

N9500002610



ATTORNEYS AT LAW

SCOTT, ROYCE, HARRIS, BRYAN, HARRA & JORGENSEN, P.A.

FILED
MAY 23 1995
CLERK OF COURT
TALLAHASSEE, FLORIDA

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

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-05/26/95--01030--007
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RE: Bay Colony Marina Association, Inc.

Dear Sir or Madam:

Enclosed herein you will find proposed Articles of Incorporation for Bay Colony Marina Association, Inc., together with an extra copy for certification and return. Please file these Articles and return the certified copy to the undersigned by regular mail.

I am including a check in the amount of \$122.50 to cover the following expenses:

Filing Fee	\$35.00
Certified Copy	\$52.50
Registered Agent Fee	\$35.00

TOTAL: \$122.50

If you should have any questions, please feel free to contact me. Your cooperation in this matter is appreciated.

Very truly yours,

Kathleen M. Brandon

Kathleen M. Brandon
Real Estate Department

SDG

/kmb
Enclosure(s)

RICHARD K. HARRA • JOHN L. BRYAN, JR. • HARRY D. BYRD • MARK P. GAGNON
I RICHARD HARRIS • JOHN M. JORGENSEN • DONNA A. NADEAU • RAYMOND W. ROYCE
ROBERT A. SCHAEFFER • ROBERT C. SCOTT (1925-1982)

4400 PGA BOULEVARD, SUITE 800 • PALM BEACH GARDENS, FLORIDA 33410
(407) 624-3900 • FAX (407) 624-3533

ARTICLES OF INCORPORATION
OF
BAY COLONY MARINA ASSOCIATION, INC.

The undersigned hereby forms a corporation not-for-profit, pursuant to the provisions of Chapter 617, Florida Statutes, the Florida Not-For-Profit Corporation Act.

ARTICLE I
NAME

The name of the Corporation is BAY COLONY MARINA ASSOCIATION, INC.

ARTICLE II
DURATION

The duration of the Corporation will be perpetual.

ARTICLE III
PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of the Corporation will be located at 500 Bay Colony Drive North, Juno Beach, Florida 33408. The mailing address of the Corporation shall be 500 Bay Colony Drive North, Juno Beach, Florida 33408.

ARTICLE IV
INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent for the Corporation is J. Richard Harris, and the initial registered office of the Corporation is located at 4400 PGA Boulevard, Suite 800, Palm Beach Gardens, Florida 33410.

ARTICLE V
PURPOSES

5.1 This Corporation is a not-for-profit corporation organized under Chapter 617, Florida Statutes. The specific purpose of the Corporation is to provide for its members, who are often absentees, a collective voice for the protection of their rights as owners of condominium units in Bay Colony, a condominium, established by Declaration of Condominium (referred to in these Articles of Incorporation as the "Declaration") recorded in Official Record Book 5193, Page 3, of the Public Records of Palm Beach County, Florida, who also have the right to exclusive use and occupancy of boat slips or dock spaces located in the Marina Area (referred to in these Articles of Incorporation as the "Marina Area") adjacent to the Bay Colony condominium as described as future or additional Phase Twelve of Bay Colony in the Declaration.

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CLERK OF THE CIRCUIT COURT
IN AND FOR THE STATE
OF FLORIDA
PALM BEACH COUNTY

5.2 The Corporation shall enjoy all rights and powers conferred by the laws of the State of Florida upon non-profit corporations.

ARTICLE VI POWERS

The powers of the Association shall include and be governed by the following provisions:

6.1 The Association shall have all of the common law and statutory powers of a corporation not for profit not in conflict with the terms of these Articles; and the Corporation shall have the following specific powers:

(a) To make and collect assessments against Members to defray the costs, expenses and losses of the Association.

(b) To use the proceeds of assessments in the exercise of its powers and duties.

(c) To maintain, repair, and operate the Marina Area or so much of the Marina Area as affects the rights of the members of the Association and as permitted by the applicable terms and provisions of the Declaration, as determined by the Association's governing board and as otherwise permitted by law; provided, however, that no such activities are of more than a minor nature.

(d) The purchase of liability insurance, if available, to protect the interests of the members of the Association, and such property or other insurance for the protection of the Association and its Members as is approved by the Directors.

(e) To install flood lights around and about the Marina Area and electric outlets at each Member's boat slip, and pay for the installation thereof and to pay for the electrical power used in connection therewith.

(f) To make and amend reasonable regulations respecting the use of the Marina Area.

(g) to enforce by legal means the provisions of the these Articles, the Bylaws of the Association, and the Regulations for the protection of the Members.

(h) To contract for the management of the Marina Area and to delegate to such contractor all such powers and duties of the Association as determined by the Association's governing board and as otherwise permitted by law.

(1) To employ personnel to perform the services required for proper operation of the Marina Area as determined by the Association's governing board and as otherwise permitted by law.

Nothing in these Articles of Incorporation or this Article VII shall be deemed to grant to or imply that the Bay Colony Condominium Association has any authority over or rights to the Marina Area or the Association.

6.2 All funds and the titles of all properties acquired by the Association and their proceeds shall be held in trust for the Members in accordance with the provisions of these Articles of Incorporation and the Bylaws. As of the date of incorporation, certain funds have been accumulated by the Members and, with the permission of such Members, transferred to the Association as an initial contribution to the Association's capital.

ARTICLE VII MEMBERS

7.1 Members are owners of condominium units in Bay Colony, a condominium, as established by the Declaration, who also have the right to the exclusive use and occupancy of boat slips or dock spaces located in the Marina Area. The initial Members are the owners of the right to the exclusive use and occupancy of the following numbered 19 Marina Area boat slips or dock spaces: 8, 11, 13, 15, 16, 17, 18, 19, 20, 21, 22, 23, 25, 27, 28, 30, 31, 34 and 37 as shown on the Site Plan prepared by Shalloway, Inc. and maintained as a part of the Association's official records.

The Members voluntarily agree to become Members of the Association and may terminate such membership at any time. While maintaining membership, each Member agrees to be bound by the provisions of these Articles of Incorporation and the Association's Bylaws.

The membership of a Member will terminate when a Member no longer has the exclusive right to use and occupy a marina slip or dock space in the Marina Area. When a membership terminates for any reason, the Member will surrender his membership certificate and the Member will no longer have any interest in the Association or any of its assets including, but not limited to any personal property or cash of the Association. Upon transfer of a Member's exclusive right to use and occupy a marina slip or dock space in the Marina Area, the transferee shall become a Member upon the approval of the Board of Directors, which approval may be given in accordance with procedures adopted by the Board of Directors from time to time, provided such transferee voluntarily agrees to become a member and to abide by these Articles of Incorporation and the Bylaws of the Association.

7.2 Each Member shall be entitled to cast one (1) vote. When a unit or units is owned by more than one (1) Owner, and the exclusive right to use and occupy a marina slip or dock space in the Marina Area is in favor of more than one (1) person, the Owner designated in a certificate executed by all record owners of the unit or units and the exclusive right to use and occupy a marina slip or dock space in the Marina Area will be entitled to cast such vote. In no event will more than one (1) vote for each Member be cast.

ARTICLE VIII BOARD OF DIRECTORS

8.1 The members of the Association will be entitled to elect Board Members as permitted by law and in accordance with the terms and provisions set forth in the Bylaws.

8.2 The Board Members named in these Articles shall serve until the first election by members of the Association of five (5) members of the Board of Directors and any vacancies in their number occurring before said election shall be filled by the remaining Board Members. The terms served by Members of the Board of Directors shall be one (1) year terms.

8.3 The names and addresses of the Members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

Tom Morrissey
1700 Market Street
Philadelphia, PA 19013

Ted Widmayer
121 N. Bay Colony Drive
Juno Beach, FL 33408

J.B. Bateman
525 N. Bay Colony Drive
Juno Beach, FL 33408

ARTICLE IX OFFICERS

The affairs of the Association shall be administered by a President, Vice President, Secretary and Treasurer, all of whom shall be Board Members, and all of whom shall be elected by the Board of Directors and who may be peremptorily removed by vote of the Board of Directors at any meeting. Any person may hold two (2) or more offices except that the President shall not also be the Secretary or an Assistant Secretary. The Officers shall be elected by the Board of Directors at its first meeting following the Annual

Meeting of the Members of the Association and shall thereafter serve at the pleasure of the Board of Directors.

The names and addresses of the Officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>NAME</u>	<u>TITLE</u>
Tom Morrissey 1700 Market Street Philadelphia, PA 19013	President
Tod Widmayer 121 N. Bay Colony Drive Juno Beach, FL 33408	Secretary
J.B. Bateman 525 N. Bay Colony Drive Juno Beach, FL 33408	Treasurer

ARTICLE X AMENDMENT OF ARTICLES

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

10.1 Notice of the subject matter of a proposed Amendment shall be included in the notice of any meeting at which a proposed Amendment is considered.

10.2 A Resolution for the adoption of a proposed Amendment may be proposed by the Board of Directors or by the Members of the Association. Directors and Members not present in person or by proxy at the meeting considering the Amendment may express their approval in writing, providing such approval is delivered to the Secretary at or prior to the meeting. Except as elsewhere provided such approvals must not be less than a majority of the Board of Directors and by not less than two-thirds (2/3) of the members of the Association.

ARTICLE XI NON-STOCK BASIS

The Corporation is organized (and shall be operated) on a non-stock basis within the meaning of the Florida Not-For-Profit Corporation Act, and shall not have the power to issue shares of

any type or class of stock, but may issue membership certificates if so provided in the By-Laws.

ARTICLE XII
INCORPORATORS

The name and address of the Incorporator is as follows:

J. Richard Harris
4400 PGA Boulevard, Suite 800
Palm Beach Gardens, FL 33410

ARTICLE XIII
INDEMNIFICATION

Every Board Member and every Officer of the Association shall be indemnified by the Association against all expenses and liabilities including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a Board Member or Officer of the Association, whether or not he is a Board Member or Officer at the time such expenses are incurred, except when the Board Member or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement, the indemnification herein provided shall be applicable only when the Board of Directors shall approve such settlement and reimbursement as being for the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Board Member or Officer may be entitled.

IN WITNESS, the undersigned Incorporator do make these Articles hereby declaring and certifying that the facts herein stated are true and have accordingly set their hands and seals this 19th day of May, 1995.



J. Richard Harris

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 19th
day of May, 1995, by J. Richard Harris.

NOTARY PUBLIC



KATHLEEN M. BRANDON
MY COMMISSION # CC430060 EXPIRES
JANUARY 2, 1999
BONDED THROUGH TROY FARM INSURANCE, INC.

Kathleen M. Brandon
Kathleen M. Brandon
(Print Name)
My commission expires 1-2-99
Commission No. CC430060

Personally Known ✓ OR Produced Identification _____.
Type of Identification Produced _____.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

* * * * *

Pursuant to Chapter 48.091, Florida Statutes, the following
is submitted, in compliance with said Act:

First, that BAY COLONY MARINA ASSOCIATION, INC., desiring to
organize under the laws of the State of Florida, with its principal
office, as indicated in the Articles of Incorporation at 500 Bay
Colony Drive North, Juno Beach, Florida 33408, County of Palm
Beach, State of Florida, has named J. Richard Harris, located 4400
PGA Boulevard, Suite 800, Palm Beach Gardens, Florida 33408,
County of Palm Beach, State of Florida, as its Agent to accept
Service of Process within this state.

A C K N O W L E D G M E N T

Having been named to accept Service of Process for the above
stated Corporation, at place designated in this Certificate, I
hereby accept to act in this capacity, and agree to comply with the
provisions of said Act relative to keeping open said office.

DATED this 19th day of May, 1995.

J. Richard Harris
J. Richard Harris
Registered Agent

JFR/30500/Articles, Inc

FILED
95 MAY 26 PM 12:06
SECRETARY OF STATE
TALLAHASSEE FLORIDA