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THOMAS F. COUGHLIN  
 Requestor's Name  
GALWAY GROUP  
 Address  
7150 20TH ST. SUITE 17  
VERO BEACH FL 32966 407-718-8900  
 City/State/Zip Phone #

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1. \_\_\_\_\_ (Corporation Name) (Document #)
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NEW FILINGS		AMENDMENTS	
Profit		Amendment	
NonProfit		Resignation of R.A., Officer/ Director	
Limited Liability		Change of Registered Agent	
Domestication		Dissolution/Withdrawal	
Other		Merger	

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OTHER FILINGS		REGISTRATION/ QUALIFICATION	
Annual Report		Foreign	
Fictitious Name		Limited Partnership	
Name Reservation		Reinstatement	
		Trademark	
		Other	

Examiner's Initials mc **OCI** 7. 1996

**ARTICLES OF INCORPORATION**

**OF**

**THE GARDEN HOMES AT BAYSIDE PROPERTY OWNERS ASSOCIATION, INC.**

**(A Corporation Not-For-Profit Under the Laws of the State of Florida)**

The undersigned by these Articles of Incorporation hereby associates himself for the purpose of forming a Corporation not-for-profit under Chapter 617, Florida Statutes, and certify as follows:

**ARTICLE I**

**NAME AND ADDRESS**

The name and address of the corporation is THE GARDEN HOMES AT BAYSIDE PROPERTY OWNERS ASSOCIATION, INC. and its address is 7150 20th Street, Suite M, Vero Beach, Florida 32966.

**ARTICLE II**

**DEFINITIONS**

For convenience, the corporation shall be referred to in this instrument as the "Association"; the Declaration of Covenants and restrictions for The Garden Homes at Bayside, as the "Declaration"; these Articles of Incorporation as the "Articles"; and the By-Laws of the Association as the "By-Laws". All other definitions contained in the Declaration are incorporated herein by reference.

**ARTICLE III**

**PURPOSE, POWERS AND DUTIES**

Section 3.1 Purpose. The purpose for which the Association is organized is to provide an entity for the operation of The Garden Homes At Bayside, located in Walton County, Florida. The Association is organized and shall exist on a non-stock basis as a corporation not for profit under the laws of the State of Florida, and no portion of any earnings of the Association shall be distributed or inure to the private benefit of any member, Director, or office.

**THIS INSTRUMENT PREPARED BY:**

Thomas F. Coughlin  
Capital Stratigems Ltd., Inc.  
7150 20th Street, Suite M  
Vero Beach, FL 32966  
Telephone (561) 778-3900

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Section 3.2 Powers and Duties. For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of a corporation not for profit under the laws of the State of Florida, and as provided in the Declaration, these Articles and the By-Laws, and subject to any limitations therein.

Section 3.3 Funds and Properties. All funds and the title to all property acquired by the Association shall be held for the benefit of the members in accordance with the provisions of the Governing Documents, these Articles and the By-Laws. Shares in the funds and assets of the Association cannot be assigned, pledged or transferred in any manner.

#### ARTICLE IV

##### MEMBERSHIP AND VOTING IN THE ASSOCIATION

Section 4.1 Membership. The members of the Association shall be as provided in Section 2.1 of the By-Laws.

Section 4.2 Voting. The owners of each Unit, collectively, shall be entitled to that vote as set forth in the By-Laws. Fractional voting is absolutely prohibited. The manner of exercising voting rights shall be as set forth in the By-Laws.

#### ARTICLE V

##### DIRECTORS

Section 5.1 Number and Qualifications. The property, business and affairs of the Association shall be managed by a Board in the manner and accordance with the relevant provisions specified in the By-Laws. Except for Directors appointed by the Developer, each Director must be a member of the Association, a spouse of a member, or a corporate officer of a corporate Owner or a general partner of a partnership as Owner. Other provisions regarding qualifications of Directors are contained in the By-Laws.

Section 5.2 Exercise of Powers and Duties. All of the duties and powers of the Association existing under the Corporate Act and the Governing Documents shall be exercised exclusively by the Board of Directors, its agents, contractors, or employees, subject only to:

- A. approval by Owners, when such approval is specifically required in the Law or Governing Documents; and/or
- B. action by the Executive Committee, if any, in the manner as provided for in the By-Laws.

Section 5.3 Election; Removal. Subject to the provisions contained in Section 5.4 below, Directors of the Association shall be elected at the annual meeting of the member in the manner determined

by and subject to the terms and provisions set forth in the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

Section 5.4 First Board of Directors. The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have taken office pursuant to the provisions of Section 4.18 of the By-Laws, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Thomas F. Coughlin	7150 20th Street, Suite M Vero Beach, FL 32966
Peter R. Cimmino	7150 20th Street, Suite M Vero Beach, FL 32966
Joyce R. Cimmino	7150 20th Street, Suite M Vero Beach, FL 32966

Section 6.1 Offices. The affairs of the Association shall be administered by the Officers holding the offices designated in the By-Laws.

Section 6.2 Powers and Duties. The powers and duties of the officers are as provided in the By-Laws.

Section 6.3 Election; Removal. Subject to the provisions contained in Section 6.4 below, the officers shall be elected by the Board of Directors of the Association at its first meeting after the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors.

Section 6.4 First Officers. The names and address of the first officers who shall serve until their successors are designated by the Board of Directors elected pursuant to the provisions of Section 4.18 of the By-Laws are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Thomas F. Coughlin	7150 20th Street, Suite M Vero Beach, FL 32966
Peter R. Cimmino	7150 20th Street, Suite M Vero Beach, FL 32966
Joyce R. Cimmino	7150 20th Street, Suite M Vero Beach, FL 32966

## ARTICLE VII

### INDEMNIFICATION

Section 7.1 To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director, every officer, and every member of a committee of the Association against all expenses and liabilities, including attorneys' fees, actually and reasonably incurred by or imposed on him/her in connection with any legal proceeding (or settlement or appeal of such proceeding) (and including administrative proceeding) to which he/she may be a party because of his/her being or having been a Director, officer or member of a committee of the Association. Indemnification of Directors and officers shall also be that provided for in Section 617.028, Florida Statutes, as amended from time to time; in the event of conflict between this Article VII and said statute, the conflict shall be resolved in favor of providing the broadest protection possible to Directors and officers. The right of indemnification under this Article VII shall not be available if a judgment or other final adjudication establishes that his/her actions or omissions to act were material to the cause adjudicated and involved:

- A. Willful misconduct or a conscious disregard for the best interests of the Association, in a proceeding by or in the right of the Association to procure a judgment in its favor; or
- B. A violation of criminal law, unless the Director or officer had no reasonable cause to believe his/her action was unlawful or had a reasonable cause to believe his action was lawful; or
- C. A transaction from which the Director or officer derived an improper personal benefit.

In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approves such settlement as being in the best interest of the Association. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which a Director or office may be entitled.

Section 7.2 The Association shall, at the Association's expense, and if available, purchase insurance to protect the persons referred to in this Article VII.

## ARTICLE VIII

### BY-LAWS

The By-Laws of the Association shall be adopted by the Board of Directors, and may be altered, amended or rescinded in the manner set forth in the By-Laws.

## ARTICLE IX

### AMENDMENTS TO THE ARTICLES OF INCORPORATION

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

Section 9.1 Proposal. Amendments to these Articles may be proposed by resolution of the Board of Directors or by written petition signed by the owners of one-fourth (1/4) of the Units.

Section 9.2 Procedure; Notice and Format. Upon any amendment or amendments to these Articles being proposed as provided above, the proposed amendment or amendments shall be submitted to a vote of the members not later than the next annual meeting, unless insufficient time to give proper notice remains before that meeting. The full text of any amendment to the Articles shall be included in the notice of the Owners' meeting of which a proposed amendment is considered by the Owners. New words shall be inserted in the text by underlining and words to be deleted shall be lined through with hyphens; however, if the proposed change is so extensive that this procedure would hinder, rather than assist, the understanding of the proposed amendment, it is not necessary to use underlining and hyphens as indicators of words added or deleted, but, instead, a notation must be inserted immediately preceding the proposed amendment in substantially the following language: "Substantial rewording of Articles. See provision \_\_\_\_\_ for present Text."

Section 9.3 Vote Required. Except as otherwise provided by Florida law, or by specific provision of the Governing Documents, this Declaration may be amended as follows:

- A. During that period of time during which the Board of Directors is controlled by the Developer, by the vote of the Board of Directors alone.
- B. After the expiration of the time period referred to in Section 9.3.A above, by the concurrence of not less than a majority of the entire Board of Directors and not less than a majority of the voting interests of the entire membership of the Association.
- C. If the amendments were proposed by a written petition signed by the Owners pursuant to Section 9.1 above, then the concurrence of the Board of Directors shall no be required.

Section 9.4 Recording and Effective Date. A copy of each amendment together with any applicable joinders and consents shall be filed with the Department of State pursuant to the provisions of applicable Florida law, and a copy certified by the Department of State shall be recorded in the public records of the County. The certificate of amendment shall be executed by an office with the formalities required for the recording of a deed. The amendment shall be effective upon recording of the Certificate, amendment and any applicable joinders and consents in the public records of the County. Exception. As to any Amendment to Article XII of these Articles, this Section 9.4 shall not

apply.

Section 9.5 Provisos. Notwithstanding any provision contained in the Governing Documents to the contrary:

- A. No amendment shall operate to unlawfully discriminate against any Unit or class or group of Units.
- B. Where the time period under Section 9.3.B above applies and the Developer owns any Units in the Community, no amendment shall be effective unless the Developer shall join and consent to the amendment in writing.
- C. No amendment shall diminish or impair any of the rights, privileges, powers and/or options provided in this Declaration in favor of or reserved to record owners of any institutional mortgages or negatively affect the salability of an institutional first mortgage on the secondary mortgage market, unless the Institutional Mortgagee shall join and consent to the amendment in writing.

#### ARTICLE X

#### DISSOLUTION OF THE ASSOCIATION

The Association may be dissolved with the assent given in writing and signed by the Owners of not less than 90% of the Units. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency or governmental entity to be used for purposes similar to those for which the association was created, or dedicated to any other entity permitted or not prohibited by applicable zoning regulations. The foregoing is in addition to any other provisions found in the Corporate Act.

#### ARTICLE XI

#### TERM

The term of the Association shall be perpetual.

#### ARTICLE XII

#### REGISTERED AGENT AND REGISTERED OFFICE

The initial Registered Office of this Corporation shall be 7150 20th Street, Suite M, Vero Beach, Florida 32966, with the privilege of having its office and branch office at other places within or without the State of Florida. The initial registered Agent at that address shall be Thomas F. Coughlin.

IN WITNESS WHEREOF, the Incorporator has affixed his signature this 4<sup>TH</sup> day of OCTOBER, 1996.

WITNESSES:

[Signature]

[Signature]  
THOMAS F. COUGHLIN

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

[Signature]

STATE OF FLORIDA )  
) ss.  
COUNTY OF INDIAN RIVER )

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared THOMAS F. COUGHLIN, who has produced \_\_\_\_\_ - as identification (if left blank, personal knowledge existed) and who did take an oath.

WITNESS my signature and official seal at VERO BEACH, in the County of Indian River, State of Florida, this 4<sup>TH</sup> day of OCTOBER, 1996.

NOTARY PUBLIC:

Sign [Signature]

Print LECIA M. ALBERO

State of Florida at Large (Seal)  
My Commission Expires:



LECIA M ALBERO  
My Commission Expires Jun. 23, 2000

ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent to accept service of process of THE GARDEN HOMES AT BAYSIDE PROPERTY OWNERS ASSOCIATION, INC., at the place designated in these Articles, I agree to act in the capacity and I further agree to comply with the provisions of all Statutes relative to the property and complete performance of my duties.

DATED THIS 4<sup>TH</sup> day of OCTOBER, 1996

[Signature]  
REGISTERED AGENT - THOMAS F. COUGHLIN