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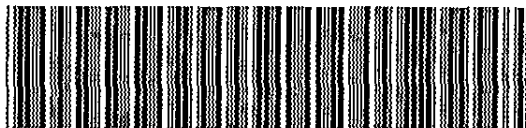
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GRAY | ROBINSON
ATTORNEYS AT LAW

SUITE 2200
201 N. FRANKLIN STREET (33602)
POST OFFICE BOX 3324
TAMPA, FL 33601
TEL 813-273-5000
FAX 813-273-5145
gray-robinson.com

CLERMONT
KEY WEST
LAKE LAND
MELBOURNE
ORLANDO
TALLAHASSEE
TAMPA

813-273-5165
MLMILLER@GRAY-ROBINSON.COM

February 5, 2004

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Bayport Colony Plaza Property Owner's Association, Inc.
Client-Matter No. 325024-4

Dear Department Clerk:

Enclosed herewith are the original and one copy of the Articles of Incorporation for Bayport Colony Plaza Property Owner's Association, Inc., a Florida corporation, not for profit for filing with the Department of State. Also enclosed is our firm's Check No. 22787 in the amount of \$70.00 for the filing fee and the registered agent designation fee. Please return the copy, stamped with the filing information to the undersigned.

Thank you for your attention to and assistance with this matter.

Sincerely,



Mary Lu Miller, CLA
Paralegal to David L. Smith, Esq.

/mlm

Enclosures

**ARTICLES OF INCORPORATION
OF
BAYPORT COLONY PLAZA PROPERTY OWNER'S ASSOCIATION, INC.**

In compliance with the requirements of Florida Statutes, Chapter 617, the undersigned, a resident of the State of Florida, of full age, and for the purpose of forming a corporation, not for profit, does hereby certify:

ARTICLE I

NAME

The name of the corporation is Bayport Colony Plaza Property Owner's Association, Inc. (hereafter called the "Association").

ARTICLE II

OFFICE

The principal office of the Association is located at 201 N. Franklin St., Suite 2200, Tampa, Florida 33602.

ARTICLE III

REGISTERED AGENT

David L. Smith, whose address is 201 N. Franklin St., Suite 2200, Tampa, Florida 33602 is hereby appointed the initial registered agent of this Association.

ARTICLE IV

DEFINITIONS

Section 1. "Articles of Incorporation" shall mean and refer to the Articles of Incorporation for Bayport Colony Plaza Property Owner's Association, Inc., as they may be amended from time to time.

Section 2. "Association" shall mean and refer to Bayport Colony Plaza Property Owner's Association, Inc., its successors and assigns.

Section 3. "Board of Directors" or "Board" shall mean and refer to the board of directors for Bayport Colony Plaza Property Owner's Association, Inc.

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Section 4. "Common Property" shall have the meaning assigned to it in the Declaration, which may also refer to Common Property as "Common Areas."

Section 5. "Declarant" shall have the meaning assigned to it in the Declaration.

Section 6. "Declaration" shall mean and refer to the Declaration of Covenants, Conditions and Restrictions for Bayport Colony Plaza recorded in the Public Records of Hillsborough County, Florida and applicable to the Property described therein:

Section 7. "Parcel" shall have the meaning assigned to it in the Declaration.

Section 8. "Member" shall have the meaning assigned to it in the Declaration.

Section 9. "Owner" shall have the meaning assigned to it in the Declaration.

Section 10. "Property" or "Properties" shall mean and refer to that certain real property described in the Declaration.

Section 11. "Voting Interests" shall mean and refer to the voting rights assigned to the various Parcels as provided in the Declaration. Any reference to a vote herein shall mean and refer to the vote of such Voting Interests inclusive of any extraordinary voting rights of Declarant as provided in the Declaration.

ARTICLE V

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the Members thereof, and the specific purposes for which it is formed are to provide for maintenance, repair, replacement and preservation of the Common Property and architectural control of the Parcels and Common Property within the Properties and other real property annexed into the Association, and to promote the health, safety and welfare of the owners of the Properties and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

(a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration applicable to the Properties and recorded (or to be recorded) in the Office of Clerk of the Court for Hillsborough County, Florida, and as the same may be amended from time to time as therein provided;

(b) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) Acquire (by gift, purchase or otherwise), own, hold improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) Borrow money, and with the assent of at least two-thirds (2/3) vote of the Members mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property of the Association as security for the money borrowed or debts incurred;

(e) Dedicate, sell or transfer all or any part of the Common Property to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the Members. No such dedication or transfer shall be effective unless approved by at least a two-thirds (2/3) vote of the Members, agreeing to such dedication, sale or transfer;

(f) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes provided that any such merger or consolidation shall have the assent of at least a two-thirds (2/3) vote of the Members;

(g) Operate, maintain and manage the Surface Water or Stormwater Management System(s), as that term is defined in the Declaration, in a manner consistent with the Southwest Florida Water Management District ("District") Permit No. 44025239.002 requirements and applicable District rules, or contract for services to provide for the operation and maintenance thereof, and shall assist in the enforcement of the restrictions and covenants contained herein;

(h) Conduct all activities on the Property and on the Common Property consistent with the U.S. Army Corps of Engineer (ACOE) requirements and applicable rules, and all other applicable laws, ordinances, rules and regulations, and assist in the enforcement thereof;

(i) Levy and collect adequate assessments against Members of the Association for the costs of maintenance, repair and replacement of the Master Drainage System, the common roadways or any structure, equipment or property related thereto or otherwise serving or using the Common Property, with such assessments being in the manner and proportions as set forth in the Declaration;

(j) Levy and collect adequate assessments against Members of the Association for the costs of maintenance and operation of the Surface Water or Stormwater Management System including but not limited to any inlets, lakes, ponds, ditches, swales, wetlands and any associated buffer areas, wetland mitigation areas, flood plain compensation areas, pipes, culverts, control structures, pumps and the like;

(k) Establish rules and regulations, sue and be sued and have and exercise any and all powers, rights and privileges which a corporation organized under the nonprofit corporation law of the State of Florida by law may now or hereafter have or exercise.

ARTICLE VI

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest of any Parcel which is subject to the Declaration, and thus ultimately to assessment by the Association shall be a Member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Parcel, which is subject to assessment by the Association or exempt while in the hands of Declarant, as provided in the Declaration. Participation by owners of any subdivided Parcels may be by way of an association formed for such subdivision, as provided in the Declaration.

ARTICLE VII

VOTING RIGHTS

Subsequent to the time the Declarant turns over control of this Association, as provided in the Declaration, the Owner of each Parcel and the Declarant shall be entitled to cast the votes for each Parcel owned by them as provided in the Declaration. Prior to that time the Declarant shall control the Association as provided in the Declaration.

ARTICLE VIII

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of not less than three (3) Directors, who shall either be Members of the Association or officers, directors, representatives or employees of the Declarant. The number of directors may be changed by amendment of the Bylaws of the Association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

<u>Name</u>	<u>Address</u>
Jonathan Collins	P. O. Box 39 Aptos, California 95001-0039
Si Collins	16290 Doriley Lane Encino, California 91436
James Collins	c/o David L. Smith, Esquire GrayRobinson, P.A. 201 N. Franklin Street, Suite 2200 Tampa, Florida 33602

At the first annual meeting of the Members after turnover of control, the Members shall elect one of the directors for a term of one year, one of the directors for a term of two years and

one of the directors for a term of three years; and at each annual meeting thereafter the Members shall elect one director for a term of three years. Thereafter, if the number of Directors is enlarged, Members shall elect one-third (1/3) of the directors for a term of one year; one-third (1/3) of the directors for a term of two years; and one-third (1/3) of the directors for a term of three years with any odd number of directors to be elected for a term of three years. The intent of this provision is to proportionately stagger elections so that there always remain a majority of Board members with experience of the workings of the Association. Prior to turnover of control, the Declarant shall appoint the directors for one year terms.

ARTICLE IX

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than all of the Members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes. Notwithstanding the foregoing, in the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the Surface Water or Stormwater Management System must be transferred to and accepted by an entity which would comply with the applicable rules and regulations of, and be approved by the Southwest Florida Water Management District or other governmental body with legal authority to approve such a transfer, prior to such termination, dissolution or liquidation.

ARTICLE X

DURATION

The corporation shall exist perpetually.

ARTICLE XI

INDEMNIFICATION

The Association shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law, against all losses and liabilities related to their actions on behalf of the Association.

ARTICLE XII

INCORPORATOR

The name and address of the incorporator is as follows:

David L. Smith, Esquire
GrayRobinson, P.A.
201 N. Franklin Street, Suite. 2200
Tampa, Fla. 33602

ARTICLE XIII

AMENDMENTS

Amendment of these Articles may be done by Declarant in its sole discretion prior to the turnover of control of the Association as described in the Declaration, and subsequent to such turnover, amendment shall require the assent in person or by proxy of two-thirds (2/3) vote of the entire membership.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 4th day of February, 2004.

David L. Smith
David L. Smith

STATE OF FLORIDA)
) SS.
COUNTY OF HILLSBOROUGH)

The foregoing instrument was acknowledged before me this 4th day of February, 2004, by David L. Smith, who is ☒ personally known to me or ☐ has produced _____ as identification.



AFFIX NOTARY STAMP

Mary Lu Miller
Signature of Notary Public
MARY LU MILLER
(Print Notary Name)
My Commission Expires: 10/31/07
Commission No.: DD 253387

REGISTERED AGENT CERTIFICATE

In pursuance of the Florida General Corporation Act, the following is submitted, in compliance with said statute:

That Bayport Colony Plaza Property Owner's Association, Inc., desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Tampa, County of Hillsborough, State of Florida, has named David L. Smith, located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further states it is familiar with §607.0505 and §617.0501, Florida Statutes.



David L. Smith

DATED: February 4, 2004