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February 19, 1998

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

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****122.50 ****122.50

Re: Bermuda Bay Club Community Association, Inc.

To Whom it may concern:

Enclosed in duplicate please find the Articles of Incorporation for the above captioned corporation together with the certificate designating the Registered Agent. I also enclose my firm's check in the amount of \$122.50 for the filing fee, obtaining a certified copy, and Registered Agent Certification.

Subsequent to filing of the enclosed Articles of Incorporation, please forward the certified copy of same to my office at the above address, together with your Certificate of Incorporation.

Thank you for your assistance in this matter.

Very truly yours,

HARRISON, HENDRICKSON, DOUGLASS
& KIRKLAND, P.A.

Robert W. Hendrickson
Robert W. Hendrickson, III

RWH:pg
Enclosures

FILED
FEB 23 AM 8:13
TALLAHASSEE, FLORIDA
DEPT. OF STATE

1542-2
12

ARTICLES OF INCORPORATION

OF

BERMUDA BAY CLUB COMMUNITY ASSOCIATION, INC.

FILED
98 FEB 23 AM 8:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Bermuda Bay Development Co., Ltd., a Florida limited partnership, being desirous of forming a corporation not for profit under the provisions of Chapter 617 of the Florida Statutes, states as follows:

ARTICLE I. NAME

The name of the corporation is BERMUDA BAY CLUB COMMUNITY ASSOCIATION, INC., hereinafter referred to as the "Community Association." The street address and mailing address of the initial principal office of the Community Association is 435 10th Avenue West, Palmetto, Florida 34221.

ARTICLE II. PURPOSE

The general purpose of the Community Association shall be to serve as a master homeowners' association for the residential development known as Bermuda Bay Club.

The specific purposes for which the Community Association is organized are:

(a) To promote the health, safety, and general welfare of the residents and owners of Bermuda Bay Club, which is being developed by Bermuda Bay Development Co., Ltd. (the "Developer");

(b) To provide overall supervision, management, and control for Bermuda Bay Club in accordance with that certain written Master Declaration of Covenants, Restrictions and Easements for Bermuda Bay Club which shall be executed by the Community Association and Developer, as amended from time to time (the "Master Declaration"); and

(c) To operate, maintain, repair, administer, and own certain common properties within Bermuda Bay Club for the use and enjoyment of residents and owners in Bermuda Bay Club and the Gulf Front Property as more fully set forth in the Master Declaration.

The foregoing paragraph enumerates the specific purposes of the Community Association, but it is expressly provided hereby that such enumeration shall not be held to limit or restrict in any manner the purposes or powers of the Community Association otherwise permitted by law.

ARTICLE III. POWERS AND DUTIES

The Community Association shall have all of the common law and statutory powers, rights, and duties of a corporation not for profit as lawfully modified by these Articles of Incorporation, the Bylaws of the Community Association (the "Bylaws"), and the Master Declaration.

ARTICLE IV. LIMITATIONS ON ACTIVITIES

No part of the net earnings of the Community Association shall inure to the benefit of, or be distributable to, any member, director, or officer of the Community Association; provided, however,

the Community Association may pay compensation in a reasonable amount for services rendered, may confer benefits on its members in conformity with its purposes, and may make rebates of excess membership dues, fees, or assessments. The amount of earnings, if any, is not to be taken into account in any manner for the purpose of determining whether there should be a rebate or the amount of any rebate.

ARTICLE V. TERM OF EXISTENCE

The Community Association is to exist perpetually, unless dissolved according to law, commencing on the date these Articles are filed with the Florida Department of State.

ARTICLE VI. MEMBERS

Every owner of a vested present fee simple interest in a "Unit", as such term is defined in the Master Declaration, shall automatically and immediately become a member of the Community Association, as shall be more fully provided in the Master Declaration and the Bylaws. Each owner designated in a deed or other instrument establishing title to a Unit, duly recorded in the Public Records of Manatee County, Florida, shall be entitled to all the rights and privileges of membership upon delivery to the Community Association of a copy of such instrument and acknowledgement of said delivery signed by an officer of the Community Association. Membership in the Community Association shall be terminated automatically when the title to the Unit supporting said membership vests in another person or legal entity; provided, however, any party who owns more than one (1) Unit shall remain a member of the Community Association so long as he shall retain title to any Unit.

Prior to recording the Master Declaration among the Public Records of Manatee County, Florida, the Developer shall be the sole member of the Community Association.

ARTICLE VII. VOTING RIGHTS

Section 1. The Community Association shall have two (2) classes of voting membership:

(a) CLASS A. Every member with the exception of Developer shall be a Class A member. Each Class A member shall be entitled to cast one vote for each Unit owned as more fully set forth in the Bylaws. Such vote or votes shall be cast by the Voting Representative for the Unit.

(b) CLASS B. The Class B member shall be Developer and shall be entitled to cast four (4) votes for each outstanding Class A vote.

Section 2. All classes of voting membership shall cease and all members shall have the voting rights of Class A members from and after the "Turnover Meeting" described in the Master Declaration. Notwithstanding the foregoing, Developer's unweighted votes shall continue to be cast by Developer after the Turnover Meeting.

ARTICLE VIII. BOARD OF DIRECTORS

Section 1. The business affairs of the Community Association shall be managed by a Board of Directors (the "Board").

Section 2. The Community Association shall have three (3) directors.

Section 3. The names and addresses of the initial directors who are to serve as the Board until the Turnover Meeting are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Reed W. Mapes	435 10 th Avenue West Palmetto, FL 34221
W. T. Sprinkle, Jr.	435 10 th Avenue West Palmetto, FL 34221
Thomas G. Whealy	435 10th Avenue West Palmetto, FL 34221

Section 4. Each director shall hold office as provided in these Articles of Incorporation and the Bylaws. Any vacancies occurring on the Board prior to the Turnover Meeting shall be filled by the Developer.

ARTICLE IX. OFFICERS

Section 1. The officers of the Community Association shall be a President, one or more Vice Presidents (if determined to be necessary by the Board), a Secretary, and a Treasurer. Such other officers, assistant officers, and agents as may be deemed necessary may be elected or appointed from time to time as provided in the Bylaws.

Section 2. The names of the persons who are to serve as officers of the Community Association until the first annual meeting of the Board are:

<u>OFFICE</u>	<u>NAME</u>
President	Reed W. Mapes
Vice President	Thomas G. Whealy
Secretary	W. T. Sprinkle, Jr.
Treasurer	W. T. Sprinkle, Jr.

Section 3. The officers shall be elected at each annual meeting of the Board or as provided in the Bylaws, and each shall serve until his successor is chosen and qualified, or until his earlier resignation, disqualification, removal from office, or death.

Section 4. The officers shall have such duties, responsibilities, and powers as provided in the Bylaws and the Florida Statutes.

ARTICLE X. AMENDMENTS

These Articles of Incorporation may be amended as set forth in the Florida Statutes, as amended from time to time.

ARTICLE XI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Community Association is 435 10th Avenue West, Palmetto, Florida 34221 and the name of the initial registered agent of the Community Association located at that address is Reed W. Mapes.

ARTICLE XII. INCORPORATOR

The name and address of the incorporator is Bermuda Bay Development Co., Ltd., 435 10th Avenue West, Palmetto, Florida 34221.

IN WITNESS WHEREOF, for the purpose of forming a corporation not for profit under the provisions of Chapter 617 of the Florida Statutes, the undersigned has executed these Articles of Incorporation on this 13th day of February, 1998.

BERMUDA BAY DEVELOPMENT CO., LTD.

By: Southern Comfort Development
Co., Inc. - General Partner

By: Reed W. Mapes, President

FILED
98 FEB 23 AM 8:43
TALLAHASSEE
FLORIDA
STATE

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 13th day of FEB., 1998, by Reed W. Mapes, the President of of Southern Comfort Development Co., Inc., on behalf of the Corporation in its capacity as General Partner of Bermuda Bay Development Co., Ltd. Reed W. Mapes is personally known to me or has produced as identification and did (did not) take an oath.

Robert W. Hendrickson, III
Notary Public

Typed, Printed or Stamped Name of
Notary Public
My Commission expires

ROBERT W. HENDRICKSON, III
Notary Public, State of Florida
My comm. expires Aug. 19, 1999
Comm. No. CC 482797

ACCEPTANCE

I hereby accept to act as initial Registered Agent for BERMUDA BAY CLUB COMMUNITY ASSOCIATION, INC., as stated in these Articles of Incorporation.

Reed W. Mapes (SEAL)
REED W. MAPES