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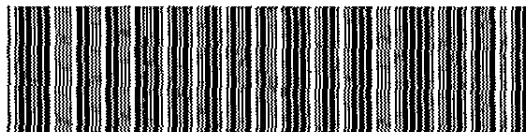
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

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Salter, Feiber, Murphy, Hutson & Menet, P.A.

Attorneys at Law

James G. Feiber, Jr.*
Denise Lowry Hutson
David E. Menet
Melissa Jay Murphy
James D. Salter
Kristine J. Van Vorst

3940 NW 16th Blvd, Bldg. B
Gainesville, Florida 32605

Post Office Box 357399
Gainesville, Florida 32635-7399
352.376.8201
Fax 352.376.7996

*Certified Civil Mediator

www.salterlaw.net

November 20, 2006

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Federal Express

Re: Baywood Master Association, Inc.
Our File #05-1551.2

Dear Sir/Madam:

Enclosed please find an original and one (1) copy each of the Articles of Corporation for the above-referenced corporation.

Also enclosed please find this firm's checks in the amount of \$78.75 each for the following:

Filing Fee	\$ 35.00
Registered Agent Designation	35.00
Certification Copy of Articles	<u>8.75</u>
	\$ 78.75

We appreciate your cooperation in this matter. If you require any further information or have any questions, please advise.

Sincerely yours,

SALTER, FEIBER, MURPHY,
HUTSON & MENET, P.A.


Dorene Erickson
Paralegal

/dec
enclosures

**ARTICLES OF INCORPORATION
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BAYWOOD MASTER ASSOCIATION, INC.**

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By these Articles of Incorporation, the undersigned incorporator forms a corporation not for profit in accordance with Chapter 720, Florida Statutes, and pursuant to the following provisions ("these Articles"):

**ARTICLE I
NAME**

The name of the corporation shall be BAYWOOD MASTER ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Association."

**ARTICLE II
DURATION**

The Association shall exist perpetually unless and until dissolved according to law. Corporate existence of the Association shall commence upon the filing of these Articles with the Florida Department of State. If the Association is dissolved for any reason, the assets of the Association shall be dedicated to a public body or conveyed to a non-profit organization or similar entity with similar purposes.

**ARTICLE III
DEFINITIONS**

The term "Declaration" shall mean the BAYWOOD MASTER ASSOCIATION DECLARATION OF COVENANTS, CONDITIONS, RESTRICTIONS, AND EASEMENTS recorded in the Public Records of Alachua County, Florida, and all amendments or supplements made thereto. All other capitalized words and terms used in these Articles shall have the meaning and definition as provided in the Declaration.

**ARTICLE IV
PRINCIPAL OFFICE**

The principal office of the Association is located at 16469 Bridlewood Circle, Delray Beach, FL 33445.

**ARTICLE V
REGISTERED OFFICE AND AGENT**

James D. Salter, whose address is 3940 N.W. 16th Boulevard, Building B, Gainesville, Florida 32635, is hereby appointed the initial registered agent of the Association and the registered office shall be at said address.

ARTICLE VI
PURPOSE AND POWERS OF THE ASSOCIATION

The Association shall not pay dividends and no part of any income of the Association shall be distributed to its Members, directors or officers. The Association is formed to provide for, among other things, the improvement, maintenance, preservation and architectural control of the Property and to promote the recreation, health, safety and welfare of the Owners. The Association shall have all the powers of a nonprofit corporation organized under the laws of the State of Florida, subject only to such limitations upon the exercise of such powers as are expressly set forth in these Articles, the Bylaws, or the Declaration. The Association shall have the power and duty to do any and all lawful things which may be authorized, assigned, required or permitted to be done by the Declaration, any Supplemental Declaration, these Articles and the Bylaws, and to do and perform any and all acts which may be necessary or proper for, or incidental to, the exercise of any of the duties or powers of the Association for the benefit of the Owners and for the maintenance, administration and improvement of the Property and the Common Property, Unless otherwise specifically prohibited, any and all functions, duties and powers of the Association shall be fully transferable, in whole or in part, to any developer, management agent, governmental unit, public body, or similar entity. Any instrument effecting such a transfer shall specify the duration thereof and the means of revocation.

ARTICLE VII
MEMBERSHIP AND VOTING RIGHTS

The criteria for membership in the Association are set forth in the Declaration. Any person or entity who holds any interest merely as a security for the performance of any obligation shall not be a Member. Association membership shall be appurtenant to the Parcel giving rise to such membership, and shall not be transferred except upon the transfer of title to said Parcel and then only to the transferee of title thereto. Any prohibited separate transfer shall be void. Any transfer of title shall operate automatically to transfer the membership in the Association appurtenant thereto to the new Owner thereof. All voting rights and procedures within the Association shall be governed in accordance with the provisions set forth in the Declaration and in the By-Laws.

ARTICLE VIII
DIRECTORS AND OFFICERS

The affairs of this Association shall be managed by a Board of Directors, and the affairs of the Association shall be administered by the Officers. All matters regarding the Directors and the Officers of the Association, including numbers, election, duration, etc., shall be governed in accordance with the provisions set forth in the Declaration and in the Bylaws.

ARTICLE IX INDEMNIFICATION

9.1 Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding whether civil, criminal, administrative or investigative, or any settlement of any proceeding, or any appeal from such proceeding to which he may be a party or in which he may become involved by reason of his being or having been a director or officer of the Association, or having served at the Association's request as a director or officer of any other corporation, whether or not he is a director or officer at the time such expenses are incurred, regardless of by whom the proceeding was brought, except in relation to matters as to which any such director or officer shall be adjudged liable for gross negligence or willful misconduct, provided that in the event of a settlement, the indemnification shall apply only when the Board of Directors of the Association approves such settlement and reimbursement as being for the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

9.2 Expenses incurred in defending a suit or proceeding whether civil, criminal, administrative or investigative may be paid by the Association in advance of the final disposition of such action, suit or proceeding if authorized by all of the non-interested directors upon receipt of an undertaking by or on behalf of the director or officer to repay such amount if it shall ultimately be determined that he is not to be indemnified by the Association as authorized by these Articles of Incorporation.

9.3 The Association shall have the power to purchase at its expense and maintain insurance on behalf of any person who is or was a director or officer of the Association, or is or was serving at the request of the Association as a director or officer of another association, 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 these Articles.

ARTICLE X BYLAWS

The first By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended in the manner provided by the By-Laws.

ARTICLE XI AMENDMENTS

Amendments to these Articles of Incorporation shall be made in the following manner:

11.1 Resolution. The Board of Directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of Members, which may be either the annual or a special meeting.

11.2 Notice. Within the time and in the manner provided in the Bylaws for the giving of notice of meetings of Members, written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each Member of record entitled to vote thereon. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

11.3 Vote. At such meeting, a vote of the Members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of a two-thirds (2/3) majority of the votes of Members entitled to vote thereon.

11.4 Multiple Amendments. Any number of amendments may be submitted to the Members and voted upon by them at one meeting.

11.5 Limitations. No amendment shall make any changes in the qualifications for membership. No amendment shall be made that is in conflict with the Declaration. HUD/VA shall have a veto power as long as there is a Class B membership over any dissolution of the Association, any amendment of these Articles, any mortgaging of Common Property, any mergers and consolidations affecting this Association, and the annexation of any additional properties.


ARTICLE XII INCORPORATOR

The name and address of the Incorporator of these Articles of Incorporation is as follows is Marvin Smollar, 16469 Bridlewood Circle, Delray Beach, FL 33445.

ARTICLE XIII NONSTOCK CORPORATION

The Association is organized on a non-stock basis and shall not issue shares of stock evidencing membership in the Association; provided, however, that membership in the Association may be evidenced by a certificate of membership which shall contain a statement that the Association is a corporation not for profit.

IN WITNESS WHEREOF, the undersigned Incorporator has caused these Articles to be executed as of the 16th day of November, 2006.


Marvin Smollar, Incorporator

Articles of Incorporation of Baywood Master Association, Inc.

STATE OF FLORIDA

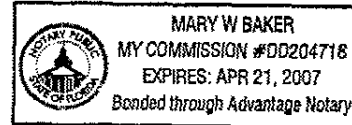
COUNTY OF PALM BEACH

I HERBY CERTIFY that on this 16th day of November, 2006, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared Marvin Smollar, the incorporator described in the foregoing Articles of Incorporation, who is known to me personally and executed said Articles.

Mary W Baker

Notary Public

Seal:



CERTIFICATE OF REGISTERED AGENT

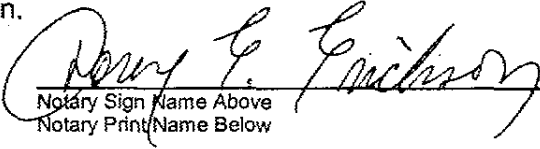
I HEREBY accept designation of registered agent for BAYWOOD MASTER ASSOCIATION, INC., and hereby agree to fulfill the obligations thereof.


IN WITNESS WHEREOF, I have hereto set my hand and seal this 20th day of November, 2006.


James D. Salter

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this 20th day of November, 2006, by James D. Salter, Registered Agent, who executed the foregoing Certificate of Registered Agent, and he acknowledged before me that he executed the same for the purposes therein expressed. Such person(s): ✓ is/are personally known to me, produced a current Florida Driver's license as identification, or produced as identification.


Notary Sign Name Above
Notary Print Name Below

(SEAL) PUBLIC STATE OF FLORIDA
 Dorene E. Erickson
Commission # DD450986
Expires: JULY 31, 2009
Bonded Thru Atlantic Bonding Co., Inc.

Notary Public, State of Florida
My Commission Expires:
Serial Number: