

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

**No 00000001403**

Bridge Water Bay Property owners  
Association, Inc.

000003156420--6  
-03/03/00--01064--012  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Signature \_\_\_\_\_

Requested by: CD

Name \_\_\_\_\_

Date 3-3-00

Time 11:00

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

- ☒ Art of Inc. File Cert
- \_\_\_\_\_ LTD Partnership File \_\_\_\_\_
- \_\_\_\_\_ Foreign Corp. File \_\_\_\_\_
- \_\_\_\_\_ L.C. File \_\_\_\_\_
- \_\_\_\_\_ Fictitious Name File \_\_\_\_\_
- \_\_\_\_\_ Trade/Service Mark \_\_\_\_\_
- \_\_\_\_\_ Merger File \_\_\_\_\_
- \_\_\_\_\_ Art. of Amend. File \_\_\_\_\_
- \_\_\_\_\_ RA Resignation \_\_\_\_\_
- \_\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_
- \_\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_
- ☒ Cert. Copy \_\_\_\_\_
- \_\_\_\_\_ Photo Copy \_\_\_\_\_
- \_\_\_\_\_ Certificate of Good Standing \_\_\_\_\_
- \_\_\_\_\_ Certificate of Status \_\_\_\_\_
- \_\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_
- \_\_\_\_\_ Corp Record Search \_\_\_\_\_
- \_\_\_\_\_ Officer Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Owner Search \_\_\_\_\_
- \_\_\_\_\_ Vehicle Search \_\_\_\_\_
- \_\_\_\_\_ Driving Record \_\_\_\_\_
- \_\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Search \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_
- \_\_\_\_\_ Courier \_\_\_\_\_

FILED  
MAR -3 PM 2:55  
TALLAHASSEE FLORIDA  
RECEIVED  
MAR -3 AM 9:57  
TALLAHASSEE FLORIDA  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION**

**OF**

**BRIDGEWATER BAY PROPERTY OWNER'S ASSOCIATION, INC.**

Pursuant to Section 617.1007(4), Florida Statutes (1997), these Articles of Incorporation are created by Tamela Eady Wiseman, Esquire at 600 Fifth Avenue South, Suite 301, Naples, Florida 34102.

**ARTICLE I**

**NAME AND ADDRESS:** The name of the corporation is known as Bridgewater Bay Property Owner's Association, Inc., sometimes hereinafter referred to as the "Community Association". **THIS ASSOCIATION IS NOT A CONDOMINIUM ASSOCIATION, pursuant to Chapter 718, Florida Statutes.**

**ARTICLE II**

**ADDRESS:** The initial principal office and mailing address of the Community Association shall be at 2055 Trade Center Way, Naples, Florida 34105.

**ARTICLE III**

**DEFINITIONS:** A declaration entitled Declaration of Covenants, Conditions, Restrictions and Easements for Bridgewater Bay (the "Declaration") will be recorded in the Public Records of Collier County, Florida and shall govern all of the operations of a community to be known as Bridgewater Bay. All initially capitalized terms not defined herein shall have the meanings set forth in the Declaration.

**ARTICLE IV**

**PURPOSE AND POWERS:** The Community Association will not permit pecuniary gain or profit nor distribution of its income to its members, officers or Directors. It is a not-for-profit corporation formed to (a) provide for ownership, operation, maintenance and preservation of the Common Areas, and improvements thereon; (b) perform the duties delegated to it in the Declaration; (c) administer the interests of the Community Association and the owners; (d) promote the health, safety and welfare of the owners. The Community Association shall have all of the common law and statutory powers of a Florida corporation not for profit consistent with these Articles and with said Declaration and shall have all of the powers and authority reasonably necessary or appropriate to the operation and regulation of Bridgewater Bay, subject to said Declaration, as it may from time to time be amended.

**Articles of Incorporation**

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**DeBOEST, KNUDSEN, STOCKMAN, WISEMAN, DECKER & DRYDEN, P.A.  
600 Fifth Avenue South, Suite 301 \* Naples, Florida 34102**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

All funds and the title to all property acquired by the Association shall be held for the benefit of the members in accordance with the provisions of the Declaration, these Articles of Incorporation and the Bylaws.

#### **ARTICLE V**

**MEMBERSHIP AND VOTING RIGHTS:** Membership and voting rights shall be as set forth in the Declaration, to which a copy of these Articles will be attached as an Exhibit, and the Bylaws of the Association.

#### **ARTICLE VI**

**TERM AND DISSOLUTION:** The term of the Community Association shall be perpetual. The Community Association may be dissolved in the manner provided by the Declaration. In the event the Community Association is dissolved for any purpose, any remaining property and the property consisting of the Surface Water Management System, shall be granted, conveyed and assigned to a not-for-profit corporation, association or trust devoted to similar purposes.

