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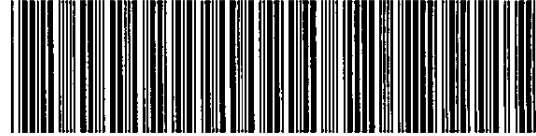
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COVER LETTER

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

SUBJECT: Marina Bay Villas 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

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 VILLAS HOMEOWNERS' ASSOCIATION, INC.
A Florida Corporation Not For Profit**

The undersigned, in compliance with the provisions of Chapter 617, Florida Statutes, 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 the corporation is Marina Bay Villas Homeowners' Association, Inc., a Florida corporation not for profit, (hereinafter called the "Association").

**ARTICLE II
PRINCIPAL 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. 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 Units 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 Villas Homeowners' Association, (hereinafter, the "Declaration").

**ARTICLE IV
POWERS**

The corporation shall have all the powers set forth and described in Chapters 617 and 720 Florida Statutes, together with those powers conferred by the Declaration, these Articles of Incorporation and the Bylaws of the corporation.

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RECEIVED
SECRETARY OF STATE
DIVISION OF CORPORATE REGISTRATION
TALLAHASSEE, FLORIDA

ARTICLE V BOARD OF DIRECTORS

Section 1. This corporation shall be governed by a Board of Directors consisting of three (3) 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 term of office for all directors is one year. The names and addresses of the persons who are to serve as the directors until the first election or appointment are:

Name:	Reza Yazdani
Address:	4500 54 th Avenue South St. Petersburg, FL 33711

Name:	Sue Yazdani
Address:	4500 54 th Avenue South St. Petersburg, FL 33711

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

The above named directors shall hold office until the next succeeding annual election or appointment of directors or until their successors are elected and qualify or their earlier death, resignation or removal. Any director may succeed himself or herself in office. The method of election or appointment of the directors is as stated in the Bylaws. Directors need not be Association members while there exists a Class "B" member; thereafter, all directors shall be Association members.

ARTICLE VI OFFICERS

The affairs of the corporation are to be managed by a President, a Vice-President, a Secretary, a Treasurer and such other officers as the Bylaws of the corporation may provide for from time to time. All officers shall be elected at the first meeting of the Board of Directors following the annual meeting of the corporation and shall hold office until the next succeeding annual election of officers or until their successors are elected and qualify or their earlier death, resignation or removal. The names of the officers who are to serve until the first election under the Bylaws are:

Reza Yazdani	President
Sue Yazdani	Vice President / Secretary / Treasurer

ARTICLE VII MEMBERSHIP

The corporation shall be a membership corporation without certificates or shares of stock. The members of the corporation shall be as determined in the Bylaws of the corporation.

ARTICLE VIII DURATION

The term for which the corporation is to exist is perpetual unless the corporation is dissolved pursuant to an applicable provision of Florida Statutes. If the Association is dissolved, the control or right of access to the property containing the surface water management system facilities shall be conveyed or dedicated to an appropriate governmental unit or public utility and if not accepted, then the surface water management system facilities shall be conveyed to a non-profit corporation similar to the Association.

ARTICLE IX BY-LAWS

The initial Bylaws of the corporation shall be adopted by the Board of Directors and may be amended, altered, rescinded, or added to in the manner provided in the Bylaws.

ARTICLE X AMENDMENTS

So long as the Declarant shall own any Unit 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 any such amendment.

Thereafter and otherwise, these Articles may be amended only by the affirmative vote or written consent, or any combination thereof, of Member votes representing sixty-seven (67%) percent of the total Member votes in the Association and the affirmative vote or written consent of the Declarant, so long as the Declarant owns any property subject to the Declaration. If a Member consents to any amendment to these Articles, it will be conclusively presumed that such Member has the authority to so consent and no contrary provision in any Mortgage or contract between the Member and a third party will affect the validity of such amendment. No amendment may revoke, remove, or modify any right or privilege of Declarant without the written consent of Declarant or the assignee of such right or privilege.

ARTICLE XI INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is:

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

ARTICLE XII 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 of Incorporation, 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.

ARTICLE XIII INDEMNIFICATION

To the fullest extent permitted by Florida law, the corporation shall indemnify any and all persons who may serve or who have served at any time as directors, officers or committee members, and their respective heirs, administrators, successors and assigns against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in settlement (before or after suit is commenced and if approved by the then Board of Directors), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit or proceeding in which they or any of them are made parties, or a party, or which may be asserted against them or any of them, by reason of having been directors, officers or committee members of the corporation, except in such cases wherein the director, officer or committee member is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties. Such indemnification shall be in addition to any rights to which those indemnified may be entitled under any other law, bylaw, agreement, vote of member or otherwise.

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 5th day of August, 2016.


Steven M. Wilsey, Esquire

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

Marina Bay Villas 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 Company, 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 Company

Date: 8-5, 2016