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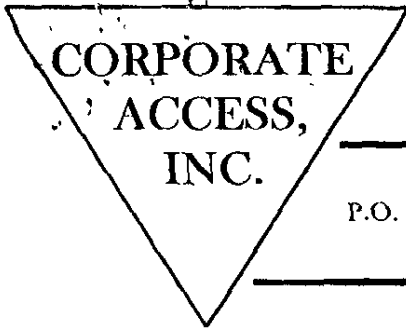
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Articles

1. Bayshore Town Homes Homeowners Association, Inc
(CORPORATE NAME AND DOCUMENT #)
2. _____
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(CORPORATE NAME AND DOCUMENT #)

SPECIAL INSTRUCTIONS:



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 22, 2006

CORPORATE ACCESS

SUBJECT: BAYSHORE TOWNHOMES HOMEOWNERS ASSOCIATION, INC.
Ref. Number: W06000028475

We have received your document for BAYSHORE TOWNHOMES HOMEOWNERS ASSOCIATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list the corporation's principal office and/or a mailing address in the document.

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

The registered agent must have a Florida street address. A post office box, personal mail box (PMB), or mail drop-box address is not acceptable.

Please return the original and one copy of 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) 245-6925.

Cynthia Blalock
Document Specialist
New Filing Section

Letter Number: 406A00041848

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ARTICLES OF INCORPORATION

OF

BAYSHORE COURT HOMEOWNERS ASSOCIATION, INC.

In compliance with the requirements of Chapter 617 and Chapter 720 (the "Act") of the Florida Statutes, the undersigned, all of whom are residents of the State of Florida and all of whom are of full age and otherwise legally competent to execute these presents, have this day voluntarily associated themselves together for the purpose of forming a corporation not-for-profit and do hereby certify:

ARTICLE I NAME

The name of the corporation shall be **Bayshore Court Homeowners Association, Inc.**, hereinafter referred to as the "Association".

ARTICLE II OFFICE

The principal office of the Association shall be 9150 Park Boulevard, #7, Seminole, Florida 33777, or such other address as from time to time may be determined by the Board of Directors.

ARTICLE III REGISTERED AGENT

The initial Registered Agent of this Association shall be Corporate Access, Inc., 236 East 6th Avenue, Tallahassee, Florida 32303.

ARTICLE IV PURPOSES AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for the maintenance, preservation, and architectural control of the residential Lots, Units and Common Area, of that certain tract of property located and situated in Pinellas County, Florida, and more particularly described in Exhibit "A" attached hereto and by this reference incorporated herein, and to promote the health, safety and welfare of the residents of said property and any such additions thereto as may hereafter be brought within the jurisdiction of the Association for these purposes and the Association shall also have the power to:

a. Exercise all of the powers and privileges and perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter referred to as the "Declaration", applicable to the said property, and to be recorded in the Public Records of Pinellas County, Florida, and as the same may be amended from time to time as provided therein; said Declaration, and all defined terms therein, are hereby incorporated herein as if set forth verbatim;

b. Fix, levy, collect and enforce the payment of, by any lawful means, all charges or assessments pursuant to the terms of the Declaration and to pay all expenses in connection therewith and all office or other expenses incident to the conduct of the business of the Association; including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

c. Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of property, whether real or personal, in connection with the affairs of the Association;

d. Borrow money, and with the assent of two-thirds (2/3) of each class of Members, mortgage, pledge, deed in trust or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

e. 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 by the Members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of Members, agreeing to such dedication, sale or transfer;

f. Grant permits, licenses or easements over the Common Area for utilities, roads and all other purposes reasonably necessary, useful or convenient for the use and enjoyment of said areas by the residents of the Lots and Units of BAYSHORE Townhomes development and for the proper maintenance and operation of the project;

g. Make reasonable entry upon any Lot or Unit of the property in order to make emergency repairs and to do other work reasonably necessary for the proper maintenance and operation of the BAYSHORE Townhomes development;

h. Establish and maintain adequate reserve funds for the maintenance, repair and replacement of improvements to the Common Area; said reserve funds being established and maintained from the regular assessments for common expenses;

i. Make available, for inspection during normal business hours and under other reasonable circumstances pursuant to written request, to Owners or lenders, and to holders, insurers or guarantors or any first mortgage, current copies of all of the "Official Records" of the Association required to be kept by the Act, including but not limited to, the Declaration, these Articles of Incorporation, the By-Laws of the Association, all rules and regulations concerning the BAYSHORE Townhomes development, and the books, records and financial statements of the Association;

j. Prepare, each year, distribute to each Member, and make available upon written request to any holder of a first mortgage upon the Units of the development, a financial statement of the Association for the immediately preceding fiscal year;

