

N04 000007356

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

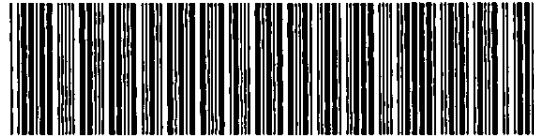
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PUB.T. file Amendment  
Art.

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04/26/13--01022--017 \*\*70.00

8/6/13  
Amended  
N04000007356

FILED  
13 AUG -5 PM 3:50  
STATE OF CALIFORNIA

**COVER LETTER**

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**SUBJECT: Bayside Estates Homeowners, Inc.**

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☒ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

*already submitted*  
**FROM: Susan McLaughlin**

Name (Printed or typed)

**P.O. Drawer 1507**

Address

**Fort Myers, FL 33902**

City, State & Zip

**239-334-2195**

Daytime Telephone number

**susanmclaughlin@paveselaw.com**

E-mail address: (to be used for future annual report notification)

**NOTE: Please provide the original and one copy of the articles.**



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

May 9, 2013

SUSAN MCLAUGHLIN  
P.O. DRAWER 1507  
FT. MYERS, FL 33902

SUBJECT: BAYSIDE ESTATES HOMEOWNERS, INC.  
Ref. Number: N04000007356

*2 n7*  
*Amend & Restate*

We have received your document for BAYSIDE ESTATES HOMEOWNERS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The enclosed document is the First Amended and Restated Articles of Incorporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Carol Mustain  
Regulatory Specialist II

Letter Number: 613A00011501

RECEIVED  
13 MAY 21 AM 11:19  
FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

June 11, 2013

SUSAN MCLAUGHLIN  
P.O. DRAWER 1507  
FT. MYERS, FL 33902

*had to Reject 1st Set  
of A+R Articles  
they were pur. to 607*

SUBJECT: BAYSIDE ESTATES HOMEOWNERS, INC.  
Ref. Number: N04000007356

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

Please correct your document to reflect that it is filed pursuant to the correct statute number.

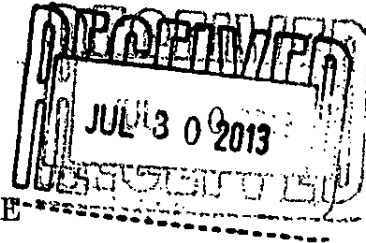
Restated Articles of Incorporation for a Florida nonprofit corporation are filed pursuant to section 617.1007, Florida Statutes. Enclosed is a copy of chapter 617.

Nonprofit corporations do not have shareholders. Please remove any reference to shareholders from the document.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Carol Mustain  
Regulatory Specialist II

Letter Number: 013A00014595



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

July 24, 2013

SUSAN MCLAUGHLIN  
P.O. DRAWER 1507  
FT. MYERS, FL 33902

SUBJECT: BAYSIDE ESTATES HOMEOWNERS, INC.  
Ref. Number: N04000007356

We have received your document for BAYSIDE ESTATES HOMEOWNERS, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please attach the explanation letter to the Amended and Restated Articles as Ex "A". That will explain why these Articles are entitled Second Amended and Restated. Then please attach the First Amended and Restated as Ex "B". The reason for this is, the first Amended and Restated Articles does not follow the Fla. Sta. for 607 or 617. By making the document an exhibit, I can file. If you have any questions, please call.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Carol Mustain  
Regulatory Specialist II

Letter Number: 813A00017952

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13 AUG - 1 PM 3:17  
REGISTRATION  
DIVISION OF CORPORATIONS  
FLORIDA DEPARTMENT OF STATE

PREPARED BY:  
Susan M. McLaughlin, Esq.  
Pavese Law Firm  
1833 Hendry Street  
Fort Myers, FL 33901

FILED  
13 AUG -5 PM 3:53

**CERTIFICATE OF AMENDMENT OF**  
**BAYSIDE ESTATES HOMEOWNERS, INC.**

THE UNDERSIGNED, being the President and Secretary for BAYSIDE ESTATES HOMEOWNERS, INC., a Florida non-profit corporation, do hereby certify that the attached Amended and Restated Combined Declaration of Covenants, Restrictions, and Easements for Bayside Estates, Second Amended and Restated Articles of Incorporation of Bayside Estates Homeowners, Inc. and Second Amended and Restate Bylaws of Bayside Estates Homeowners, Inc. were duly approved, adopted and enacted by the affirmative vote of the required percentage of the voting interests in the Association at a Special Meeting called for that purpose and held on March 20, 2013, at which a quorum was present.

