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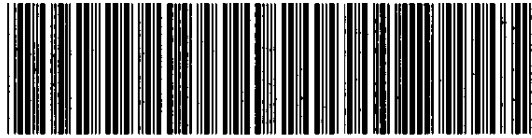
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2009 NOV 12 PM 2:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Amended & Restated

TB

NOV 12 2009

CONLEY, MALLEY & GOLSON, P.A.

210 South Pinellas Avenue, Suite 270
Tarpon Springs, FL 34689

John E. Conley
Anne M. Malley
Jerrold J. Golson

Telephone: (727) 934-9400
Facsimile: (727) 934-9455

October 5, 2009

Department of State
Division of Corporations
P.O. Box 6198
Tallahassee, FL 32314

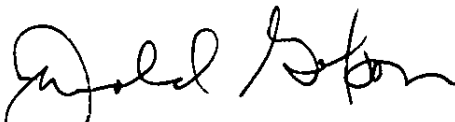
Re: Amended and Restated Articles of Incorporation
Of Palm Bay At Bayside Homeowners Association, Inc.

Gentlemen,

Enclosed for filing please find the Amended and Restated Articles of Incorporation Of Palm Bay At Bayside Homeowners Association, Inc., together with our check #1765 in the sum of \$35.00.

Should you need to discuss this matter, please contact the undersigned at the phone number shown above or you may contact me at jgolson@cmglaw-fl.com.

Thank you for your attention to this matter.



Jerrold J. Golson, Esq.

JJG/s

CONLEY, MALLEY & GOLSON, P.A.
ATTORNEYS AT LAW

ANNE M. MALLEY
JERROLD J. GOLSON
210 SOUTH PINELLAS AVENUE
SUITE 270
TARPON SPRINGS, FLORIDA 34689
TELEPHONE (727) 934-9400
FACSIMILE (727) 934-9455

November 9, 2009

Florida Department of State
Division of Corporations
Attn: Teresa Brown
Regulatory Specialist II
Post Office Box 6327
Tallahassee, FL 32314

Re: Letter Number: 309A00032642
Amended and Restated Articles of Incorporation of Palm
Bay at Bayside Homeowners Association, Inc.

Dear Ms. Brown:

Pursuant to your letter dated October 9, 2009, a copy of which is enclosed, enclosed please find the Certificate of Amendment to Articles of Incorporation of Palm Bay at Bayside Homeowners Association, Inc. and the Amended and Restated Articles of Incorporation of Palm Bay at Bayside Homeowners Association, Inc.

Your assistance in this matter is appreciated. Should you require anything further from our office, please do not hesitate to contact us.

Very truly yours,



Melanie S. Liverman
Legal Assistant

:msl
Enclosures



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 9, 2009

JERROLD J GOLSON, ESQ.
CONLEY, MALLEY & GOLSON, P.A.
210 S PINELLAS AVE STE 270
TARPON SPRINGS, FL 34689

SUBJECT: PALM BAY AT BAYSIDE HOMEOWNERS ASSOCIATION, INC.
Ref. Number: N94000001585

We have received your document for PALM BAY AT BAYSIDE HOMEOWNERS ASSOCIATION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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) 245-6925.

Teresa Brown
Regulatory Specialist II

Letter Number: 309A00032642

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PALM BAY AT BAYSIDE HOMEOWNERS ASSOCIATION, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I: NAME

The name of the corporation is Palm Bay at Bayside Homeowners Association, Inc." ("Association").

ARTICLE II: PRINCIPAL ADDRESS

The mailing address of the Association is 10540 CAPE HATTERAS DR. . TAMPA FL 33615-4253 or as such other place as may be subsequently designated by the Board of Directors (the "Board") of the Association.

ARTICLE III: DURATION AND COMMENCEMENT

The Association shall exist perpetually beginning with the filing of these Articles of Incorporation with the Florida Department of State. Should the Association be dissolved, the control of 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 facility. If such conveyance or dedication is not accepted, the surface water management system facilities shall be conveyed to a non-profit corporation similar to the Association.

ARTICLE IV: PURPOSE

The Association is intended to qualify as a "Homeowner Association" as such term is defined in Section 528 (c) of the Internal Revenue Code of 1986, as amended. The Association is organized solely for the purpose of carrying on the following functions: (a) the acquisition, construction, management, operation, maintenance, care, repair and replacement of all Association property as shown on the Plat of Palm Bay, including the surface water management system as approved by the Southwest Florida Water Management District, including all lakes, retention areas, water management areas, ditches, culverts, structures and appurtenances; (b) obligations of the Association as set forth in the Amended and Restated Declaration of Covenants, Conditions, Restrictions and Assessments of Palm Bay (the "Declaration") recorded along with the Plat, in the Public Records of Hillsborough County, Florida, and as may be amended from time to time. No part of the net earnings of the Association shall inure to the benefit of any member or other private individual; however, the benefit received by the members as a result of the Association's acquisition, construction, management, operation, maintenance, care, repair and replacement of Association property shall no constitute improper inurements.

