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TRENAM KEMKER

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FLORIDA PROFIT/NON PROFIT CORPORATION

The Gallery at Bayport II Condominium Association, Inc.

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**ARTICLES OF INCORPORATION OF
THE GALLERY AT BAYPORT II CONDOMINIUM ASSOCIATION, INC.,
A Florida Not-For-Profit Corporation**

The undersigned hereby executes these Articles of Incorporation, for the purpose of forming a not-for-profit corporation under Chapter 617 (Part I) (2006) of the Florida Statutes (the "Florida Not-For-Profit Corporation Act") in existence as of the date of filing these Articles with the Florida Secretary of State's office, and certifies as follows:

1. DEFINITIONS

All terms used herein which are defined in the Declaration of Condominium for the Gallery at Bayport II Condominiums (the "Declaration") shall have the same meaning herein therein.

2. NAME

The name of the corporation shall be THE GALLERY AT BAYPORT II CONDOMINIUM ASSOCIATION, INC., hereinafter referred to as the "Association" or "Corporation" located at 1745 Shea Center Drive, Suite 200, Littleton, Colorado 80129.

3. PURPOSE

In accordance with the provisions of Chapter 718, Florida Statutes, the "Condominium Act," a condominium will be created upon certain lands in Hillsborough County, Florida, to be known as THE GALLERY AT BAYPORT II CONDOMINIUMS (the "Condominium") according to the Declaration to be recorded in the public records of Hillsborough County, Florida. This Corporation is organized for the purpose of operating, governing, administering and managing the property and affairs of the Condominium and to exercise all powers and discharge all responsibilities granted to it as a corporation under the laws of the State of Florida, the By-Laws of the Corporation, these Articles, the Declaration, and the Condominium Act, and to acquire, hold, convey and otherwise deal in and with real and personal property in this Corporation's capacity as a condominium association.

4. POWERS

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

4.1. The Association shall have all of the common law and statutory powers of a corporation not-for-profit which are not in conflict with the terms of these Articles, the Declaration or the Condominium Act, and all the powers conferred by the Condominium Act upon a condominium association, and all the powers set forth in the Declaration which are lawful.

4.2. The Association shall have all of the powers reasonably necessary to implement its purpose, including, but not limited to, the following:

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(a) To operate and manage the Condominium and the Condominium Property in accordance with the purpose and intent contained in the Declaration;

(b) To make and collect Assessments against members to defray the costs of the Condominium Property and to refund common surplus to members;

(c) To use the proceeds of Assessments in the exercise of its powers and duties;

(d) To purchase Association property, to borrow money and to give security in connection therewith;

(e) To maintain, repair, and replace the Condominium Property and any property owned by the Association from time to time;

(f) To reconstruct improvements upon the Condominium Property after casualty and to further improve the property;

(g) To make and amend By-Laws for the Association and rules and regulations respecting the use of the Condominium Property and any property owned by the Association;

(h) To enforce by all legal means, including the assessment of fines and other penalties, the provisions of the Declaration, these Articles, the By-Laws and the rules and regulations for the use of the Condominium Property;

(i) To provide for the management and maintenance of the Condominium Property and to authorize a management agent to assist the Association in carrying out its powers and duties by performing such functions as the collection of assessments, preparation of records, enforcement of rules and maintenance of the common elements. The Association shall, however, retain at all times the powers and duties granted to it by the Condominium Act which are non-delegable, including, but not limited to, the making of assessments, promulgation of rules, and execution of contracts on behalf of the Association.

(j) To possess, enjoy and exercise all powers necessary to implement, enforce, and carry into effect the powers above described, including the power to acquire, hold, lease, convey, and deal in real and personal property.

4.3. All funds and title to all properties acquired by the Association and the proceeds thereof shall be held only for the benefit of the members in accordance with the provisions of the condominium documents. No part of the income, if any, of the Association shall be distributed to the members, directors, or officers of the Association.

4.4. The powers of the Association shall be subject to and be exercised in accordance with the provisions of the Declaration which govern the use of the Condominium Property and

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the Association Property.

5. MEMBERSHIP

5.1. All Unit Owners in the Condominium shall automatically be members of the Association, and their membership shall automatically terminate when they are no longer owners of a Unit. If a member should transfer his Unit under the provisions of the Declaration, the grantee from such member will automatically acquire membership in the Association. Membership certificates shall not be required and shall not be issued.

5.2. Voting rights shall be governed by the Articles V and VII of the Declaration and the By-Laws of the Association.

5.3. The share of a member in the funds and assets of the Association shall not be assigned, hypothecated, or transferred in any manner except as an appurtenance to his unit.

6. EXISTENCE

This Corporation shall have perpetual existence.

7. INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Richard H. Sollner, Esq.	Trenam, Kemker, Scharf, Barkin, Frye, O'Neill & Mullis, Professional Association 101 E. Kennedy Boulevard, Ste. 2700 Tampa, Florida 33602

8. OFFICERS

Subject to the direction of the Board of Directors, the affairs of the Association shall be administered by the officers designated in the By-Laws, who shall serve at the pleasure of the Board of Directors. The names and titles of the officers who shall serve until removed or until the first election at the first annual meeting of the Board of Directors are as follows:

<u>Name</u>	<u>Title</u>
Eric Bell	PRESIDENT/VICE PRESIDENT/ SECRETARY/TREASURER

9. DIRECTORS

9.1. The affairs and property of this Association shall be managed and governed by a Board of Directors composed of not less than three (3) nor more than five (5) directors. The first Board of Directors shall have three (3) members, and the number of Directors on subsequent Boards will be determined from time to time in accordance with the provisions of the By-Laws

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of the Association.

9.2. Directors shall be elected by the voting members in accordance with the By-Laws at regular annual meetings of the membership of the Association or as otherwise provided in the By-Laws and in the manner set out in the By-Laws. Subject to the By-Laws, directors shall be elected to serve for a term of one (1) year. In the event of a vacancy, the remaining director(s) shall appoint a replacement to serve the balance of the term.

9.3. The Developer, its grantees, successors or assigns, shall have the right for the periods of time hereinafter provided to appoint directors of the Association as follows:

(a) Until the time that Developer has closed the sale of fifteen percent (15%) of all Units that will be operated ultimately by the Association, Developer may appoint all members of the Board of Directors.

(b) When Unit Owners other than Developer own fifteen percent (15%) or more of all Units that will be operated ultimately by the Association, the Unit Owners other than Developer shall be entitled to elect one-third (1/3) of the members of the Board of Directors.

(c) Unit Owners other than the Developer shall be entitled to elect not less than a majority of the members of the Board of Directors when the first of the following occurs:

(1) Three (3) years after the Developer has closed the sale of fifty percent (50%) of all Units that will be operated ultimately by the Association; or

(2) Three (3) months after the Developer has closed the sale of ninety percent (90%) of all Units that will be operated ultimately by the Association; or

(3) When all of the Units that will be operated ultimately by the Association have been completed, some of them have been conveyed to purchasers, and none of the others are being offered for sale by the Developer in the ordinary course of business; or

(4) When some of the Units of the Condominium have been conveyed to purchasers and none of the others are being constructed or offered for sale by the Developer in the ordinary course of business; or

(5) Seven (7) years after recordation of the Declaration; or

(6) When Developer elects to terminate its control of the Association, in its sole and absolute discretion.

So long as the Developer holds for sale in the ordinary course of business five percent (5%) of the Units in the Condominium, the Developer shall be entitled to appoint not less than one (1) member of the Board of Directors.

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9.4. Upon the occurrence of any of the events listed in Section 6.3 above, a special meeting of members for the purpose of electing interim directors will be held upon due and proper notice in accordance with applicable law and the By-Laws of the Association.

9.5. Notwithstanding anything to the contrary herein, at any meeting at which Unit Owners other than the Developer have the right to elect members of the Board of Directors of the Association, a plurality of ballots cast by Unit Owners (other than the Developer) shall be required to elect the Unit Owner member(s) to the Board of Directors. There shall be no quorum requirement; however, at least twenty percent (20%) of the eligible voters must cast a ballot in order to have a valid election of member of the Board of Directors of the Association. The term of office for the directors shall be one (1) year, and shall expire at the annual meeting of members next following the election of the directors. No Directors or Officers appointed by the Developer need be members of the Association; however, all other officers and Directors must be members of the Association or an employee or agent of a business entity member of the Association.

9.6. The Developer shall be entitled at any time to remove or replace any director originally selected by the Developer. The Developer may waive or relinquish in whole or in part any of its rights to appoint any one (1) or more of the directors it is entitled to appoint.

9.7. Any employee or agent of a business entity Unit Owner, such as Developer, shall be eligible to serve as a director of the Association. The directors herein named shall serve until the first election of directors and any vacancies in their number occurring before the first election shall be filled by the Developer. No directors or officers appointed by the Developer need be members of the Association; however, all other officers and directors must be members of the Association or an employee or agent of a business entity member of the Association.

9.8. All officers shall be elected by the Board of Directors in accordance with the By-Laws at regular, annual meetings of the Board of Directors, to be held immediately following the annual meetings of the membership or as otherwise provided in the By-Laws. The Board of Directors shall elect a President, Vice President, Secretary, Treasurer, and such other officers as it shall deem desirable, consistent with the By Laws. The President shall be elected from among the Board of Directors; no other officer need be a director.

9.9. The following persons shall constitute the first Board of Directors, and shall hold office and serve until removed or until their successors are elected at the first annual meeting of the members:

<u>Name</u>	<u>Address</u>
Eric Bell	1745 Shea Center Drive, Suite 200, Littleton, CO 80129
Doug Walker	1745 Shea Center Drive, Suite 200, Littleton, CO 80129
David Williams	1745 Shea Center Drive, Suite 200, Littleton, CO 80129

9.10. For so long as the Developer holds any Units for sale in the ordinary course of

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business, none of the following actions may be taken without the prior written approval of the Developer:

(a) Assessment against Units owned by the Developer for capital improvements.

(b) Any action by the Association that would be detrimental to the sales of Units by the Developer. However, an increase in assessments for Common Expenses without discrimination against the Developer shall not be deemed to be detrimental to the sales of Units.

10. BY-LAWS

The By-Laws of the Association shall be adopted by the first Board of Directors and shall be attached to the Declaration to be recorded in the public records of Hillsborough County, Florida. The By-Laws may be altered, amended, or rescinded only at duly called meetings of the members, in the manner provided in the By-Laws.

11. AMENDMENTS

These Articles of Incorporation of the Association may be amended, altered or rescinded as provided in the "Florida Not-For-Profit Corporation Act" and the Declaration.

12. INDEMNIFICATION OF OFFICERS, DIRECTORS AND COMMITTEE MEMBERS

Every director, officer and committee member of the Corporation shall be indemnified by the Corporation against all expenses and liability, including attorneys' fees, reasonably incurred by or imposed upon him in connection with 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, officer or committee member at the time such expenses are incurred, except in such cases wherein the director, officer or committee member is adjudged guilty of willful misfeasance in the performance of his duties; provided that in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the director, officer or committee member seeking such reimbursement or indemnification, the indemnification herein shall apply only if the Board of Directors approves such settlement and reimbursement as being in the interests of the Corporation. Such approval shall be made by a majority vote of a quorum consisting of directors who were not parties to such proceedings. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director, officer or committee member may be entitled.

13. TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

13.1. No contract or transaction between the Association and one (1) or more of its directors or officers, or between the Association and any other corporation, partnership, association, trust or other organization in which one (1) or more of its directors or officers are directors or officers, or have a financial interest, shall be invalid, void, or voidable solely for this reason, or solely because the director or officer is present at or participates in the meeting of the

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Board or Committee thereof which authorized the contract or transaction, or solely because said officer's or director's votes are counted for such purpose. No director or officer of the Association shall incur liability solely by reason of the fact that said director or officer may be interested in any such contract or transaction.

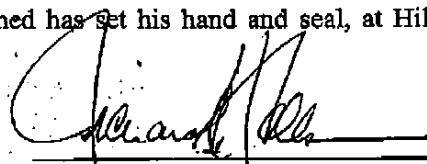
13.2. Interested officers and directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

14. ADDRESS OF REGISTERED OFFICE

The street address of the registered office of this Corporation in the State of Florida shall be c/o Trenam Kemker, 101 E. Kennedy Blvd., Suite 2700, Tampa, Florida 33602.

The Board of Directors may from time to time move the registered office to any other address in Florida and/or change the registered agent, without amending these Articles.

IN WITNESS WHEREOF, the undersigned has set his hand and seal, at Hillsborough County, Florida, this 21st day of June, 2007.



Richard H. Sollner, Incorporator

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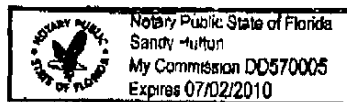
TRENAM, KEMKER

NO. 8013 P. 9

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STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 21st day of June, 2007, by Richard H. Sollner, the incorporator named therein. He is personally known to me.



(NOTARY SEAL)

Sandy Hutton
Notary Public
Print Name: SANDY HUTTON
My Commission Expires: 7/2/2010

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JUN 21 2007 10:42AM

TRENAM, KEMKER

NO. 8013 P. 10

((H07000163238 3)))

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is The Gallery at Bayport II Condominium Association, Inc.

2. The name and address of the registered agent and office are:

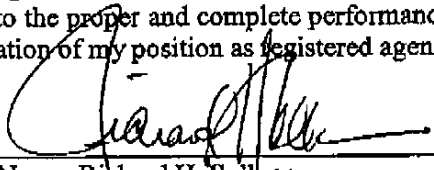
Name

Address

Richard H. Sollner, Esq.

Trenam, Kemker, Scharf, Barkin, Frye, O'Neill
& Mullis, Professional Association
101 East Kennedy Boulevard, Suite 2700
Tampa, Florida 33602

Having been named as registered agent and agent to accept service of process for the above-stated Corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.


Name: Richard H. Sollner

Date: JUNE 21, 2007

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

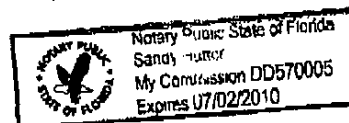
The foregoing instrument was acknowledged before me this 21st day of June, 2007 by Richard H. Sollner. He ☒ is personally known to me or ☐ has produced a valid driver's license as identification.


Notary Public

Print Name: SANDY HUTTON

My Commission Expires: 7/2/2010

(NOTARY SEAL)



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