The Amended and Restated Combined Declaration of Covenants, Restrictions, and Easements for Bayside Estates replaces the following: The Deed of Restrictions originally recorded on December 5, 1969 in O.R. Book 565, Page 50 et seq for Bayside Estates Unit No. 1, as described in Plat Book 25, starting at Page 22; Deed of Restrictions originally recorded on January 13, 1971 in O.R. Book 653, Page 336 et seq. for Bayside Estates Unit No. 2, as described in Plat Book 25, starting at Page 103; Deed of Restrictions originally recorded on March 15, 1972 in O.R. Book 790, Page 127 et seq. for Bayside Estates Unit No. 3, as described in Plat Book 28, starting at Page 1; Deed of Restrictions originally recorded on September 19, 1973 in O.R. Book 992, Page 655 et seq. for Bayside Estates Unit No. 4, as described in Plat Book 28, starting at Page 143; Deed of Restrictions originally recorded on March 31, 1978 in O.R. Book 1262, Page 1728 et seq. for Bayside Estates Unit No. 5, as described in Plat Book 30, starting at Page 133; Deed of Restrictions originally recorded on August 8, 1980 in O.R. Book 1445, Page 1512 et seq. for Bayside Estates Unit No. 6, as described in Plat Book 33, starting at Page 101; Deed of Restrictions originally recorded on May 6, 1982 in O.R. Book 1602, Page 1287 et seq for Bayside Estates Phase No. 7, Part One, as described in Plat Book 34, starting at Page 94; Amended Deed of Restrictions originally recorded on September 3, 1988 in O.R. Book 2015, Page 813 et seq. as amended on July

25, 1989 in O.R. Book 2085, Page 347; Amended and Restated Deed of Restrictions recorded on October 4, 1990 in O.R. Book 2179, Page 803 et seq.; Deed of Restrictions originally recorded on July 28, 1994 in O.R. Book 2522, Page 3971 et seq. for Bayside Estates Phase 7, Part Two, Unit 1, as described in Plat Book 54, starting at Page 69; Deed of Restrictions original recorded on January 27, 1995 in O.R. Book 2490, Page 3870 et seq., for Bayside Estates Phase 7, Part Two, Unit 2, as described in Plat Book 60, starting at page 74; and Amended and Restated Declaration of Covenants, Restrictions and Easements, Bayside Estates, Lee County, Florida recorded on January 21, 2003 in O.R. Book 3828, Page 2192 et seq and as subsequently amended by Amendment recorded on October 31, 2006 as Instrument #2006000412177 and Amendment recorded on July 25, 2007 as Instrument #2007000231820 all in the Public Records of Lee County, Florida.

Dated this 25<sup>th</sup> day of MARCH, 2013.

WITNESSES:

(Sign) [Signature] LEAM  
(Print) JOSE R. RUIZ

BAYSIDE ESTATES HOMEOWNERS, INC.

(Sign) [Signature]  
(Print) NANCY J. FORET

By: [Signature]  
President of the Association  
Dennis D. Krsnak  
(Printed Name)

STATE OF FLORIDA  
COUNTY OF LEE

THE FOREGOING INSTRUMENT was acknowledged before me this 25 day of March, 2013, by Dennis D. Krsnak, as President of Bayside Estates Homeowners, Inc., a Florida non-profit corporation, on behalf of said corporation. Said person is personally known to me or has produced \_\_\_\_\_ as identification and did take an oath.



NOTARY PUBLIC:

[Signature]  
STATE OF FLORIDA  
My Commission Expires: March 9, 2016

WITNESSES:

(Sign)

(Print)

[Signature] LCAW  
JOSE R. RUIZ

BAYSIDE ESTATES HOMEOWNERS, INC.

By:

Cynthia Ahrens

Secretary of the Association

Cynthia Ahrens

(Printed Name)

(Sign)

(Print)

[Signature]  
Robin Brownell

STATE OF FLORIDA  
COUNTY OF LEE

THE FOREGOING INSTRUMENT was acknowledged before me this 25 day of March, 2013, by Cynthia Ahrens, as Secretary of Bayside Estates Homeowners, Inc., a Florida non-profit corporation, on behalf of said corporation. Said person is personally known to me or has produced \_\_\_\_\_ as identification and did take an oath.

SEAL

NOTARY PUBLIC:



ROBIN BROWNELL  
MY COMMISSION # EE 166271  
EXPIRES: March 9, 2016  
Bonded Thru Budget Notary Services

Robin Brownell

STATE OF FLORIDA

My Commission Expires: March 9, 2016



FILED  
13 AUG -5 PM 3:50

NOTE: THIS IS A SUBSTANTIAL AMENDMENT OF THE ENTIRE ARTICLES OF INCORPORATION. FOR PRESENT LANGUAGE, SEE EXISTING ARTICLES.

**SECOND AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
BAYSIDE ESTATES HOMEOWNERS, INC.**

Pursuant to Section 617.1007, Florida Statutes, these Articles of Incorporation of Bayside Estates Homeowners, Inc., a Florida corporation not-for-profit, which was originally incorporated under the same name on May 19, 1987, are hereby amended and restated in their entirety. All amendments included herein have been adopted pursuant to Section 617.1002, Florida Statutes, and there is no discrepancy between the corporation's Articles of Incorporation as heretofore amended and the provisions of these Second Amended and Restated Articles of Incorporation other than the inclusion of amendments adopted pursuant to Section 617.1002, Florida Statutes, and the omission of matters of historical interest. The Second Amended and Restated Articles of Incorporation of Bayside Estates Homeowners, Inc., shall henceforth be as follows:

**ARTICLE I**

**NAME:** The name of the corporation is Bayside Estates Homeowners, Inc., (sometimes hereinafter referred to as the "Association").

**ARTICLE II**

**PRINCIPAL OFFICE:** The principal office of the corporation shall be as established by the Board of Directors from time to time.

**ARTICLE III**

**PURPOSE AND POWERS:** The Association will not permit pecuniary gain, profit, or distribution of its income to its members, Officers, or Directors. It is a non-profit corporation formed for the purpose of serving as a corporate residential community homeowners' association for Bayside Estates according to the Deeds of Restrictions for the various divisions within Bayside Estates, as originally recorded, and as thereafter have been amended, restated, and combined. The last prior combined Amended and Restated Declaration of Covenants, Restrictions and Easements was recorded on January 21, 2003 in O. R. Book 3828, at Page 2192, *et seq.*, in the Public Records of Lee County, Florida. The Association shall have all of the common law and statutory powers of a Florida corporation not-for-profit consistent with these Articles of Incorporation, the Bylaws of the corporation, and with the said Declaration, as it stands and as it may be subsequently amended, and shall have all of the powers and authority reasonably necessary or appropriate for the operation and regulation of a residential community, subject to said recorded Declaration, as it may from time to time be amended, including, but not limited to, the power:

- (A) To fix, levy, collect, and enforce payment by any lawful means, all charges, assessments, or liens pursuant to the terms of the Declaration, and to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the corporation, including all license fees, taxes, or governmental charges levied or imposed against the property or the corporation;
- (B) To make, amend, and enforce reasonable rules and regulations governing the use of the Lots and common areas and the operation of the Association;
- (C) To sue and be sued, and to enforce the provisions of the Declaration, the Articles of Incorporation, the Bylaws, and the reasonable rules of the Association;
- (D) To contract for the management and maintenance of the common areas and 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;
- (E) To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the properties;
- (F) To dedicate, sell, or transfer all or any part of the common areas 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, sale, or transfer shall be effective unless first approved by two-thirds (2/3) of the voting interests, present and voting, in person or by proxy, at a duly called meeting of the membership;
- (G) To borrow money, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred, if first approved by the Board of Directors, and subsequently approved by the membership pursuant to the provisions of the Declaration;
- (H) To maintain, repair, replace, and operate the property and business of the Association;
- (I) To provide insurance upon the property of the Association and for its Board of Directors;
- (J) To acquire (by gift, purchase, or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, or otherwise dispose of real or personal property in connection with the affairs of the corporation;
- (K) To grant, modify, or move easements;
- (L) To exercise any and all powers, rights, and privileges that a corporation organized under Chapters 617 and 720 of the Florida Statutes may now or hereafter have or

exercise, subject always to the Declaration, as amended from time to time. 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

##### MEMBERSHIP AND VOTING RIGHTS:

- (A) No person except an owner is entitled to membership in the Association. "Owner" means the record owner of legal title to a residential Lot.
- (B) Every owner who holds record title to a Lot that is subject to assessment under the Declaration shall be a member of the Association. A membership may not be transferred except by transfer of record title to the Lot to which it is appurtenant. An owner of more than one Lot is entitled to one membership for each Lot to which the owner holds title.
- (C) Each Lot is entitled to one (1) vote. If more than one person holds record title to a Lot, there shall be only one vote, exercised as the owners determine among themselves.

#### ARTICLE V

TERM; DISSOLUTION: The term of the Association shall be perpetual. The Association may be dissolved by vote of two-thirds (2/3) of the members. Upon dissolution of the Association, other than incident to a merger or consolidation, its assets, both real and personal, shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was formed. In the event there is a refusal to accept such dedication, then such assets shall be granted, conveyed, or assigned to any non-profit corporation, association, trust, or other organization that is devoted to purposes similar to those of this Association.

#### ARTICLE VI

BYLAWS: The Bylaws of the Association may be altered, amended, or rescinded in the manner provided therein.

#### ARTICLE VII

AMENDMENTS: Amendments to these Articles of Incorporation shall be proposed and adopted in the following manner:

- (A) Proposal. Amendments to these Articles of Incorporation shall be proposed by a majority of the Board or upon petition of one-fourth (1/4) of the voting interests, and shall be submitted to a vote of the members not later than the next annual meeting.

(B) Vote Required. Except as otherwise required by Florida law or as provided elsewhere in these Articles of Incorporation, these Articles of Incorporation may be amended if the proposed amendment is approved by the affirmative vote of at least a majority of the voting interests present and voting, in person or by proxy, at a duly called meeting of the members of the Association.

(C) Effective Date. An amendment shall become effective upon filing with the Secretary of State and recording a certified copy in the Public Records of Lee County, Florida, with the same formalities as are required in the Declaration for recording amendments to the Declaration.

#### ARTICLE VIII

##### DIRECTORS AND OFFICERS:

(A) The affairs of the Association will be administered, managed, and governed by a Board of Directors consisting of the number of Directors determined by the Bylaws, but not less than three (3) Directors and in the absence of such determination shall consist of three (3) Directors. Directors must be members of the Association.

(B) Directors of the Association shall be elected by the members in the manner determined in the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided in the Bylaws.

(C) The business of the Association shall be conducted by the Officers designated in the Bylaws. The Officers shall be elected in accordance with the Bylaws.

#### ARTICLE IX

##### INDEMNIFICATION:

(A) Indemnity. The Association shall indemnify any Officer, Director, or committee member who was or is a party, or is threatened to be made a party, to any threatened, pending, or contemplated action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he is or was a Director, Officer, or committee member of the Association, against expenses (including attorney's fees and appellate attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding, unless: (1) a Court of competent jurisdiction finally determines, after all appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or in a manner he reasonably believed to be in or not opposed to the best interest of the Association, and with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful; and (2) such Court also determines specifically that indemnification should be denied. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere*

or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the Association, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful. It is the intent of the membership of the Association, by the adoption of this provision, to provide the most comprehensive indemnification possible to their Officers, Directors, and committee members as permitted by Florida law.

(B) Defense. To the extent that a Director, Officer, or committee member of the Association has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to above, or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorney's fees and appellate attorney's fees) actually and reasonably incurred by him in connection therewith.

(C) Advances. Expenses incurred in defending a civil or criminal action, suit, or proceeding shall be paid by the Association in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of the affected Director, Officer, or committee member to repay such amount, if it shall ultimately be determined that he is not entitled to be indemnified by the Association as authorized by this Article IX.

(D) Miscellaneous. The indemnification provided by this Article IX shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any Bylaw, agreement, vote of the members, or otherwise, and shall continue as to a person who has ceased to be a Director, Officer, or committee member and shall inure to the benefit of the heirs and personal representatives of such person.

(E) Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, committee member, employee, or agent of the Association, or a Director, Officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

(F) Amendment. Anything to the contrary herein notwithstanding, the provisions of this Article IX may not be amended without the approval in writing of all persons whose interest would be adversely affected by such amendment.

## ARTICLE X

SEVERABILITY: Should any provision, subsection, or clause of these Articles of Incorporation be declared unenforceable or void, the remaining provisions shall remain in full force and effect.

# PAVESE LAW FIRM

SUSAN M. MCLAUGHLIN

Direct Dial: (239) 336-6287  
Email: [susanmclaughlin@paveselaw.com](mailto:susanmclaughlin@paveselaw.com)

1833 Hendry Street, Fort Myers, Florida 33901 | P.O. Drawer 1507, Fort Myers, Florida 33902-1507 | (239) 334-2195 | Fax (239) 332-2243

June 20, 2013

Carol Mustain, Regulatory Specialist II  
Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**RE: Bayside Estates Homeowners, Inc., a Florida nonprofit corporation**  
**Ref. No.: N04000007356**  
**Rejection of Second Amended and Restated Articles of Incorporation**

Dear Ms. Mustain:

This is my third communication with the Division in an attempt to file the attached Second Amended and Restated Articles of Incorporation for Bayside Estate Homeowners, Inc. You initially rejected my filing because there was no "First" Amended and Restated Articles of Incorporation on file. I then provided you with a copy of the Amended and Restated Articles of Incorporation of Bayside Estates Homeowners, Inc. that was adopted at a meeting of the members of the Association held in 2002 and recorded in the Public Records of Lee County in January of 2003.

You, again, refused to accept either of the documents on the basis that the initial Amended and Restated Articles of Incorporation contained a reference to shareholders while also referring to the corporation as a "not-for-profit". In your letter of June 11, 2013 (a copy of which is attached for your easy reference), you stated that you cannot accept the document until I remove the reference to "shareholders" from the document.

I cannot do that unilaterally and retroactively. However, I can explain how this happened. I am enclosing for your reference the "Detail by Entity Name" for Bayside Estates Homeowners, Inc., a Florida for profit corporation, J73534. That entity was the non-surviving partner in a merger that occurred in 2005 with Bayside Estates Homeowners Association, Inc., a Florida for profit corporation. The name of that corporation was then changed to Bayside Estates Homeowners, Inc. No. N04000007356 so that you can see the transactions.

It seems that there were, arguably, a number of errors involved here but, again, I cannot retroactively or unilaterally correct them. The fact remains that the current entity is a Florida non for profit corporation. The Amended and Restated Articles of Incorporation that are labeled as "Second

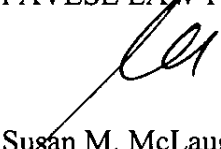
Carol Mustain, Regulatory Specialist II  
Division of Corporations  
June 20, 2013  
Page 2 of 2

---

Amended and Restated Articles of Incorporation" that were adopted in 2013 and that I submitted for filing with the Division, are in the correct form.

I ask you to review this situation again and accept the "Second Amended and Restated Articles of Incorporation" for Bayside Estates Homeowners, Inc. that were duly adopted at a members meeting in March of 2013 and have already been recorded in the Lee County Public Records for filing with the Division or please call me at your convenience to discuss how best to proceed to rectify the situation. My direct dial number is (239) 336-6266.

Very truly yours,  
PAVESE LAW FIRM

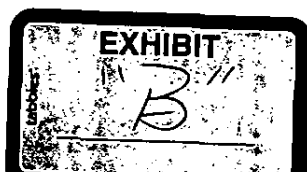


Susan M. McLaughlin  
For the Firm

SMM/ctc  
Enclosures  
cc: Dennis Krsnak

**AMENDED AND RESTATED ARTICLES  
OF  
INCORPORATION  
BAYSIDE ESTATES HOMEOWNERS INC**

Official Records BK 03628 PG 2208





**AMENDED AND RESTATED ARTICLES OF INCORPORATION**

**TABLE OF CONTENTS**

<b><u>ARTICLE</u></b>	<b><u>PAG</u></b>
I. NAME	1
II. PRINCIPAL AND REGISTERED OFFICE	1
III. PURPOSES OF THE CORPORATION	1
IV. POWERS OF THE CORPORATION	1
V. MEMBERSHIP AND QUORUM	2
VI. VOTING RIGHTS	2
VII. BOARD OF DIRECTORS	2
VIII. DURATION	3
IX. AMENDMENTS	3
X. SUBSCRIBERS	3
XI. OFFICERS	3
XII. BY-LAWS	4
XIII. INDEMNIFICATION OF OFFICERS, DIRECTORS AND OTHERS	4
XIV. GENERAL PROVISIONS	4

February 12, 2002

**AMENDED AND RESTATED ARTICLES OF INCORPORATION**  
**BAYSIDE ESTATES HOMEOWNERS INC.**

Pursuant to the provisions of Section 607.1006, Florida Statutes, this corporation adopts the following Amended and Restated Articles of Incorporation for their stated purposes and in order to change the corporation from a "corporation-for-profit" to a "corporation-not-for-profit" as those terms are defined in Chapters 607 and 617 Florida Statutes, as last amended. The number of shareholder or member votes cast at a duly noticed and conducted election which were in favor of the adoption of these Amended and Restated Articles of Incorporation was sufficient for approval. In compliance with the requirements of the laws of the State of Florida, the undersigned hereby associate themselves together for the purpose of changing from a Florida for profit corporation under Section 607, Florida Statutes to a corporation not for profit under Section 617, Florida Statutes and do hereby certify:

**ARTICLE I**  
**NAME**

The name of the corporation is: BAYSIDE ESTATES HOMEOWNERS INC. hereinafter called the "Corporation" (as successor to Bayside Estates Homeowners Inc. a Florida for profit corporation).

**ARTICLE II**  
**PRINCIPAL AND REGISTERED OFFICE**

The principal office of the Corporation shall be at 17601 San Carlos Blvd., Fort Myers Beach, Florida 33931, or at such location as may be designated by the Corporation Board of Directors. The registered agent for the Corporation is R. Scott Barker P.A. at 12734 Kenwood Lane, Suite 5, Fort Myers, Florida 33907.

**ARTICLE III**  
**PURPOSES OF THE CORPORATION**

This Corporation does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for ownership, operation, maintenance and preservation of the Common Area and the improvements of Bayside Estates and that certain real property (and any additions thereto) described in the Amended and Restated Declaration of Covenants, Restrictions and Easements for Bayside Estates Homeowners Inc. as recorded in the Public Records of Lee County, Florida (the "Declaration") and to promote the health, safety, welfare and mutual benefit and enjoyment of the members of the Corporation.

**ARTICLE IV**  
**POWERS OF THE CORPORATION**

The Corporation shall have all the powers and duties reasonably necessary to operate and maintain the Corporation, including, but not limited to the following:

- A. Exercise all of the powers and privileges and to perform all of the duties and obligations of the Corporation, as set forth in the Declaration, these Articles of Incorporation, the By-Laws or the Rules and Regulations and as the same may be amended from time to time as therein provided;
- B. Fix, levy, collect and enforce payment in U.S. dollars by any lawful means, of all charges or assessments pursuant to the terms of the Declaration or By-Laws of the Corporation; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Corporation, including all licenses, taxes or governmental charges levied or imposed against the property of the Corporation;
- C. Issue a maximum of 1000 shares of stock or membership certificates with no par value and acquire (by gift, purchase or otherwise), own, hold, insure, improve, recondition, modify, build upon, operate, maintain, convey, lease, sell, transfer or otherwise dispose of real or personal property in connection with the affairs of the Corporation, including, without limitation, the Common Area;

- D. To operate and maintain the surface water management system in accordance with the requirements of the South Florida Water Management District, and to contract for services to provide for the operation and maintenance of the surface water management system; provided, however, in the event the Corporation is dissolved, the surface water management system, and the property comprising such system, will be conveyed and be dedicated to a non profit organization in a manner which will assure continued maintenance of the surface water management system in perpetuity;
- E. With the assent of a majority of the Membership Interests entitled to vote at a duly called meeting of the Corporation, borrow money and mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;
- F. Dedicate, sell or transfer all or any part of the Common Area 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 without obtaining written consent (via ballot or other means) of a majority of the Membership Interests entitled to vote;
- G. Participate in mergers and consolidations with other not for profit corporations organized for the same purposes or annex additional Common Area. No such merger, consolidation or annexation shall be effective without obtaining written consent (via ballot or other means) of a majority of the Membership Interests entitled to vote;
- H. To promulgate or enforce rules, regulations, by-laws, covenants, restrictions or agreements to effectuate all of the purposes for which the Corporation is organized;
- I. 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;
- J. To contract for management of the Corporation and to delegate in such contract all or any part of the delegable powers and duties of the Corporation, and to contract for the services to be provided to the members, including, but not limited to utilities. All members of the Corporation shall be bound by such contracts regardless of whether they desire or actually use the services rendered;
- K. 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;
- L. All powers and duties of a not for profit corporation under Chapter 617, Florida Statutes.

#### ARTICLE V MEMBERSHIP AND QUORUM

Every record Title Holder ("Owner") of a Lot within the Property subject to the Declaration shall be a member of the Corporation. Membership shall be appurtenant to and may not be separated from ownership of any Lot.

Members who own thirty percent (30%) of the Membership Interests entitled to vote, present in person or represented by written quorum proxy, shall be required to, and shall constitute a quorum at all Members meetings.

#### ARTICLE VI VOTING RIGHTS

There shall be one Membership Interest in the Corporation appurtenant to each Lot. The Membership Interest appurtenant to each lot shall automatically pass upon recordation in the Public Records of Lee County, Florida of each instrument effectuating a sale, conveyance or transfer of said Lot.

All Owners of Lots shall be Members and shall be entitled to one vote for each Lot owned. When more than one (1) person or entity holds an interest in any Lot, all shall have a joint Membership Interest in the Corporation. The vote for such Lot shall be exercised as they determine, but in no event shall more than one (1) vote be cast with respect to any Lot.

#### ARTICLE VII BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by a Board of no less than seven (7) Directors.

The names and addresses of the members of the first Board of Directors, who shall hold office until their successors are elected or appointed and have qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>TERM EXPIRES</u>	<u>OFFICERS</u>
Bud Adams	322 Peppard Dr, Bayside Estates	January 2004	
Jim Albert	17 Stevens Blvd, Bayside Estates	January 2003	President
Tom Bartell	126 Dogwood Ln, Bayside Estates	January 2004	
Jim DeGraff	289 Peppard Dr, Bayside Estates	January 2004	Vice President
Barbara Doak	286 Peppard Dr, Bayside Estates	January 2003	
Bob Gallagher	494 Canal Cove Ct, Bayside Estates	January 2004	
Larry Robichaud	227 Stevens Blvd, Bayside Estates	January 2003	
George Uhrich	484 Canal Cove Ct, Bayside Estates	January 2003	Treasurer
Judy Wilson	428 Bryan Ct, Bayside Estates	January 2004	Secretary

The Number of Directors may be increased or decreased from time to time as provided in the By-Laws, but shall never be less than seven (7) in number.

The Directors shall serve staggered terms and the system by which the terms are staggered shall be determined, from time to time, by the Board of Directors.

Any Member in good standing may be elected or appointed as a Director for no more than two (2) consecutive two (2) year terms or portions thereof. After a 12 (twelve) month absence period, that Member may serve again.

#### ARTICLE VIII DURATION

The Corporation shall have perpetual existence. In the event the Corporation is dissolved, the surface water management system shall be conveyed to an appropriate agency of local government. If it is not accepted, then the surface water management system must be dedicated to a similar not for profit corporation. No distributions of cash or other assets will be made to the members if dissolution occurs.

#### ARTICLE IX AMENDMENTS

Proposals for amendments to these Articles of Incorporation which do not conflict with the Declaration may be made by a majority vote of the Board of Directors or by ten percent (10%) of the Membership Interests entitled to vote. Such proposals shall be in writing and shall be delivered to the President of the Corporation who shall thereupon call a special meeting of the Members not less than ten (10) days nor more than sixty (60) days following his receipt of the proposed amendment. Should the President fail to call such special meeting, the Members may, in lieu thereof, call a special meeting. Such request shall state the purpose or purposes of the proposed amendment(s). Notice of such special meeting shall be given and posted in the manner provided by the By-Laws. An affirmative vote of a majority of the Membership Interests entitled to vote shall be required for approval of the proposed amendment(s).

Any Member may waive the requirements of this Article as to the notice of special meeting to vote on proposed amendment(s) to these Articles of Incorporation, either before, at or after a membership meeting at which a vote is taken to amend these Articles of Incorporation, and any amendment passed by a majority of the Membership Interests entitled to vote shall not be invalid merely because some Members did not receive notice of the special meeting.

#### ARTICLE X SUBSCRIBERS

Each of the initial Directors is a subscriber. The names and street addresses of the Subscribers to these Articles of Incorporation are the same as the Directors listed in Article VII above.

#### ARTICLE XI OFFICERS

The Directors who will serve as President, Vice President, Secretary and Treasurer (Officers) will be separately elected by the Membership. In the absence of candidates running for the Officer positions, the elected or

appointed Directors will appoint Officers from those Directors currently serving. The Board of Directors may also appoint as many Assistant Officers as the Board of Directors shall from time to time determine to be appropriate

The names and addresses of the Officers of the first Board of Directors who shall hold office until their successors are elected or appointed and have qualified are the same as the Officers listed in Article VII above.

#### **ARTICLE XII** **BY-LAWS**

The By-Laws of this Corporation shall be adopted by the Board of Directors and shall be attached to the Declaration to be filed among the Public Records of Lee County, Florida. The By-Laws may be amended by the Members in the manner provided in said By-Laws.

#### **ARTICLE XIII** **INDEMNIFICATION OF OFFICERS, DIRECTORS AND OTHERS**

The Corporation shall and does hereby agree to indemnify, defend and hold harmless every current or past Director, Officer, Assistant Officer or committee member, their heirs, personal representatives, executors and administrators, against all loss, cost and expenses reasonably incurred in connection with any action, suit or proceeding whether civil, criminal, administrative or investigative to which he may be made a party by reason of his being or having been a Director, Officer, Assistant Officer or committee member of the Corporation, including reasonable attorney fees, except as to matters wherein he shall finally be 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 indemnification rights to which such Director, Officer, Assistant Officer or committee member may be entitled, by law or otherwise. Expenses incurred in defending any of the above shall be paid by the Corporation in advance of the final disposition upon receipt of an undertaking by or on behalf of the affected Director, Officer, Assistant Officer or committee member to repay such amount if it shall ultimately be determined that they are not entitled to be indemnified by the Corporation.

#### **ARTICLE XIV** **GENERAL PROVISIONS**

The following general provisions shall apply to these Articles of Incorporation and all other Governing Documents.

- A. **Severability.** In the event that any provision(s) of these Articles of Incorporation is deemed invalid, the remaining provision(s) shall be deemed in full force and effect;
- B. **Singular, Plural and Gender.** Whenever the context so permits, the use of the singular shall include the plural and the plural shall include the singular. The use of any gender shall be deemed to include all genders.
- C. **Conflicts.** The term "Governing Documents" as used in these Articles of Incorporation and elsewhere shall include the Florida Statutes for Corporations Not for Profit, the Florida Statutes for Homeowners' Associations, the Federal Fair Housing Acts of 1988, the Declaration, these Articles of Incorporation, the By-Laws, the Rules and Regulations, the Plats, the Surveys, the Plot Plans and the graphic descriptions of improvements of record as the same may have been amended from time to time. In the event of a conflict between language in any of the Corporations Governing Documents, the following priorities shall control:

- 1. Declaration
- 2. Articles of Incorporation
- 3. By-Laws
- 4. Rules and Regulations

IN WITNESS WHEREOF, for the purpose of amending and restating the articles of incorporation of this Corporation under the Laws of the State of Florida we, the undersigned, have executed these Articles of Incorporation this 21 day of January 2003

WITNESSES:

\_\_\_\_\_  
\_\_\_\_\_

BAYSIDE ESTATES HOMEOWNERS INC

By: James Albert  
James Albert, President

Attest: James Albert

State of Florida,

County of Lee

Acknowledged before me on January 21 2003 by James Albert and JAMES BLOZAR who are known to me to be the President and VICE PRESIDENT of Bayside Estates Homeowners Inc and stated that their signatures were made voluntarily under authority duly vested in them by Bayside Estates Homeowners Inc.

RZ

Notary Public

