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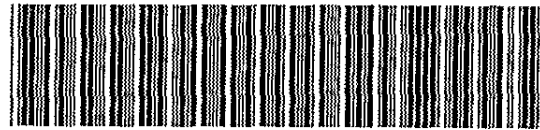
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TALLAHASSEE, FLORIDA

gks/s

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April 23, 2003

The Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: NORTHBAY COMMERCE CENTER OWNERS' ASSOCIATION, INC.

Dear Sir or Madam:


Enclosed herewith please find two original executed Articles of Incorporation for the above referenced not-for-profit corporation, Certificate of Designation Registered Agent/Registered Office, along with our check in the amount of \$78.75 to cover the cost of the following:

Filing Fee	\$35.00
Certification & Return of Copy	8.75
Registered Agent Designation	<u>\$35.00</u>
Total	\$ 78.75

Please return the Certificate of Incorporation along with the certified copy of the Articles of Incorporation to me at the above address.

Thank you for your assistance.

Sincerely,



Barbara Barnes
Legal Assistant

Enclosure

**ARTICLES OF INCORPORATION
OF
NORTHBAY COMMERCE CENTER OWNERS' ASSOCIATION, INC.**

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not For Profit Corporation Act, Fla. Stat. Chapter 617, do hereby make and adopt the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the Corporation is "NORTHBAY COMMERCE CENTER OWNERS' ASSOCIATION, INC.", hereinafter referred to as the "Association."

**ARTICLE II
PRINCIPAL PLACE OF BUSINESS**

The street address and mailing address of the initial principal office of the Association is:

1803 Briar Creek Blvd.
Safety Harbor, FL 34695

**ARTICLE III
DURATION**

The duration of the Association is perpetual. The Association establishes an initial effective period of at least 25 years, with automatic renewal periods thereafter, during which the Association is bound to perform the obligations created by this Articles and the Bylaws.

**ARTICLE IV
PURPOSES**

The Association is organized, and shall be operated exclusively for the following purposes:

A. To enforce the Covenants, Restrictions, and Easements of the Declaration of Covenants and Restrictions For Northbay Commerce Center (the "Declaration"), consisting of real property in Hillsborough County, Florida more particularly described in Exhibit "A" attached to the Declaration, to be the Association referred to in said Declaration, and to assess owners in accordance with said Declaration.

B. To provide development, maintenance, preservation, control and operation of the Common Areas, within Northbay Commerce Center, located in Hillsborough County, Florida, and such other property as may be added thereto, as set forth in the Declaration, as recorded in the public records of Hillsborough County, Florida. All terms used herein which are defined in the Declaration shall have the same meaning as set forth in the Declaration, unless otherwise

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indicated herein; and

C. To operate and maintain the surface/storm water management system (the "System") in accordance with the requirements of the applicable government authorities, any roads/streets and any sewer/potable water facilities, and to contract for services to provide for the operation and maintenance of the System, provided however, in the event the Association is dissolved, the System, the property comprising such System, and the dedicated property and corresponding infrastructure will be conveyed or dedicated to a similar nonprofit organization or entity to assure continued maintenance and operation.

D. For any lawful purpose or purposes not for pecuniary profit and not specifically prohibited to corporations under other laws of this state.

ARTICLE V POWERS

The Association shall have all the powers of a nonprofit corporation which are not prohibited by law or in conflict with the provision of these Articles or the Declaration including but not limited to own and convey property, to construct, reconstruct, improve, maintain, repair, convey or otherwise deal with the property and improvements of every nature and kind constituting the Common Areas as defined by the Declaration; to establish, levy and enforce assessments as contemplated by the Declaration; to pay all taxes and other assessments which are liens against the Association or the Common Areas; to assess members and enforce assessments; to sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person; to contract for services necessary to operate and maintain the Common Areas, property tracts and easements dedicated to the entity and any corresponding infrastructure; to establish rules and regulations; and to transact all business necessary and proper in connection therewith.

The Association shall have such other power and authority to do and perform every act and thing necessary and proper in the conduct of its business and for accomplishment of its purposes as set forth herein and as permitted by Chapter 617, Florida Statutes, and otherwise in full accordance with applicable law.

ARTICLE VI NOT FOR PROFIT

The Association is a nonprofit corporation and is not formed for pecuniary profit. No part of the net earnings of the Association shall inure to the benefit of or be distributable to its Members, Directors or Officers, except to the extent permissible under the law, but the Association shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Article V (Purposes) hereof.

ARTICLE VII MEMBERS

The Association shall have Members with voting rights to be exercised as provided in the Declaration, these Articles of Incorporation and the Bylaws.

ARTICLE VIII BOARD OF DIRECTORS

The management of the Association shall be vested in a Board of Directors. The number of Directors constituting the initial Board of Directors is three (3). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than three. The method of election of Directors is as stated in the Bylaws.

ARTICLE IX OFFICERS

The Officers of the Association shall consist of a President, Vice President, Secretary, Treasurer and such other officers as may be provided in the Bylaws. Each Officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws.

ARTICLE X INDEMNIFICATION

The Association shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by the Florida Business Corporation Act and the Florida Not For Profit Corporation Act.

ARTICLE XI BYLAWS

The Bylaws of the Association are to be made, adopted, altered, amended or rescinded by the Board of Directors in the manner provided for in the Bylaws.

ARTICLE XII AMENDMENT

The Association reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendments to them, and all rights and privileges conferred upon the Members, Directors and Officers are subject to this reservation. Any amendments to these Articles and/or Bylaws that will affect any aspect of the System, including water management portions of common areas, must receive prior approval from South Florida Water Management District.

**ARTICLE XIII
INCORPORATOR**

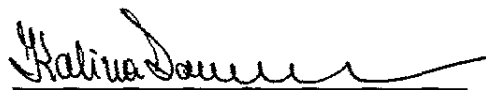
The name and address of the Incorporator of NORTHBAY COMMERCE CENTER OWNERS' ASSOCIATION, INC. shall be:

STAACK, SIMMS & HERNANDEZ, P.A.
Kalina Sarmov, Esq.
900 Drew Street, Suite 1
Clearwater, FL 33755

**ARTICLE XIV
REGISTERED AGENT AND REGISTERED OFFICE**

The street address of the initial registered office of the Association is 900 Drew Street, Suite 1, Clearwater, FL 33755 and the name of the initial registered agent of the Association at that address is Kalina Sarmov, Esq., of Staack, Simms & Hernandez, P.A.

The undersigned has executed these Articles of Incorporation this 23rd day of April, 2003.


Kalina Sarmov, Incorporator

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

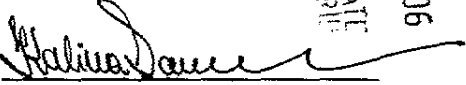
Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned Association, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the Association is: **NORTHBAY COMMERCE CENTER OWNERS' ASSOCIATION, INC.**

2. The name and address of the registered agent and office is:

Staack, Simms & Hernandez, P.A.
Kalina Sarmov, Esq.
900 Drew Street, Suite 1
Clearwater, FL 33755

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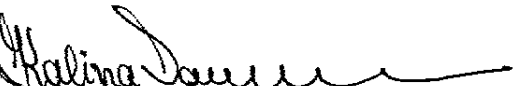
SIGNATURE 

Kalina Sarmov

TITLE: Incorporator

DATE: April 23, 2003

Having been named as registered agent and to accept service of process for the above stated Association at the place designated in this Certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

SIGNATURE 

Kalina Sarmov

DATE: April 23, 2003