#### **ARTICLE VII**

**BYLAWS:** The Bylaws of the Community Association may be altered, amended or rescinded in the manner provided therein.

#### **ARTICLE VIII**

**AMENDMENTS:** Amendments to these Articles shall be proposed and adopted in the following manner:

- A. **Proposal.** After the turnover date, an amendment may be proposed by either the Board of Directors or by twenty-five percent (25%) of all the votes in the Community Association, prior to turnover, by a majority of the Directors alone.
- B. **Vote Required.** After the turnover date, the amendment must be approved by a vote of 67% of all the votes in the Community Association; prior to turnover, by a majority of the Directors alone.
- C. **Effective Date.** An amendment shall become effective upon filing with the Secretary of State and recording a certified copy in the Public Records of Collier County, Florida.
- D. **Conflict.** In the event of a conflict between the provisions of these Articles and the provisions of the Declaration, the provisions of the Declaration shall prevail.

#### **Articles of Incorporation**

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**DeBOEST, KNUDSEN, STOCKMAN, WISEMAN, DECKER & DRYDEN, P.A.**  
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## **ARTICLE IX**

### **DIRECTORS AND OFFICERS:**

- A. The affairs of the Community Association shall be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws, but not less than three (3) Directors, and in the absence of such determination shall consist of three (3) Directors.
- B. Directors of the Community Association shall be elected in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.
- C. The business of the Community Association shall be conducted by the officers designated in the Bylaws. 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 shall serve at the pleasure of the Board.

## **ARTICLE X**

### **INDEMNIFICATION:**

The Community Association shall indemnify every Director and every officer of the Community Association against all expenses and liabilities including attorney's fees (at all trial and appellate levels), actually and reasonably incurred by or imposed on such person or persons in connection with any claim, legal proceeding (or settlement or appeal of such proceeding) to which he may be a party because of his being or having been a Director or officer of the Community Association. The foregoing provisions for indemnification shall apply whether or not such person is a Director or officer at the time such expenses are incurred. The foregoing right of indemnification shall not apply to:

- (1) Gross negligence or willful misconduct in office by any Director or officer.
- (2) Any criminal action, unless the Director or officer acted in good faith and in a manner reasonably believed was in, or not opposed to, the best interest of the Community Association, and had no reasonable cause to believe his action was unlawful.

To the extent that a Director or officer has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in subsection (1) or subsection (2), or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him in connection therewith.

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.

## **Articles of Incorporation**

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**DeBOEST, KNUDSEN, STOCKMAN, WISEMAN, DECKER & DRYDEN, P.A.**  
600 Fifth Avenue South, Suite 301 \* Naples, Florida 34102

**ARTICLE XI**

**DEFINITIONS:**

All terms utilized herein shall have the same meanings as set forth in the Declaration, to which a copy of these Articles will be attached as an Exhibit.

**ARTICLE XII**

**INITIAL REGISTERED AGENT:**

The initial registered office of the Association shall be at:

600 Fifth Avenue South, Suite 301  
Naples, Florida 34102

The initial registered agent at said address shall be:

Tamela Eady Wiseman, Esquire

WHEREFORE the incorporator has caused these presents to be executed this 2nd day of March, 2000.

By: Tamela Eady Wiseman  
Tamela Eady Wiseman, Esquire

STATE OF FLORIDA     =  
COUNTY OF COLLIER    =

The foregoing instrument was acknowledged before me this 2nd day of March, 2000 by Tamela Eady Wiseman.

Notary Public State of Florida:

Sign SueAnn M. Zornes

Print SUEANN M. ZORNES

Personally Known X; or Produced

Identification \_\_\_\_\_ Type of Identification

Produced: \_\_\_\_\_

Affix Seal Below:



SueAnn M. Zornes  
MY COMMISSION # CC684733 EXPIRES  
November 4, 2001  
BONDED THRU TROY FAIN INSURANCE, INC.

Articles of Incorporation

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DeBOEST, KNUDSEN, STOCKMAN, WISEMAN, DECKER & DRYDEN, P.A.  
600 Fifth Avenue South, Suite 301 \* Naples, Florida 34102

**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for the above-named corporation, at the place designated in these Articles of Incorporation, I hereby accept the appointment to act in this capacity and acknowledge that I am familiar with and agree to accept the obligations imposed upon registered agents under the Florida Not For Profit Corporation Act.

  
Tamela Eady Wiseman

**FILED**  
00 MAR -3 PM 2:55  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**Articles of Incorporation**

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