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(Requestor's Name)

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(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

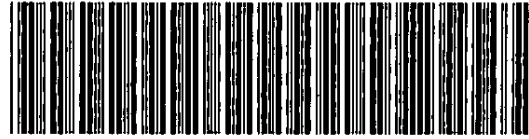
(Business Entity Name)

(Document Number)

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
14 SEP 10 AM 9:21

~~W4000008428~~
9/10/14
*cc

GEORGE G. PAPPAS, P.A.
Attorneys at Law

1822 N. Belcher Road, Suite. 200
Clearwater, FL 33765

Office (727) 447-4999
Fax (727) 447-4989

August 20, 2014

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

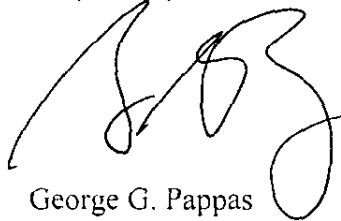
Re: Entity Filing

Dear Corporate filings department,

Enclosed please find Bridgewater Blue Residences Homeowners' Association, Inc., for filing with the Division of Corporations. I have also included remittance for filing fees, a registered agent designation and a certified copy.

If there are any questions, please notify our office. Thank you.

Very truly yours,



George G. Pappas
Attorney



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 26, 2014

GEORGE PAPPAS
1822 N. BELCHER RD., STE 200
CLEARWATER, FL 33765

SUBJECT: BRIGHTWATER BLUE RESIDENCES HOMEOWNERS'
ASSOCIATION, INC.
Ref. Number: W14000052247

We have received your document for BRIGHTWATER BLUE RESIDENCES HOMEOWNERS' ASSOCIATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporation may have only one registered agent.

The person designated as registered agent in the document and the person signing as registered agent must be the same.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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

Carol Mustain
Regulatory Specialist II

Letter Number: 014A00018328

**ARTICLES OF INCORPORATION
OF
BRIGHTWATER BLUE RESIDENCES HOMEOWNERS' ASSOCIATION, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
14 SEP 10 AM 9:21

THE UNDERSIGNED INCORPORATOR, to these Articles of Incorporation hereby proposes the incorporation under Chapters 617 and 720, 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

The name of this corporation shall be BRIGHTWATER BLUE RESIDENCES HOMEOWNERS' ASSOCIATION, INC. (hereinafter referred to as the "Association") and its initial office for the transaction of its affairs shall be 2551 Drew St., Suite 301, Clearwater, FL 33765, and the initial Registered Agent is Bill Mazas, 2551 Drew St., Suite 301, Clearwater, FL 33765.

ARTICLE II: PURPOSES

This 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 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 Association in furtherance of one or more of its purposes. The general purpose of this Association is to promote the common interests of the property owners in Brightwater Blue Residences (hereinafter referred to as the "Neighborhood"), and the specific purpose is to perform the functions of the Association contemplated in the Declaration of Covenants and Restrictions for the Neighborhood recorded in the public records of Pinellas County, Florida (hereinafter referred to as the "Declaration"), as the same may in the future be amended, which purposes shall include, but shall not be limited to:

- a. 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;
- 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 Association;
- g. Maintain, repair and replace the Common Properties as contemplated by the Declaration, and to enter into contracts for the provision of services to maintain and operate the Common Properties, including, but not limited to, the Surface Water Management System Facilities; and
- 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.

ARTICLE III: MEMBERSHIP AND VOTING RIGHTS

- 1. **Eligibility.** Every person, whether an individual, corporation or other entity, who is the recorded owner of a Lot that is subject to Assessment pursuant to the Declaration shall become a

Member of the Association upon the recording of the instrument of conveyance. If title to a Lot is held by more than one person, each such person shall be a Member. An owner of more than one Lot is entitled to membership for each Lot owned. No person other than a Homeowner may be a Member of the Association, and a membership in the Association may not be transferred except by the transfer of title to a Lot, provided however, the foregoing does not prohibit the assignment of membership and voting rights by a Homeowner who is a contract seller to such Homeowner's vendee in possession.

If more than one person owns a fee interest in any Lot, all such persons are Members, but there may be only one vote cast with respect to such Lot. Such vote may be exercised as the co-owners determined 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 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 Lot is held in a tenancy by the entireties, and in such event either tenant is entitled to cast the vote for such Lot unless and until the Association is notified otherwise in writing by such co-tenants by the entireties.

2. **Classes of Membership and Voting; Transfer of Control.** The Association shall have 2 classes of voting membership: Class A and Class B. So long as there is a Class B membership, Class A Members shall be all persons owning record title to the Lots of the Community ("Owners") except provided below, Class A Members shall be all Owners, including Declarant so long as such Declarant is an Owner. There shall be no cumulative voting for Directors or any other matters.

Class B membership may cease and be converted to Class A membership, and any Class B Lots then subject to the terms of this Declaration shall become Class A Lots, and Members other than the Declarant shall be entitled to elect a majority of the members of the Board, upon Transfer of Control. Notwithstanding the foregoing, despite an event of Transfer of Control having occurred, Declarant shall be entitled to appoint at least one member to the Board, but not more members which would constitute a majority of the Board, as long as the Declarant holds for sale in the ordinary course of business at least 5% of the total number of Lots which are or may ultimately be contained within the Community.

Upon termination of Class B membership, all provisions of the Declaration, Articles of Incorporation, or Bylaws referring to Class B membership will be obsolete and without further force or effect, including any provision requiring voting by classes of membership.

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

ARTICLE IV: TERM OF EXISTENCE

The Association shall have perpetual existence. In the event the Association is dissolved, the Association shall ensure that the maintenance of the Surface Water Management System Facilities, is delegated transferred or assigned 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:

George G. Pappas
Pappas Professional Center
1822 North Belcher Road, Suite 200
Clearwater, FL 33765

ARTICLE VI: MANAGEMENT

The affairs of the 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 Bylaws 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 Bylaws, and shall hold office until their respective successors are duly elected and qualified; provided, however, that all directors appointed by Declarant shall serve at the pleasure of Declarant for the period determined by Declarant from time to time. Prior to Transfer of Control, Declarant shall be entitled to solely appoint all members of the Board, except that Owners shall be permitted to elect directors to the limited extent provided in the Act. The Board shall elect a President, a Vice President, and a Secretary-Treasurer, and such officers as may, in the opinion of the Board, from time to time be necessary to adequately administer the affairs of the 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 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 Bylaws of the Association. Vacancies occurring on the Board and among the officers shall be filled in the manner prescribed by the Bylaws of the Association.

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:

Bill W. Mazas	President
Sam Karamountzos	Vice President
George G. Pappas	Secretary-Treasurer

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The number of persons constituting the Board of Directors of the Association shall be three (3) and the names and addresses of the members of such current 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:

Bill W. Mazas	2551 Drew Street, Suite 301 Clearwater, FL 33765
Sam Karamountzos	2551 Drew Street, Suite 301 Clearwater, FL 33765
George G. Pappas	Pappas Professional Center 1822 North Belcher Road, Suite 200 Clearwater, FL 33765

ARTICLE IX: BY-LAWS

The By-Laws of the Association have been adopted by the 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:

1. 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.

2. 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.

3. 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 both the affirmative vote of a majority of Votes of Members of each class entitled to vote thereon as a class and the affirmative vote of a majority of the votes of all Members entitled to vote thereon.

4. 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 Lots in the Neighborhood, 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.

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 Association is:

Bill Mazas
2551 Drew St., Ste. 301
Clearwater, FL 33765

The preceding address is also the address of the registered office of the Association.