ARTICLE V: POWERS

The Association shall have all of the common law and statutory powers of a not-for-profit corporation under the laws of the State of Florida that do not contravene the Association's purpose as stated in Article IV of these Articles or Section 528(c) of the Internal Revenue Code of 1986, as amended. In addition, the Association shall have the following powers:

- a. Exercise all of the powers and privileges and perform all of the duties and obligations of the Association as set forth in the Declaration, applicable to the property as recorded, amended by this Association as prescribed in the Declaration, or to be recorded in the Public Records of Hillsborough County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated by reference herein as if set forth at length; and to establish rules and regulations.
- b. Fix, levy, collect and enforce payment by any lawful manner, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and 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 to sue or be sued.
- c. Operate and maintain the surface water management system facilities, including all inlets, ditches, swales, culverts, water control structures, retention and detention areas, ponds, lakes, floodplain compensation areas, wetlands and any associated buffer areas, and wetland mitigation areas.
- d. Contract for services to provide for the operation and maintenance of the surface water management system facilities if the Association contemplates employing a maintenance company.
- e. 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 of the Association.
- f. Require all lot owners, parcel owners or unit owners to be members of the Association.
- g. Borrow money, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.
- h. Participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Areas, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of the entire membership.

i. Have and exercise any and all powers, rights and privileges which a corporation organized under the non-profit corporation law of the State of Florida by law may now or hereafter have or exercise.

ARTICLE VI: MEMBERSHIP AND VOTING RIGHTS

The Association is organized on a non-stock basis. Membership quorum and voting requirements shall be as regulated by the Bylaws of the Association (the "Bylaws").

Every person, firm, association, corporation or other legal entity who is a record owner or co-owner of the fee simple title to any Lot that is subject to the Declaration to assessment by the Association (the "Lot") shall be a member of the Association, provided that any person, firm, association, corporation or other legal entity who holds such title or interest merely as a security for the performance of an obligation (including, but not limited to mortgagees or trustees under deeds of trusts) shall not be a member of the Association, all as set forth in the Bylaws. Membership shall be limited to owners of Lots. Each member of the Association shall be entitled to one vote for each Lot held by such member in fee simple, as more particularly set forth in the bylaws.

Change of membership in the Association shall be established by the recording in the Public Records of Hillsborough County, Florida, of a deed or other instrument establishing a record title to a Lot and the delivery to the Association of a certified copy of such instrument. The owner designated by such instrument shall thereby become a member of the Association, and the membership of the prior owners, as to the Lot conveyed, shall be terminated.

ARTICLE VII: DIRECTORS

The Board shall initially consist of 3 directors. The number of directors may be increased or diminished from time to time, as provided in the Bylaws, but shall never be less than three.

ARTICLE VIII: AMENDMENT OF ARTICLES

These Articles may be amended at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy.

ARTICLE IX: DISSOLUTION OF THE ASSOCIATION

The term of the Association shall be perpetual unless dissolved by the unanimous written consent of the Members and all mortgagees.

CERTIFICATION

I HEREBY CERTIFY THAT, the Association has caused these Restated and Amended Articles of Incorporation to be duly executed on this 21st day of September 2009

Signed, sealed, and delivered in

Palm Bay at Bayside Homeowners Association, Inc.

the presence of:

William J. Denight
Witness
Name printed: William J. Denight

By: [Signature]

Tamara Ates-Stickels
Witness
Name printed: TAMARA ATEs-STICKELS As its President

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

Acknowledged before me this 21st day of SEPTEMBER 2009, by JOANNE FIEBE, as the President of Palm Bay at Bayside Homeowners Association, Inc. Said person is personally known to me or has produced FL. DR. LIC as identification.

[Signature]
Notary Public
My Commission Expires:

NOTARY PUBLIC-STATE OF FLORIDA
Jerrold Golson
Commission # DD795653
Expires: JUNE 28, 2012
BONDED THRU ATLANTIC BONDING CO., INC.

This Instrument Prepared by and Return to:

Anne M. Malley, Esquire

Address:

Conley, Malley & Golson, P.A.
210 South Pinellas Avenue, Suite 270
Tarpon Springs, FL 34689

SPACE ABOVE THIS LINE FOR PROCESSING DATA

SPACE ABOVE THIS LINE FOR RECORDING DATA

**CERTIFICATE OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
PALM BAY AT BAYSIDE HOMEOWNERS ASSOCIATION, INC.**

NOTICE IS HEREBY GIVEN that at a duly called meeting of the members on September 21, 2009, by a vote of sixty-six and two-thirds percent (66 2/3%) of the owners of record of lots in Palm Bay, the Articles of Incorporation of Palm Bay at Bayside Homeowners Association, Inc., as originally recorded in Official Records Book 7394, Page 675, of the Public Records of Hillsborough County, Florida, are hereby amended as follows:

The Articles of Incorporation of Palm Bay at Bayside Homeowners Association, Inc. are hereby amended in accordance with Exhibit "A" attached hereto and entitled "Amended and Restated Articles of Incorporation of Palm Bay at Bayside Homeowners Association, Inc."

IN WITNESS WHEREOF, Palm Bay at Bayside Homeowners Association, Inc. has caused this Certificate of Amendment to be executed in accordance with the authority hereinabove expressed, this 4th day of NOVEMBER, 2009.

**PALM BAY AT BAYSIDE HOMEOWNERS
ASSOCIATION, INC.**

(Corporate Seal)

By: 

President

ATTEST:



Secretary

Joanne Fiebe

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

On this 4th day of NOVEMBER, 2009, personally appeared before me
JOANNE KATHLEEN FIEBE, President, and LINDA SMITH ROARK,
Secretary, respectively, of Palm Bay at Bayside Homeowners Association, Inc., and
acknowledged the execution of this instrument for the purposes herein expressed.



Notary Public
State of Florida at Large:
My Commission Expires:

COREY R. ALLEN

11/4/09

