

02/14/2012 12:24 FAX

Division of Corporations

001/007

Page 1 of 1

**N12000001715**

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((1112000038457 3)))



H120000384573ABC/

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:  
Division of Corporations  
Fax Number : (850) 617 6381

From:  
Account Name : CARLTON FIELDS  
Account Number : 076077000355  
Phone : (813) 273-7000  
Fax Number : (813) 229-4133

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

12 FEB 14 PM 1:01

\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\*

Email Address: \_\_\_\_\_

FLORIDA PROFIT/NON PROFIT CORPORATION  
Bay Pines Drainage Association, Inc.

Certificate of Status	1
Certified Copy	1
Page Count	05
Estimated Charge	\$87.50

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2012 FEB 14 AM 8:18

FILED

Electronic Filing Menu

Corporate Filing Menu

Help

02/14/2012 12:24 FAX

850-617-6381

2/14/2012 9:45:21 AM PAGE 1/001 Fax Server

002/007



February 14, 2012

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

CARLTON FIELDS

SUBJECT: BAY PINES DRAINAGE ASSOCIATION, INC.  
REF: W12000008737

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The document submitted does not meet legibility requirements for electronic filing. Please do not attempt to refax this document until the quality has been improved.

If you have any further questions concerning your document, please call (850) 245-6052.

Justin M Shivers  
Regulatory Specialist II  
New Filing Section

FAX Aud. #: H12000038457  
Letter Number: 612A00006633

**ARTICLES OF INCORPORATION  
OF  
BAY PINES DRAINAGE ASSOCIATION, INC.  
(A Corporation Not for Profit)**

THE UNDERSIGNED INCORPORATOR to these Articles of Incorporation hereby proposes the incorporation under Chapter 617, Florida Statutes, of a corporation not for profit, and hereby makes, subscribes, acknowledges and files with the Secretary of State of the State of Florida, Articles of Incorporation, and hereby certifies as follows:

**ARTICLE I: NAME AND LOCATION: DEFINITIONS**

The name of this corporation shall be **BAY PINES DRAINAGE ASSOCIATION, INC.** (hereinafter referred to as the "Drainage Association"), and its initial office for the transaction of its affairs shall be 17837 Murdock Circle, Port Charlotte, FL 33948. Unless the context expressly requires otherwise, the terms used herein shall have the meanings set forth in the Declaration for Bay Pines Drainage Association, Inc. as recorded in the public records of Pinellas County, Florida, as may be amended from time to time ("Declaration").

**ARTICLE II: PURPOSES**

This Drainage Association does not contemplate pecuniary gain or profit to the Members thereof, and no distribution of income to its Members, directors or officers shall be made, except that nothing herein shall prevent the Drainage Association from compensating persons who may be Members, directors or officers in exchange for services actually rendered to, or costs actually incurred for the benefit of, the Drainage Association in furtherance of one or more of its purposes. The general purpose of this Drainage Association is to promote the common interests of the property owners in Bay Pines (hereinafter referred to as the "Community") pertaining to drainage functions, and the specific purpose is to perform the functions of the Drainage Association contemplated in the Declaration, which purposes shall include but not be limited to:

- (a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Drainage Association as set forth in the Declaration;
- (b) Fix, levy, collect and enforce payment, by any lawful means, all charges or Assessments pursuant to the terms of the Declaration;
- (c) Own and convey property;
- (d) Establish Rules and Regulations;
- (e) Sue and be sued;
- (f) To pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Drainage Association;
- (g) Maintain, repair and replace the Common Property as contemplated by the Declaration, and to enter into contracts for the provision of services to maintain and operate the Common Property;
- (h) Have and exercise any and all other powers, rights and privileges of a not-for-profit corporation organized under the law of the State of Florida;

FILED  
 2012 FEB 14 AM 8:18  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

(i) Operate and maintain the Surface Water Management System Facilities, including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, floodplains, and compensation areas, as applicable; and

(ii) Contract for services to provide for operation and maintenance of the Surface Water Management System Facilities if the Drainage Association contemplates employing a maintenance company.

The Drainage Association shall comply, as applicable, with Florida law, including, but not limited to, Chapter 617, Florida Statutes.

### **ARTICLE III: MEMBERSHIP AND VOTING RIGHTS**

**A. Eligibility.** Every person, whether an individual, corporation or other entity, who is the record owner of a Parcel that is subject to Assessment pursuant to the Declaration shall become a Member of the Drainage Association upon the recording of the instrument of conveyance. If title to a Parcel is held by more than one person, each such person shall be a Member. An Owner of more than one Parcel is entitled to membership for each Parcel owned. No person other than an Owner may be a Member of the Drainage Association, and a membership in the Drainage Association may not be transferred except by the transfer of title to a Parcel; provided, however, the foregoing does not prohibit the assignment of membership and voting rights by an Owner who is a contract seller to such Owner's vendee in possession.

If more than one person owns a fee interest in any Parcel, all such persons are Members, but there may be only one vote cast with respect to such Parcel. Such vote may be exercised as the co-owners determine among themselves, but no split vote is permitted. Prior to any meeting at which a vote is to be taken, each co-owner must file a certificate with the secretary of the Drainage Association naming the voting co-owner entitled to vote at such meeting, unless such co-owners have filed a general voting certificate with the Secretary applicable to all votes until rescinded. Notwithstanding the foregoing, no separate certificate shall be necessary if title to any Parcel is held in a tenancy by the entireties, and in such event either tenant is entitled to cast the vote for such Parcel unless and until the Drainage Association is notified otherwise in writing by such co-tenants by the entireties.

**B. Classes of Membership and Voting; Transfer of Control.** The Drainage Association shall have 2 classes of voting membership: Class A and Class B. So long as there is Class B membership, Class A Members shall be all persons owning record title to the various Parcels of the Community except Declarant. All Class B memberships shall belong to Declarant. Upon termination of Class B membership as provided below, Class A Members shall be all Owners, including Declarant so long as such Declarant is an Owner. Voting shall be accomplished in accordance with the schedule set forth in Exhibit E to the Declaration. There shall be no cumulative voting for Directors or any other matters.

Until such time as Class B membership is terminated, Declarant shall be entitled to solely appoint all members of the Board. Transfer of Control and termination of the Class B membership shall occur in accordance with Article 11 of the Declaration. Upon termination of Class B membership, all provisions of the Governing Documents referring to Class B membership will be obsolete and without further force or effect, including any provision requiring voting by classes of membership.

**C. Transferability.** Each membership is appurtenant to the Parcel upon which it is based and is transferred automatically by conveyance of title to that Parcel whether or not mention thereof is made in such conveyance of title.

### **ARTICLE IV: TERM OF EXISTENCE**

The Drainage Association shall have perpetual existence. In the event the Drainage Association is dissolved, the Drainage Association shall ensure that the maintenance of the Surface Water Management

System Facilities, is delegated, transferred or assigned to an appropriate governmental unit or public utility and, if not accepted, then the Surface Water Management System Facilities shall be conveyed to a similar not-for-profit corporation.

#### **ARTICLE V: INCORPORATOR**

The name and address of the Incorporator to these Articles of Incorporation is the following:

Robert S. Freedman  
Carlton Fields, P.A.  
Corporate Center Three of International Plaza  
4221 West Boy Scout Boulevard, Suite 1000  
Tampa, Florida 33607-5736

#### **ARTICLE VI: MANAGEMENT**

The affairs of the Drainage Association shall be managed by its Board of Directors, which shall consist of not less than 3 nor more than 7 individuals, the precise number to be fixed in the By-Laws or by the Board of Directors from time to time. Directors shall be elected for one year terms by the Members at the annual Members' meeting, to be held as scheduled by the Board of Directors in the last quarter of each fiscal year in the manner prescribed in the By-Laws, and shall hold office until their respective successors are duly elected and qualified; provided, however, that Declarant shall be entitled to solely appoint all members of the Board of Directors prior to Transfer of Control. The Board shall elect a President, a Vice President, and a Secretary-Treasurer, and such other officers as may, in the opinion of the Board, from time to time be necessary to adequately administer the affairs of the Drainage Association. Such officers are to hold office at the pleasure of the Board or until their successors are duly elected and qualified. Officers may be Directors. Officers and Directors must be Members of the Drainage Association except with respect to those who are elected by Declarant. Any individual may hold 2 or more corporate offices, except that the offices of President and Secretary-Treasurer may not be held by the same person. The officers shall have such duties as may be specified by the Board or the By-Laws of the Drainage Association. Vacancies occurring on the Board and among the officers shall be filled in the manner prescribed by the By-Laws of the Drainage Association.

Notwithstanding the foregoing, the Class B Members shall have the right to elect all Directors prior to Transfer of Control.

#### **ARTICLE VII: INITIAL OFFICERS**

The names of the initial officers who are to serve until their successors are elected under the provisions of these Articles of Incorporation and the By Laws are the following:

Gary Nelson	President
Scott Steinhilber	Vice President
Mike Acosta	Secretary-Treasurer

#### **ARTICLE VIII: INITIAL BOARD OF DIRECTORS**

The number of persons constituting the initial Board of Directors of the Drainage Association shall be three (3) and the names and addresses of the members of such first Board of Directors, who shall hold office until their respective successors are elected pursuant to the provisions of these Articles of Incorporation and the By-Laws, are the following:

Gary Nelson

17837 Murdock Circle  
Port Charlotte, FL 33948

Scott Steinhilber

237 S. Westmonte Drive, Suite 140  
Altamonte Springs, FL 32714

Mike Acosta

17837 Murdock Circle  
Port Charlotte, FL 33948

#### **ARTICLE IX: BY-LAWS**

The By-Laws of the Drainage Association shall be adopted by the initial Board of Directors, as constituted under Article VIII above, at the organizational meeting of the Board. Thereafter, the By-Laws may be altered, amended, or rescinded only in the manner provided in the By-Laws.

#### **ARTICLE X: AMENDMENTS**

Amendments to these Articles of Incorporation shall be made in the following manner:

(a) The Board of Directors shall adopt a resolution setting forth a proposed amendment and, if Members have been admitted, directing that it be submitted to a vote at a meeting of Members, which may be either the annual or a special meeting. If no Members have been admitted, the amendment shall be adopted by a vote of the majority of directors and the provisions for adoption by Members shall not apply.

(b) Written notice setting forth the proposed amendment or a summary of the changes to be affected thereby shall be given to each Member of Record (as defined in the By-Laws) entitled to vote thereon within the time and in the manner provided by Florida Statutes for the giving of notice of meetings of Members. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

(c) At such meeting, a vote of the Members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of a Majority of Voting Interests and the vote of the Class B Member (if existing).

Any number of amendments may be submitted to the Members and voted upon by them at one meeting.

Notwithstanding the foregoing, (a) no amendment to the By-Laws shall be valid which affects any of the rights and privileges provided to Declarant without the written consent of Declarant as long as Declarant shall own any Parcels in the Community (which consent shall not be unreasonably withheld), and (b) no amendment which will affect any aspect of the Surface Water Management System Facilities located on the Property shall be effective without the prior written approval of the Southwest Florida Water Management District.

H12000038457 3

**ARTICLE XI: REGISTERED OFFICE AND AGENT**

Pursuant to Section 48.091 and Section 607.0501, Florida Statutes, the name and address of the Initial Registered Agent for service of process upon the Drainage Association is:

CFRA, LLC  
100 S. Ashley Drive, Suite 400  
Tampa, Florida 33602

Signed this 13<sup>th</sup> day of February, 2012.



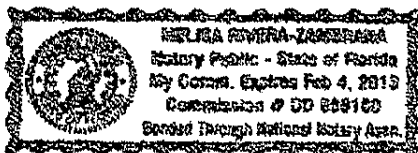
Robert S. Freedman, Incorporator

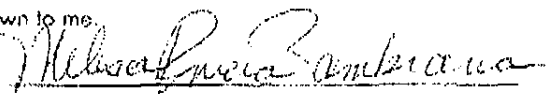
STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 13<sup>th</sup> day of February, 2012, by Robert S. Freedman, being known to me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged to me that he executed the same as his free act and deed for the uses and purposes therein set forth. He is personally known to me.

My Commission Expires:

(AFFIX NOTARY SEAL)



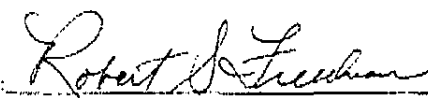
  
(Signature)  
Name: Melissa Rivera-Zambrana  
(Legibly Printed)  
Notary Public, State of Florida

(Commission Number, if any)

**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

The undersigned, having been named as registered agent and to accept service of process for Bay Pines Drainage Association, Inc., hereby accepts the appointment as registered agent and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties and is familiar with and accepts the obligations of her position as registered agent.

CFRA, LLC

By:   
Robert S. Freedman

FILED  
2012 FEB 14 AM 8:18  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA