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JOHNSON BLAKELY

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FLORIDA DIVISION OF CORPORATIONS

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FROM: JOHNSON, BLAKELY, POPE, BOKER, RUPPEL & BURN
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ACCT#: 0766

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441-8617

NAME: BARDMOOR RECREATION ASSOCIATION, INC.

AUDIT NUMBER.....H96000014354

DOC TYPE.....FLORIDA NON-PROFIT CORPORATION

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ARTICLES OF INCORPORATION
OF
BARDMOOR RECREATION ASSOCIATION, INC.
A FLORIDA NOT FOR PROFIT CORPORATION

The undersigned, desiring to form a corporation not for profit under Chapter 617, Florida Statutes, hereby certify:

ARTICLE I
NAME ADDRESS

The name of this corporation is Bardmoor Recreation Association, Inc. The mailing address of the corporation is 8105 Larchwood Road, Largo, Florida 33777. The address of the corporation's principal office is 8105 Larchwood Road, Largo, Florida 33777.

ARTICLE II
DURATION

The duration of this corporation is perpetual.

ARTICLE III
PURPOSES, RIGHTS AND POWERS

1. This Corporation is organized for the sole purpose of organizing, owning and operating a recreational and social club (the "Club") in the Bardmoor/Bayou development in Largo, Florida. To carry out this purpose, the Corporation shall be empowered to acquire, rent, lease, hold, own, buy, convey, mortgage, sell or assign property, real, personal or mixed, and to borrow money, whether secured or unsecured, and to do and perform all such other acts and things as are allowed by the laws of the State of Florida to carry out the foregoing purpose.

2. Solely for the above purposes, this Corporation is empowered to exercise all rights and powers conferred by the laws of the State of Florida upon corporations not for profit, including, but without limitation thereon, to receive gifts, bequests and contributions in any form, to use, apply, invest and reinvest the principal and/or income therefrom or distribute the same for the above purposes.

3. Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(7) of the Internal Revenue Code of 1986, as amended ("Code").

Michael G. Little
911 Chestnut Street
Clearwater, FL 34616
(813) 461-1818
FL Bar No. 861677

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ARTICLE IV LIMITATIONS

This Corporation is one which does not permit pecuniary gain or profit. No part of the net earnings or income of this Corporation shall inure to the benefit of or be distributed to its Directors, officers or to any private individual, but this Corporation shall be empowered and authorized to pay reasonable compensation for services rendered and to make distributions in furtherance of the purposes set forth in ARTICLE III hereof. The Corporation shall not discriminate on the basis of race, color or religion. It is intended that this Corporation shall have and continue to have the status of a corporation which is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(7) of the Code.

ARTICLE V DISTRIBUTION OF ASSETS ON DISSOLUTION

If the Corporation dissolves and liquidates, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of this Corporation, distribute all remaining assets of this Corporation to one or more of the following categories of recipients as the Board of Directors of the Corporation shall determine:

1. A non-profit organization which may have been created to succeed the Corporation, as long as such organization shall qualify as an organization exempt from federal income taxation under Section 501(a) of such Code; or
2. A non-profit organization or organizations having similar aims and objects as the Corporation in which may be selected by an appropriate recipient of such assets, as long as such organization shall qualify as an organization exempt from federal income taxation under Section 501(a) of the Code.

ARTICLE VI MEMBERS: DIRECTORS

1. The Corporation shall not have any voting members. The term, voting rights, qualifications and procedures for election of Directors shall be set forth in this Corporation's Bylaws.
2. The Board of Directors ("Board") shall be empowered to direct the management of the business and affairs of this Corporation and to exercise all rights and powers granted to this Corporation under these Articles, the Corporation's Bylaws and the laws of the State of Florida.

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3. The persons who shall serve as Directors until the first election of Directors are as follows:

Robert Hagerman
Paul Mauldin
Robert Ropert
Anneliese Tedeschi

4. The Board shall initially consist of four (4) directors. At each regularly scheduled annual Directors' meeting, the Board shall elect new members of the Board. At all times, majority of the Board must be residents of the Bardmoor/Bayou subdivision, as defined in the Corporation's Bylaws. The number of directors may be decreased from time to time, but such amount shall never be less than three (3), nor more than nine (9).

ARTICLE VII OFFICERS

1. Officers. The officers of this Corporation shall consist of a Chairman of the Board, a President, one or more Vice-Presidents, a Treasurer, a Secretary and such Assistant Treasurers, Assistant Secretaries and other officers of this Corporation as the Board deems necessary. Any two offices may be held by the same person, except the offices of President and Secretary.

2. Election and Term of Office. The Board of Directors shall elect officers at each Annual Meeting of the Board of Directors, and may, at any Board meeting, fill any officer vacancy.

3. Powers and Duties. The officers shall be empowered to manage the business and affairs of this Corporation under the direction of the Board of Directors. The powers and duties of each officer shall be as set forth in the Bylaws and, except as otherwise provided in the Bylaws, each officer shall be entitled to exercise all of the rights and powers granted to such officer by the laws of the State of Florida.

4. Initial Officers. The persons who shall serve as officers until the first election of officers are as follows:

<u>Name</u>	<u>Office</u>
Robert Hagerman.	President/Chairman
Paul Mauldin	Vice President
Robert Ropert	Secretary
Anneliese Tedeschi	Treasurer

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ARTICLE VIII
AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by affirmative vote of two-thirds (2/3) of a quorum of the Directors of the Board of Directors at any meeting of the Directors or by the written consent thereto by two-thirds (2/3) of a quorum of the Directors. Amendments to these Articles of Incorporation may be proposed by any Director.

ARTICLE IX
BYLAWS

The Bylaws of this Corporation shall be adopted at the first meeting of the Board of Directors by the affirmative vote of two-thirds (2/3) of the Directors. The Bylaws may be amended or repealed by the affirmative vote of two-thirds (2/3) of a quorum of the Directors at a meeting of the Board of Directors, or, by the written consent thereto by two-thirds (2/3) of a quorum of the Directors.

ARTICLE X
INTERNAL REVENUE CODE SECTIONS

Any reference in these Articles to a section of the Code shall be interpreted to include reference to the corresponding provisions of any applicable future Internal Revenue Law of the United States.

ARTICLE XI
INDEMNIFICATION

This Corporation shall indemnify and insure its officers and Directors, and any former officers and directors, to the fullest extent permitted by law, either now or hereafter. In addition, the Corporation shall reimburse each officer and director for all legal and other expenses reasonably incurred by him or her in connection with any claim or liability to which such person shall have become subject by reason of his or her having been, or hereinafter being, a director or officer of the Corporation, or by reason of any action alleged to have been taken or omitted by him or her as such director or officer; provided, however, that no such person shall be indemnified against, or reimbursed for, any expense incurred in connection with any claim or liability arising out of his or her gross negligence or willful misconduct.

ARTICLE XII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 8105 Larchwood Road, Largo, Florida 33777, and the name of the initial registered agent of this Corporation at that address is Robert Hagerman.

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ARTICLE XIII
INCORPORATORS

The names and addresses of the persons signing these Articles are:

Name

Address

Robert Hagerman

8105 Larchwood Road
Largo, Florida 33777

ARTICLE XIV
LIABILITY FOR DEBTS

No member, officer or director of the Corporation shall be liable for the debts of the Corporation.

IN WITNESS WHEREOF, the undersigned have subscribed their names this 10th
day of OCTOBER, 1996, at LARGO, Florida.

WITNESSES:

Georgina M. Lillie
Aimee [Signature]

Robert Hagerman
ROBERT HAGERMAN

0110379.01

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CERTIFICATE DESIGNATING REGISTERED AGENT
AND STREET ADDRESS FOR SERVICE OF PROCESS
WITHIN FLORIDA

Pursuant to Fla. Stat. §48.091, BARDMOOR RECREATION ASSOCIATION, INC., desiring to organize under the laws of the State of Florida, hereby designates Robert Hagerman, located at 8105 Larchwood Road, Largo, Florida 33777, as its registered agent to accept service of process within the State of Florida.

ACCEPTANCE OF DESIGNATION

The undersigned hereby accepts the above designation as registered agent to accept service of process for the above-named corporation, at the place designated above, and agrees to comply with the provisions of Fla. Stat. §48.091(2) relative to maintaining an office for the service of process.


ROBERT HAGERMAN

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