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FLORIDA NON-PROFIT CORPORATION

BAY HARBOR WEST ISLAND HOMEOWNERS ASSOCIATION, INC.

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**ARTICLES OF INCORPORATION OF
BAY HARBOR WEST ISLAND HOMEOWNERS ASSOCIATION, INC.
A Florida Not-for-Profit Corporation**

The undersigned, for the purpose of forming a corporation under Chapter 617 of the Florida Statutes, the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation.

**ARTICLE I
NAME**

The name of this Corporation is the Bay Harbor West Island Homeowners Association, Inc.

**ARTICLE II
PURPOSE**

A. The specific and general purpose for which this Corporation is organized is to provide civic and social benefits for its members.

B. The general purposes for which this Corporation is formed are:

1. To organize, unite and solidify property owners and residents of the West to create a community awareness, spirit and harmonious neighbor relations through social activities, newsletters and such other means of contact and communication intended to accomplish this purpose.
2. To promote civic and community awareness and interest in activities, projects and issues of concern that affect the residence and property owners of the West Island of Bay Harbor Islands.
3. To take such actions as may be necessary to maintain and improve the safety, welfare and land values of the West Island of Bay Harbor Islands.
4. To have the city, property owners and the Homeowners Association maintain and improve the aesthetic beauty, landscaping and residential charm of the West Islands of Bay Harbor Islands.
5. To welcome new residents to the community and seek their participation in the Homeowners Association activities and to inform all residences of the Association on matters of interest to them.
6. To engage in civic and educational activities which the directors and/or members of the Association determined to be necessary to protect the health, safety, welfare and land values of the West Island of Bay Harbor Islands and its residents.
7. To follow the expenditures of money and other actions, of the city, county and state governments which have an effect or impact upon Bay Harbor Islands area, or its residence, and to determine the interest and position of the members of the Association on such matters and to make such positions known to the appropriate governmental bodies or officials through the directors of the Association and to keep the Association members apprised of such matters.
8. To seek such improvements to the Harbor Islands area and more particularly the West Bay Harbor Island as may from time to time become necessary to protect the health, safety, welfare and land values of the West Bay Harbor Islands area and its residents.

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C. This Corporation is organized and operated exclusively for civic and other non profit purposes as stated above and no part of any net earnings shall inure to the benefit of any member, director, officer or any other person, firm or corporation.

D. This Corporation shall have and exercise all rights and powers conferred upon corporations under the laws of the state of Florida, provided, however, that this Corporation is not empowered to engage in any activity that in itself is not in furtherance of its purposes as set forth in paragraph (A) through (C) of this Article.

ARTICLE III PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office of the Corporation and the mailing address of the Corporation is as follows:

c/o Ken A. Eskin
1310 99th Street
Bay Harbor Islands, Florida 33154

ARTICLE IV TERM

This Corporation shall have a perpetual existence.

ARTICLE V INCORPORATORS

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Bart H. Chapenik
1177 Kane Concourse, Suite 104
Bay Harbor Islands, Florida 33154

ARTICLE VI MEMBERSHIP

A. Members of the Corporation shall be persons who are residents of the geographical area known as West Bay Harbor Islands and who are over the age of eighteen (18) years and who are current with their payment of the annual membership dues for the then current year. Provided however, only registered voters of the town of Bay Harbor Islands shall be entitled to vote on all issues or matters upon which members of the Association shall be entitled to vote upon.

B. Any qualifications, manner of admission of members, additional classes of membership (provided they are not voting classes), if any, the property, voting on other rights and privileges of members, the liability of members for dues or assessments and the method of collection thereof, and the termination and transfer of membership shall be set forth in the Bylaws of this Corporation.

ARTICLE VII MANAGEMENT OF CORPORATE AFFAIRS

A. Board of Directors. The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a board of six (6) directors. The number of directors herein provided may be changed

by a bylaw duly adopted in the manner provided by the Bylaws for amendments thereof. Directors shall be elected annually by a majority vote of the membership.

B. The names and addresses of the persons constituting the first Board of Directors who are to act in that capacity until the selection of their successors are:

Ken Eskin, 1310 99th Street, Bay Harbor Islands, FL 33154

Bart H. Chepenik, 1330 99th Street, Bay Harbor Islands, FL 33154

Randall G. Rubin, 1351 97th Street, Bay Harbor Islands, FL 33154

Adam Feinstein, 1271 94th Street, Bay Harbor Islands, FL 33154

Jed Frankel, 1231 99th Street, Bay Harbor Islands, FL 33154

Arden Karson, 9550 Broadview Terrace, Bay Harbor Islands, FL 33154

C. **Elective Officers.** The officers of this Corporation shall be President, President Elect, Vice President, Secretary and Treasurer. Other offices and officers may be established or appointed as set forth in the Bylaws or by members of this Corporation at any regular meeting. The qualifications, the time, and the manner of removing officers shall be as set forth in the Bylaws. The officers who are to serve until the first annual meeting after these Article of Incorporation are adopted are:

President: Ken Eskin

President Elect:

Vice President:

Secretary:

Treasurer: Bart H. Chepenik

C. **Standing Committee.** This Corporation shall have such Standing Committees as shall be set forth in the Bylaws. There shall also be such additional Standing Committees or other committees as may be appointed by the President or authorized by the Bylaws.

ARTICLE VIII REGISTERED AGENT AND OFFICE

A. The address of this Corporation's initial registered office in the State of Florida is 1177 Kane Concourse, Suite 104, Bay Harbor Islands, Florida 33154.

B. The name of this Corporation's initial registered agent at the above address is Bart H. Chepenik.

ARTICLE IX BYLAWS

Bylaws will hereinafter be adopted at the first meeting of the Board of Directors. Such Bylaws may be amended or repealed, in whole or in part, by the members or by the Directors in the manner provided therein. Any amendments to the Bylaws shall be binding on all members of this Corporation.

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**ARTICLE X
AMENDMENT OF ARTICLES**

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members of their vote. Amendments may be adopted by a vote of at least two-thirds of a quorum of members of the Corporation.

**ARTICLE XI
DISSOLUTION**

This Corporation shall be dissolved and its affairs wound up by a two-thirds vote of the Corporation voting members. In the event of dissolution, property of the Corporation shall be distributed to any organization which is exempt from federal income tax under the appropriate Sections of the Internal Revenue Code.

Having been named registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Bart H. Chepenik
Registered Agent

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on MARCH 1, 2004.


Bart H. Chepenik
Incorporator

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