

TRANSMITTAL LETTER

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

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-04/28/99--01114--003
*****70.00 *****70.00

SUBJECT: OYSTER BAY HOMEOWNER'S ASSOCIATION OF NAPLES, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☒ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Law Office of Kelly C. Peel, Esq.
Name (Printed or typed)

385 Thirteenth Avenue South
Address

Naples, Florida 34102
City, State & Zip

(941) 403-0981
Daytime Telephone number

261-6916

FILED
JUN 15 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W99-10326
6/15/99
mm

NOTE: Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

May 3, 1999

LAW OFFICE OF KELLY C. PEEL, ESQ.
385 THIRTEENTH AVE SOUTH
NAPLES, FL 34102

SUBJECT: OYSTER BAY HOMEOWNER'S ASSOCIATION OF NAPLES, INC.
Ref. Number: W99000010326

We have received your document for OYSTER BAY HOMEOWNER'S ASSOCIATION OF NAPLES, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Bylaws are not filed with this office. Please retain them for your records.

We are enclosing the proper form(s) with instructions for your convenience.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6924.

Sharon L Philman
Document Specialist Supervisor

Letter Number: 999A00023723

OYSTER BAY/GOLDEN SHORES HOMEOWNER'S ASSOCIATION, INC.

ARTICLES

ARTICLES I NAME

This corporation shall be known as the OYSTER BAY/GOLDEN SHORES HOMEOWNER'S ASSOCIATION, INC., a non-profit membership Florida corporation, and shall maintain its offices at the Law Office of Kelly C. Peel, Esquire, 385 Thirteenth Avenue South, Naples, Florida.

ARTICLE II PURPOSES

Section I

To promote the best interests of the property owners of the areas known as Oyster Bay and Golden Shores (hereinafter referred to collectively as Oyster Bay), City of Naples, Collier County, Florida, for the purpose of maintaining and/or enhancing the value of all property in the area: to foster further, advocate and protect the best interests of the area as a residential section; to encourage all propositions that may be deemed beneficial to the area; to discourage and oppose all propositions that may be detrimental to the property owners and residents of the area.

Section II

To procure the construction of public improvements and/or utilities, and insure their proper maintenance within the area; to promote all other civic and other improvements in Oyster Bay, City of Naples and Collier County; and to cooperate with other civic associations and public officials in serving the best interests of the community.

ARTICLE III MEMBERSHIP

Section I

Any person, or persons, owning property in the community known as Oyster Bay, City of Naples, Collier County, Florida is eligible for membership in the corporation, provided such person, or persons, submits an application for membership and pays the annual dues for the calendar year for which said dues are due.

Section II

The annual dues shall be determined by majority vote of the Board of Directors each year and announced at the annual membership meeting. The dues shall be per family (address) and shall be payable during the first sixty days after the annual membership meeting.

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TALLAHASSEE, FLORIDA

Section III

The membership of any person shall terminate when he, or she, resigns or no longer meets the qualifications for membership as set forth in Section I and Section II hereof.

Section IV

Special assessments to cover extraordinary costs and expenses may be levied when approved by the Board of Directors and by a majority of the membership present, in person or by proxy, at any duly called annual or special meeting, provided, however, that such majority of the membership present, in person or by proxy, at such meeting, shall also constitute a majority of the total membership of the corporation.

ARTICLE IV MEMBERSHIP MEETINGS

Section I Annual Meeting

Annual meeting of the membership of this corporation shall be held at a date, time and place to be determined by majority vote of the Board of Directors, but such date shall not be more than twelve (12) months after the previous annual meeting.

Section II Special Meetings

Special meetings of the membership shall be held at such date, time, and place as requested by the president, or the board of directors, or by petition signed by not less than fifty members in good standing.

Section III Notice

Members of the corporation shall receive notice of each annual or special meeting at least fifteen days prior to the day set for such meeting. In addition thereto, notice of a special meeting must set forth the specific purpose of such meeting.

Section IV Quorums

Those members in good standing, in person or by proxy, at each annual or special meeting shall constitute a quorum to act upon all matters which may come before the meeting, providing, however, that not less than fifty percent of the total membership is represented (in person or by proxy) at such meeting.

Section V

Voting privileges shall be restricted to members in good standing, in person or by proxy.

Each family (address) shall be entitled to one vote. The Secretary shall have present at each meeting a current listing of all members in good standing to determine eligibility to vote.

Section VI

Order of business at annual meeting shall be:

- A. Reading of notice of meeting;
- B. Reading of minutes of previous meeting;
- C. Report of President;
- D. Report of Treasurer;
- E. Report of Secretary;
- F. Report of Committees;
- G. Election of Directors;
- H. Transaction of others business mentioned in notice;
- I. Adjournment.

Section VII

Order of business at special meeting shall be:

- A. Reading of notice of meeting;
- B. Reading of minutes of previous meetings where pertinent to special meeting;
- C. Reports of Officers where pertinent to special meeting;
- D. Reports of committees where pertinent to special meeting;
- E. Transaction of business mentioned in notice ;
- F. Adjournment.

ARTICLE V BOARD OF DIRECTORS

Section I Number and Qualification

The business and affairs of this corporation shall be managed by a Board of Directors composed of seven persons all of whom shall be members and property owners of the corporation and shall not reside at the same address.

Section II Election of Directors

At the first annual meeting following the incorporation of this association, the membership of the corporation shall elect three directors, one director for a term of three years, one director for two years and one director for a term of one year. At each subsequent annual meeting of the membership of this corporation, three directors shall be elected for a term of three years, and the membership shall elect such additional directors as may be required to complete the unexpired terms of vacancies that may have been created during the previous year.

Section III Quorum

Fifty one percent of the total number of directors in office shall constitute a quorum to transact business. The act of a majority of directors present at a meeting, when a quorum is present, shall constitute an act of the Board of Directors.

Section IV Notice and Meetings of the Board of Directors

A. The date, time and place of the annual meeting of the Board of Directors shall be set by the President but must be held within two weeks following the annual meeting of the membership.

B. The Directors shall set the date, time, and place of their regular meetings but are required to meet at least four times a year.

C. Special meetings may be called by the President or by four directors.

D. Notice of the date, time, and place of each meeting must be given by the Secretary to each Director not less than five days before each meeting unless such notice shall be waived before or at such meeting where notice has not been given.

Section V

Failure to attend three consecutive meetings without a valid excuse shall constitute cause for the removal of a Director by a two-thirds vote of the Board of Directors.

Section VI Vacancies on Board of Directors

Vacancies on the Board of Directors shall be filled through election by the remaining members of the Board. Each person so elected shall remain a Director until his successor is elected at the next annual meeting of the membership.

Section VII Power to Elect Officers

The Board of Directors, at their annual meeting, shall elect a President, a Vice-President, a Secretary and a Treasurer. All Officers must be members of the Board of Directors.

ARTICLE VI OFFICERS

Section I

A. The Officers of the Board of Directors shall be the Officers of this corporation.

B. Each Officer shall be elected for a period of one year and his tenure in office shall terminate immediately upon election of new Officers by the Board of Directors at their next annual meeting.

Section II

A. No person shall be elected to the office of President who has served less than one year on the Board of Directors, with the exception of the initial President.

B. The President shall:

1. Preside at all meetings of the Board of Directors and the membership.
2. Make all committee appointments other than the nominating committee.
3. Be a member, ex officio, of all committees, except nominating committee.
4. Perform all duties usually pertaining to the office of President.

Section III Vice-President

A. The Vice-President shall preside at all meetings of the Board of Directors and/or the membership in the absence of the President.

B. Perform all such duties usually pertaining to the office of Vice-President.

Section IV Treasurer

A. The Treasurer shall:

1. Be custodian of all funds and securities of the corporation and collect interest thereon, if any.
2. Keep a record of the accounts of the corporation and report thereon at each regular meeting of the Board of Directors and at the annual meeting of the membership, and make special reports when requested by the President, the Board of Directors or the Finance committee.
3. Deposit all monies of the corporation in the name of OYSTER BAY/GOLDEN SHORE HOMEOWNER'S ASSOCIATION, INC., in a bank or banks selected by the Board of Directors subject to withdrawal for authorized purposes upon signature of the Treasurer. In the absence of the Treasurer, the Chairman of the Finance Committee is authorized to sign.
4. The Treasurer and the Chairman of the Finance Committee shall be bonded in such amount as the Board of Directors may require. The corporation to pay the premium of such bond or bonds.
5. Prepare and file reports and returns required by all governmental agencies.

Section V Secretary

A. The Secretary shall:

1. Record the minutes of all meetings.
2. Have custody of the seal of the corporation.
3. Give notices of all meetings required by statute, by-laws or resolutions.
4. Maintain committee reports.
5. Carry on all necessary correspondence of the corporation.
6. Keep an accurate list of the membership of the corporation, to notify all delinquent members of the status of their membership.
7. Perform such other duties as may be delegated by the Board of Directors.

ARTICLE VII COMMITTEES

Section I Nominating Committee

A. Each year the President shall appoint a chairman of the nominating committee at the final regular meeting of the Board of Directors.

B. The Board shall select four additional members for this committee.

C. A report of a slate of Directors shall be made to the membership at the annual meeting.

D. Additional nominations may be made from the floor at such meeting.

E. A report on a slate of Officers shall be made to the Board of Directors at their annual meeting.

F. Additional nominations may be made by any Director at such meeting.

G. No person shall be nominated for director or officer by the nominating committee without first having obtained approval of the nominee prior to the submission of the report.

Section II Standing Committees

A. At the first regular meeting of the Board of Directors or as soon thereafter as practicable, the President shall appoint chairmen to the following standing committees.

- | | |
|---------------------------|-----------------------------|
| 1. Civic Improvements | 7. Landscape/Beautification |
| 2. Grievance | 8. Neighborhood Watch |
| 3. Finance | 9. Newsletter |
| 4. Legislative | 10. Hurricane Evacuation |
| 5. Membership/Hospitality | 11. Neighborhood Aesthetics |
| 6. Waterways | |

Section III

In addition to the above committee, the President may, at his/her decision, or the Board of Directors may, appoint such special committees as may be deemed necessary.

Section IV

In absence of appointment by the President and/or the Board of Directors, the chairman of each committee may appoint additional members to his committee to assist him.

Section V

The chairmen of each committee shall be a member of the Board of Directors, but the other members of each committee need only be members of the corporation.

Section VI

The committee chairmen shall report directly to the Board of Directors.

ARTICLE VIII COMPENSATION

Section I

The officers, Board of Directors and/or members of any and all committees shall serve without any compensation.

Section II

In the event special services are deemed necessary by the Board of Directors, the amount of any compensation therefore must be established prior to the rendering of any such service and approved by the Board of Directors.

ARTICLE IX POWERS AND LIMITATIONS

Section I

The Board of Directors and Officers of this corporation shall have the powers necessary to carry out the "Purposes of the Corporation" as set forth in ARTICLE II hereof but in so doing are specifically limited in the following instances:

A. The Treasurer is specifically prohibited from disbursing any of the corporation's funds in excess of three hundred (\$300) dollars until such disbursement is approved by the Board of Directors.

ARTICLE X FISCAL YEAR

Section I

The fiscal year of the corporation shall be the calendar year.

ARTICLE XI ADOPTION, AMENDMENT, RATIFICATION

Section I

These By-Laws shall be deemed adopted when approved by the Board of Directors and accepted at an annual or special meeting of the membership by a majority vote of the members in good standing present, in person or by proxy, at such meeting.

Section II

These By-Laws, or any part thereof, may be amended, altered or repealed by vote of the Board of Directors and approved by a majority of members in good standing present, in person or by proxy, at any annual or special meeting of the membership provided, however, that notification of the intent to amend, alter or repeal the By-Laws or any part thereof has been given with notification of such meeting.

The foregoing was adopted as the Articles of OYSTER BAY/GOLDEN SHORES HOMEOWNER'S ASSOCIATION, INC. A non-for-profit Florida corporation at a meeting of said Association.

ARTICLE XII
INCORPORATOR

AL KRISS
1301-B Chesapeake Ave.
Naples, Florida 34102

OYSTER BAY/GOLDEN SHORES
HOMEOWNER'S ASSOCIATION,
INC.

By: AL Kriss
President / Incorporator

Attest: AL Kriss
Secretary

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 617/607 FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

Oyster Bay/Golden Shores Homeowner's Association, Inc.

(must include suffix)

2. The name and address of the registered agent and office is:

Kelly C. Peel, P.A.

(NAME)

385 Thirteenth Avenue South

(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Naples, Florida 34102

(CITY/STATE/ZIP)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



(SIGNATURE)

6/9/99

(DATE)