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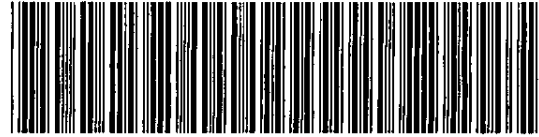
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for 10/7/08

**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

Michael J. VanDerZee, Esq.
Stephan C. Nikoloff, Esq.

October 3, 2008

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

**Re: Articles of Incorporation
Beso Del Sol Resort Condominium Association, Inc.**

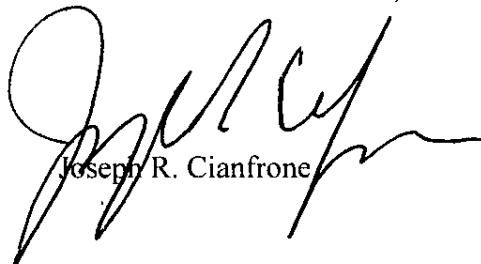
Dear Sir or Madam:

Enclosed please find the original Articles of Incorporation, along with an extra copy, and a check in the amount of \$78.75 for the filing fee and certified copy.

I thank you for your attention in this matter.

Sincerely,

JOSEPH R. CIANFRONE, P.A.



Joseph R. Cianfrone

JRC:dmc
Enclosures

cc: Client

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**ARTICLES OF INCORPORATION
OF
BESO DEL SOL RESORT CONDOMINIUM ASSOCIATION, INC.
In Compliance with Chapter 617, F.S. (Not For Profit)**

ARTICLE I

NAME

The name of the corporation is BESO DEL SOL RESORT CONDOMINIUM ASSOCIATION, INC., a Florida corporation not for profit.

ARTICLE II

PRINCIPAL OFFICE

The principal street address of the corporation is 1414 S. Bayshore Boulevard, Dunedin, Florida, 34698.

ARTICLE III

PURPOSE

The purpose for which this corporation is organized is: to maintain, operate and manage the Condominium established from time to time under Chapter 718, Florida Statutes, known as the Sailwinds, a Condominium motel, and located in Pinellas County, Florida.

The Association shall also have the authority to maintain, operate and manage the Condominium known as the Royal Yacht Club North, a Condominium, located in Pinellas County, Florida.

ARTICLE IV

MANNER OF ELECTION

The manner in which the Directors are elected shall be in accordance with Chapter 718 of the Florida Statutes and the Association By-Laws.

ARTICLE V

INITIAL DIRECTORS AND/OR OFFICERS

Tim Adams
1414 S. Bayshore Blvd.
Dunedin, FL 34698

President/Director

Richard Washburn
1414 S. Bayshore Blvd.
Dunedin, FL 34698

Vice President/Director

Thomas Lyons
1414 S. Bayshore Blvd.
Dunedin, FL 34698

Secretary-Treasurer/Director

ARTICLE VI

INITIAL REGISTERED AGENT

The name of the Registered Agent is Joseph R. Cianfrone, Esq., and the Registered Agent's address is Joseph R. Cianfrone, P.A., 1964 Bayshore Boulevard, Dunedin, Florida, 34698.

ARTICLE VII

INCORPORATOR

The name and address of the incorporator is:

Name

Address

Joseph R. Cianfrone

1964 Bayshore Boulevard
Dunedin, Florida 34698

ARTICLE VIII

POWERS

In furtherance of the purposes of the Association, the Association may:

A. exercise all of the powers and privileges and perform all of the duties and obligations of the Association as set forth in the aforescribed Declaration of Condominium as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

B. fix, levy, collect and enforce payment by any lawful means, all charges and assessments pursuant to the terms of said Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

C. acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

D. borrow money, and with the assent of fifty-one percent (51%) of the members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

E. exercise all of the common law and statutory powers of a corporation not for profit established to govern a Florida condominium; provided, however, that no action shall be taken which conflicts with said Declaration or the Condominium Act;

F. make and enforce reasonable rules and regulations governing the use of Units, Common Elements, Limited common Elements and any property owned by the Association;

G. maintain, repair, replace and operate property over which the Association has full ownership or the right and power to maintain, replace and operate in accordance with these Articles, said Declaration, the Condominium Act and the By-laws for this Association;

H. reconstruct improvements as required in said Declaration;

I. enforce by legal means the provisions of said Declaration;

J. participate in mergers and consolidations with other not for profit corporations organized for the same or similar purposes.

ARTICLE IX

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest in any Unit within the Sailwinds Condominium. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Unit within the Condominium subject hereto.

ARTICLE X

TERM OF EXISTENCE

The corporation is to exist perpetually.

ARTICLE XI

BY-LAWS

The first By-Laws of the corporation shall be adopted by the Board of Directors, and may be altered, amended or rescinded in the manner provided by the By-Laws.

ARTICLE XII

AMENDMENTS

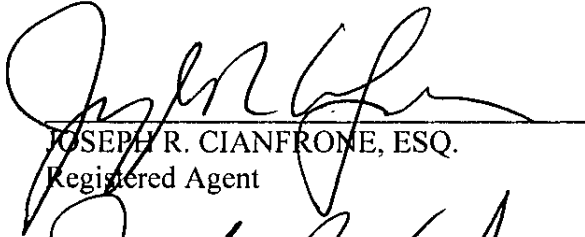
These Articles of Incorporation may be amended in the following manner:

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

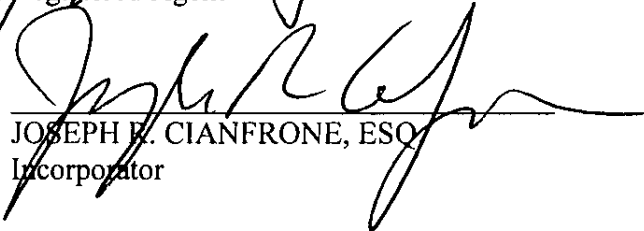
B. Prior to the turnover of the Condominium Association to the owners, an amendment for the purpose of merger of this corporation may be effectuated with the approval of two-thirds (2/3) of the members of the Board of Directors. Subsequent to turnover, a resolution approving a proposed amendment may be proposed by either the Board or by the membership; and after being proposed and approved by one of said bodies, it must be submitted for approval and thereupon receive such approval of the other. Such approval must be by fifty-one percent (51%) of the vote of all the members of the Association; and such approval must also be by two-thirds (2/3) of the members of the Board.

ACCEPTANCE

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


JOSEPH R. CIANFRONE, ESQ.
Registered Agent

10/3/08
Date


JOSEPH R. CIANFRONE, ESQ.
Incorporator

10/3/08
Date

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