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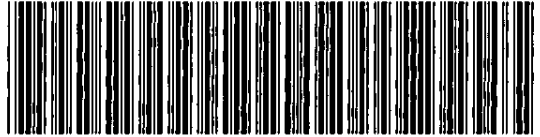
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**LAW OFFICES OF
CIANFRONE & De FURIO**
A Partnership of Professional Associations
1964 Bayshore Boulevard
Dunedin, Florida 34698

Joseph R. Cianfrone, P.A.
James R. De Furio, P.A.

(727) 738-1100
(727) 733-2154
Fax (727) 733-0042

Francis M. King, Esq.
Michael J. VanDerZee, Esq.

March 26, 2008

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: The Barnacle Association, Inc.

Dear Sir/Madame:

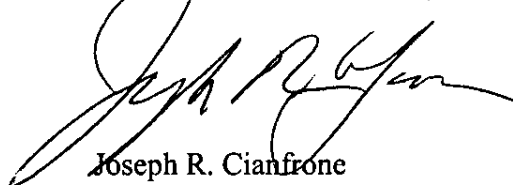
Enclosed please find the Articles of Incorporation for the above-named corporation. In addition, a check in the amount of \$78.75 is enclosed which represents the filing fees and certified copy costs.

Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

Thank you for your anticipated cooperation in this matter.

Sincerely,

JOSEPH R. CIANFRONE, P.A.



Joseph R. Cianfrone

JRC:dmc
Enclosures

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FILED
08 MAR 28 PM 4:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
THE BARNACLE ASSOCIATION, INC.
A Florida Corporation Not For Profit**

The undersigned incorporators, all residents of the State of Florida and all of full age, hereby associate ourselves together and make, subscribe, acknowledge and file with the Department of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation not for profit under the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation is THE BARNACLE ASSOCIATION, INC., a Florida corporation not for profit.

ARTICLE II

OFFICE AND REGISTERED AGENT

The Association's registered office is 1964 Bayshore Boulevard, Dunedin, Florida 34698, and its registered agent is Joseph R. Cianfrone who maintains a business office at the above address. Both the Association's registered office and registered agent may be changed from time to time by the Board of Directors as provided by law.

ARTICLE III

PURPOSE

The Association does not contemplate pecuniary gain or profit to its members, and the specific purposes for which it is formed are to provide for the maintenance, preservation and architectural control of all common areas and other residential lots within that certain tract of property (hereinafter referred to as the "Property") located in Pinellas County, Florida, more particularly described as The Barnacle, per the plat thereof as recorded in the Public Records of Pinellas County, Florida.

ARTICLE IV

POWERS

Without limitation, this Association is empowered as follows:

(a) Declaration. Exercise all rights, powers, privileges and perform all duties, of this Association as successor to the Association named in that certain Declaration of Covenants, Conditions and Restrictions (hereinafter referred to as the "Declaration") applicable to the property and recorded in the Public Records of Pinellas County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth in full;

(b) Property. In any lawful manner, acquire, own, hold, improve, manage, operate, maintain, repair, replace, convey, sell, lease, transfer, assign, and otherwise dispose of property of any nature whatsoever, real, personal, or mixed, tangible or intangible, in connection with this Association's affairs;

(c) Assessments. Fix, levy, collect, and enforce by any lawful means all charges or assessments established by, or pursuant to, the Declaration; and to use and expend the proceeds of assessments in the exercise of its powers and duties hereunder.

