

N32611

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

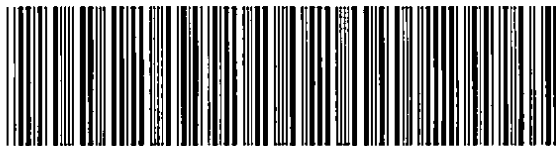
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

J. HORNE
DEC - 9 2022

Office Use Only



500398332365

SECRET
2022 DEC - 8 AM 9:19
FBI

2022 DEC - 8 AM 9:19

2022 DEC - 1 PM 1:50



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 7, 2022

CAPITAL CONNECTION, INC.

SUBJECT: BAY PARK PLACE, INC.
Ref. Number: N32611

We have received your document and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

You failed to make the correction(s) requested in our previous letter.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

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) 245-6050.

Jasmine N Horne
Regulatory Specialist II

Letter Number: 122A00027126

RECEIVED
2022 DEC -8 PM 3:03
TALLAHASSEE, FLORIDA

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

ay Park Place, Inc.

Signature _____

Requested by: _____

Name _____ Date _____ Time _____

Walk-In _____ Will Pick Up _____

_____ Art of Inc. File _____
_____ LTD Partnership File _____
_____ Foreign Corp. File _____
_____ L.C. File _____
_____ Fictitious Name File _____
_____ Trade/Service Mark _____
_____ Merger File _____
_____ Art. of Amend. File _____
_____ RA Resignation _____
_____ Dissolution / Withdrawal _____
_____ Annual Report / Reinstatement _____
_____ Cert. Copy _____
_____ Photo Copy _____
_____ Certificate of Good Standing _____
_____ Certificate of Status _____
_____ Certificate of Fictitious Name _____
_____ Corp Record Search _____
_____ Officer Search _____
_____ Fictitious Search _____
_____ Fictitious Owner Search _____
_____ Vehicle Search _____
_____ Driving Record _____
_____ UCC 1 or 3 File _____
_____ UCC 11 Search _____
_____ UCC 11 Retrieval _____
_____ Courier _____

AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
BAY PARK PLACE, INC.

FILED
2022 DEC -8 AM 9:20

SECRETARY OF STATE
TALLAHASSEE, FL

*[Substantial rewording of Articles of Incorporation. See existing
Articles of Incorporation for present text.]*

Heretofore, the original Articles of Incorporation of Bay Park Place, Inc. (the "Articles") were filed with the Florida Department of State on May 30, 1989. Those Articles are hereby amended and restated in its entirety.

**ARTICLE 1
NAME**

The name of this corporation shall be BAY PARK PLACE, INC. (herein, the "Association"). The principal office of said Corporation shall be located at 2550 W Palm Dr., Tampa, FL 33629. The mailing address of the Association shall be 2550 W Palm Dr., Tampa, FL 33629. The Board of Directors of the Association may change the principal office and mailing address of the Association from time to time.

**ARTICLE 2
PURPOSES**

2.1 GENERAL PURPOSE. The purpose of the Association is to provide an entity pursuant to Chapter 718, *Florida Statutes* (the "Condominium Act"), as amended from time to time, for the operation and management of the affairs and property of the Condominium known as BAY PARK PLACE, located in Hillsborough County, Florida.

2.2 NO DISTRIBUTION OF INCOME. The Association shall make no distribution of income to its members, Directors, or Officers. There shall be no dividends paid to any of the members. The Association shall not issue shares of stock to its members.

**ARTICLE 3
POWERS**

3.1 GENERAL POWERS. The Association shall have all of the statutory and common law powers of a corporation not for profit and all of the powers and duties set forth in the Florida Not for Profit Corporation Act (Chapter 617, *Florida Statutes*), the Florida Condominium Act (Chapter 718, *Florida Statutes*), the Declaration of Condominium, these Articles of Incorporation, and Bylaws of the Association, all as amended from time to time, except as may be limited or otherwise provided by these Articles or by law.

3.2 SPECIFIC POWERS. The specific powers of the Association shall include but not be limited to the following:

A. To purchase, accept, lease, or otherwise acquire title to, and to hold, mortgage, rent, sell or otherwise dispose of any Unit and all real or personal property related to the purposes or activities of the Association such as common, social or recreational facilities; and to make, enter into, perform and carry out contracts.

