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**FLORIDA PROFIT/NON PROFIT CORPORATION
BAYBROOK SUBDIVISION HOME OWNERS ASSOCIATION,
INC.**

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**ARTICLES OF INCORPORATION
OF**

**BAYBROOK SUBDIVISION HOME
OWNERS ASSOCIATION, INC.**

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a non profit Corporation under Chapter 617 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is **BAYBROOK SUBDIVISION HOME OWNERS ASSOCIATION, INC.** (hereinafter "Corporation").

ARTICLE 2 - PURPOSE OF CORPORATION

2.1 The purpose of the Corporation shall be to sustain and improve the quality of life for Baybrook property owners; to act as a single voice for the membership, ensuring on a continuing basis that the rights and privileges as a taxpayer and citizen of Escambia County are adequately met and provided; to ensure that the subdivision retains its beauty and neat appearance, thereby sustaining and protecting property values of the subdivision to provide a forum for property owners to address issues; to operate as a non-political, non-sectarian and non-profit community organization to meet the common needs of the subdivision and for the improvement of public services and other living conditions.

2.2 For purposes of the Corporation, a description of the territorial limits is recorded in plat books in the Escambia County Courthouse as follows: Baybrook, Units #1 and #2, a subdivision of a portion of Section 6, Township 1 South, Range 29 West, Escambia County as recorded in Plat Book 11, page 42 and Plat Book 12, page 53 of the public records of said county.

ARTICLE 3 - DIRECTORS

The Directors shall be elected by a majority vote of the Members of this Corporation. The directors of the Corporation shall be:

Stuart H. Brown
Robert Dance
Dean Emmets

whose mailing addresses shall be the same as the principal address of the Corporation.

H11000165460 3

H11000165460 3

ARTICLE 10 - MEMBERSHIP

10.1 The categories of membership, qualifications for membership and the manner of admission may be as set forth in and regulated by the By Laws of the Corporation.

10.2 Membership of the Corporation is as follows:

10.2.1 Property owners. Those whose name appears on a deed to property in Baybrook Subdivision;

10.2.2 Associate member. Renters whose name appears on a lease of one year or greater to property in Baybrook Subdivision;

10.2.3 Invited member. Owners of property contiguous to Baybrook Subdivision that are invited to participate by the Board of Directors; and

10.2.4 Honorary members. By special invitation from the Board of Directors.

ARTICLE 11 - MEETINGS

11.1 A regular meeting of the Corporation will be held annually in May unless otherwise ordered by the Board of Directors. Members will be given two weeks notice of date, time, and place.

11.2 Special meetings of the Corporation shall be held upon written request of five Corporation members. The Secretary, in addition to notifying members of the meeting, will inform members of the purpose of the meeting and the names of the members requesting the meeting.

11.3 Special meetings of the Corporation may be held upon agreement of the Board of Directors. The Secretary, in addition to notifying members of the meeting, will inform members of the purpose of the meeting and that it was requested by the Board of Directors.

ARTICLE 12 - VOTING RIGHTS

Members of the Corporation will have such voting rights as are provided in the By Laws of the Corporation. Voting members must be Property owners and pay the annual dues and such special assessments deemed necessary and approved by the membership. One vote per paid membership will be permitted. Only resident members of voting age shall be permitted to serve on the Board of Directors.

ARTICLE 13 - DUES

Annual Corporation dues will be determined by the Board of Directors based on a budget prepared by the Treasurer and approved by the Board for the operating year. This budget will be presented at the annual meeting and will be published in a newsletter for benefit of all residents. Dues are payable within 45 days after the first of the fiscal year, which shall be July 1 of each and every year.

H11000165460 3

H-11000165460 3

ARTICLE 14 - FINES

To the extent permitted by law, the Board of Directors may fine property owners and place liens against real property for non-compliance of Covenants and Restrictions and bring suit for the foreclosure of such liens or to otherwise enforce the collection of such fines. Fines will be assessed in the amount deemed fair and reasonable by the Board in accordance with Florida law. Fines are due within 30 business days from date of notification. Property owners/residents will be notified by U.S. Postal Service mail and email when applicable.

