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TALLAHASSEE, FLORIDA
06 MAY 24 AM 11:12
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

1 Bunch MAY 25 2006

ATTORNEYS' TITLE

Requestor's Name

1965 Capital Circle NE, Suite A

Address

Tallahassee, FL 32308

City/St/Zip

850-222-2785

Phone #

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1- BOCA VISTA HARBOR MOORINGS CONDOMINIUM ASSOCIATION, INC.

2-

3-

4-

☒ Walk-in

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NEW FILINGS

<input type="checkbox"/>	Profit
<input checked="" type="checkbox"/>	Non-Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS

<input checked="" type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS

<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION

<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

FILED
2006 MAY 24 PM 1:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BOCA VISTA HARBOR MOORINGS CONDOMINIUM ASSOCIATION, INC.
(A FLORIDA NOT-FOR-PROFIT CORPORATION)

The undersigned incorporator, by these Articles, forms a corporation not for profit pursuant to Chapter 617 of the laws of the State of Florida, and adopts the following Articles of Incorporation:

ARTICLE I - NAME AND ADDRESS

The name of this corporation shall be BOCA VISTA HARBOR MOORINGS CONDOMINIUM ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Association", the Articles of Incorporation as the "Articles" and the Bylaws of the Association as the "Bylaws." The principal place of business and mailing address for the Association shall be 13413 GASPARILLA ROAD, UNIT 401, PLACIDA, FL 33946 or such other place as may be subsequently designated by the Board of Directors.

ARTICLE II - PURPOSES

The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act, Chapter 718, Florida Statutes (the "Act") to operate, maintain, preserve, administer and manage the condominium located in Charlotte County, Florida to be known as BOCA VISTA HARBOR MOORINGS, A CONDOMINIUM (the "Condominium").

The Association is organized and operated solely for administrative and managerial purposes. It is not intended that the Association show any net earnings, but no part of any net earnings that do occur shall inure to the benefit of any Member. If, in any taxable year, the net income of the Association from all sources other than casualty insurance proceeds and other nonrecurring items exceeds the sum of: (1) the total common expenses for which payment has been made or liability incurred within the taxable year and (2) reasonable reserves for common expenses and other liabilities in the next succeeding taxable year, such excess shall be held by the Association and used to reduce the amount of assessments that would otherwise be required in the following year. For such purposes, each Slip Owner will be credited with the portion of any excess that is proportionate to his interest in the Common Elements of the Condominium.

ARTICLE III - DEFINITIONS

The terms used in these Articles shall have the same definitions and meanings as those set forth in the Declaration of Condominium ("Declaration") to be recorded in the Public Records of Charlotte County, Florida, unless provided to the contrary in these Articles, or unless the context otherwise requires.

ARTICLE IV - POWERS AND DUTIES

A. General. The Association shall have all of the common law and statutory powers of a corporation not for profit under the laws of Florida and all of the powers and duties set forth in the Act, the Declaration and the Bylaws to the extent that they are not inconsistent with the Act.

B. Enumeration. In addition to, and not in limitation of, the powers described above, the Association shall have all of the powers reasonably necessary to operate the Condominium and to exercise such powers, duties and obligations described in the Declaration, as it may be amended from time to time, including, but not limited to, the following:

1. To make and collect assessment and other charges against Slip Owners, and to use the proceeds in the exercise of its powers and duties;
2. To acquire, buy, own, operate, lease, sell, trade and mortgage both real and personal property as may be necessary or convenience in the administration of the Condominium;
3. To maintain, repair, replace, reconstruct, add to and operate the Condominium Property, and other property acquired or leased by the Association for use by the Slip Owners;
4. To purchase insurance upon the Condominium Property, and insurance for the protection of the Association, its officers, directors and Members;
5. To make and amend reasonable rules and regulations for the maintenance, conservation and use of the Condominium Property and for the health, comfort, safety and welfare of the Slip Owners;
6. To approve or disapprove the leasing, transfers, mortgaging, ownership and possession of Slips as may be provided in the Declaration;
7. To enforce by legal means the provisions of the Act, the Declaration, these Articles, the Bylaws and the rules and regulations for the use of the Condominium Property;
8. To contract for the management of the Condominium and any facilities used by the Slip Owners to assist the Association in carrying out the powers and duties;
9. To employ personnel to perform the services required for the proper operation of the Condominium;
10. To execute all documents or consents on behalf of the Slip Owners (and their mortgagees) required by all governmental and/or quasi-governmental agencies in connection with land use and development matters (including, without limitation, plats, waiver of plats, unities of title, covenants in lieu thereof), and

in that regard, each Slip Owner, by acceptance of the deed to a Slip, appoints and designates the Board of Directors as such Slip Owner's agent and attorney-in-fact to execute, any and all such documents or consents.

C. Property. All funds and the titles to all properties acquired by the Association and their proceeds shall be held for the benefit and use of the Members in accordance with the provisions of the Declaration, these Articles and the Bylaws.

D. Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of these Articles, the Declaration, the Bylaws and the Act, provided that in the event of any conflict, the provisions of the Act shall control over the Declaration, these Articles and the Bylaws.

ARTICLE V - MEMBERS

The qualification of Members, the manner of their admission and voting by Members shall be as follows: Any person or persons or entity that hold(s) title in fee simple to a condominium unit in BOCA VISTA HARBOR MOORINGS, A CONDOMINIUM, shall, by virtue of such ownership, automatically be a Member of this Association. Each Slip Owner in the condominium shall have one vote for each Slip owned, which vote shall be cast by a designated Slip Owner as provided for in the Declaration of Condominium and Bylaws. No Slip Owner by assign, hypothecate or transfer in any manner membership in the Association or the funds or assets of the Association except as an appurtenance to a Slip.

ARTICLE VI - DURATION

This Association shall exist perpetually.

ARTICLE VII - INCORPORATOR

The name and address of the incorporator of the Association is as follows:

Cheyenne R. Young

21175 Olean Boulevard
Port Charlotte, FL 33952

ARTICLE VIII - GOVERNING BODY

A. Number and Qualification. The property, business and affairs of the Association shall be managed by a Board consisting of not less than three (3) nor more than (5) Directors. Other than those Directors designated by the Developer, Directors shall be Members of the Association or the spouse of a Member of the Association.

B. Duties and Powers. All of the duties and power of the Association shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by the Members when such approval is specifically required by the Act, the Declaration, these Articles or the Bylaws.

C. Election; Removal. The Directors will be elected each year at the annual meeting of the Association as provided for in the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

D. First Directors. The names and addresses of the first Board of Directors who shall hold office until their successors are elected as provided in the Bylaws are as follows:

MICHAEL KLAUBERT	95 TEDDINGTON WAY, LACONIA NH 03246
ROBERT COOK	2754 BURLINGTON DRIVE, HICKORY CORNERS MI 49060
LETETIA MERCIER	508 N INDIANA, ENGLEWOOD FL 34223

E. Standard of Conduct. A Director shall discharge his or her duties as a director, including any duties as a Member of a committee, in good faith, with the care an ordinary prudent person in a like position would exercise under similar circumstances, and in a manner reasonably believed to be in the best interest of the Association. Unless a Director has knowledge concerning a matter in question that makes reliance unwarranted, a Director, in discharging his or her duties, may rely on information, opinions, reports or statements, including financial statements and other data, if prepared or presented by: one or more officers or employees of the Association who the Director reasonably believes to be reasonable and competent in the matter presented, legal counsel, public accountants or other persons as to matters the Director reasonably believes are within such person's *professional or expert* competence; or a committee of which the Directors is not a Member if the Director reasonably believes the committee merits confidence. A Director is not liable for any action taken as a director, or any failure to take action, if he or she performed the duties of his or her office in compliance with the foregoing standards.

ARTICLE IX - OFFICERS

The affairs of the Association shall be administered by the officers holding the offices designated in the Bylaws. The officers shall be elected by the Board of Directors of the Association and shall serve at the pleasure of the Board of Directors. The Bylaws may provide for the removal from office of officers, for the filling of vacancies and for the duties of the officers. The names of the officers who are to serve until their successors are designated by the Board of Directors are as follows:

MICHAEL KLAUBERT	President
ROBERT COOK	Vice-President
LETITIA MERCER	Secretary/Treasurer

ARTICLE X - INDEMNIFICATION

A. Indemnity. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative by reason of the fact that he or she is or was a director or officer of the Association, or is or was serving at the request of the Association as a director,

officer, employee or agent the Association, (collectively "Association Person") against expenses (including attorney's fees, whether prior to or during litigation or on appeal), judgments, fines and amounts paid in settlement actually and reasonably incurred by the Association Person in connection with such action, suit or proceeding if the Association Person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Association, and, with respect to any criminal action or proceedings, had no reasonable cause to believe his or her conduct was unlawful. 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 Association Person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Association, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

B. Approval. Any indemnification under this Article (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the Association Person is proper under the circumstances because the Association Person has met the applicable standard of conduct set forth in section A above. Such determination shall be made: 1) By the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding, or 2) If a quorum of directors who were not parties to such action, suit, or proceeding is unobtainable, then by independent legal counsel in a written opinion pursuant to the directive of all disinterested directors, or 3.) By a majority of the Members.

C. Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director or officer, to repay such amount unless it shall ultimately be determined that the Association Person is not entitled to be indemnified by the Association as authorized in this Article.

D. Miscellaneous. The indemnification and entitlement to advances of expenses provided by this Article shall not be deemed exclusive of any other rights to which those indemnified may be entitled under the Bylaws, by agreement, vote of the Members or otherwise, and shall continue as to a person who has ceased to be an Association Person and shall inure to the benefit of the heirs, executors and administrators of any such person.

E. Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was an Association Person against any liability asserted against that person and incurred by that person in any such capacity, or arising out of that person's status as such, whether or not the Association would have the power to indemnify that person against such liability under this Article.

F. Director's Appointed by Developer. Any Director appointed by the Developer shall not be entitled to indemnification under this Article if same would violate then applicable law.

ARTICLE XI - BYLAWS

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

ARTICLE XII - AMENDMENTS TO ARTICLES

Amendments to these Articles of Incorporation may be proposed by any Member at any regular or special meeting of the Members of the Association, and must be approved by not less than a majority of the Members represented at a meeting of the Members of the Association either in person or by proxy. Proper notice of the meeting must be given as provided for in the Bylaws and the notice must include a statement that an Amendment to the Articles of Incorporation will be considered at the meeting. A copy of each amendment shall be filed with the Florida Secretary of State pursuant to the provisions of applicable law and a copy certified by the Secretary of State shall be recorded in the Public Records of Charlotte County, Florida.

ARTICLE XIII - REGISTERED OFFICE

The street address and mailing address of the initial registered office of this Association shall be: 21175 Olean Boulevard, Port Charlotte, Florida 33952. The name of the initial registered agent at such address is Cheyenne R. Young.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 18th day of May, 2006.

Witnesses:

Sign:

Print:

Sign:

Print:

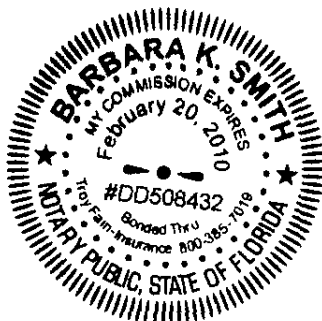
BARBARA SMITH

SARAH HOWE

Cheyenne R. Young

STATE OF CHARLOTTE
COUNTY OF FLORIDA

The foregoing instrument was acknowledged before me this 18th day of May, 2006, by Cheyenne R. Young, who is personally known to me and who did not take an oath.



Notary Public

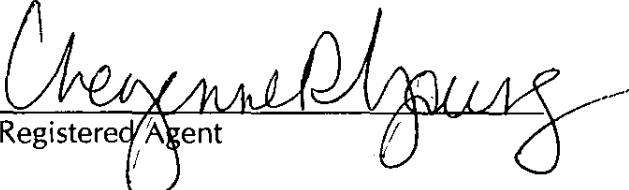
**CERTIFICATE DESIGNATING A REGISTERED AGENT
AND REGISTERED OFFICE FOR THE SERVICE OF PROCESS**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

BOCA VISTA HARBOR MOORINGS CONDOMINIUM ASSOCIATION, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the articles of incorporation, has designated Cheyenne R. Young whose street address is c/o McKinley, Ittersagen, Gunderson & Berntsson, P.A., 21175 Olean Boulevard, Port Charlotte, Florida 33952, as its agent to accept service of process within this state.

ACCEPTANCE

Having been designated as agent to accept service of process for the above-named corporation, at the place stated in this certificate, I hereby agree to act in this capacity and to comply with the provision of said law relative to same.


Registered Agent