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## FLORIDA PROFIT/NON PROFIT CORPORATION

Bayway Office Master Association, Inc.

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**ARTICLES OF INCORPORATION  
OF  
Bayway Office Master Association, Inc.  
A Corporation Not for Profit**

The undersigned resident of the State of Florida, for the purpose of forming a corporation not for profit under Chapter 617 of the laws of the State of Florida, hereby certifies:

**ARTICLE I  
Name**

The name of this corporation is Bayway Office Master Association, Inc., called the "Association" in these Articles.

**ARTICLE II  
Office and Registered Agent**

The Association's principal office is located at 1409 Kingsley Avenue # 2, Orange Park, Florida 32073. Bert C. Simon, who maintains a business office at 1660 Prudential Drive, Suite 203, Jacksonville, Florida 32207 is hereby appointed the initial registered agent of the Association. Both the Association's registered office and registered agent may be changed from time to time as provided by Law.

**ARTICLE III  
Purpose and Powers of The Association**

The Association does not contemplate pecuniary gain or profit to its members. It is formed to provide an entity to be the association of owners under that Declaration of Easements, Covenants, and Restrictions for Bayway Office Center made by Bayway Investors Group, LLC, a Florida limited liability company ("Declarant") and Hasjac, LLC, a Florida limited liability company ("Parcel Five Owner") to be recorded in the Public Records of Duval County, Florida, as amended from time to time (the "Declaration"). Without limitation, the Association is empowered to:

(a) Declaration Powers. Exercise all rights, powers, and privileges, and perform all duties of the Association from time to time set forth in the Declaration, including the right to enforce all of the provisions of the Declaration pertaining to the Association in its own name.

(b) Property. Own, hold, improve, operate, maintain, sell, lease, transfer, and otherwise dispose of property of any nature whatsoever, real, personal, or mixed, tangible or intangible, in connection with this Association's affairs in accordance with provisions of the Declaration.

(c) Assessments. Fix, levy, collect, and enforce by any lawful procedure all charges or assessments established by, or pursuant to, the Declaration

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

(e) Maintenance. Maintain, repair, replace and operate all the Common Maintenance Areas, and perform the other maintenance responsibilities of the Association as set forth in the Declaration, including but not limited to the Surface Water Management System and all associated facilities. The Association shall operate, maintain and manage the Surface Water Management System in a manner consistent with regulations issued by the St. Johns River Water Management District ("SJRWMD"), and shall assist in the enforcement of the provisions of the Declaration that relate to the maintenance of the Surface Water or Stormwater Management System.

(f) Borrowings. To borrow money and, with the approval of all of its members as required by the Declaration, mortgage, pledge, hypothecate, assign, grant security interests in, or otherwise transfer any or all of its property as security for money borrowed, debts incurred, or any of its other obligations.

(g) Regulations. From time to time adopt, amend, rescind, and enforce reasonable rules and regulations consistent with the rights and duties established by the Declaration.

(h) Contract. Contract with others for the performance of the Association's management and maintenance responsibilities under the Declaration and for the furnishing of services or materials for the benefit of the Property.

(i) General. Have and exercise all rights, powers, and privileges 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 necessary, convenient, or desirable to exercise any right, power, or privilege so granted.

#### ARTICLE IV Membership

Every Person who from time to time holds the record fee simple title, to any Parcel is a member of this Association, including contract sellers, but excluding all Persons who hold any interest in any Parcel merely as security for the performance of an obligation, and excluding Persons owning only rights-of-way, easements, or locations for utility facilities. An Owner of more than one Parcel is entitled to one membership for each Parcel owned. Each membership is appurtenant to a Parcel and is transferred automatically by conveyance of title to that Parcel whereupon the membership of the previous Owner automatically terminates. Membership may not be transferred or encumbered except by transfer of record title to a Parcel or a portion thereof.

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## ARTICLE V

### Voting Rights

Section 1. Voting Rights. Initially, Declarant and Parcel Five Owner, as the Owners of Parcel One and Parcel Five of the property, are each allocated four (4) votes in the Association. Upon the closing of each sale to a third party of a portion of Parcel One, constituting a "Parcel" under the Declaration, the votes allocated to the Declarant and the Parcel Five Owner shall both decrease by one vote and the purchaser of the Parcel shall be allocated one vote, until a total of five (5) Parcels are each allocated one vote. For example, on the closing of the sale of the first additional Parcel by Declarant, Declarant and the Parcel Five Owner shall each have three (3) votes and the purchaser of that first additional Parcel shall have one vote. Upon sale of the next to last Parcel of Parcel One and thereafter, there shall be a total of five votes in the Association. Exercise of voting and other rights on behalf of the Association shall be made reasonably and in good faith, and shall not be done in any way which is discriminatory against an individual Parcel or Owner, unless approved by such Owner or the matter giving rise to such exercise is unique to such Parcel or Owner.

Section 2. Designation of Voting Representatives. If title to a Parcel is held by a corporation or partnership or other business entity, the secretary of the corporation or the managing general partner or other duly authorized entity representative shall file with the Association a certificate designating an authorized voting representative of the entity which shall be effective until rescinded in writing. If more than one Person owns a record fee simple interest to an entire Parcel, all such Persons are members, although the total votes allocated to the Parcel pursuant to Section 1 of this Article shall not change and no fractional vote shall be permitted. Each co-owner shall file with the Association a certificate designating an authorized voting representative for the Parcel which shall be effective until rescinded in writing.

Section 3. Voting Records. The Association shall maintain records identifying the members of the Association and the total votes in the Association. Upon the request of any Owner or mortgagee of a Parcel, the Association shall issue a certificate in recordable form confirming the membership and voting rights of a Parcel Owner and the total votes then within the Association.

## ARTICLE VI

### Board of Directors

Section 1. Number and Term. The Association's affairs are managed by a Board of Directors composed of not less than three Directors, nor more than five (5) Directors, who need not be Association members. The number of Directors shall be changed from time to time as set forth below. . The term of office for all Directors is one year, and any Director may succeed himself in office.

Section 2. Appointment. Initially, Declarant and the Parcel Five Owner shall each appoint two (2) members of the Board of Directors. At such time as Declarant transfers to a third party title to the third parcel in the Property, the transferee shall be entitled to appoint one member of the Board of Directors and one each of the Directors appointed by Declarant and the Parcel Five Owner shall resign, so that there are three members of the Board of Directors. At such time as

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Declarant transfers to a third party title to the fourth and fifth parcels in the Property, each transferee shall be entitled to appoint one member of the Board of Directors. To the extent a Parcel Owner does not appoint a member of the Board of Directors, the vacancy shall be filled by the remaining directors at a duly called meeting for such purpose.

Section 3. Initial Directors. 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, are removed, or are incapacitated or otherwise unable to serve, are:

<u>Name</u>	<u>Address</u>
David Muyres	1409 Kingsley Avenue, #2 Orange Park, Florida 32073
Robert Van Winkel	1409 Kingsley Avenue, #2 Orange Park, Florida 32073
Stuart I. Harris	P.O. Box 2426 Orange Park, Florida 32067
Celina R. Alvarez	P.O. Box 2426 Orange Park, Florida 32067

#### ARTICLE VII Officers

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

<u>Names</u>	<u>Office</u>
David Muyres	President
Stuart I. Harris	Vice President
Robert Van Winkel	Secretary/Treasurer

#### ARTICLE VIII Duration

This Association exists perpetually. In the event of termination, dissolution or liquidation of the Association, the responsibility for the operation and maintenance of the Surface Water Management System must be transferred to and accepted by an entity which would comply with Section 40C-42.027, F.A.C., and be approved by the SJRWMD prior to such termination, dissolution or liquidation.

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**ARTICLE IX****By-Laws**

The Association's By-Laws initially will be adopted by the Board of Directors. Thereafter, the By-Laws may be amended or rescinded by the affirmative vote of a majority of the total votes in the Association at any regular or special meeting duly called.

**ARTICLE X****Amendments**

Amendments to these Articles may be proposed in the manner from time to time provided by the laws of the State of Florida and shall be adopted if approved by the affirmative vote of two-thirds (2/3) of the total votes in the Association at any regular or special meeting duly called and convened.

**ARTICLE XI****Voting Requirements**

Section 1. **Percentage Requirements.** Unless any provision of these Articles, the Declaration or the By-Laws expressly requires the approval of a greater number, the majority vote of those voting members or representatives present at a duly called and convened meeting shall constitute the act of the membership.

Section 2. **Two-Thirds Approval.** In addition to any other matters specified in the Declaration as requiring approval of two-thirds of the Owners, the following must be approved by two-thirds (2/3) or more of the total votes of the Association at a duly called meeting: (i) any mortgaging of this Association's property; (ii) dissolution of this Association; and (iii) dedication of Common Areas to any public agency, authority, or utility.

Section 3. **Notice, Proxies, and Quorum Requirements.** Written notice of any membership meeting must be given to all members not less than fifteen (15) days, nor more than sixty (60) days, in advance of such meeting, setting forth its purpose. The presence in person or by proxy, of members entitled to cast a (forty percent (40%) of the total votes of the membership constitutes a quorum. If the required quorum is not present or represented, the members entitled to vote shall have the power to adjourn the meeting, from time to time without notice other than announcement at the meeting, until the required quorum shall be present or represented. No such subsequent meeting shall be held more than sixty (60) days following the preceding meeting. Proxies must be registered with the Secretary of the Association prior to members meetings. Proxies may be used to determine presence for quorum purposes.

Section 4. **Written Action.** Any action that may be taken at any membership meeting, may be taken without a meeting and without a vote if: (i) written notice of the proposed action has been given to all members; (ii) written consent, setting forth the action so taken, is signed by those Owners entitled to exercise not less than the minimum number of votes necessary to authorize or take such action at a meeting; and (iii) within ten (10) days after obtaining such written consent, notice thereof is given to those members who have not so consented in writing.

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Section 5. Certification. An instrument signed by any executive officer of this Association, and attested by the Association's Secretary under the Association's seal, is conclusive that any required approval has been obtained in the manner provided in these Articles as to Persons without actual knowledge to the contrary.

ARTICLE XII  
Interpretation

Reference is made to the terms and provisions of the Declaration where necessary to interpret, construe, and clarify the provisions of these Articles. All terms defined in the Declaration have the same meaning where used in these Articles, and the rules of interpretation set forth in the Declaration apply to the interpretation, construction, application, and enforcement of these Articles. By subscribing and filing these Articles, the incorporator intends their provisions to be consistent with the provisions of the Declaration and to be interpreted, construed, applied, and enforced with those of the Declaration to avoid inconsistencies or conflicting results.

ARTICLE XIII  
Incorporator

The name and address of the incorporator of this corporation is:

Bert C. Simon

1660 Prudential Drive, Suite 203  
Jacksonville, Florida 32207

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, being the incorporator of this Association, has executed these Articles of Incorporation this 10<sup>th</sup> day of December, 2008.

  
Bert C. Simon, Incorporator

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

Bay Way Office Master Association, Inc., desiring to organize under the laws of the State of Florida as a corporation not for profit has named Bert C. Simon, whose maintains an office at 1660 Prudential Drive, Suite 203, Jacksonville, Florida 32207 as its registered agent to accept service of process within this state, all in accordance with Section 607.034, Florida Statutes.

DATED this 10<sup>th</sup> day of December, 2008.

  
Bert C. Simon, Incorporator

**ACCEPTANCE**

Having been named to accept service of process for the foregoing corporation, at the place designated in this certificate, and being familiar with the obligations of such position, I hereby agree to act in such capacity and agree to comply with the provisions of the laws of the State of Florida relative to maintaining such registered office.

DATED this 10<sup>th</sup> day of December, 2008.

  
Bert C. Simon

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