k. Contract, on behalf of the Members, with other persons or entities for any service or purpose, necessary or appropriate to the affairs of the Association, provided, however, that in each such contract there shall be a provision which will grant to the Association, the right to terminate such contract, without penalty, at any time after transfer of the control of the Association from the Declarant to the Association, upon not more than ninety (90) days notice to the other party;

l. Provide, upon a written request identifying the name and address of the holder, insurer or guarantor and identifying the Lot or Unit number or address, to any mortgage holder, insurer or grantor of such mortgage, written notice of:

i. Any condemnation or casualty loss that affects either a material portion of the development or the Unit securing any such mortgage;

ii. Any 60-day delinquency in the payment of assessments or charges owed by the Owner of any Unit on which said holder, insurer or grantor holds the mortgage;

iii. A lapse, cancellation, or material modification of any insurance policy or fidelity bond maintained by the Association;

iv. Any proposed Association action that requires the consent of a specified percentage of mortgage holders.

m. Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of Members;

n. Contract from time to time with one or more persons or entities for the purpose of providing professional management of the Association and delegate, to the party with whom such contract has been entered into, the powers and duties of the Association, excepting those powers that require the specific approval of the Board of Directors or Members;

o. Otherwise have and exercise any and all powers, rights and privileges that a corporation organized under the Corporations Not For Profit Laws of the State of Florida may now or hereafter have or exercise pursuant to said laws and pursuant to Chapters 617 and 720 of the Florida Statutes as amended from time to time.

ARTICLE V MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided interest in any Lot or Unit that is subject to the Declaration shall be a Member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to, and may not be separated from, the ownership of any Lot or Unit that is subject to the Declaration.

ARTICLE VI VOTING RIGHTS

Section 1. Membership. Members shall be all Owners, as defined in Article V hereof, and each Member shall be entitled to cast votes as provided in the Declaration. The vote of each Member shall be exercised as such Member determines and by the person authorized and designated by the Member, but in no event shall more than one (1) vote be cast by any Member, other than the Declarant, with respect to any Lot or Unit.

Section 2. Meetings of Members. The By-Laws of the Association shall provide for an annual meeting of Members and may make provisions for regular or special meetings of Members other than the annual meeting.

ARTICLE VII CORPORATE EXISTENCE

The Association shall have perpetual existence.

ARTICLE VIII
BOARD OF DIRECTORS

Section 1. Management by Directors. The property, business and affairs of the Association shall be managed by a Board of Directors who shall have, possess and exercise all powers granted to the Association by the Act, these Articles, the By-Laws of the Association or the Declaration, except those powers expressly reserved to the Members. The Board of Directors shall consist of not less than three (3) persons, and not more than seven (7) persons, and shall have such number of Directors as the Board of Directors shall from time to time determine. A majority of the Directors in office shall constitute a quorum for the transaction of all business. The By-Laws shall provide for meetings of Directors, including an annual meeting.

Section 2. Election of Members of Board of Directors. Except for the first Board of Directors, Directors shall be elected as provided by the By-Laws of the Association, including the method of voting in the election, and the By-Laws may provide for removal of Directors from office. Excepting only Directors appointed by the Declarant, all Directors must be voting Members of the Association in good standing who reside in BAYSHORE Townhomes at least nine (9) months of every year.

Section 3. Duration of Office. In order to provide for a continuity of experience of establishing a system of staggered terms, at the first annual meeting following the merger of the Class A and Class B memberships, two Directors shall be elected for terms of one (1) year and three Directors shall be elected for terms of two (2) years. Thereafter, all Directors shall be elected for terms of two (2) years, or in the case of a vacancy, the unexpired term. The term for each Director's service shall extend until the annual meeting two (2) years later, and thereafter until his successor is duly elected and qualified or until he resigns or is removed in the manner provided in the By-Laws.

Section 4. Vacancies. If a Director, elected by the general membership, shall for any reason cease to be a Director, the remaining Directors shall elect a successor to fill the vacancy created thereby for the balance of the expired term.

ARTICLE IX
OFFICERS

Section 1. Officers Provided For. The Association shall have a President, a Vice President, a Secretary - Treasurer, and such other officers as the Board of Directors may from time to time elect.

Section 2. Election and Appointment of Officers. The officers of the Association, in accordance with any applicable provision of the By-Laws, shall be elected by the Board of Directors for terms of one (1) year and until qualified successors are duly elected and have taken office. The By-Laws may provide for the method of voting in the election, for the removal from office of officers, for filling vacancies and for the duties of the officers. The President shall hold no other office, other than a Directorship, during his presidency. If the office of President shall become vacant for any reasons, or if the President shall be unable or unavailable to act, any Vice President shall automatically succeed to the office of President and shall perform that office's duties and exercise its powers. If any office other than that of President shall become vacant for any reason, the Board of Directors may elect or appoint a qualified individual to fill such vacancy.

