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Attorneys at Law

SWALM, MURRELL & SAMOUCÉ, P.A.

John M. Swalm III
Robert E. Murrell
Robert C. Samoucé

Philip M. Francoeur, Jr.
of Counsel
John F. Forsyth
Retired

May 3, 1999

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

100002862541--5
-05/04/99-01095-014
*****78.75 *****78.75

Re: Articles of Incorporation; Bayside at Barefoot Beach Homeowners Association, Inc.

Enclosed please find the original and one copy of the above-referenced document for filing with your office. Please return a certified copy to our office at your earliest convenience. Our check in the amount of \$78.75 is enclosed.

Thank you.

Sincerely,



Robert E. Murrell
For the Firm

REM/smy

99 MAY -4 AM 10:45
TALLAHASSEE, FL 32314

B. BROCK MAY 10 1999

99 MAY -4 PM 10:15
FILED

**ARTICLES OF INCORPORATION
OF
BAYSIDE AT BAREFOOT BEACH HOMEOWNERS ASSOCIATION, INC.**

Pursuant to Section 617.01201, Florida Statutes, these Articles of Incorporation are created by Robert E. Murrell, 2375 Tamiami Trail N., Suite 308, Naples, Florida 34103, as sole incorporator, for the purposes set forth below.

ARTICLE I

NAME: The name of the corporation is Bayside at Barefoot Beach Homeowners Association, Inc. (the "Association").

ARTICLE II

PRINCIPAL OFFICE: The principal office of the corporation shall initially be located at 222 Barefoot Beach Blvd., Bonita Springs, Florida 34134, and subsequently at such other location as shall be determined by the Board of Directors.

ARTICLE III

PURPOSE AND POWERS: The purpose for which the Community Association is organized is to provide an entity for the operation of Bayside at Barefoot Beach, a residential community, (the "Community") located in Lee County, Florida.

The Community Association is organized and shall exist upon a non-stock basis as a Florida corporation not for profit, and no portion of any earnings of the Association shall be distributed or inure to the private benefit of any member, director, or officer of the Association. For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of a Florida corporation not for profit operating as a master homeowners' association under Sections 617.301 - 617.312, Florida Statutes (1997), except as expressly limited or modified by these Articles, the Declaration of Covenants, Conditions and Restrictions for Bayside at Barefoot Beach (the "Declaration"), or the Bylaws of the Association, and it shall have all other powers and duties reasonably necessary to operate Bayside at Barefoot Beach, and effectuate the purposes for which the Association is organized pursuant to the Declaration as it may hereafter be amended, including but not limited to the following:

- (A) To levy and collect assessments against the members of the Association to defray the costs, expenses and losses of the Association, and to use the proceeds of assessments in the exercise of its powers and duties.
- (B) To purchase, acquire, own, lease, maintain, repair, replace or operate the Common Areas.
- (C) To purchase insurance for the protection of the Association and its members.
- (D) To reconstruct improvements after casualty and to make further improvements of the Common Areas.

(E) To make, establish, amend and enforce reasonable rules and regulations governing the use of the Common Areas and the operation of the Association.

(F) To contract, and to sue and be sued; and to enforce the covenants and restrictions in the Governing Documents.

(G) To employ accountants, attorneys, architects, or other professional personnel, and to contract for services necessary to perform the services required for proper operation and maintenance of the Bayside at Barefoot Beach.

(H) To acquire, own and convey real property, and to enter into agreements, or acquire leaseholds, easements memberships, and other possessory or use interests in lands or facilities such as tennis courts, swimming pools, country clubs, golf courses, and other facilities. It has this power regardless of whether the lands or facilities are contiguous to the lands of the Community, if they are intended to provide enjoyment, recreation, or other use or benefit to the Members.

(I) To borrow or raise money for any purposes of the Association; to draw, make, accept, endorse execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness; and to secure the payment of any thereof, and of the interest therein, by mortgage pledge, conveyance or assignment in trust, of the whole or any part of the rights or property of the Association.

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 Declaration of Covenants, these Articles of Incorporation and the Bylaws.

ARTICLE IV

MEMBERSHIP AND VOTING RIGHTS: All record owners of legal title of Lots and Living Units in the Community shall be voting members. Membership and voting rights shall be as set forth in Sections 4 and 11 of the Declaration of Covenants for Bayside at Barefoot Beach, to which these Articles are attached as an Exhibit, and in the Bylaws of the Community Association.

ARTICLE V

TERM: The term of the Association shall be perpetual.

ARTICLE VI

BYLAWS: The Bylaws of the Association may be altered, amended or rescinded in the manner provided therein.

ARTICLE VII

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

BAYSIDE AT BAREFOOT BEACH - ARTICLES

(A) Proposal. Amendments to these Articles may be proposed by a majority of the Directors or by written petition of at least ten percent (10%) of the voting interests, and shall be submitted to a vote of the Members not later than the next annual meeting for which proper notice can be given.

(B) Vote Required. Except as otherwise required by Florida law, a proposed amendment to these Articles of Incorporation shall be adopted if it is approved by a majority of the voting interests at any annual or special meeting, provided that notice of any proposed amendment has been given to the Members of the Association, and that the notice contains the text of the proposed amendment.

(C) Effective Date. An amendment shall become effective upon filing with the Secretary of State and recording a certified copy in the Public Records of the County. The amendment must be recorded with the same formalities as required in Section 10.4 of the Bylaws for an amendment to the Bylaws.

ARTICLE VIII

DIRECTORS AND OFFICERS:

(A) The affairs of the Association will be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws, but not less than three (3) Directors, and in the absence of such determination shall consist of three (3) Directors.

(B) Directors of the Association shall be elected by the Members in the manner described in the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided in the Bylaws.

(C) The business of the Association shall be conducted by the officers designated in the Bylaws. 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 serve at the pleasure of the Board.

ARTICLE IX

INITIAL TRUSTEES:

The initial Directors of the Association shall be:

George Kellogg
30269 County Road 16W
Elkhart, IN 46516

Sam Robinson
226 Barefoot Beach Blvd.
Bonita Springs, Florida 34134

John Neher
222 Barefoot Beach Blvd.
Bonita Springs, Florida 34134

ARTICLE X

INITIAL REGISTERED AGENT:

The initial registered office of the Association shall be at:

2375 Tamiami Trail N., Suite 308
Naples, Florida 34103

The initial registered agent at said address shall be:

Swalm, Murrell & Samouce, P.A.

ARTICLE XI

INDEMNIFICATION:

To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director and every officer of the Association against all expenses and liabilities, including attorneys fees, actually and reasonably incurred by or imposed on him in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he is or may become a party by reason of being or having been a Directors or officer of the Association. The foregoing right of indemnification shall not be available if a judgment or other final adjudication establishes that his 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 judgement in its favor.
- (B) A violation of criminal law, unless the Director or officer had no reasonable cause to believe his action was unlawful or had reasonable cause to believe his action was lawful.
- (C) A transaction from which the Director or officer derived an improper personal benefit.
- (D) Wrongful conduct by Directors, in a proceeding brought by or on behalf of the Association.

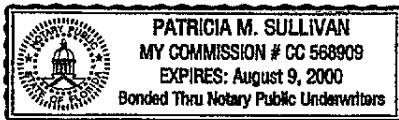
In the event of an out-of-court settlement of litigation, the right to indemnification shall not apply unless a majority of the disinterested Directors approves the settlement and indemnification as being in the best interest of the Association. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which a Director or officer may be entitled.

WHEREFORE the incorporator has caused these presents to be executed this 3rd day of May, 1999.

By Robert E. Murrell
Robert E. Murrell

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was executed before me this 3rd day of May, 1999, by Robert E. Murrell. He is personally known to me or did produce _____ as identification.



Patricia M. Sullivan
Notary Public (SEAL)
Print name: PATRICIA M. SULLIVAN

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the Bayside at Barefoot Beach Homeowners Association Inc., at the place designated in these Articles of Incorporation, I hereby accept the appointment to act in this capacity and agree to comply with the laws of the State of Florida in keeping open said office.

SWALM, MURRELL & SAMOUCÉ

Robert E. Murrell
Robert E. Murrell, Vice, President

99 MAY -4 AM 10:15
ALL AMOUNTS PAID
FEB 11 1999