(d) Costs. Pay all costs, expenses, and obligations lawfully incurred in connection with this Association's affairs including, without limitation, all licenses, taxes, or other governmental charges levied or imposed against this Association's property;

(e) Dedications. With the approval of two-thirds (2/3) of voting members present at vote, dedicate, sell or transfer all or any part of its property to any public agency, authority, or utility for such purposes, and subject to such conditions as two-thirds of voting members present at vote determine;

(f) Mergers. With the approval of two-thirds (2/3) of the voting members present at vote, participate in mergers and consolidations with other non-profit corporations organized for similar purposes;

(g) Rules. From time to time adopt, alter, amend, rescind, and enforce reasonable rules and regulations governing the use of the Lots, Common Area, and Corporate Property consistent with the rights and duties established by the Declaration and these Articles;

(h) General. Have and exercise all common law rights, powers, and privileges, and those that a corporation not for profit may now or hereafter have or exercise under the laws of the State of Florida, together with all other rights, powers, and privileges reasonably to be implied from the existence of any right, power, or privilege so granted, or granted by the Declaration or these Articles, or reasonably necessarily to effectuate the exercise of any right, power or privilege so granted;

(i) Enforcement. To enforce by legal means the obligations of the members of the corporation; the provisions of the Declaration, Bylaws, and these Articles, and all Rules and Regulations, and the provisions of a dedication or conveyance of the Corporate Property to the corporation with respect to the use and maintenance thereof.

ARTICLE V

MEMBERSHIP

Every person who from time to time holds the record fee simple title to, or any undivided fee simple interest in, any Lot that is subject to the provisions of the Declaration is a member of this Association, including contract sellers, but excluding all other persons who hold any interest in any Lot merely as security for the performance of an obligation. An Owner of more than one Lot is entitled to one membership for each Lot owned. Membership is appurtenant to, and may not be separated from, ownership of at least one Lot that is subject to the provisions of the Declaration, and membership may not be transferred other than by transfer of title to such Lot. Each membership is transferred automatically by conveyance of title of a Lot. An Owner who is a contract vendor may assign his membership and voting right to a contract vendee in possession.

ARTICLE VI

VOTING RIGHTS

The Association shall have two classes of voting membership, Class A and Class B.

Class A: Class A members shall be all Owners of improved lots containing single family dwelling occupied for such use, and shall be entitled to two votes for each lot owned. When more than one person holds an interest in any single family dwelling, all such persons shall be members. The votes for such occupied single family dwellings shall be exercised as determined by the Owners, but in no event shall more than two votes be cast with respect to any single lot containing a single family dwelling occupied for such use.

Class B: Class B members shall be Owners of unimproved lots or lots improved with single family dwellings unoccupied for such use, and shall be entitled to one vote per lot owned. The Class B membership shall cease and be converted into Class A membership when the lot contains a single family dwelling occupied for such use.

For the purposes of this Section, single family dwellings occupied for such use are occupied by one or more persons living within a residence as a single housekeeping unit, or two or more persons related by blood, marriage, or legal adoption and living together as a single housekeeping unit.

ARTICLE VII

BOARD OF DIRECTORS

Section 1. This Association's affairs are managed by a Board of Directors composed of three Directors. The number of Directors from time to time may be changed by amendment to the Association's Bylaws, but at all times it shall be an odd number of three or more. The initial Directors named below shall serve until this Association's first annual meeting. The term of office for the initial Directors shall be one year. Any Director may succeed himself or herself in office. At the first annual meeting, the members shall elect one Director for a term of one year, one Director for a term of two years, and one Director for a term of three years. At each annual meeting thereafter, the members shall elect one Director for a term of three years. Each member may cast as many votes for each vacancy as such member has, and the person receiving the largest number of votes cast for each vacancy is elected. Directors shall be Association members.

Section 2. The names and addresses of the persons who will serve as Directors until their successors have been duly elected and qualify, unless they sooner die, resign, or are removed, are:

<u>Name</u>	<u>Address</u>
Louis DuMel	618 Broadway, Unit D Dunedin, FL 34698
Tahma DuMel	618 Broadway, Unit D Dunedin, FL 34698
Nancy Carrigan	618 Broadway, Unit B Dunedin, FL 34698

Section 3. At each annual meeting the members shall elect one secretary for a term of one year. Each member may cast as many votes for this vacancy as such member has, and the person receiving the largest number of votes cast for this vacancy is elected. The Secretary shall be an Association member.

Section 4. At each annual meeting the members shall elect one Treasurer for a term of one year. Each member may cast as many votes for this vacancy as such member has, and the person receiving the largest number of votes cast this vacancy is elected. The Treasurer shall be an Association member.

ARTICLE VIII

INCORPORATOR

The name and address of the incorporator is:

Name

Joseph R. Cianfrone

Address

1964 Bayshore Boulevard
Dunedin, FL 34698

ARTICLE IX

DISSOLUTION

This Association may be dissolved in the manner from time to time provided by the laws of the State of Florida and with the assent given in writing and signed by not less than two-thirds (2/3) of members present at a meeting called for such purpose. Upon dissolution of this Association in any manner other than incident to a merger or consolidation, all of this Association's assets must be evenly distributed to all contributing Association members. In no event, however, may any assets inure to the benefit of any member or other private individual.

ARTICLE X

DURATION

This Association shall exist perpetually.

ARTICLE XI

BYLAWS

This Association's Bylaws initially will be adopted by the Board of Directors. Thereafter, the Bylaws may be altered, amended, or rescinded with the approval of two-thirds (2/3) of voting members present at vote, except as to those provisions for amendment to the Bylaws which are provided in the Declaration or any Supplemental Declaration in which case those provisions shall control such amendments.

ARTICLE XII

AMENDMENTS

Amendments to these Articles may be proposed and adopted in the manner from time to time provided by the laws of the State of Florida, provided that each such amendment must have the approval of two-thirds (2/3) of the voting members present at vote, except as to those provisions for amendment to the Bylaws which are provided in the Declaration or any Supplemental Declaration in which case those provisions shall control such amendments.

ARTICLE XIII

INTERPRETATION

Express reference is made to the Declaration where necessary to interpret, construe, and clarify the provisions of the Articles. Without limitation, all terms defined in the Declaration have the same meaning where used in these Articles. By subscribing and filing these Articles, the incorporators intend its provisions to be consistent with the provisions of the Declaration and to be interpreted, construed, and applied with those of the Declaration to avoid inconsistencies or conflicting results.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, I, the undersigned, constituting the incorporation of this Association, have executed these Articles of Incorporation this 25th day of MARCH, 2008.

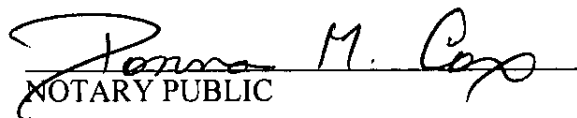


Joseph R. Cianfrone, Esq.

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, this day personally appeared Joseph R. Cianfrone, to me well known to be the person described in, and who signed the foregoing Articles of Incorporation of The Barnacle Association, Inc., and who acknowledged to me that he executed and subscribed such Articles for the purposes set forth herein.

WITNESS my hand and official seal this 25th day of MARCH, 2008.



NOTARY PUBLIC

Commission Expires:



DONNA M. COX
COMMISSION # DD 575997
EXPIRES August 8, 2010
Bonded Thru Budget Notary Services

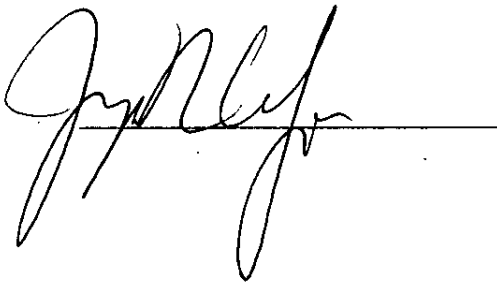
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA
AND
NAMING THE REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

THE BARNACLE ASSOCIATION, INC., desiring to organize under the laws of the State of Florida, as a corporation not for profit with its principal office as indicated in its Articles of Incorporation, and the address of its registered agent as:

Joseph R. Cianfrone, P.A.
1964 Bayshore Boulevard
Dunedin, FL 34698

ACCEPTANCE

Having been named to accept service of process for the foregoing corporation at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes, including the duties and obligations imposed by Chapter 617, Florida Statutes, relative to the proper and complete performance of my duties.



3/29/08
Date

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08 MAR 28 PM 4:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA