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Phone : (813) 221-3900  
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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Bay Area Plaza Property Owners Association, Inc.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF  
BAY AREA PLAZA PROPERTY OWNERS ASSOCIATION, INC.**

The undersigned incorporator files with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida.

**I. NAME AND ADDRESS**

The name of the corporation shall be BAY AREA PLAZA PROPERTY OWNERS ASSOCIATION, INC. (sometimes hereinafter referred to as the "Association"). The street and mailing address of the principal office of the Association shall be 611 S. Magnolia Avenue, Tampa, Florida 33606-2799, or such other address as the Board may from time to time designate.

**II. DEFINITIONS**

When used herein, unless the context indicates otherwise, the following terms shall have the meanings set forth below. All capitalized terms set forth herein, to the extent not defined herein, shall have the meanings set forth in the Declaration:

A. "Articles of Incorporation" shall mean these Articles of Incorporation of the Association, together with all modifications and amendments thereto.

B. "Association" shall mean BAY AREA PLAZA PROPERTY OWNERS ASSOCIATION, INC., a corporation not for profit organized under the laws of the State of Florida.

C. "Board" shall mean the duly elected or appointed Board of Directors of the Association.

D. "Bylaws" shall mean the duly adopted Bylaws of the Association, together with all modifications and amendments thereto.

E. "Common Areas and Facilities" shall mean the portions of the Property intended for the nonexclusive common use by the Owners and their permittees as provided in the Declaration.

F. "Declaration" shall mean the Amended and Restated Declaration of Restrictions, Easements, and Maintenance Agreement for Bay Area Plaza of the Property which shall be recorded by the Declarant in the public records of Pinellas County, Florida, and all of the conditions, covenants, restrictions, easements, reservations, assessments, liens, standards and criteria set forth therein or adopted pursuant to the Declaration, together with all modifications and amendments thereto.

G. "Declarant" shall have the meaning set forth in the Declaration.

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H. "Director" shall mean a duly elected or appointed member of the Board.

I. "Improvements" shall mean and include (i) driveways, curbs, parking areas, paved areas, loading areas, sidewalks, roads, irrigation lines, pumps and fountains, recreational areas and equipment, lighting, lighting fixtures and equipment, fences, walls, hedges, common signs, signboards, lawns, landscaping, poles, utility lines, cables and equipment, sewers, drains, man-made detention or retention areas, radio, television, telephone or any other reception or transmission antennae, tower, cable, satellite dish or similar apparatus, or any other structures of any type or kind, whether situated above or below ground, now or hereafter situated upon the Property, and (ii) any excavation, grading, fill, ditch, canal, diversion, culvert, channel, swale, bulkhead, revetment, retaining wall, wet or dry pond, dam or other structure or device which retains, stores, directs, channels, alters or otherwise affects the velocity or flow of water or drainage from, upon, across or under the Property or any portion thereof, together with all alterations, improvements, additions or changes thereto.

J. "Lot" shall have the meaning set forth in the Declaration.

K. "Member" shall have the meaning set forth in the Declaration.

L. "Owner" shall have the meaning set forth in the Declaration.

M. "Person" shall have the meaning set forth in the Declaration.

N. "Property" shall have the meaning set forth in the Declaration.

O. "Quorum of the Members" or "Quorum" shall mean a meeting of the Members at which Members entitled to vote at least fifty percent (50%) of the total number of eligible votes in the Association are in attendance or represented at such meeting by a duly authorized representative of the Member or by proxy.

### III. PURPOSES

The general nature, objects and purposes for which the Association has been organized are as follows:

A. To provide an entity for the furtherance of the interests of the Members.

B. To own, lease, operate, manage, repair, maintain, reconstruct, restore, renovate, rebuild, replace, improve and alter the Common Areas and Facilities and the Improvements situated thereon, and to procure and maintain insurance which the Board determines is necessary or appropriate relating to such Common Areas and Facilities, and to monitor the payment of all taxes, assessments and utility charges relating thereto.

C. To provide for such services which the Association may periodically determine are necessary or desirable to further the interests of the Members, together with the capital improvements, equipment and personnel pertaining to the providing of such services.

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D. To provide, purchase, lease, acquire, replace, improve, maintain and repair such private and public real property, buildings, structures, street lights and other structures, landscaping, paving and equipment, both real and personal, related to the furtherance of the interests and convenience of the Members, as the Board in its discretion determines necessary, appropriate, and convenient.

E. To perform all the functions, duties and obligations contemplated of the Association in the Declaration.

F. To operate the Association without profit for the benefit of its Members.

G. To do, perform or provide any other acts, services or matters whatsoever that are not in conflict with these Articles or the Bylaws and that may be allowed by Chapter 617, Florida Statutes, or any successor statute thereto.

#### IV. GENERAL POWERS

To carry out the purposes for which the Association has been organized, the Association shall have and exercise the following authority and powers:

A. To hold funds for the benefit of the Members for purposes set forth in these Articles of Incorporation and in the Bylaws and the Declaration.

B. To promulgate, establish and enforce rules, regulations, bylaws, covenants, restrictions and agreements to effectuate the purposes for which the Association is organized and to further the interests of the Members, including, without limitation, the promulgation and enforcement of rules and regulations limiting or regulating the hours of use, the entry and exit points and the speed of all types of vehicles traveling upon the private streets, roadways, alleys and other paved areas within the Property.

C. To establish procedures and policies relating to the governance and operation of the Association, the Common Areas and Facilities and the Improvements thereon.

D. To enter into contracts with such Persons as the Board deems necessary or appropriate to provide for the administration, operation and/or management of the Association.

E. To delegate power or powers to such Persons as the Board deems to be in the interest of the Association.

F. To purchase, own, lease, hold, sell, mortgage or otherwise acquire or dispose of, any interest in real or personal property.

G. To own, operate, manage, repair, maintain, reconstruct, restore, renovate, rebuild, replace, improve and alter the Common Areas and Facilities and the Improvements situated thereon.

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H. To enter into, make, perform or carry out contracts and agreements of every kind with any Person.

I. To fix regular or special dues, charges, fees and assessments to be levied upon the Members and against the Lots to defray the costs, fees, and capital and non-capital expenditures of the Association and to effectuate the objectives and purposes of the Association, and to fix fines and other charges for the nonpayment of such dues, charges, fees or assessments or for the violation of the Articles of Incorporation, Bylaws, or Declaration, and to authorize the Board, in its discretion, to enter into, perform and carry out contracts or agreements with such Persons as are selected by the Board from time to time to provide for the collection of such dues, charges, fees and assessments.

J. To commence actions, suits or proceedings to (i) restrain, prevent, terminate or enjoin any breach or threatened breach of the Declaration, the Articles of Incorporation or Bylaws of the Association, (ii) enforce, by mandatory injunction or otherwise, the provisions of the Declaration or the Articles of Incorporation or Bylaws of the Association, and (iii) to collect any assessment, fee, dues, fine, charge or other amount due to the Association from any Member or any person or entity claiming by or through such Member.

K. To enter into agreements with Persons to provide the following services on behalf of the Association: legal, accounting, engineering, managerial, appraisal, architectural, landscape design and such other services as the Board deems necessary or desirable.

L. To create reserves to provide for the deferred maintenance, renovation, rebuilding, reconstruction, replacement, improvement or alteration of any portion of the Common Areas and Facilities and the Improvements situated thereon.

M. To control the specifications, architecture, design, appearance, elevation and location of all improvements, upon or under the Property.

N. To enter upon any Parcel for the purpose of ascertaining whether the Owner thereof is in compliance with the Declaration, these Articles of Incorporation and the Bylaws and to undertake such actions as the Board in its discretion determines is necessary or appropriate to insure full, complete and continuing compliance with the Declaration, these Articles of Incorporation and the Bylaws.

O. To separately charge any Owner for services rendered by the Association to such Owner or those claiming by or through such Owner and to separately charge any user of Association property when such separate charge is deemed appropriate by the Board.

P. To pay taxes, assessments, utilities and other charges, if any, levied or assessed on or against property owned, leased or maintained by the Association.

Q. Operate and maintain the surface water management system facilities, including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds,

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lakes, floodplain compensation areas, wetlands and any associated buffer areas, and wetland mitigation areas.

R. Contract for services to provide for operation and maintenance of the surface water management system facilities if the association contemplates employing a maintenance company.

S. Require all the lot owners, parcel owners, or unit owners to be members.

T. To do any and all acts necessary or expedient for carrying on or accomplishing any and all of the purposes for which the Association has been formed and for effectuating all of the powers and objectives set forth in these Articles of Incorporation and in the Declaration which are not forbidden by the laws of the State of Florida.

U. To have, in general, all powers conferred upon a corporation not for profit by the laws of the State of Florida which are necessary or convenient to accomplish any of the objects and purposes for which the Association is organized.

#### V. MEMBERS

A. Each Owner of fee simple title to a Lot within the Property shall automatically become a Member of the Association for so long as such ownership continues. Association membership shall be an interest which is appurtenant to fee simple title of a Lot within the Property and shall not be divisible or transferable separate and apart from ownership of any such Lot; provided, however, that in the event an Owner of a Lot executes a ground lease relating to such Lot with any other Person for an initial term of twenty (20) years or more, the Owner and such Person may, upon written notice to the Association, enter into a written agreement pursuant to which the Owner assigns to such Person all or any part of the rights and privileges the Owner is entitled to exercise under these Articles of Incorporation, the Declaration or the Bylaws, including the Owner's right to vote. Such assignment of the Owner's rights and privileges shall automatically terminate upon the termination of the lease with such Person. In no event shall the assignment of all or any part of the Owner's rights and privileges relieve the Owner of any of the duties or obligations set forth herein or in the Declaration or Bylaws.

B. The voting rights of Members shall be as set forth in the Declaration.

C. The Bylaws may include terms and provisions which permit the Board, in its discretion, to suspend or terminate certain of the rights, interests and privileges of Members under the circumstances described therein.

D. The rights, duties, privileges and obligations of each Member of the Association shall be those set forth herein and in the Declaration and Bylaws, and all such rights, duties, privileges and obligations shall be exercised in accordance with the terms, provisions, covenants, restrictions and conditions set forth herein and in the Declaration and Bylaws of the Association.

#### VI. BOARD OF DIRECTORS

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A. The affairs of the Association shall be managed and directed by a Board of Directors, which shall include three (3) Directors. Only individuals may serve as Directors. Each Owner of fee simple title to a Lot within the Property shall automatically become a Director of the Association for so long as such ownership continues.

B. The names and addresses of the initial Directors who, subject to these Articles of Incorporation and the Bylaws of the Association, shall hold office until they are no longer Owners of fee simple title to a Lot within the Property, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Wayne Bond	611 S. Magnolia Avenue Tampa, Florida 33606
Joseph Tyszko	1038 Belcher Road South Largo, Florida 33771
Mark Forrester	613 S. Hancock Street Philadelphia, Pennsylvania 19147

## VII. OFFICERS

A. The officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board may from time to time by resolution create. One (1) person may concurrently hold two (2) or more offices. Officers shall be elected by a majority vote of the Board in accordance with the procedures set forth in the Bylaws. The Bylaws shall provide the manner in which (i) the duties of each officer are to be determined, (ii) officers are to be appointed or elected, (iii) vacancies in any position are to be filled, and (iv) officers may be removed from office.

B. The names of the officers who, subject to these Articles of Incorporation and the Bylaws, shall hold office until their successors are duly elected and have qualified are:

President & Treasurer	Wayne Bond
Vice President & Secretary	Joseph Tyszko

## VIII. REGISTERED OFFICE AND REGISTERED AGENT

The name of the Association's initial registered agent is W. Lawrence Smith, and the street address of the corporation's initial registered office is 101 East Kennedy Boulevard, Suite 3700, Tampa, Florida 33602.

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## IX. CORPORATE EXISTENCE

The Association shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida.

## X. BYLAWS

A. The Board shall adopt Bylaws consistent with these Articles. The Association reserves to the Board the right to modify, amend or rescind the Bylaws from time to time in whole or in part upon a majority vote of the Directors present at any duly called and convened meeting of the Board at which a quorum of the Directors (as defined in the Bylaws) is present.

B. All rights, interests and privileges conferred upon any Member of the Association by these Articles of Incorporation or the Bylaws shall be subject to and subordinate to the reservation set forth above in Section A of this Article X.

## XI. AMENDMENT TO ARTICLES OF INCORPORATION

A. These Articles may be altered, amended or rescinded only after (i) a majority of the Directors present at a duly called and convened meeting of the Board at which a quorum is present has adopted a resolution approving the proposed alteration, amendment or rescission, (ii) the proposed alteration, amendment or rescission is submitted to a vote of the Members at either a duly called and convened annual or special meeting of the Members at which a Quorum is present, and (iii) the proposed alteration, amendment or rescission is approved by a majority of the Members present at such meeting of the Members. Any amendment of the Articles affecting the surface water management system facilities or the operation and maintenance of the surface water management system facilities shall have the prior written approval of the Southwest Florida Water Management District.

B. The rights, interests and privileges conferred upon any Member by these Articles of Incorporation are subject to the right of the Association to alter, amend or rescind these Articles of Incorporation.

## XII. DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by (a) not less than two-thirds (2/3) of the Members of the Association. Upon dissolution of the Association, other than as part of a merger or consolidation, the assets of the Association shall, with assent given in writing and signed by not less than two-thirds (2/3) of the Members of the Association, (i) be equitably distributed amongst the Members, or (ii) dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created, or for the general welfare of the residents of the county in which the Property is located. In the event that the Members elect to dedicate the assets of the Association to an appropriate public agency and such dedication is refused acceptance, such assets shall be granted, conveyed and

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assigned to any nonprofit corporation, association, trust or other organization to be devoted to similar purposes. In the event of termination, dissolution, or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or stormwater management system must be transferred to and accepted by an entity which would comply with Section 40, Florida Administrative Code, and be approved by the Southwest Florida Water Management District prior to such termination, dissolution, or liquidation.

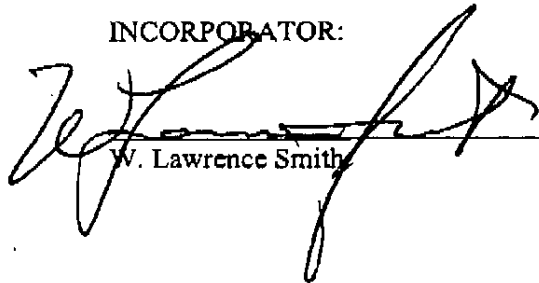
### XIII. INCORPORATOR

The name of the incorporator is W. Lawrence Smith and the address of the incorporator is Hill, Ward & Henderson, P.A., 101 East Kennedy Boulevard, Suite 3700, Tampa, Florida 33602.

\* \* \*

IN WITNESS WHEREOF, for the purpose of forming this Association under the laws of the State of Florida, the undersigned has executed these Articles of Incorporation this 6th day of September, 2007.

INCORPORATOR:

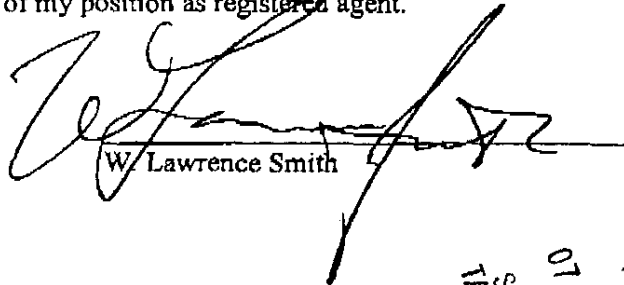
  
W. Lawrence Smith

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REGISTERED AGENT CERTIFICATE

Having been named to accept service of process for the above state corporation, I hereby accept appointment as its 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 obligations of my position as registered agent.



W. Lawrence Smith

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