

SEP. 23, 1999 2:56PM
Division of Corporations

GRIMES, GOEBEL ET AL

NO. 5168 P. 1
Page 1 of 2

N99000005688

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H99000023802 4)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : GRIMES, GOEBEL, GRIMES & HAWKINS, P.A.
Account Number : 072460000742
Phone : (941) 748-0151
Fax Number : (941) 748-0158

FILED
99 SEP 23 AM 10:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA NON-PROFIT CORPORATION

Baleigh Estates Homeowners' Association, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	07
Estimated Charge	\$70.00

9/24/99

**ARTICLES OF INCORPORATION
OF
BALEIGH ESTATES HOMEOWNERS' ASSOCIATION, INC.**

I, the undersigned incorporation, a resident of the State of Florida and full age, hereby make, subscribe, acknowledge and file with the Secretary of the State of Florida these Articles of Incorporation for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida.

ARTICLE I.

Name

The name of this corporation is *BALEIGH ESTATES HOMEOWNERS' ASSOCIATION, INC.*, hereinafter called the "Association" and the principal address is 791 Broadway, Longboat Key, Florida 34228..

ARTICLE II

Purpose and Powers of the Association

This Association does not contemplate pecuniary gain or profit to the members thereof. The specific purposes for which it is formed are to promote the health, safety and general welfare of the residents within all or any portion of *BALEIGH ESTATES LOTS 1-15*, a proposed residential subdivision lying and being in Manatee County, Florida, attached hereto and any additional phases of said subdivision as may be brought within the jurisdiction of the Association by the recordation in the Public Records of Manatee County, Florida, of a Declaration of Covenants, Conditions, Easements and Restrictions (hereinafter referred to as "Declaration") pertaining to any additional Phase of said subdivision. For the foregoing purposes, this Association is empowered to:

- (a) Exercise all of the powers and privileges, and to perform all of the duties and obligations of this Association as set forth in the Declaration, the terms and provisions of which are incorporated herein by reference; and
- (b) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of this Association, including all licenses, taxes and governmental charges levied or imposed against the property of this Association, and to sue and be sued and file such causes of action, both civil and administrative, as is in the best interest of the Association, and its members; to contract for services, such as, to provide for the operation and maintenance in the event the Association contemplates employing a maintenance company; and
- (c) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of personal property in connection with the affairs of this Association; and to operate and maintain all common property, specifically and including but not limited to any surface water management system as permitted by the South West Florida Water Management District including all lakes, retention areas, water management areas, ditches, culverts, structures and related appurtenances; and
- (d) Borrow money, and with the assent of not less than two-thirds (2/3) of the votes of each class of members present and voting, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred; and
- (e) Dedicate, sell or transfer all or any part of this Association's property to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members; provided that any such dedication or transfer shall have the assent of not less than two-thirds (2/3) of the votes of each class of members present and voting; and
- (f) Participate in mergers and consolidations with other nonprofit corporations organized for similar purposes, provided that any such merger or consolidation shall have the assent of two-thirds (2/3) of the votes of each class of members; and

Caleb J. Grimes, Esquire/FL Bar #264636 Grimes Goebel Grimes Hawkins & Gladfelter, P.A., 1023 Manatee Avenue West, Bradenton, Florida 34205 (941) 748-0151 FAX (941) 748-0158

H99000023802 4

FILED
99 SEP 23 AM 10:42
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

H99000023802 4

(g) Annex additional real property in accordance with the provisions of the Declaration, with such annexation, extending the jurisdiction, function, duties and membership of this corporation to the real property thereby annexed; and

(h) From time to time adopt, alter, amend and rescind reasonable rules and regulations governing the use of the Association Area, as defined in the Declaration, which rules and regulations shall be consistent with the rights and duties established by the declaration and with the provisions of these Articles of Incorporation; and

(i) Have and to exercise any and all powers, rights and privileges which a corporation organized under the Nonprofit Corporation Law of the state of Florida by law may now or hereafter have or exercise; and

Notwithstanding anything in the above to the contrary, no part of the net earnings of the Association shall inure to the benefit of any member within the meaning of Section 501 (c) (7) of the Internal Revenue code of 1954, nor shall the Association engage in any other activity prohibited by such section.

ARTICLE III

Membership

Every person or legal entity who holds legal title of record to any undivided fee simple interest in any lot being a part of *BALEIGH ESTATES LOTS 1-15* a proposed residential subdivision lying and being in Manatee County, Florida, and every person or legal entity who holds legal title of record to any undivided fee simple interest in any lot being a part of any additional Phase of *BALEIGH ESTATES* provided that such Phase has come under the jurisdiction of the Association by the recordation of the aforesaid "Declaration" among the Public Records of Manatee County, Florida, shall be a member of this Association. A lot owner of more than one such lot shall have one membership for each such lot owned by him. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to the provisions of the Declaration.

ARTICLE IV.

Corporate Existence

The Association shall commence upon the filing of these Articles of Incorporation with the Secretary of State, State of Florida. The Corporation shall exist perpetually.

ARTICLE V.

Voting Rights

This Association shall have two (2) classes of voting membership:

CLASS A. Class A members shall be all Lot Owners (as defined in Article III above), with the exception of the Developer, and they shall be entitled to one vote for each lot owned. If more than one person holds an ownership interest in any one lot, the Lot Owners shall designate one of the persons holding an interest in said unit to cast one vote. Said designation shall be submitted to the Secretary of the Association prior to the time for any meeting.

CLASS B. The Class B member shall be the Developer, and shall be entitled to four (4) votes multiplied by the number of then outstanding Class A votes. The Class B membership shall cease and be converted to Class A membership on the happening of any of the following events, which ever occurs earlier:

(a) When the Developer announces that it will not develop any further additional Phases in *BALEIGH ESTATES* and all lots in existing Phases have been sold and conveyed by the Developer to third parties; or

(b) When the Developer elects to transfer control of the Association, in its sole discretion; or

H99000023802 4

(c) on January 01, 2010.

The term "Developer" as used herein shall mean *SNYDER CONSTRUCTION COMPANY, INC.* its nominees, successors and assigns.

Notwithstanding anything to the contrary contained herein, upon conversion of the Class B membership to Class A membership, the Developer shall become a Class A member with regard to each Lot owned by it, and shall be entitled to one (1) vote for each such Lot on all questions and matters coming before the membership of the Association for a vote thereon.

ARTICLE VI.

Board of Directors

The affairs of this Association shall be managed by a Board of directors initially composed of three (3) Directors, who need not be members of the Association. The number of Directors may be changed by amendment to the By-Laws of this Association but shall never be less than three (3). At all times, the members of the Board of Directors shall be divided as equally as the number of Directorships will permit into three (3) classes: Class 1, Class 2 and Class 3. The term of office for all Directors shall be three (3) years, except that the term of office of the initial Class 1 Director shall expire at the annual meeting next ensuing. The term of office of the initial Class 2 Director shall expire one (1) year thereafter, and the term of office of the initial Class 3 Director shall expire two (2) years thereafter. The names and addresses of the persons who are to act in the capacity of Directors until their successors are elected and qualify, unless they sooner shall die, resign, or are removed, are:

NAME		Address
Darenda D. Marvin	CLASS 1 DIRECTOR	1023 Manatee Avenue West, Bradenton, FL 34205
John D. Hawkins	CLASS 2 DIRECTOR	1023 Manatee Avenue West, Bradenton, FL 34205
Earl L. Snyder, II	CLASS 3 DIRECTOR	791 Broadway, Longboat Key, FL 34228

It is the intent of these Articles that, at all times hereafter, the Directors shall be classified as to term of office in the manner hereinabove provided for the initial Board, so that, as nearly as the number of directorships will permit, one-third (1/3) of the Directors of this Association shall be elected at each annual meeting of this Association. directors shall be eligible to serve successive term in office without limitation.

Any Director may be removed from the Board as provided for in the Bylaws of *BALEIGH ESTATES HOMEOWNER'S ASSOCIATION, Inc.* and any amendment thereto.

ARTICLE VII.

Officers

Section 1 Enumeration of Officers. The officers of this Association shall be a president, a vice-president, a secretary and a treasurer, and such other officers as the Board may from time to time by resolution create. The president and vice-president shall be member of the Board of Directors. The office of treasurer shall not be combined with any other office of this Association, except that the treasurer, or any other officer, may be a Director of this Association

Section 2 Election of Officers The election of officers shall take place at the first meeting of the Board of Directors following each annual meeting of the members.

H99000023802 4

Section 3. Term. The officers of this Association shall be elected annually by the Board and each shall hold office for one (1) year and until his successor shall be elected and qualify, unless he dies, resigns, or is removed, or otherwise disqualified to serve.

Section 4. Initial Officers. The names and addresses of the Officers of this Association who, subject to these Articles and the By-Laws of this Association who, subject to these Articles and the By-Laws of this Association and the laws of the State of Florida, shall hold office for the first year of the existence of this Association, or until an election is held by the directors of this Association for the election of officers, if earlier, and until their successors have been duly elected and qualify, unless they sooner die, resign, or are removed, are:

NAME	OFFICE	ADDRESS
<i>Earl L. Snyder, II</i>	<i>President</i>	<i>791 Broadway, Longboat Key, FL 34228</i>
<i>Earl L. Snyder, II</i>	<i>Vice-President</i>	<i>791 Broadway, Longboat Key, FL 34228</i>
<i>Earl L. Snyder, II</i>	<i>Treasurer</i>	<i>791 Broadway, Longboat Key, FL 34228</i>
<i>Earl L. Snyder, II</i>	<i>Secretary</i>	<i>791 Broadway, Longboat Key, FL 34228</i>

Section 5. Removal of Officers. Any officer or agent elected or appointed by the Board may be removed by a majority of the Board, with or without cause, whenever in its judgment the best interests of the Association will be served thereby.

ARTICLE VIII.

Subscribers

The name and residence address of the subscriber to these Articles of Incorporation is as follows:

Name	Address
<i>Earl L. Snyder, II</i>	<i>791 Broadway, Longboat Key, FL 34228</i>

ARTICLE IX.

Dissolution

This Association may be dissolved with the assent given in writing and signed by members entitled to cast not less than two-thirds (2/3) of the votes of each Class of members. Upon dissolution of this Association, other than incident to a merger or consolidation, the assets of this Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes, but in no event shall such assets inure to the benefit of any member of other private individual.

ARTICLE X.

Initial Registered Office and Agent

The street address of the initial registered office of the Association is : *791 Broadway, Longboat Key, FL 34228*. The name of the initial registered agent of the Association is : *Earl L. Snyder, II, President of Snyder Construction Company, Inc.*

H99000023802 4

H99000023802 4

ARTICLE XI**By-Laws**

The By-Laws of this Association shall be initially adopted by the Board of Directors. Thereafter, the By-Laws shall be altered or rescinded by vote of fifty-one percent (51%) of the members, assuming a quorum of members present at any regular or special meeting of the membership duly called and convened.

ARTICLE XII**Amendment to Articles**

Any amendments of these Articles shall be proposed by any member of this Association at any regular or special meeting of the membership duly called and convened and shall require the assent of the members entitled to cast seventy-five percent (75%) of the total votes eligible to be cast at any regular or special meeting of the membership duly called and convened.

ARTICLE XIII**Indemnity**

The corporation shall indemnify any person made apart or threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, pursuant to the provisions contained in chapter 607 or 617, Florida Statutes, or additions and amendments thereto.

ARTICLE XIV**Interpretation**

Express reference is hereby made to the terms and provisions of the Declaration where necessary to interpret, construe, and clarify the provisions of these Articles. In subscribing and filing these Articles, it is the intent of the undersigned that the provisions hereto be consistent with the provisions of the Declaration and, to the extent not prohibited by law, that the provisions of these Articles and of the Declaration be interpreted, construed and applied so as to avoid inconsistencies or conflicting results.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, I, the undersigned, constituting the incorporator of this Association have executed these Articles of Incorporation this 28th day of May, 1998.


Earl L. Snyder II, President of
Snyder Construction Company, Inc.

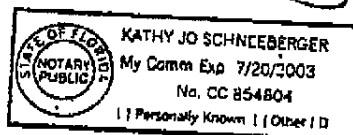
STATE OF FLORIDA:
COUNTY OF MANATEE:

BEFORE ME, the undersigned authority, on this 28th day of May, 1998, personally appeared to me known to be the person described in and who signed the foregoing Articles of Incorporation and acknowledged to me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.

My Commission Expires:

H99000023802 4



SEP. 23. 1999 2:58PM

GRIMES, GOEBEL ET AL

NO. 5168 P. 7

H99000023802 4

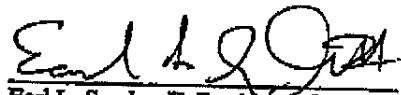
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That *BALEIGH ESTATES HOMEOWNERS' ASSOCIATION, INC.*, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in the County of Manatee, State of Florida, has named *Earl L. Snyder, II* as its agent to accept service or process within Florida.

Having been named to accept service of process for the above-stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 28th day of May, 1998.


Earl L. Snyder, II, President of
Snyder Construction Company, Inc.
Registered Agent for *BALEIGH ESTATES
HOMEOWNERS' ASSOCIATION, INC.*
791 Broadway
Longboat Key, FL 34228

FILED
99 SEP 23 AM 10:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

H99000023802 4