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FLORIDA PROFIT/NON PROFIT CORPORATION

MARKER 1 MARINA MASTER ASSOCIATION, INC.

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**ARTICLES OF INCORPORATION****OF****MARKER 1 MARINA MASTER ASSOCIATION, INC.**

The undersigned by these Articles associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

**I.****Name**

1.1 The name of the corporation shall be MARKER 1 MARINA MASTER ASSOCIATION, INC. [the "Master Association"]. For convenience the corporation shall be referred to in this instrument as the Association.

**II.****Purpose**

2.1 The purpose for which the Association is organized is to provide an entity for the operation of the Master Association and the Properties, and operations, for the development generally referred to as MARKER 1 MARINA", involving the Wet Slip Unit Condominium and the Dry Storage Units on the Boat House Properties and properties owned by the Master Association [collectively the "Properties"] @ 343 Causeway Boulevard, Dunedin, FL 34698.

Prepared by:  
Harry S. Cline, Esq.  
Macfarlane Ferguson & McMullen  
Post Office Box 1669  
Clearwater, FL 33757  
(727) 441-8966  
Florida Bar # 0133526

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2.2 The Association shall make no distributions of income to its members, directors or officers.

### III.

#### Power

The powers of the Association shall include and be governed by the following provisions:

3.1 The Association shall have all of the common law and statutory powers of a corporation not for profit not in conflict with the terms of these Articles.

3.2 The Association shall have all of the powers and duties set forth in the Condominium Act, the Cooperative Act as applicable, these Articles and the Declaration of Condominium, and all of the powers and duties reasonably necessary to operate the Properties pursuant to the Declaration as may be amended from time to time, including but not limited to the following:

(a) To make and collect assessments against members as unit owners to defray the costs, expenses and losses of the Properties managed or owned by the Association, and to account to each member for assessments against that member's unit.

(b) To use the proceeds of assessments in the exercise of its powers and duties.

(c) To maintain, repair, replace and operate the Properties, including easements, specifically, the surface water management system facilities as permitted by the Southwest Florida Water Management District, including, but not limited to, all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, flood plain compensation areas, wetlands and any associated buffer areas, and wetland mitigation areas.

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(d) To purchase insurance upon the Properties and insurance for the protection of the Association and its members as unit owners.

(e) To reconstruct the improvements after casualty and to further improve the property.

(f) To make and amend reasonable rules and regulations respecting the use of the Properties.

(g) To enforce by legal means the provisions of the Declaration of Covenants, Conditions, Restrictions and Easements for MARKER 1 MARINA, these Articles, the Bylaws of the Association and the Regulations for the use of the property in the Properties.

(h) To contract for the management and maintenance of the Properties and to authorize a management agent to assist the Association in carrying out its powers and duties by performing such functions as the submission of proposals, collection of assessments, preparation of records, enforcement of rules and maintenance, repair and replacement of the Properties with funds as shall be made available by the Association for such purposes. The Association and its officers shall, however, retain at all times the powers and duties granted it the documentation and law, including but not limited to the making of assessments, promulgation of rules and execution of contracts on behalf of the Association.

(i) To employ personnel to perform the services required for proper operation of the Properties.

3.3 All funds and titles of all Properties acquired by the Association and their proceeds shall be held in trust for the members of the Association in accordance with the provisions of the Declaration of Covenants, Conditions, Restrictions and Easements, these Articles of Incorporation,

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and the Bylaws.

3.4 To exercise any and all powers delegated or assigned to it by the entities created to operate the Wet Slip Units and the Dry Storage Units.

#### IV.

##### Members

4.1 There shall be two (2) members comprising the membership for the Master Association:

(a) MARKER 1 MARINA MASTER ASSOCIATION, INC., a Florida not-for-profit corporation -- having a voting membership interest of 49%; and

(b) MARKER 1 MARINA COOPERATIVE ASSOCIATION, INC., a Florida not-for-profit corporation -- having a voting membership interest of 51% [or such other entity as may be created to operate the Boat House Properties].

#### V.

##### Directors

5.1 While the Developer is in control of the Associations or managing entities for the said Wet Slip Unit condominium, and the entity operating the Boat House Properties, there shall be but three (3) directors. At such time as the Developer has relinquished control of said Associations, the affairs of the Association will be managed by a Board consisting of the number of directors determined by the Bylaws, but not less than five (5) directors, and in the absence of such

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determination shall consist of five (5) directors. Directors need not be members of the Association. Anything to the contrary notwithstanding, two (2) of the sitting directors shall always be representatives of the Wet Slip Unit condominium.

5.2 Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided in the Bylaws.

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

<u>Names</u>	<u>Addresses</u>
Michael Sheeks	343 Causeway Boulevard Dunedin, FL 34698
Howard Howell	343 Causeway Boulevard Dunedin, FL 34698
Patrick Sheppard	343 Causeway Boulevard Dunedin, FL 34698

## VI.

### Officers

6.1 The affairs of the Association shall be administered by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The names and addresses of the Officers who shall serve until their successors are designated by the Board of Directors are as follows:

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<u>Office</u>	<u>Name</u>	<u>Address</u>
President/Director	Michael Sheeks	343 Causeway Boulevard Dunedin, FL 34698
Vice Pres/Director	Howard Howell	343 Causeway Boulevard Dunedin, FL 34698
Treas/Sec/Director	Patrick Sheppard	343 Causeway Boulevard Dunedin, FL 34698

**VII.****Registered Agent and Office**

- 7.1 The street address of the initial registered office of the Association shall be 625 Court Street, Suite 200, Clearwater, FL 33756.
- 7.2 The initial registered agent for the Association at the above address shall be HARRY S. CLINE.

**VIII.****Principal Office and Corporation Address**

- 8.1 The street address of the Principal office and the corporation shall be: 343 Causeway Boulevard, Dunedin, FL 34698.

**IX****Indemnification**

- 9.1 Every director and every officer of the Association shall be indemnified by the

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Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or settlement of any 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, whether or not he is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification shall apply only when the Board of Directors 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.

**X.****Bylaws**

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

**XI.****Amendments**

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

11.1 Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

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11.2 A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the members of the Association. Members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing such approval is delivered to the secretary at or prior to the meeting. Except as elsewhere provided:

(a) Such approvals must be by not less than two thirds (2/3rds) of the entire membership of the Board of Directors and by not less than fifty-one (51%) percent of the votes of the entire membership of the Association; or

(b) By not less than eighty (80%) percent of the votes of the entire membership of the Association.

11.3 Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of members, nor any change in Subsection 3.3 of Section III, without approval in writing by all members affected by said change and the joinder of all owners of mortgages upon the condominium.

11.4 A copy of each amendment shall be certified by the Secretary of State and be recorded in the Public Records of Pinellas County, Florida.

## XII.

### Term

12.1 The term of the Association shall be perpetual.

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## XIII.

Subscribers

13.1 The name and address of the subscriber of these Articles of Incorporation is as follows:

NameAddress

Harry S. Cline


625 Court Street  
Suite 200  
Clearwater, FL 33756

IN WITNESS WHEREOF, the undersigned has affixed his signature this 19<sup>th</sup> day of April, 2007.

  
\_\_\_\_\_  
HARRY S. CLINE

STATE OF FLORIDA  
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared HARRY S. CLINE, who is personally known to me or who has produced \_\_\_\_\_ as identification and who, after being duly sworn, acknowledged that he executed the foregoing Articles of Incorporation for the purposes expressed in such Articles this 19<sup>th</sup> day of April, 2007.

  
\_\_\_\_\_  
Notary Public

My Commission Expires:


Kathleen A. O'Hearn  
My Commission DD224974  
Expires July 20, 2007

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**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

**ACKNOWLEDGMENT:**

Having been named to accept service for process for MARKER 1 MARINA MASTER ASSOCIATION, INC., at the place designated in this Certificate, I hereby accept and agree to act in said capacity and agree to comply with the provisions of the Florida Corporation Act relative to keeping open said office.

  
\_\_\_\_\_  
HARRY S. CLINE

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