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Page 1 of 1

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Corporate Filing Menu

Help

H08000060533 3

**UNANIMOUS WRITTEN CONSENT IN LIEU OF MEETING
OF THE BOARD OF DIRECTORS OF
BAYVIEW VILLAGE COMMERCIAL PROPERTY OWNERS' ASSOCIATION, INC.**

The undersigned, being all of the directors of BayView Village Commercial Property Owner's Association, Inc. ("Association"), hereby unanimously consent to and adopt the following resolutions as the action of the Association's Board of Directors and hereby direct that this written consent to such action be filed with the minutes of the proceedings of the Board of Directors:

RESOLVED, that the Board of Directors of the Association hereby adopt and approve the Amended and Restated Articles of Incorporation for the Association in the form attached hereto as Exhibit A, and the officers of the Association are hereby authorized and directed to file such Amended and Restated Articles of Incorporation with the Florida Secretary of State.

RESOLVED, that the Board of Directors of the Association hereby adopt and approve the Bylaws of the Association in the form attached hereto as Exhibit B, and the officers of the Association are hereby authorized and directed to file such Bylaws with the Florida Secretary of State.

RESOLVED, that the Board of Directors of the Association hereby decree that each of the persons named below is, as of the date hereof, a duly elected, qualified and acting officer of the Association holding the office set forth opposite his name and as such is authorized to act on behalf of the Association.

Office Held	Name
President	Matthew Fleck
Vice President	Joseph N. Rentfro
Treasurer	Dane Caldwell

FURTHER RESOLVED, that the officers of the Association are hereby authorized to take any action deemed necessary or appropriate by any such officer in furtherance of the foregoing resolutions, and decisions made prior to this date are hereby ratified as having been made in furtherance of their duties of their above referenced positions.

<SIGNATURES ON NEXT PAGE>

H08000060533 3

The undersigned, by affixing their signatures hereto, do hereby consent to, authorize, and approve of the foregoing resolutions in their capacity as all of the directors of the Association this __ day of February, 2008.



Joseph N. Rentfro, Director



Matthew Fleck, Director

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**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
BAYVIEW VILLAGE COMMERCIAL PROPERTY OWNERS'
ASSOCIATION
(a not-for-profit corporation)**

PRELIMINARY MATTERS

These Amended and Restated Articles of Incorporation of **BAYVIEW VILLAGE COMMERCIAL PROPERTY OWNERS' ASSOCIATION, INC.** (the "Association") are filed pursuant to the Florida Not-For-Profit Corporation Act, Chapter 617, Florida Statutes, and shall replace and supersede the Association's original Articles of Incorporation filed with the Florida Department of State on **December 20, 2007** (the "Original Articles"). Accordingly, these Amended and Restated Articles of Incorporation have been adopted by a written unanimous consent of the directors of the Association dated March __, 2008.

TEXT OF THE AMENDED AND RESTATED ARTICLES

I. NAME AND DEFINITIONS.

The name of this corporation shall be Bayview Village Commercial Property Owners' Association (hereinafter referred to as the "Association"). All capitalized terms used in these Amended and Restated Articles of Incorporation (the "Articles") without definition that are defined in the Declaration of Covenants and Restrictions for Bayview Village Commercial Property Owners' Association recorded or to be recorded in the public records of Gulf County, Florida (the "Declaration"), will have the same meaning herein as in the Declaration.

II. PRINCIPAL OFFICE AND MAILING ADDRESS.

The location of the Association's principal office and its mailing address shall be 245 Riverside Avenue, Suite 500, Jacksonville, Florida 32202, or at such other place as may be established by resolution of the Board from time to time.

III. PURPOSES.

The general nature, objects and purposes of the Association are:

A. To promote matters of common interest and concern of the Owners of the Property subject to the terms and provision of the Declaration.

B. To own, maintain, repair and replace the Common Maintenance Areas, including without limitation any street lights, landscaping, structures, and other improvements located thereon, for which the obligation to maintain and repair has been delegated to, and accepted by, the Association.

H08000060533 3

C. To cooperate with other associations responsible for administration of adjacent or contiguous properties in matters of common interest to the Association and such other associations and to contribute to such common maintenance interests whether within or without the Property.

D. To provide, purchase, acquire, replace, improve, maintain, operate and repair such buildings, structures, landscaping, paving and equipment, and to provide such other services for the benefit of the members of the Association (the "Members"), as the Board of Directors in its discretion determines necessary, appropriate, and/or convenient.

E. To operate without profit for the sole and exclusive benefit of its Members.

F. To perform all of the functions contemplated for the Association and undertaken by the Board pursuant to the terms and conditions of the Declaration.

IV. GENERAL POWERS.

The general powers that the Association shall have are as follows:

A. To hold funds solely and exclusively for the benefit of the Members for purposes set forth in these Articles.

B. To promulgate and enforce rules, regulations, bylaws, covenants, restrictions and agreements to effectuate the purposes for which the Association is organized.

C. To delegate power or powers where such is deemed in the interest of the Association.

D. To purchase, lease, hold, sell, convey, grant easements, donate, mortgage or otherwise acquire or dispose of real or personal property owned by the Association; to enter into, make, perform or carry out contracts of every kind with any person, firm, corporation or association; to do any and all acts necessary or expedient for carrying on any and all of the activities and pursuing any and all of the objects and purposes set forth in the Declaration and these Articles and not forbidden by the laws of the State of Florida.

E. To fix assessments to be levied against all or any portion of the Property to defray expenses and costs of effectuating the objects and purposes of the Association and to create reasonable reserves for such expenditures, and to authorize the Board to enter into agreements with other property owner's associations or maintenance entities for the collection of such assessments.

F. To charge recipients for services rendered by the Association and the users of the Association property where such is deemed appropriate by the Board and permitted by the Declaration.

G. To pay taxes and other charges, if any, on or against property owned, accepted, or maintained by the Association.

H. To borrow money and, from time to time, to make, accept, endorse, execute and issue debentures, promissory notes or other obligations of the Association for monies borrowed, or in

H08000060533 3

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payment for property acquired, or for any of the other purposes of the Association, and to secure the payment of such obligations by mortgage, pledge, or other instrument of trust, or by lien upon, assignment of or agreement in regard to all or any part of the property rights or privileges of the Association wherever situated.

I. To merge with any other association which may perform similar functions located within the same general vicinity of the Property.

J. In general, to have all powers conferred upon a corporation by the laws of the State of Florida, except as prohibited herein and by the terms and conditions set forth in the Declaration.

V. BOARD OF DIRECTORS.

The affairs of the Association shall be managed by the Board which shall consist of not less than three (3) directors. The method of election of the Board is as stated within the Bylaws. The names and addresses of the initial members of the Board who shall hold office until their successors are elected or appointed and have qualified to serve, are as follows:

<u>NAME</u>	<u>BUSINESS ADDRESS</u>
Joseph N. Rentfro	301 East First Street, Port St. Joe, Florida 32456
Matt Fleck	301 East First Street, Port St. Joe, Florida 32456
Dane Caldwell	301 East First Street, Port St. Joe, Florida 32456

VI. CORPORATE EXISTENCE.

The Association shall have perpetual existence. These Articles shall become effective upon filing as prescribed by law.

VII. REGISTERED AGENT/REGISTERED OFFICE.

The initial street address of the Association's registered office is 245 Riverside, Suite 500, Jacksonville, Florida 32202. The initial registered agent for the Association at that address is Christine M. Marx.

VIII. DISSOLUTION OF THE ASSOCIATION.

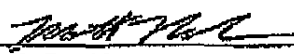
The Association may be dissolved upon a resolution to that effect being approved by a majority of the Board and by two-thirds (2/3) of the Members, and the necessary consent of any lenders. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association, will be either (a) dedicated and/or conveyed to an appropriate public or private agency to be used for the purposes similar to those for which the Association was created, or (b) dedicated, granted, conveyed and assigned to a non-profit corporation, association, trust or other organization devoted to such similar purposes, subject to any and all applicable liens and encumbrances and restrictions of record.

H08000060533 3

IX. AMENDMENTS TO ARTICLES OF INCORPORATION.

These Articles may be altered, amended or repealed upon the affirmative vote of Members holding a majority of the total votes allocated to the Members pursuant to the Bylaws.

IN WITNESS WHEREOF, the undersigned officer has executed these Amended and Restated Articles of Incorporation this 7th day of March, 2008.


Matt Fleck, President

H08000060533 3