B. To create and amend budgets and to fix annual and special assessments to be levied against all Units located in the Condominium, which are subject to assessment pursuant to the Declaration of Condominium for the purpose of defraying common expenses and costs of effectuating the objects and purposes of the Association and to create reasonable reserves for such expenditures including providing a reasonable contingency fund for the ensuing year and a reasonable annual reserve for anticipated major capital repairs, maintenance and improvement, and capital replacements.

C. To place liens against any Unit in the Condominium, for delinquent and unpaid assessments and to bring suit for the foreclosure of such liens or to otherwise enforce the collection of such assessments for the purpose of obtaining revenue for the operation of the Association's business.

D. To hold funds solely and exclusively for the benefit of the members of the Association for purposes set forth in these Articles of Incorporation, the Bylaws, and the Declaration of Condominium.

E. To provide utility services to and to maintain the common elements of the Condominium including lawns, grounds, roads, and walkways, to maintain and paint outside building walls, to provide garbage and trash removal for the Condominium and all units thereof.

F. To undertake such activities and projects as will unite its members in companionship and insure the continuation of enjoyable living conditions at the Condominium.

G. To provide the various insurance coverages specified in the Declaration.

H. To adopt, promulgate and enforce rules, regulations, policies, resolutions, bylaws, covenants, restrictions, and agreements with regard to the use and occupancy of units, the use of the common elements and any for any other purpose reasonably necessary to effectuate the purposes for which the Association is organized.

I. To delegate the power or powers of the Association to the manager, committees, or agents where such is deemed to be in the Association's best interest by its Board of Directors.

J. To charge recipients for services rendered by the Association and to charge the user for use of the Association property where such is deemed appropriate by its Board of Directors.

K. To pay all taxes, other charges, or assessments, if any, levied against property owned, leased, or used by the Association.

L. To borrow money for the acquisition of property or a Unit or for any other lawful purpose of the Association, and to make, accept, endorse, execute and issue debentures, promissory notes or other obligations of the Association for borrowed monies and to secure the

payment of such obligation by mortgage, pledge, security agreement, or other instrument of trust, or by lien upon, assignment of or agreement in regard to, all or any part of the real or personal property, or property rights or privileges of the Association wherever situated.

M. To enforce by any and all lawful means the provisions of these Articles of Incorporation, the Bylaws, the Declaration of Condominium and Rules and Regulations.

N. In general, to have all powers which are or may be conferred upon a corporation not for profit by the laws of the State of Florida, except as prohibited herein.

ARTICLE 4 MEMBERS

4.1 MEMBERSHIP. Membership in the Association shall be limited to Unit Owners in the Condominium. Such membership shall automatically terminate when such person is no longer an Owner of a Unit in the Condominium. If a Unit is owned by a legal entity other than a natural person, the officer, director, or other official so designated by such legal entity shall exercise its membership rights.

4.2 CHANGE OF MEMBERSHIP. Change of membership in the Association shall be established by recording in the Public Records of Hillsborough County, Florida, a Deed or other instrument establishing record title to a Unit in the Condominium and the delivery to the Association of a copy of such recorded instrument. The Owner designated by such instrument becomes a member of the Association, and the membership of the prior owner is terminated.

ARTICLE 5 VOTING RIGHTS

There shall be one (1) vote for each condominium Unit. Votes shall be cast as provided in the Bylaws. The vote of a condominium Unit shall not be divisible.

ARTICLE 6 TERM

The term for which the Association is to exist shall be perpetual, unless dissolved according to law.

ARTICLE 7 BOARD OF DIRECTORS

The affairs and operation of the Association shall be managed by a governing board called the Board of Directors. The Bylaws shall provide for election, removal, qualification, number, and resignation of the Directors and for filling vacancies on the Board.

ARTICLE 8 BYLAWS

The Bylaws of the Association may be amended as provided in the Bylaws.

ARTICLE 9 AMENDMENTS

These Articles of Incorporation may be amended in the following manner:

9.1 PROPOSAL AND NOTICE. An amendment to these Articles of Incorporation may be proposed either by a majority of the Board of Directors or by not less than twenty percent (20%) of the voting interests of the Association. Notice of the subject matter of a proposed amendment shall be included in or with the notice of any membership meeting at which the proposed amendment is to be considered.

9.2 APPROVAL. A proposed amendment must be approved by not less than a majority vote of the voting interests present (in person or by proxy) and voting at a membership meeting called in whole or in part for that purpose.

9.3 EXECUTION AND RECORDING. A copy of each amendment shall be attached to a certificate certifying that the amendment was duly adopted as an amendment to the Articles of Incorporation; each certificate shall be executed by the President or Vice-President and attested by the Secretary or Assistant Secretary of the Association with the formalities of a deed. An amendment to these Articles of Incorporation shall become effective upon filing with the Florida Secretary of State and recording a copy along with a Certificate of Amendment in the Public Records of Hillsborough County, Florida.

ARTICLE 10 INDEMNIFICATION

10.1 INDEMNIFICATION. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceedings, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a Director, Officer or committee member of the Association, against expenses (including reasonable attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit or proceedings, unless: (a) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that the person did not act in good faith, nor in a manner reasonably believed to be in or not opposed to the best interest of the Association, and with respect to any criminal action or proceeding, that the person had reasonable cause to believe the conduct was unlawful, and (b) such court further specifically determines that indemnification should be denied. The termination of any action, suit or proceedings by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful. It is the intent of the membership, by the adoption of this provision, to provide the most comprehensive indemnification possible to their officers, Directors and committee members as permitted by Florida law.

10.2 EXPENSES. To the extent that a Director, Officer, or committee member of the

Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Article 10.1 above, or in defense of any claim, issue or matter therein, the person shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred in connection therewith.

10.3 ADVANCES. Expenses incurred in defending a civil or criminal action, suit or administrative proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceedings upon receipt of an undertaking by or on behalf of the affected Director, Officer, or committee member to repay such amount unless it shall ultimately be determined that the person is not entitled to be indemnified by the Association as authorized in this Article 10, or as otherwise permitted by law.

10.4 MISCELLANEOUS. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, or otherwise, and shall continue as to a person who has ceased to be a Director, Officer, employee, or agent and shall inure to the benefit of the heirs and personal representatives of such person.

10.5 INSURANCE. The Association shall purchase and maintain insurance with reasonable deductibles on behalf of any person who is or was a Director, Officer, or committee member against any liability asserted against the person and incurred in any such capacity, or arising out of the person's status as such, whether or not the Association would have the power to indemnify the person against such liability under the provisions of this Article. Notwithstanding anything in this Article 10 to the contrary, the provisions herein provided for indemnification shall only be applicable to the extent insurance coverage does not apply or is insufficient.

ARTICLE 11 REGISTERED AGENT AND OFFICE

The registered agent and office of the Association shall be Ann Leavengood Giles, located at 2552 W Palm Dr., Tampa, FL 33629. Said registered agent is presently serving as registered agent for the Association and is to continue in such capacity. The Board may change the Association's registered office and registered agent from time to time as permitted by law.

The undersigned certifies that these Amended and Restated Articles of Incorporation were duly adopted by the members on November 25, 2022, and the number of votes cast for these Amended and Restated Articles of Incorporation was sufficient for approval.

[Signature Page to Follow]

Executed and subscribed this 28 day of November 2022.

BAY PARK PLACE, INC.

By: Ann Leavengood Giles
Ann Leavengood Giles, President

[Corp. Seal]

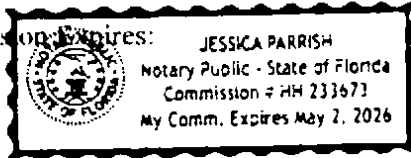
STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared Ann Leavengood Giles, as President of Bay Park Place, Inc., a Florida not for profit corporation (the "Corporation"), who [X] is personally known to me or [] who has produced her driver's license as identification, and who executed the foregoing instrument, and who acknowledged before me by means of [X] physical presence or [] online notarization, executing the foregoing instrument freely and voluntarily under the authority duly vested by the Corporation.

WITNESS my hand and official seal on NOV 28, 2022.

Jessica Parrish
Notary Public

My Commission Expires:
[Seal]



REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Not-For-Profit Corporation Act, the following is submitted, in compliance with said statute:

That Bay Park Place, Inc., desiring to reorganize under the laws of the State of Florida, with its registered office, as indicated in the Amended and Restated Articles of Incorporation at the City of Tampa, County of Hillsborough, State of Florida, has named Ann Leavengood Giles, located at 2552 W Palm Dr., Tampa, FL 33629, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, Ann Leavengood Giles, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further states that it is familiar with §617.0501, *Florida Statutes*.

Executed and subscribed by registered agent this 28 day of November 2022.

Ann Leavengood Giles
Ann Leavengood Giles