Section 3. First Officers. The names and addresses of the first officers of the Association, who shall hold office until the first annual meeting of Directors and thereafter until successors are duly elected and have taken office, shall be as follows:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President	Leon L. Richards	4701 Central Ave., Suite A St. Petersburg, Fl. 33713
Vice President	Pamela Conaway	4701 Central Ave., Suite A St. Petersburg, Fl. 33713
Secretary/Treasurer	Ann P. Richards	4701 Central Ave., Suite A St. Petersburg, Fl. 33713

ARTICLE X BY-LAWS

At the first meeting, the Board of Directors shall adopt By-Laws consistent with these Articles of Incorporation. Such By-Laws may be altered, amended or repealed by the Board or the membership in the manner set forth in the By-Laws.

ARTICLE XI AMENDMENTS

Section 1. Method. Amendments to these Articles of Incorporation shall be proposed and approved by the Board of Directors and thereafter submitted to a meeting of the

membership of the Association for adoption or rejection. Amendments to these Articles shall require the assent of two-thirds (2/3) of all classes of the voting Members.

Section 2. Conflicts. In case of any conflict between these Articles of Incorporation and the By-Laws, these Articles shall control, and in case of any conflict between these Articles of Incorporation and the said Declaration, the said Declaration shall control.

ARTICLE XII SUBSCRIBERS

The names and addresses of the subscribers to these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Leon L. Richards	4701 Central Ave., Suite A_ St. Petersburg, Fl. 33713
George L. Hayes III	4701 Central Ave., Suite A_ St. Petersburg, Fl. 33713
Ann P. Richards	4701 Central Ave., Suite A_ St. Petersburg, Fl. 33713

ARTICLE XIII DISSOLUTION

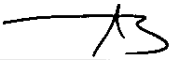
The Association may be dissolved, consistent with the applicable provisions of the Florida Statutes, upon petition given in writing and signed by, and having the assent of, not less than seventy-five (75%) percent of each class of Members. Upon dissolution of the Association, other than incident to a merger of consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust of other organization to be devoted to such similar purposes.

ARTICLE XIV
INDEMNIFICATION

The Association shall indemnify any person who is made a party or is threatened to be made a party to any claim, suit, proceeding or liability by reason of the fact that he is or was a Director or officer of the Association, to the fullest extent permitted by law, and the Association may advance expenses to any such person to the fullest extent permitted by law. The Association shall also have the power to purchase and maintain insurance and fidelity bond coverage for, or on behalf of, any person who is or was a Director, officer, agent, employee or representative of the Association.

IN WITNESS WHEREOF, the Incorporator has affixed his signature the day and year set forth below.

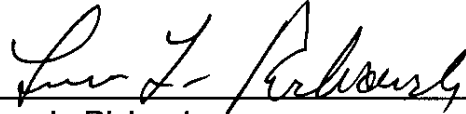
Signed, sealed and delivered
in the presence of:



(Witness to sign on line above)

GEORGE L. HAYES III

(Witness to print name on line above)

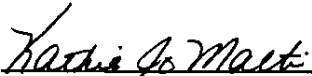


Leon L. Richards

Address: 4701 Central Ave

Suite A

St. Petersburg, FL 33713



(Witness to sign on line above)

Kathie Jo Marti

(Witness to print name on line above)

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 19th day of June, 2006, by Leon L. Richards, who is personally known to me, or who has produced a Florida driver's license or identification card, or who has produced _____ as identification.

My commission expires:



(Signature of Notary Public on line above)

GEORGE L. Hayes III

(Print Name of Notary Public on line above)



GEORGE L. HAYES, III
MY COMMISSION # DD 351583
EXPIRES: December 31, 2008
Bonded Thru Budget Notary Services

(NOTARY SEAL)

EXHIBIT "A"

Commencing at the Northeast corner of Lot 34, HIDDEN COVE, as recorded in Plat Book 65, Page 81, Public Records of Pinellas County, Florida, for a Point of Beginning, proceed S.88°47'44"E., 290.05 feet along the South right-of-way line of Haines Bayshore Road; thence S.01°47'10"E., 222.69 feet along the West right-of-way line of Wolford Road to the Northeast corner of Lot 1, PINE COVE VILLA, as recorded in Plat Book 83, Page 14, Public Records of Pinellas County, Florida; thence N.88°54'18"W., 290.36 feet along the North line of said PINE COVE VILLA; thence N.01°42'04"W., 223.23 feet along the East line of said HIDDEN COVE to the Point of Beginning.

ACCEPTANCE

I hereby accept to act as initial Registered Agent for **Bayshore Court Homeowners Association, Inc., a Florida corporation**, as stated in these Articles of Incorporation.

Corporate Access, Inc.

By: *Day Beard*, Pres.

06 JUN 23 PM 2:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED