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FLORIDA NON-PROFIT CORPORATION

Baywinds Four Association, Inc.

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**ARTICLES OF INCORPORATION
OF
BAYWINDS FOUR ASSOCIATION, INC.
(A CORPORATION NOT FOR PROFIT)**

In compliance with the requirements on the Laws of the State of Florida, and for the purpose of forming a corporation not for profit, the undersigned does hereby acknowledge:

1. Name of Corporation. The name of the corporation is BAYWINDS FOUR ASSOCIATION, INC. ("Association").
2. Principal Office. The principal office of the Association is 75 N.E. 6th Avenue, Delray Beach, Florida 33483.
3. Registered Office - Registered Agent. The street address of the Registered Office of the Association is 75 N.E. 6th Avenue, Delray Beach, Florida 33483 . The name of the Registered Agent of the Association is: Jim Zengage
4. Definitions. A declaration entitled Reciprocal Easement Agreement With Covenants, Conditions and Restrictions ("Declaration") will be recorded in the Public Records of Palm Beach County, Florida, and shall govern all of the operations of a retail center to be known as Baywinds Four. All initially capitalized terms not defined herein shall have the meanings set forth in the Declaration.
5. Purpose of the Association. The Association is formed to: (a) provide for ownership, operation, maintenance and preservation of certain portions of the Common Areas, and improvements thereon; (b) perform the duties delegated to it in the Declaration; (c) administer the interests of the Association and the Owners; (d) promote the health, safety and welfare of the Owners.
6. Not for Profit. The Association is a not for profit Florida corporation and does not contemplate pecuniary gain to, or profit for, its members.
7. Powers of the Association. The Association shall, subject to the limitations and reservations set forth in the Declaration, have all the powers, privileges and duties reasonably necessary to discharge its obligations, including, but not limited to, the following:
 - 7.1 To perform all the duties and obligations of the Association set forth in the Declaration and By-Laws, as herein provided.
 - 7.2 To enforce, by legal action or otherwise, the provisions of the Declaration and By-Laws and of the rules, regulations, covenants, restrictions and agreements governing or binding the Association and Baywinds.
 - 7.3 To operate and maintain the Surface Water Management System as required by the Environmental Resource Permit and Declaration, including the water retention areas.

H040000423193

7.4 To fix, levy, collect and enforce payment, by any lawful means, of all Assessments pursuant to the terms of the Declaration, these Articles and By-Laws.

7.5 To pay all Operating Costs, including, but not limited to, all licenses, taxes or governmental charges levied or imposed against the property of the Association and the water retention area, if any.

7.6 To do all acts and make all payments required by the Declaration.

7.7 To adopt, publish, promulgate or enforce rules, regulations, covenants, restrictions or agreements governing the Association, the Common Areas and Parcels as provided in the Declaration and to effectuate all of the purposes for which the Association is organized.

7.8 To have and to exercise any and all powers, rights and privileges which a not-for-profit corporation organized under the Laws of the State of Florida may now, or hereafter, have or exercise.

7.9 To contract for services to be provided to, for the benefit of, the Association, Owners and the Common Areas as provided in the Declaration such as, but not limited to, maintenance and taxes on the water retention area.

8. Voting Rights. Owners and Declarant shall have the voting rights set forth in the By-Laws.

9. Board of Directors. The affairs of the Association shall be managed by a Board of three (3) persons. The initial number of directors shall be three (3). Board members shall be appointed and/or elected as stated in the By-Laws. The election of Directors shall be held at the annual meeting. Directors shall be elected for a term expiring on the date of the next annual meeting. The names and addresses of the members of the first Board who shall hold office until their successors are appointed or elected, or until removed, are as follows:

NAME	ADDRESS
JIM ZENGAGE	75 N.E. 6th Avenue, Delray Beach, Florida 33483
LINDA IRVIN	75 N.E. 6th Avenue, Delray Beach, Florida 33483
GRAHAM HUTCHISON	75 N.E. 6th Avenue, Delray Beach, Florida 33483

10. Dissolution. In the event of the dissolution of the Association other than incident to a merger or consolidation, any member may petition the Circuit Court having jurisdiction of the Judicial Circuit of the State of Florida for the appointment of a receiver to manage its affairs of the dissolved Association and to manage a portion of the Common Areas, in the place and stead of the Association, and to make such provisions as may be necessary for the continued management of the affairs of the dissolved Association and its properties. In addition, if Association is dissolved, the Surface Water Management System shall be conveyed to an appropriate agency of local government. If a governmental agency will not accept the Surface Water Management System, then it must be dedicated to a similar non-profit corporation.

11. Duration. The Association shall have perpetual existence.

H040000423193

12. Amendments.

12.1 General Restrictions on Amendments. Notwithstanding any other provision herein to the contrary, no amendment to these Articles shall affect the rights of Declarant unless such amendment receives the prior written consent of Declarant, which may be withheld for any reason whatsoever. If the prior written approval of any governmental entity or agency having jurisdiction is required by applicable law or governmental regulation for any amendment to these Articles, then the prior written consent of such entity or agency must also be obtained. No amendment shall be effective until it is recorded in the Public Records.

12.2 Amendments Prior to the Turnover Date. Prior to the Turnover Date, Declarant shall have the right to amend these Articles as it deems appropriate, without the joinder or consent of any person or entity whatsoever. Declarant's right to amend under this Section is to be construed as broadly as possible. In the event that Association shall desire to amend these Articles prior to the Turnover Date, Association must first obtain Declarant's prior written consent to any proposed amendment. Thereafter, an amendment identical to that approved by Declarant may be adopted by Association pursuant to the requirements for amendments from and after the Turnover Date. Thereafter, Declarant shall join in such identical amendment so that its consent to the same will be reflected in the Public Records.

12.3 Amendments From and After the Turnover Date. After the Turnover Date, but subject to the general restrictions on amendment set forth above, these Articles may be amended with the approval of (i) two-thirds (66-2/3%) of the Board.

13. Limitations.

13.1 Declaration is Paramount. No amendment may be made to these Articles which shall in any manner reduce, amend, affect or modify the terms, conditions, provisions, rights and obligations set forth in the Declaration.

13.2 Rights of Declarant. There shall be no amendment to these Articles which shall abridge, reduce, amend, effect or modify the rights of Declarant.

13.3 By-Laws. These Articles shall not amended in a manner that conflicts with the By-Laws.

14. Incorporator. The name and address of the Incorporator of this corporation is:

JIM ZENGAGE
75 N.E. 6th Avenue
Delray Beach, Florida 33483

15. Officers. The Board shall elect a President, Secretary, Treasurer, and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board shall from time to time determine. The names and addresses of the Officers who shall serve until their successors are elected by the Board are as follows:

President: **JIM ZENGAGE**

H040000423193

Vice President: JIM ZENGAGE
Secretary: JIM ZENGAGE
Treasurer: JIM ZENGAGE

16. Indemnification of Officers and Directors. The Association shall and does hereby indemnify and hold harmless every Director and every Officer, their heirs, executors and administrators, against all loss, cost and expenses reasonably incurred in connection with any action, suit or proceeding to which such Director or Officer may be made a party by reason of being or having been a Director or Officer of the Association, including reasonable counsel fees and paraprofessional fees at all levels of proceeding. This indemnification shall not apply to matters wherein the Director or Officer shall be finally adjudged in such action, suit or proceeding to be liable for or guilty of gross negligence or willful misconduct. The foregoing rights shall be in addition to, and not exclusive of, all other rights to which such Director or Officers may be entitled.

17. Transactions in Which Directors or Officers are Interested. No contract or transaction between the Association and one (1) or more of its Directors or Officers or Declarant, or between the Association and any other corporation, partnership, association, or other organization in which one (1) or more of its Officers or Directors are officers, directors or employees or otherwise interested shall be invalid, void or voidable solely for this reason, or solely because the Officer or Director is present at, or participates in, meetings of the Board thereof which authorized the contract or transaction, or solely because said Officers' or Directors' votes are counted for such purpose. No Director or Officer of the Association shall incur liability by reason of the fact that such Director or Officer may be interested in any such contract or transaction. Interested Directors shall disclose the general nature of their interest and may be counted in determining the presence of a quorum at a meeting of the Board which authorized the contract or transaction.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the Laws of the State of Florida, the undersigned, being the Incorporator of this Association, has executed these Articles of Incorporation as of the 15 day of February, 2004.

WITNESSES:

Virginia Haslett
Print name VIRGINIA HASLETT

LINDA IRVIN
Print name LINDA IRVIN

Jim Zengage
JIM ZENGAGE
Incorporator

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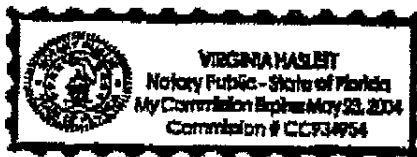
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STATE OF FLORIDA)

COUNTY OF PALM BEACH)

) ss:

The foregoing instrument was acknowledged before me this 25 day of February, 2004 by JIM ZENGAGE, who is personally known to me as presented as identification.



Virginia Haslett
NOTARY PUBLIC,
State of Florida at Large

Print name: _____

ACCEPTANCE BY REGISTERED AGENT

The undersigned, having been named to accept service of process for the above-stated corporation at the place designated in this certificate, hereby agrees to act in this capacity, and is familiar with, and accepts, the obligations of this position and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties.

Dated this 25 day of February, 2004.

Jim Zengage
Jim Zengage

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