFICATION**

8.1 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 him in connection with any proceeding whether civil, criminal, administrative or investigative, or any settlement of any proceeding, or any appeal from such proceeding to which he may be a party or in which he may become involved by reason of his being or having been a Director or officer of the Association, or having served at the Association's request as a Director or officer of any other corporation, whether or not he is a Director or officer at the time such expenses are incurred, regardless of by whom the proceeding, or any appeal from such proceedings to which he may be any such Director or officer shall be adjudged liable for gross negligence or willful misconduct, provided that in the event of a settlement, the indemnification shall apply only when the Board of Directors of the Association approves such settlement and reimbursement as being for the best interest 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.

8.2 Expenses incurred in defending a suit or proceeding whether civil, criminal, administrative or investigative may be paid by the Association in advance of the final disposition of such action, suit or proceeding if authorized by all of the non-interested Directors upon receipt of an undertaking by or on behalf of the Director or officer to repay such amount if it shall ultimately be determined that he is not to be indemnified by the Association as authorized by these Articles of Incorporation.

8.3 The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director or officer of the Association, or is or was serving at the request of the Association as a Director or officer of another association, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of these Articles of Incorporation.

**ARTICLE IX  
BY-LAWS**

The first By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the By-Laws.

**ARTICLE X  
AMENDMENTS**

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

10.1 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.

10.2 A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by seventy-five percent (75%) of the members of the Association. Directors and members not present in person or by proxy at the meeting to consider the amendment may express their approval in writing, provided such approval is delivered to the Secretary prior to such meeting. A resolution adopting a proposed amendment must bear the approval of not less than a majority of the Board of Directors and not less than seventy-five percent (75%) of the members of the Association.

10.3 In the alternative, an amendment may be made by an agreement signed and acknowledged by all the record owners of ~~apartment~~ units in the manner required for the execution of a deed.

10.4 No amendment shall make any changes in the qualifications for membership nor the voting rights of members, nor any change in Section 5.3 of Article V hereof, without approval in writing by all members and the joinder of all record owners of mortgages upon the condominium. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium.

**ARTICLE XI  
TERM**

The term of the Association shall be perpetual.

**ARTICLE XII  
SUBSCRIBERS**

The names and addresses of the subscribers to these Articles of Incorporation are as follows:

| Name              | Address                                              |
|-------------------|------------------------------------------------------|
| Phillip R. Finch  | 868 Golfview Terrace<br>Winter Park, Florida 32789   |
| William A. Boyles | 947 Old England Avenue<br>Winter Park, Florida 32789 |
| Richard A. Boyles | 219 Flame Avenue<br>Maitland, Florida 32751          |

IN WITNESS THEREOF, the subscribers have hereunto affixed their signatures on the 7TH day of July 1981.

\_\_\_\_\_  
Phillip R. Finch

\_\_\_\_\_  
William A. Boyles

\_\_\_\_\_  
Richard M. Robinson

STATE OF FLORIDA     )  
                                  )  
COUNTY OF Orange    )

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Phillip R. Finch, to me known to be the person described in and who executed the foregoing instrument for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 7th day of July 1981.

\_\_\_\_\_  
Notary Public

STATE OF FLORIDA     )  
                                  )  
COUNTY OF Orange    )

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared William A. Boyles, to me know to be the person described in and who executed t he foregoing instrument for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 7th day of

July 1981.

\_\_\_\_\_  
Notary Public

My commission expires:

STATE OF FLORIDA       )  
                                  )  
COUNTY OF   Orange    )

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Richard M. Robinson, to me known to be the person described in and who executed the foregoing instrument for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid this 7th day of July 1981.

\_\_\_\_\_  
Notary Public

My commission expires:

**CERTIFICATE DESIGNATING REGISTERED AGENT  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE**

Pursuant to Chapter 48, Florida statutes the following is submitted in compliance with said Act. BAHIA DEL SOL BEACH CONDOMINIUM ASSOCIATION, INC., desiring to organize as a corporation under the laws of the State of Florida, with its registered office at Suite 1200, 201 E. Pine Street, Orlando, Florida, 32802, has named Phillip R. Finch, located at the above registered office, as its Registered Agent to accept service of process with in this state.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

By: \_\_\_\_\_  
Phillip R. Finch  
Registered Agent

Dated: \_\_\_\_\_

**ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF  
BAHIA DEL SOL CONDOMINIUM ASSOCIATION, INC.**

Pursuant to the provisions of section 617.1006, Florida Statutes, the undersigned Florida nonprofit corporations adopt the following articles of amendment to its articles of incorporation.

FIRST: Amendment(s) adopted: Article III, Section 3.2 (k) and (l), Article V, Section 5.3 and Article X, Section 10.3 (See attached)

SECOND: The date of adoption of the amendment was FEBRUARY 22,  
2000.

THIRD: Adoption of amendment:

The amendment was adopted by the members and the number of votes cast for the amendment was sufficient for approval.

(SEAL)

BAHIA DEL SOL CONDOMINIUM  
ASSOCIATION, INC.

BY: W. Paul Norton  
President

Name Printed: W. Paul Norton

DATED June 19, 2000

STATE OF FLORIDA  
COUNTY OF Hillsborough

BEFORE ME, the undersigned authority, personally appeared W. Paul Norton to me known to be the President of **Bahia Del Sol Condominium Association, Inc.**, and he/she acknowledged before me that he/she freely and voluntarily executed the same as such authorized agent, under authority vested in him/her by said corporation. He/She is personally known to me or has produced (type of identification) as identification and did (did not) take an oath.

19th WITNESS my hand and official seal in the County and State last aforesaid, this  
day of June, 2000.

Carole A. Stump  
Notary Public  
Printed Name: CAROLE A. STUMP

My commission expires:

