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Division of Corporations

Page 1 of 2

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FLORIDA PROFIT/NON PROFIT CORPORATION
West Bay Largo Property Owners' Association, Inc.

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Page 2 of 2

H13000192183 3

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H13000192183 3

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**ARTICLES OF INCORPORATION
OF
WEST BAY LARGO PROPERTY OWNERS' ASSOCIATION, INC.**

a corporation not for profit

In compliance with the requirements of Florida Statute, Chapter 617, the undersigned, a resident of Florida, and of full age, for the purpose of forming a corporation not for profit does hereby certify:

**ARTICLE I
NAME OF CORPORATION**

The name of the corporation is West Bay Largo Property Owners' Association, Inc., a corporation not for profit organized under Chapter 617 of the Florida Statutes (the "Association").

**ARTICLE II
PRINCIPAL OFFICE**

The principal office of the Association is located at c/o RMC Development, 8902 N. Dale Mabry Highway, Suite 200, Tampa, Florida 33614, which shall be the initial registered office of the Association.

**ARTICLE III
REGISTERED AGENT**

William T. Conroy, Esq. whose address is Englander Fischer, LLP, 721 First Avenue North St. Petersburg, Florida 33701, is hereby appointed the initial registered agent of the Association.

**ARTICLE IV
PURPOSE AND POWERS OF THE ASSOCIATION**

This Association does not contemplate pecuniary gain or profit to the Members thereof, and the specific purposes for which it is organized and for which it is to be operated are to provide for the proper administration, maintenance, operation, management, repair, replacement and care of the property owned by or which is the responsibility of the Association:

(a) To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth herein, in the Bylaws of the Association and/or in the Sign Easement Agreement to be recorded in the Official Records of Pinellas County, Florida, as may be amended from time to time (the "Sign Easement"), contemporaneously with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida.

(b) To fix, levy, collect and enforce payment by any lawful means, all charges or assessments due to the Association or any other person affiliated with the Association pursuant to the terms of the Sign Agreement; to pay all expenses in connection therewith; and to pay all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association and as otherwise provided in the Sign Agreement.

(c) 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 real or personal property in connection with the affairs and obligations of the Association.

(d) To borrow money, and mortgage, pledge, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.

H13000192183 3

H13000192183 3

(e) To participate in mergers and consolidations with other non-profit corporations organized for the same purposes.

(f) To have and to exercise any and all powers, rights and privileges which a corporation organized under Florida law, including Chapter 617, Florida Statutes, by law may now or hereafter have or exercise.

(g) To levy and collect adequate assessments against Members of the Association for the costs of (1) administering and operating the Association, (2) administering, operating, maintaining, managing, repairing and replacing the Monument Sign pursuant to the terms of (and as defined in) the Sign Agreement, and (3) administering, operating, maintaining, managing, repairing, replacing, monitoring, preserving and reporting on any other property owned by or which is the responsibility of the Association as may be necessary.

(h) To administer, operate, maintain, manage, repair, replace and monitor any other property of the Association in accordance with any and all applicable governmental rules, permits and approvals.

(i) To adopt, establish and publish rules and regulations governing the use of and operation of the Monument Sign and any other property owned by or which is the responsibility of the Association, and to establish penalties for any infraction thereof.

(j) To sue and be sued in the name of the Association.

(k) To contract with others to do and perform any of the functions and obligations of the Association, including services necessary to operate and maintain the Monument Sign.

(l) To use and expend the proceeds of assessments in connection with performance of the Association's obligations as set forth herein, in the Bylaws of the Association or in the Sign Agreement and otherwise in a manner consistent with the purposes for which this Association is formed.

(m) To purchase and maintain one or more hazard and/or liability insurance policies deemed appropriate by the Board of Directors of the Association and/or pursuant to the terms of the Sign Agreement.

(n) To do and perform any obligations imposed upon the Association by the Sign Agreement and to enforce by any legal means the provisions of these Articles, the Bylaws of the Association and the Sign Agreement, and to take such other action as may be necessary for the purposes for which the Association is formed.

ARTICLE V
MEMBERSHIP

Every person or entity who is, from time to time, a record owner of a fee interest in any Parcel (as defined and described in the Sign Agreement) which is subject to the Sign Agreement shall be a Member of the Association. The foregoing shall not include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Parcel. Each Member shall be entitled to one (1) vote. In cases where there is more than one person or entity holding fee simple title to a Parcel they shall collectively constitute one Member of the Association, and that Member's votes shall be cast as such fee simple title holders mutually agree or, absent such agreement, in the manner approved by the person(s) and/or entity(ies) holding fee simple title to a majority of the total square footage of such Parcel.

ARTICLE VI
BOARD OF DIRECTORS

The affairs of the Association shall be managed by a board of not less than two (2) Directors, who need not be Members of the Association (the "Board"). Each Member of the Association shall appoint (not

H13000192183 3

elect) one (1) Director to the Board of Directors of the Association. The number of Directors appointed to the Board shall vary depending on the number of Members of the Association at any given time, provided, however, the number of Directors shall not be decreased to less than two (2) and, if for any reason the same person/entity owns more than one Parcel, for purposes of appointing Directors, such person/entity shall be considered a separate Member of the Association with respect to each Parcel owned. After the appointment of the initial directors: (i) each Member, upon becoming a Member, shall be entitled and obligated to appoint one (1) Director to the Board; and (ii) the number of Directors shall be equal to the number of Members of the Association. In all matters before the Board, each Director shall be entitled to the number of votes, or fractions thereof, allocated to the Member responsible for the appointment of such Director pursuant to Article V above. The names and addresses of the persons who are to act in the capacity of initial directors until the election of their successors are:

For the WBO Property:

Michael J. Leeds
c/o RMC Development
8902 N. Dale Mabry Highway, Suite 200
Tampa, Florida 33614

Leonard Leeds
6940 Lions Head Lane
Boca Raton, FL 33496

For Publix Property:

Mr. William Rayburn
Publix Super Markets, Inc.
Corporate Office
3300 Publix Corporate Parkway
Lakeland, Florida 33811-3002
PO Box 407
Lakeland, Florida 33802-0407

Mr. Jeffrey Chamberlain
Publix Super Markets, Inc.
Corporate Office
3300 Publix Corporate Parkway
Lakeland, Florida 33811-3002
PO Box 407
Lakeland, Florida 33802-0407

The manner in which the directors are appointed is as stated in the Bylaws of the Association.

ARTICLE VII
DISSOLUTION

The Association may be dissolved upon the affirmative vote (in person or by proxy) or written consent or any combination thereof, of Members holding not less than eighty percent (80%) of the total votes of the Association. Upon dissolution of the Association (other than incident to a merger or consolidation), the assets, rights and responsibilities of the Association shall be transferred to a similar non-profit corporation, association, trust, or other organization to be used for purposes similar to those for which this Association was created. Notwithstanding the above, the Association may not be dissolved unless all responsibilities of the Association are assumed by a responsible entity as set forth above.

ARTICLE VIII
DURATION

The existence of the Association shall commence on September 3, 2013 and shall exist perpetually.

H13000192183 3**ARTICLE IX**
AMENDMENTS

The Association shall have the right to amend these Articles of Incorporation at any time upon the affirmative vote (in person or by proxy) or written consent or any combination thereof, of Members holding not less than eighty percent (80%) of the total votes of the Association. Amendments may be proposed by resolution approved by a majority of the Board; provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of the Members or Directors, without approval in writing by all Members and the joinder of all record owners of mortgages upon the Parcels. No amendment shall be made that is in conflict with Florida law or the Sign Agreement unless the latter is amended to conform to the same.

ARTICLE X
BYLAWS

The Bylaws of the Association shall be adopted by the Board at the first meeting of directors, and may be altered, amended or rescinded thereafter in the manner provided therein.

ARTICLE XI
INCORPORATOR

The name and address of the incorporator is:

Greg W. Dworzanowski, P.A.
611 W. Bay Street, Suite G
Tampa, Florida 33606
Attn: Greg W. Dworzanowski, Esq.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the sole incorporator of this Association, has executed these Articles of Incorporation this 10th day of September, 2013.

"Incorporator"

Witnesses:

Fenlynn Valaes
Print Name: _____

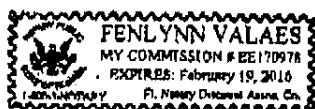
Cynthia M. McLaughan
Print Name: Cynthia M. McLaughan

GREG W. DWORZANOWSKI, P.A., a Florida
professional association

By: _____
Name: Greg W. Dworzanowski
Title: President

STATE OF FLORIDA
COUNTY OF Hillsborough

The foregoing instrument was acknowledged before me this 10th day of September, 2013, by Greg W. Dworzanowski as President of Greg W. Dworzanowski, P.A., a Florida professional association, on behalf of said entity. He is personally known to me.



Fenlynn Valaes
Notary Public
Print Name: Fenlynn Valaes
My Commission Expires: _____

H13000192183 3

TO: Page 5 of 8

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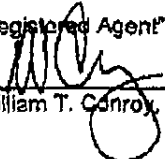
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H13000192183 3

CONSENT OF REGISTERED AGENT

Having been named as Registered Agent for this corporation at the office designated in the foregoing Articles of Incorporation, I am familiar with the duties and obligations of Registered Agents and I hereby agree to act in this capacity and to comply with all statutes relative to the proper and complete performance of my duties.

"Registered Agent"



William T. Conroy, Esq.

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