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FLORIDA PROFIT/NON PROFIT CORPORATION

BLUE BAY MARINA CONDOMINIUM ASSOCIATION, INC.

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**ARTICLES OF INCORPORATION
OF
BLUE BAY MARINA CONDOMINIUM ASSOCIATION, INC.**

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The undersigned, by these Articles, hereby form this not-for-profit corporation under the laws of the State of Florida, pursuant to Chapter 617, Florida Statutes, and certify as follows:

ARTICLE I - NAME

The name of the corporation is BLUE BAY MARINA CONDOMINIUM ASSOCIATION, INC. For convenience, the Corporation shall be referred to in this instrument as "the Association."

ARTICLE II - PURPOSES AND POWERS

The Association does not contemplate pecuniary gain or profit to the members thereof. The specific purposes for which the Association is formed are to provide for maintenance, preservation and architectural control of the condominium units and common elements within Blue Bay Marina, a Condominium (hereinafter referred to as "Condominium") more particularly described in the Declaration of Condominium for Blue Bay Marina, a Condominium (hereinafter, "the Declaration of Condominium"), and to promote the safety of the Slip Owners of the Condominium and any additions. In order to effectuate these purposes, the Association shall have the power to exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the these Articles, the Association's By-laws, and the Declaration of Condominium recorded among the Public Records of Miami-Dade County, which powers and privileges shall include but are not limited to the following:

1. To fix, levy, collect and enforce payment of all appropriate charges or assessments by any lawful means;
2. To pay all expenses incident to the conduct of the business of the Association, including all licenses, taxes and governmental charges levied or imposed against the Common Elements;
3. To 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 the Common Elements on behalf of the membership of the Association;
4. To borrow money and mortgage, pledge or hypothecate any or all of the Common Elements as security for money borrowed or debts incurred;

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5. To participate in mergers and consolidations with other nonprofit corporations organized for the same purposes; and

6. To have and to exercise any and all powers, rights and privileges which a corporation organized under the Florida Not-for-Profit Corporation Law may now or hereafter have or exercise.

ARTICLE III - MEMBERSHIP AND VOTING

A. Membership: Every person or entity who is a record Owner of any Unit in the Condominium shall be a member of the Association. The foregoing does not include persons or entities that hold an interest merely as security for the performance of an obligation. Change of membership in the Association shall be established by recording in the Public Records of Florida, a deed or other instrument establishing a record title to any Slip in a transferee and the delivery to the Association of a certified copy of such instrument. Upon such delivery, the transferee designated by such instrument shall become a member of the Association and the membership of the transferee shall be terminated.

B. Appurtenance to Unit: 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, her or its Slip.

C. Voting Rights: Each Owner shall be entitled to one vote for each Slip owned. When more than one person holds an interest or interests in any unit, the vote for such unit shall be limited to one vote as the Owners among themselves determine. The manner of exercising voting rights shall be determined by the By-Laws of the Association.

D. Meetings: The By-Laws shall provide for meetings of the members.

ARTICLE IV - BOARD OF DIRECTORS

A. Membership of Board: The affairs of this Association shall be managed by a Board consisting of the number of Directors determined by the By-Laws, but not fewer than three (3) Directors.

B. Election and Removal: Directors shall be elected at the annual meeting of the members in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board shall be filled in the manner provided by the By-Laws.

C. First Board of Directors: The names and addresses of the persons who shall act in the capacity of Directors until their successors shall be elected and qualified are as follows:

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<u>Name</u>	<u>Address</u>
Jorge Savloff	1570 J.F. Kennedy Causeway North Bay Village, Florida 33141
Marcelo Tenenbaum	1570 J.F. Kennedy Causeway North Bay Village, Florida 33141
Lianet Sado	1570 J.F. Kennedy Causeway North Bay Village, Florida 33141

The Directors named above shall serve until the first election of Directors, as determined by the By-Laws and any vacancies in their number occurring before the first election of Directors shall be filled by act of the remaining Directors.

ARTICLE V - OFFICERS

The affairs of the Association shall be administered by the Officers designated in the By-Laws. After the first election of Directors, the Officers shall be elected by the Board at the first Board meeting following the annual meeting. Directors shall serve at the pleasure of the Board. The names and addresses of the officers who shall serve until their successors are designated by the Board are as follows:

<u>Name</u>	<u>Position</u>	<u>Address</u>
Jorge Savloff	President	1570 J.F. Kennedy Causeway North Bay Village, Florida 33141
Marcelo Tenenbaum	Vice President, Treasurer and Secretary	1570 J.F. Kennedy Causeway North Bay Village, Florida 33141

ARTICLE VI - INDEMNIFICATION

Every Director and every Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon the Director(s) or Officer(s) in connection with any proceeding or any settlement of any proceeding to which the Director(s) or Officer(s) may be a party or in which the Director(s) or Officer(s) may become involved by reason of his or her being or having been a Director or Officer of the Association, whether or not he or she is a Director or Officer of the Association at the time such expenses are incurred, except when the Director(s) or Officer(s) is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties; provided that in the event of a settlement, the indemnification shall apply only when the Board of Directors, exclusive of any Director(s) seeking indemnification, approves such settlement and

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reimbursement as being in the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled.

ARTICLE VII - BY-LAWS

The By-Laws of the Association shall be adopted by the initial Board of Directors. The By-Laws may be amended in accordance with the provisions thereof, except that no portion of the By-Laws may be altered, amended, or rescinded in such a manner as would prejudice the rights of the Developer of the Condominium or mortgagees holding mortgages encumbering slips in the Condominium, without their prior written consent.

ARTICLE VIII - AMENDMENTS

Amendments to the Articles of Incorporation may be considered at any regular or special meeting of the members and may be adopted in the following manner:

1. By notice of the subject matter of a proposed amendment and of the meeting at which a proposed amendment is considered, which notice shall be made as required by the By-Laws.

2. By resolution for the adoption of a proposed amendment which may be proposed either by the Board or by a majority of the voting members. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, provided that such approval is delivered to the Secretary at or prior to the meeting. Such amendments must be approved by not less than sixty-seven (67%) percent of the votes of the voting members.

3. No amendment shall make any changes in the qualifications for membership or in the voting rights of members of the Association, without approval in writing by all members and the joinder of all record Owners of mortgages encumbering the slips. No amendment shall be made that is in conflict with the Declaration of Condominium.

ARTICLE IX - TERM

The term of the Association shall be perpetual.

ARTICLE X - DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than seventy-five percent (75%) of the voting members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which the Association was created.

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ARTICLE XI - INTENTIONALLY OMITTED

ARTICLE XII - PRINCIPAL OFFICE & REGISTERED AGENT

A. The principal office of the Association shall be:

1570 J.F. Kennedy Causeway
North Bay Village, Florida 33141

or at such other place, within or without the States of Florida as may be subsequently designated by the Board of Directors

B. The name and street address of the Resident Agent of the Corporation is:

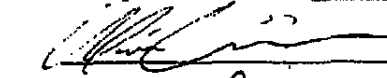
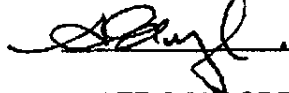
Louis A. Supraski, Esq.
Louis A. Supraski, P.A.
2450 NE Miami Gardens Drive, 2nd Floor
North Miami Beach, Florida 33180

ARTICLE XIII - MISCELLANEOUS

A. Stock. The Association shall issue no shares of stock of any kind or nature whatsoever.

B. Severability. Invalidation of any one or more of the provisions hereof shall in no way affect any other provisions, which shall remain in full force and effect.

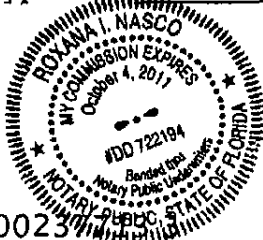
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 16 day of OCTOBER, 2008.





LOUIS A. SUPRASKI, Incorporator

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 16 day of OCTOBER, 2008, by LOUIS A. SUPRASKI, who is [X] personally known to me or who has [] produced _____ as identification.




NOTARY PUBLIC, State of Florida

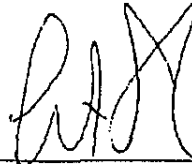
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ACKNOWLEDGEMENT AND ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the Blue Bay Marina Condominium Association, Inc., at the place designated in these Articles of Incorporation, the undersigned hereby accepts its obligation to act in this capacity, and agrees to comply with the provisions of Chapter 617, Florida Statutes, relative to keeping open said office.

10.16.08

Date

LOUIS A. SUPRASKI, Registered Agent

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