

Division of Corporations

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FLORIDA NON-PROFIT CORPORATION**BOUGAINVILLEA BAY HOMEOWNERS' ASSOCIATION, INC.**

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**ARTICLES OF INCORPORATION OF
BOUGAINVILLEA BAY
HOMEOWNERS' ASSOCIATION, INC.
A FLORIDA CORPORATION NOT FOR PROFIT**

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation not for profit under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation not for profit.

ARTICLE I
NAME OF CORPORATION

The name of this corporation shall be BOUGAINVILLEA BAY HOMEOWNERS' ASSOCIATION, INC., hereinafter referred to as the Association, whose address is 2033 Main St., Ste. 600, Sarasota, FL 34237.

ARTICLE II
GENERAL NATURE OF BUSINESS

The general nature of the business to be conducted by the Association shall be the operation and management of the affairs and property of the subdivision known as BOUGAINVILLEA BAY, located in Charlotte County, Florida, and to perform all acts provided in the Declaration of Covenants and Restrictions for BOUGAINVILLEA BAY.

ARTICLE III
PURPOSE AND POWERS

The purpose for which the Association is organized is to provide an entity pursuant to the Florida Statutes for the operation of BOUGAINVILLEA BAY subdivision, located in Charlotte County, Florida. The Association is organized and shall exist upon a non-stock basis as a Florida corporation not for profit. No portion of any earnings of the Association shall be distributed or inure to the private benefit of any member, director, or officer. For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of a corporation not for profit except as limited or modified by these Articles, the Declaration of Covenants and Restrictions or Chapter 720, Florida Statutes, as they may hereafter be amended, including, but not limited to, the following:

- A. To make and collect assessments against members of the Association to defray the costs, expenses, and losses of the Association, and to use the proceeds of assessments in the exercise of its powers and duties.
- B. To protect, maintain, repair, replace, and operate the common areas and common elements of BOUGAINVILLEA BAY subdivision.
- C. To purchase insurance upon the Association property and Association property for the protection of the Association and its members.
- D. To reconstruct improvements after casualty and to make further improvements of the property.
- E. To make, amend, and enforce reasonable rules and regulations governing the use of the common elements, and the operation of the Association.
- F. To enforce the provision of the Declaration of Covenants and Restrictions, these Articles, the Bylaws, and any Rules and Regulations of the Association.
- G. To contract for the management and maintenance of the Association and the association property to delegate any powers and duties of the Association in connection therewith except such as are specifically required by the Declaration to be exercised by the Board of Directors or the membership of the Association.

H. To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Association.

I. To borrow money without limit as to amount if necessary to perform its other functions hereunder.

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 IV MEMBERS

All persons owning a vested present interest in the fee title to any of the Lots of BOUGAINVILLEA BAY subdivision, shall be members. Membership shall terminate automatically and immediately as a member's vested interest in the fee title terminates.

Prior to the recording of said Declaration of Restrictions for BOUGAINVILLEA BAY Subdivision in the public records of said county, the subscribers hereto shall remain the members of the Association and shall each be entitled to one vote.

ARTICLE V VOTING INTERESTS

The record owner(s) of each Lot shall be entitled to one vote per Lot owned at Association meetings. In the event of a joint ownership of a Lot, the vote to which that Lot is entitled shall be executed in the manner provided for in the Bylaws.

ARTICLE VI INCOME DISTRIBUTION

No part of the income of this corporation shall be distributed to its members, except as compensation for services rendered.

ARTICLE VII EXISTENCE

This corporation shall exist perpetually unless dissolved according to law.

ARTICLE VIII REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the corporation shall be c/o 2033 Main St., Ste. 600, Sarasota, FL 34237 and the registered agent at such address shall be Andrew K. Fritsch, Esq.

ARTICLE IX NUMBER OF DIRECTORS

The business of the corporation shall be conducted by a Board of Directors which shall consist of not less than three (3) nor more than five (5) persons, as shall be designated by the Bylaws.

ARTICLE X FIRST BOARD OF DIRECTORS AND OFFICERS

The names and post office addresses of the members of the first Board of Directors and officers, all of whom shall hold office until their successors are duly elected and qualified, are as follows:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Gary Miller	President, Secretary & Director	P.O. Box 10229, Pompano Beach, FL 33061
Dr. Marvin Giddings, Jr.	Vice President, Secretary & Director	P.O. Box 10229, Pompano Beach, FL 33061
Jane H. Giddings	Treasurer & Director	P.O. Box 10229, Pompano Beach, FL 33061

ARTICLE XI
INDEMNIFICATION OF OFFICERS AND DIRECTORS

All officers and Directors shall be indemnified by the Association against all expenses and liabilities, including counsel fees (including appellate proceedings) reasonably incurred in connection with any proceeding or settlement thereof in which they may become involved by reason of holding such office. In no event, however, shall any officer or Director be indemnified for his own willful misconduct. The Association may purchase and maintain insurance on behalf of all officers and Directors against any liability asserted against them or incurred by them in their capacity as officers and Directors or arising out of their status as such.

ARTICLE XII
RIGHTS OF DEVELOPER

Members other than the Developer are entitled to elect at least a majority of the members of the Board of Directors of the Association when the earlier of the following events occurs:

(1) Three months after 90 percent of the Lots in all Phases of the Subdivision that have been created have been conveyed to Members other than the Developer;

or

(2) Such other date upon which the Developer elects, in its sole discretion, to turnover control of the Association to the Members other than the Developer.

At the time of turnover, the Association shall be obligated to accept turnover of the control of the Association and the duties and obligations imposed hereunder. The date of turnover shall be referred to herein as the "Turnover Date." For purposes of this section, the term "Members other than the Developer" shall not include builders, contractors, or others who purchase a parcel for the purpose of constructing improvements thereon for resale.

The Developer is entitled to elect at least one member of the Board of Directors of the Association as long as the Developer holds for sale in the ordinary course of business at least 5 percent of the Lots in the subdivision. After the Developer relinquishes control of the Association to the Members other than the Developer, the Developer may exercise the right to vote any Developer-owned Voting Interests in the same manner as any other Member, except for purposes of reacquiring control of the Association or selecting the majority of the members of the Board of Directors.

At the time the Members other than the Developer are entitled to elect at least a majority of the Board of Directors of the Association, the Developer shall, at the Developer's expense, within no more than 90 days deliver the following documents to the board:

- (1) All deeds to common property owned by the Association, if any.
- (2) The original of the Declaration.
- (3) A certified copy of the Articles of Incorporation of the Association.
- (4) A copy of the Bylaws.
- (5) The minute books, including all minutes.
- (6) The books and records of the Association.

- (7) Policies, rules, and regulations, if any, which have been adopted.
- (8) Resignations of directors who are required to resign because the Developer is required to relinquish control of the association.
- (9) The financial records of the Association from the date of incorporation through the date of turnover.
- (10) All Association funds and control thereof.
- (11) All tangible property of the Association, if any.
- (12) A copy of all contracts which may be in force with the Association as one of the parties.
- (13) A list of the names and addresses and telephone numbers of all contractors, subcontractors, or others in the current employ of the Association.
- (14) Any and all insurance policies in effect.
- (15) Any permits issued to the Association by governmental entities, or assigned to the Association by Developer.
- (16) Any and all warranties in effect.
- (17) A roster of current Owners and their addresses and telephone numbers and section and lot numbers.
- (18) Any employment and service contracts in effect.
- (19) All other contracts in effect to which the association is a party, if any.

ARTICLE XIII BYLAWS

The first Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

ARTICLE XIV SUBSCRIBERS

The names and street addresses of the subscriber to these Articles of Incorporation are as follows: Andrew K. Fritsch, 2033 Main St., Ste. 600, Sarasota, FL 34237.

ARTICLE XV AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation by a simple majority vote of all voting rights of all members of the corporation and all rights conferred upon the members herein are granted subject to this reservation.

IN WITNESS WHEREOF, we, the undersigned subscriber to these Articles of Incorporation, have hereunto set our hands and seals this 11th day of June, 2004.

at 2
Andrew K. Fritsch

STATE OF FLORIDA
COUNTY OF SARASOTA

Sworn to and subscribed before me June 11, 2004, by Andrew K. Fritsch, who is personally known to me or who has produced _____ as identification.

Diane Drake Smith
Notary Public
My Commission Expires:



Diane Drake Smith
My Commission DD143725
Expires September 29, 2006

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the designation as registered agent of the foregoing corporation.

AKJ

STATE OF FLORIDA
COUNTY OF SARASOTA

Sworn to and subscribed before me June 11, 2004, by Andrew K. Fritsch, who is
personally known to me or who has produced as identification.

Diane Drake Smith
Notary Public
My Commission Expires:



Diane Drake Smith
My Commission DD143725
Expires September 28, 2008

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