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FLORIDA PROFIT/NON PROFIT CORPORATION

BRIGHTWATER CAY DOCK ASSOCIATION, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
BRIGHTWATER CAY DOCK ASSOCIATION, INC.**

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned, being a resident of the State of Florida and of full age, hereby forms a corporation not for profit in accordance with the laws of the State of Florida, and certifies as follows:

ARTICLE I - NAME AND DEFINED TERMS

The name of this corporation is BRIGHTWATER CAY DOCK ASSOCIATION, INC., a Florida not for profit corporation (the "Association"). All capitalized terms used herein and not otherwise defined shall have the definition ascribed to such terms in the Declaration of Dock Facilities at Brightwater Cay recorded or to be recorded in the public records of Pinellas County (the "Declaration").

ARTICLE II - PRINCIPAL OFFICE

The initial principal office of this Association shall be 522 Alternate US 19, Palm Harbor, FL 34683. The Board of Directors may, from time to time, move the principal corporate office to any other address in Florida.

ARTICLE III - REGISTERED OFFICE AND AGENT

The corporation hereby appoints LEE CARR, III as its registered agent to accept service of process within this state, and the street address of the registered agent for service of process shall be Carr Law Group, P.A., Plaza Tower, Suite 1404, 111 Second Avenue NE, St. Petersburg, FL 33701.

ARTICLE IV - PURPOSE AND POWERS OF THE ASSOCIATION

The purposes of this Association shall include, without limitation the maintenance, repair and replacement of the Common Area, Docks and Easements, and carrying out, enforcing and otherwise fulfilling its rights and responsibilities under and pursuant to the Declaration. For the foregoing purposes, this Association is empowered 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 Declaration as the same may be amended from time to time as therein provided and have and exercise any and all powers, rights, and privileges which a corporation organized under Chapter 617, Florida Statutes by law may now or hereafter have or exercise.

ARTICLE V - MEMBERSHIP AND VOTING

The Declarant for such period that the Declarant owns the right to use a Slip and every person or entity who owns a Certificate shall be a member of the Association (each, a "Member"). Any Member, whether one or more persons, owning a Certificate shall be entitled to one (1) membership for each Certificate. Each Certificate shall have one (1) appurtenant vote. Change of membership in the Association

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shall be established by transfer or sale of the Certificate in accordance with the Declaration. The share of a Member in the funds or assets of the Association may not be assigned, hypothecated or transferred in any manner except as an appurtenance to the Certificate. The manner of exercising voting rights shall be determined by the Declaration and the Bylaws.

ARTICLE VI - BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of Directors, which shall consist of not less than three (3). Directors shall be Members; provided, however, prior to Turnover, directors need not be Members. The names and addresses of the persons who are to act in the capacity of directors until their successors are elected and qualified, unless they sooner shall die, resign or be removed, are:

<u>NAME</u>	<u>ADDRESS</u>
George Athanasiou	522 Alternate U.S. 19 Palm Harbor, FL 34683
Rose Athanasious	522 Alternate U.S. 19 Palm Harbor, FL 34683
Lee Carr, III	Carr Law Group, P.A. Plaza Tower, Suite 1404 111 Second Avenue NE St. Petersburg, FL 33701

The initial Board of Directors herein designated shall serve until Turnover, at which time the Members shall elect three (3) directors. Directors elected at the first such annual membership meeting and thereafter shall serve for a period of one (1) year, and until their successors have been duly elected and qualified. Prior to Turnover, any member of the Board of Directors may be removed, with or without cause, but only by the Declarant, and any vacancies occurring on the Board of Directors shall only be filled by appointment by the Declarant.

ARTICLE VII - OFFICERS

The Association shall be administered by a president, vice president, secretary and treasurer, and such other officers as may be designated in the Bylaws, and shall be elected at the time and in the manner prescribed in the Bylaws. Officers shall be Members; provided, however, prior to Turnover, officers need not be Members. The names and addresses of the initial officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>OFFICE</u>	<u>NAME AND ADDRESS</u>
President/Secretary:	George Athanasiou 522 Alternate U.S. 19 Palm Harbor, FL 34683

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Vice President:	Rose Athanasiou 522 Alternate U.S. 19 Palm Harbor, FL 34683
Treasurer:	Lee Carr, III Carr Law Group, P.A. Plaza Tower, Suite 1404 111 Second Avenue NE St. Petersburg, FL 33701

ARTICLE VIII - SUBSCRIBER

The name and address of the subscriber to these Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Christian F. O'Ryan	2701 N. Rocky Point Drive, Suite 900 Tampa, Florida 33607

ARTICLE IX - DURATION

The corporation shall exist perpetually.

ARTICLE X - DISSOLUTION

This Association may be dissolved with the assent given in writing and signed by Members owning eighty percent (80%) of the Certificates. Upon dissolution of this Association, other than incident to a merger or consolidation, the assets of this Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes, but in no event shall such assets inure to the benefit of any Member or other private individual.

ARTICLE XI - BYLAWS

The Bylaws of this Association shall be initially adopted by the Board of Directors. Thereafter, the Bylaws may be amended, altered or rescinded in the manner provided by the Bylaws.

ARTICLE XII - AMENDMENT OF ARTICLES

A. These Articles of Incorporation may be amended, from time to time, as follows:

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(1) Prior to Turnover, the Board of Directors may amend these Articles by a majority vote of the Directors.

Thereafter, these Articles may be amended as follows:

(2) If the Board of Directors wishes to amend the Articles, the Directors must adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at an annual meeting or special meeting of Members entitled to vote on the proposed amendment.

(3) Written notice setting forth the proposed amendment or a summary of the changes to be effected by the amendment must be given to each Member entitled to vote.

(4) The proposed amendment must be adopted by a majority of the Members entitled to vote present at a meeting either in person or by proxy, at which a quorum is present.

or

(5) Members entitled to vote on proposed amendments to the Articles may amend the Articles without action by the directors at a meeting for which notice of the changes to be made is given and the assent of eighty percent (80%) of the Members is obtained in favor of such amendment.

B. Any number of amendments may be submitted and voted upon at any one meeting.

C. No amendment shall make any change in the rights of the Declarant without the written approval of the Declarant. No amendment shall be made that is in conflict with the Declaration.

D. No amendment shall be effective until a copy of such amendment shall have been certified by the Secretary of State of the State of Florida and thereafter shall have been recorded in the Public Records of Pinellas County, Florida.

ARTICLE XIII - INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association to the fullest extent of the law against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed on him in connection with any proceeding or settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a director or officer of the Association, whether or not he is a director or officer at the time such expenses are incurred. 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 XIV - INTERPRETATION

Express reference is hereby made to the terms, provisions, definitions, and rules of interpretation contained in the Declaration where necessary to interpret, construe, and clarify the provisions of these

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Articles. In subscribing and filing these Articles, it is the intent of the undersigned that the provisions hereof be consistent with the provisions of the Declaration and, to the extent not prohibited by law, that the provisions of these Articles and of the Declaration be interpreted, construed, and applied so as to avoid inconsistencies or conflicting results. In the event of a conflict between these Articles and the Declaration, the Declaration shall control.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the subscriber of this Association, has executed these Articles of Incorporation this 31 day of March, 2009.



CHRISTIAN F. O'RYAN
Subscriber

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ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for BRIGHTWATER CAY DOCK ASSOCIATION, INC., at the place designated in these Articles of Incorporation, the undersigned hereby accepts to act in this capacity, and agrees to comply with the provisions of the laws of the State of Florida relative to keeping such open office.

Dated this 1st ^{April} day of ~~March~~, 2009.



LEE CARR, III
Registered Agent

APPROVED
AND
FILED09 APR - 1 PM 1:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA