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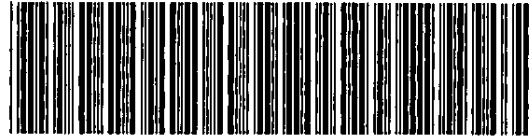
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14 AUG 28 AM 11:48

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

h 08/29/14

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Marina Bay Estates Homeowners Association, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Steven M. Wilsey
Name (Printed or typed)

1000 16th Street North
Address

St. Petersburg, FL 33705-1147
City, State & Zip

727-898-1181
Daytime Telephone number

swilsey@fisher-wilsey-law.com
E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF
MARINA BAY ESTATES HOMEOWNERS' ASSOCIATION, INC.
A Florida Corporation Not For Profit**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, a resident of the State of Florida and of full age, hereby makes, subscribes, acknowledges and files with the Department of the State of Florida these Articles of Incorporation for the purpose of forming a corporation not for profit under the laws of the State of Florida.

**ARTICLE I
NAME**

The name of this corporation is Marina Bay Estates Homeowners' Association, Inc., a Florida corporation not for profit, (hereinafter called the "Association").

**ARTICLE II
OFFICE AND REGISTERED AGENT**

This Association's business office is 970 Lake Carillon Drive, St. Petersburg, Florida, 33716, and its registered agent at such office shall be Professional Bayway Management Company. Both this Association's registered office and registered agent may be changed from time to time by the Board of Directors as provided by law.

**ARTICLE III
PURPOSE**

This Association does not contemplate pecuniary gain or profit to its members and the specific purposes for which it is formed are to provide for the maintenance, preservation and architectural control of the residential Lots within that certain tract of property in Pinellas County, Florida, more particularly described in the Declaration of Covenants, Conditions, Restrictions and Easements for Marina Bay Estates Homeowners' Association, (hereinafter, the "Declaration").

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ARTICLE IV POWERS

Without limitation this Association is empowered to:

(a) Declaration. Exercise all rights, powers, privileges and perform all duties, of this Association set forth in the Declaration and the Master Declaration of Covenants, Conditions and Restrictions for Marina Bay recorded in Official Records Book 14496, Page 1620 of the Public Records of Pinellas County, Florida (the "Master Declaration") applicable to the Lots and recorded or to be recorded in the Public Records of Pinellas County, Florida, and as the same may be amended from time to time as therein provided;

(b) Property. In any lawful manner, acquire, own, hold, improve, manage, operate, maintain, repair, replace, operate, convey, sell, lease, transfer, assign, and otherwise dispose of property of any nature whatsoever, real, personal, or mixed, tangible or intangible, in connection with the Association's affairs.

(c) Assessments. Fix, levy, collect, and enforce by any lawful means all charges or assessments established by, or pursuant to, the Declaration and the Master Declaration; and to use and expend the proceeds of assessments in the exercise of its powers and duties hereunder.

(d) Costs. Pay all costs, expenses, and obligations lawfully incurred in connection with this Association's affairs including, without limitation, all licenses, taxes, or other governmental charges levied or imposed against the Association's property; and contract for services, such as to provide for operation and maintenance of facilities.

(e) Borrowing. Borrow money and, with the approval of two-thirds of each class of members, mortgage, pledge, deed in trust, 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.

(f) Dedications. With the approval of seventy-five percent (75%) of the members, dedicate, sell or transfer all or any part of its property to any public agency, authority, or utility for such purposes, and subject to such conditions, as seventy-five percent (75%) of the members may determine.

(g) Mergers. With the approval of two-thirds (2/3) of the members, participate in mergers and consolidations with other non-profit corporations organized for similar purposes.

(h) Rules. From time to time adopt, alter, amend, rescind, and enforce reasonable rules and regulations governing the use of the Lots, consistent with the rights and duties established by the Declaration and these Articles and governing members' responsibilities.

(i) General. Have and exercise all common law rights, powers, and privileges and those that a corporation not for profit or a homeowner association 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 to effectuate the exercise of any right, power, or privilege so granted.

(j) Enforcement. To enforce by legal means the obligations of the members of the corporation; the provisions of the Declaration, and the provisions of a dedication or conveyance of the Lots to the Association with respect to the use and maintenance thereof; to sue and be sued

ARTICLE V MEMBERSHIP

Every person who from time to time holds the record fee simple title to, or any undivided fee simple interest in, any Lot that is subject to the provisions of the Declaration is a member of this Association, but excluding all other persons who hold any interest in any Lot merely as security for the performance of an obligation. An Owner of more than one Lot is entitled to one

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membership for each Lot owned. Membership is appurtenant to, and may not be separated from, ownership of at least one Lot that is subject to the provisions of the Declaration, and membership may not be transferred other than by transfer of title to such Lot. Each membership is transferred automatically by conveyance of title to a Lot.

ARTICLE VI VOTING RIGHTS

The Association initially shall have two classes of voting membership:

"Class A". Class "A" Members shall be all Owners of a single-family detached home on a Lot, with the exception of the Declarant, and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot.

"Class B". The Class "B" Member shall be the Declarant, and shall be entitled to five (5) votes for each lot owned. The Class "B" membership shall cease and be converted to Class "A" membership the earlier of three months after ninety percent (90%) of the Lots have been conveyed to Members, or when the Declarant waives its rights to Class "B" rights in writing, whichever occurs earlier.

ARTICLE VII BOARD OF DIRECTORS

Section 1. This Association's affairs are managed by a Board of Directors initially composed of three Directors. The number of Directors from time to time may be changed by amendment to this Association's By-Laws, but at all times it must be an odd number. The initial Directors named below shall serve until this Association's first annual meeting. The term of office for all Directors is one year. Before any such annual meeting, all vacancies occurring on

the Board of Directors, if any, will be filled by majority vote of the remaining Directors, even if less than a quorum. Any Director may succeed himself or herself in office. All Directors will be elected by a vote of the members. Each member may cast as many votes for each vacancy as such member has; and the person receiving the largest number of votes cast for each vacancy is elected. Cumulative voting is not permitted. Directors need not be Association members while there exists a Class "B" member, thereafter all Directors shall be Association members.

Section 2. 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, or are removed, are:

Name: Reza Yazdani
Address: P.O. Box 67185
St. Petersburg, Florida 33736

Name: Sue Yazdani
Address: P.O. Box 67185
St. Petersburg, Florida 33736

Name: Pooya Roohi
Address: 5155 Beach River Road
Windermere, Florida 34786

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ARTICLE VIII

The name and residence of the incorporator is:

Name: Steven M. Wilsey
Fisher & Wilsey, P.A.
Address: 1000 16th Street North
St. Petersburg, Florida 33705

ARTICLE IX DISSOLUTION

This Association may be dissolved in the manner from time to time provided by the laws of the State of Florida and with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of this Association in any manner other than incident to a merger or consolidation, all of this Association's assets including the control or right of access to the Lot containing the surface water management system facilities, must be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. If dedication is refused, such assets must be granted, conveyed, and assigned to any nonprofit corporation, association, trust, or other organization to be devoted to such similar purposes. In no event, however may any assets inure to the benefit of any member or other private individual.

ARTICLE X DURATION

This Association exists perpetually.

ARTICLE XI BY-LAWS

This Association's By-Laws initially will be adopted by the Board of Directors. Thereafter, the By-Laws may be altered, amended, or rescinded as provided in the By-Laws, except as to those provisions for Amendment to the By-Laws which are provided in the Declaration or any Supplemental Declaration in which case those provisions shall control such Amendments.

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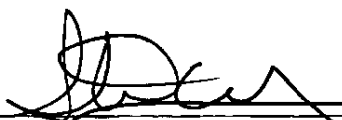
**ARTICLE XII
AMENDMENTS**

So long as the Declarant shall own any Lot or have the right to subject additional properties to the Declaration, Declarant may unilaterally amend these Articles, and no Owner, mortgagee or any other Person shall be required to join in or consent to such amendment. After Declarant no longer owns any Lot or has the right to subject additional properties to the Declaration, the Amendments to these Articles may be proposed and adopted in the manner from time to time provided by the laws of the State of Florida, provided that each such amendment must have the approval in writing of two thirds (2/3) of the entire membership, voting in person or by proxy.

**ARTICLE XIII
INTERPRETATION**

Express reference is made to the Declaration where necessary to interpret, construe, and clarify the provisions of the Articles. Without limitation, all terms defined in the Declaration have the same meaning where used in these Articles and the By-Laws. By subscribing and filing these Articles, the incorporators intend its provisions to be consistent with the provisions of the Declaration and to be interpreted, construed, and applied with those of the Declaration to avoid inconsistencies or conflicting results.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, I, the undersigned, constituting the incorporator of this Association, have executed these Articles of Incorporation this 27th day of August, 2014.


Steven M. Wilsey, Esquire

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TALLAHASSEE, FLORIDA

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

Estates at Marina Bay Homeowners' Association, Inc., desiring to organize under the laws of the State of Florida, as a corporation not for profit with its principal office, as indicated in its Articles of Incorporation, at 970 Lake Carillon Drive, St. Petersburg, Florida, 33716, has named Professional Bayway Management, Inc., whose office is the same as the Association's principal office, as its registered agent to accept service of process within Florida.

ACCEPTANCE

Having been named to accept service of process for the foregoing corporation at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes, including the duties and obligations imposed by Section 617.0503, Florida Statutes, relative to the proper and complete performance of my duties.


Professional Bayway Management

Date: 8-26-14, 2014

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