ARTICLE 15 - LIABILITIES FOR DEBTS

Neither the members nor the members of the Board of Directors or officers of the Corporation shall be liable for the debts of the Corporation.

ARTICLE 16 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is Spiegel & Utrera, P.A., located at 1840 Southwest 22nd Street, 4th Floor, Miami, Florida 33145. The name and address of the registered agent of this Corporation is Spiegel & Utrera, P.A., 1840 Southwest 22nd Street, 4th Floor, Miami, Florida 33145.

ARTICLE 17 - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 18 - AMENDMENT

18.1 These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Members, and approved at a Members meeting by a majority of the Members, unless all the Directors and all the Members sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

18.2 Proposed amendments to the Bylaws must be advertised in a newsletter circulated to all Corporation members. Any voting member of the Corporation may propose an amendment. Proposed amendments will be voted on during the next general meeting of the Corporation.

18.3 Approval of an amendment requires a two-thirds majority of members present at the meeting.

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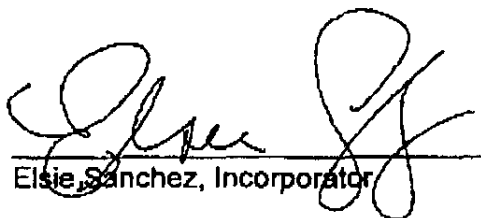
ARTICLE 19 - INDEMNIFICATION

The Corporation shall indemnify a director or officer of the Corporation who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the director or officer was a party because the director or officer is or was a director or officer of the Corporation against reasonable attorney fees and expenses incurred by the director or officer in connection with the proceeding. The Corporation may indemnify an individual made a party to a proceeding because the individual is or was a director, officer, employee or agent of the Corporation against liability if authorized in the specific case after determination, in the manner required by the board of directors, that indemnification of the director, officer, employee or agent, as the case may be, is permissible in the circumstances because the director, officer, employee or agent has met the standard of conduct set forth by the board of directors. The indemnification and advancement of attorney fees and expenses for directors, officers, employees and agents of the Corporation shall apply when such persons are serving at the Corporation's request while a director, officer, employee or agent of the Corporation, as the case may be, as a director, officer, partner, trustee, employee or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, whether or not for profit, as well as in their official capacity with the Corporation. The Corporation also may pay for or reimburse the reasonable attorney fees and expenses incurred by a director, officer, employee or agent of the Corporation who is a party to a proceeding in advance of final disposition of the proceeding. The Corporation also may purchase and maintain insurance on behalf of an individual arising from the individual's status as a director, officer, employee or agent of the Corporation, whether or not the Corporation would have power to indemnify the individual against the same liability under the law. All references in these Articles of Incorporation are deemed to include any amendment or successor thereto. Nothing contained in these Articles of Incorporation shall limit or preclude the exercise of any right relating to indemnification or advance of attorney fees and expenses to any person who is or was a director, officer, employee or agent of the Corporation or the ability of the Corporation otherwise to indemnify or advance expenses to any such person by contract or in any other manner. If any word, clause or sentence of the foregoing provisions regarding indemnification or advancement of the attorney fees or expenses shall be held invalid as contrary to law or public policy, it shall be severable and the provisions remaining shall not be otherwise affected. All references in these Articles of Incorporation to "director", "officer", "employee" and "agent" shall include the heirs, estates, executors, administrators and personal representatives of such persons.

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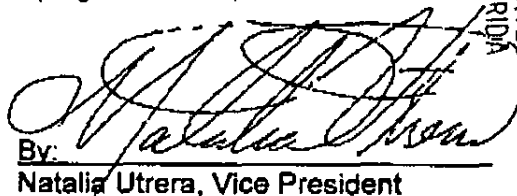
IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 22nd day of June 2011.


Elsie Sanchez, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Spiegel & Utrera, P.A., having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.

Spiegel & Utrera, P.A.


By: Natalia Utrera
Natalia Utrera, Vice President

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