

**N 99 00000 5699**

Ruden, McClosky, Smith, et.al.  
Requestor's Name

215 South Monroe Street Suite 815  
Address

Tallahassee, FL 32301 681-9027  
City/State/Zip Phone #

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TALLAHASSEE, FLORIDA

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. Articles of Incorporation filing  
(Corporation Name) (Document #)
2. Bayshore Gardens Commercial Center Condo Assoc., Inc.  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time \_\_\_\_\_
- ☐ Mail out ☐ Will wait ☐ Photocopy

- ☒ Certified Copy
- ☒ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Articles of Incorporation  
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Examiner's Initials

**ARTICLES OF INCORPORATION  
OF  
BAYSHORE GARDENS COMMERCIAL CENTER CONDOMINIUM  
ASSOCIATION, INC.**

The undersigned person, acting as incorporator of a not-for-profit corporation under the Florida Not For Profit Corporation Act (Chapter 617 of the *Florida Statutes*), adopts the following Articles of Incorporation for the corporation ("Articles").

**ARTICLE I**

**Name**

The name of the corporation shall be Bayshore Gardens Commercial Center Condominium Association Inc., hereinafter referred to as the "Association."

**ARTICLE II**

**Principal Office**

The principal office of the Association shall be located at 111 2nd Avenue NE, St. Petersburg, Florida 33701. The Board may from time to time designate another address for the principal office of the Association.

**ARTICLE III**

**Definitions**

The terms used in these Articles shall have the same definitions and meanings as those set forth in the Declaration of the Condominium to be recorded in the Public Records of Manatee County, Florida, unless herein provided to the contrary, or unless the context otherwise requires.

**ARTICLE IV**

**Purpose**

The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act (the "Act") as it exists on the date hereof for the operation of that certain condominium located in Manatee County, Florida, known as **Bayshore Garden Commercial Center, a land condominium** (the "Condominium").

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## ARTICLE V

### General Powers

The Association shall have all of the powers and duties reasonably necessary to operate and maintain the Association, including, but not limited to, the following:

- A. All of the common law and statutory powers of a corporation not for profit under the laws of Florida that are not in conflict with the provisions of these Articles, the Declaration, the Bylaws or the Act.
- B. To establish, levy, collect and enforce payment of all fees, dues, charges or assessments pursuant to the terms of the Declaration or the Bylaws for all of the purposes of the Association.
- C. To pay all expenses incident to the conduct of the business of the Association.
- D. To promulgate or enforce rules, regulations, bylaws, covenants, restrictions or agreements for the maintenance, conservation and use of the Condominium Property and for the health, comfort, safety and welfare of the Unit Owners, unless such power is otherwise allocated to the Board in the Bylaws or Declaration.
- E. To purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of real or personal property and to enter into, make perform or carry out contracts of every kind with any person, firm corporation or association.
- F. To charge recipients for services rendered by the Association and the user for the use of Association property where such is deemed appropriate by the Association.
- G. To pay taxes and other charges, if any, on or against any property owned, used or accepted by the Association.
- H. To borrow money and to make, accept, endorse, execute and issue debentures, promissory notes or other obligations of the Association for money borrowed or in payment for property acquired or for any of the other purposes of the Association, and to secure the payments for such obligations by mortgages, pledges or other instruments of trust by liens upon or assignment of or agreement in regard to all or any part of the property rights or privileges of the Association.
- I. To maintain, repair, replace, reconstruct, add to and operate the Condominium Property, and to contract for the management and maintenance of same.

- J. To purchase insurance upon the Condominium Property and insurance for the protection of the Association, its officers, directors and Unit Owners, as required by the Declaration.
- K. To enforce by legal means the provisions of the Act, the Declaration, the Articles and the Bylaws.

## **ARTICLE VI**

### **Membership**

- A. The members of the Association shall consist of all of the record title owners of Units in the Condominium and after termination of the Condominium, shall consist of those who are members at the time of the termination and their successors and assigns.
- B. On all matters upon which the membership shall be entitled to vote, there shall be only one vote for each Unit, which vote shall be exercised or cast in the manner provided by the Declaration and Bylaws.
- C. The share of a member in the funds and assets of the Association cannot be assigned, encumbered, hypothecated, subjected to a security interest, or transferred in any manner, except as an appurtenance to the Unit for which that share is held.

## **ARTICLE VII**

### **Board of Directors**

- A. The affairs of the Association shall be managed by a Board of Directors. The initial Board shall consist of four (4) directors who shall hold office until the election of their successors. Thereafter, the number and manner of election or appointment of directors and their terms of office shall be as provided in the Bylaws, however, the number of directors shall not be less than four (4).
- B. The owners and addresses of the members of the first Board, who shall hold office until their successors are elected or appointed and have qualified as provided in the Bylaws, are as follows:

Director	Michael Johnson 111 2nd Avenue NE St. Petersburg, FL 33701
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Director Fred Hemmer  
111 2nd Avenue NE  
St. Petersburg, FL 33701

Director Craig Sher  
The Sembler Company  
5858 Central Avenue  
St. Petersburg, Florida 33707-1728

Director Greg Sembler  
The Sembler Company  
5858 Central Avenue  
St. Petersburg, Florida 33707-1728

## **ARTICLE VIII**

### **Officers**

- A. The affairs of the Association shall be administered by the officers designated in the Bylaws. Officers shall be elected by the Board at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board. The position of any officer who resigns or is removed from service during his or her term shall be filled on an interim basis by the Board until the next election.
- B. The names and addresses of the initial officers who shall serve until their successors are elected by the Board are:

President Fred Hemmer  
111 2nd Avenue NE  
St. Petersburg, FL 33701

Vice President Craig Sher  
The Sembler Company  
5858 Central Avenue  
St. Petersburg, FL 33707-1728

Secretary/Treasurer Michael Johnson  
111 2nd Avenue NE  
St. Petersburg, FL 33701

## **ARTICLE IX**

### **Corporate Existence**

The corporation shall have perpetual existence.

## **ARTICLE X**

### **Bylaws**

The Board shall adopt the Bylaws, which may be amended, altered or rescinded by the Board in a manner provided in the Bylaws.

## **ARTICLE XI**

### **Indemnification of Officers and Directors**

Each and every officer and director of this Association shall be indemnified by the Association against all costs, expenses, and liabilities, including legal fees reasonably incurred by or imposed upon such officer or director in connection with any claim, demand or proceeding to which such officer or director may be a party or in which such officer or director may become involved by reason of his being or having been an officer or director of this Association whether or not such person is an officer or director at the time such expenses are incurred, provided, however, if such officer or director is adjudged guilty of willful malfeasance or willful malfeasance in the performance of the duties of such officer or director, the Association shall not indemnify such officer or director. In the event of a settlement of any claim or proceeding, the indemnification herein provided shall be applicable only when the Board shall approve such settlement and shall determine that such indemnification shall be in the best interest of the officer or director and the Association. The Association may purchase such insurance policies as the Board shall deem appropriate to provide such indemnification. The foregoing right of indemnification shall be in addition to, but not exclusive of, any and all other rights to which such officer or director may be entitled.

## **ARTICLE XII**

### **Dissolution**

The Association may be dissolved only upon the termination of the Condominium as provided in the Declaration of Condominium.

## **ARTICLE XIII**

### **Amendment of Articles of Incorporation**

These Articles may be altered, amended or repealed in the following manner:

- A. Notice of the proposed amendment shall be included in the notice of any meeting in which a proposed amendment is considered.

- B. A resolution for the adoption of the proposed amendment may be proposed either by the Board or by the members of the Association. Approval of a proposed amendment must be by a majority of the Board of Directors of the Association and not less than one hundred percent (100%) of the votes entitled to be cast by members or by the unanimous approval of the initial Board of Directors until the first annual election of directors.

#### ARTICLE XIV

##### Registered Agent: Registered Office

The registered agent of the Association to accept service of process in this state and who shall serve until replaced by the Board shall be Fred Hemmer, whose business office is the registered office of the Association and is follows: 111 2nd Avenue NE, St. Petersburg, FL 33701.

#### ARTICLE XV

##### Incorporator

The name and address of the incorporator to these Articles of Incorporation is:

Michael Johnson  
111 2nd Avenue NE  
St. Petersburg, FL 33701

IN WITNESS WHEREOF, the incorporator has hereunto affixed his signature this 22<sup>nd</sup> day of September, 1999.

Republic Bank, a Florida banking corporation

By: Michael Johnson

Print Name: Michael E. Johnson

Its: Sr. Vice President

(Seal)

STATE OF FLORIDA  
COUNTY OF Hillsborough

The foregoing instrument was acknowledged before me on this the 22<sup>nd</sup> day of Sept., 1999, by Michael E. Johnson, as Sr. V. Pres. of Republic Bank, a Florida banking corporation, on behalf of the corporation, who is personally known to me or who has produced FL driver's license as identification, and who did (did not) take an oath.

Notary Public

Print Name: Patti O. Wooten

My Commission Expires:




**DESIGNATION OF REGISTERED AGENT**

Pursuant to and in compliance with Chapter 48.091, Florida Statutes, the following is submitted:

That Bayshore Gardens Commercial Center Condominium Association, Inc., desiring to organize under the laws of the State of Florida, with its principal office in the County of Manatee, State of Florida, as indicated in the Articles of Incorporation, has named Fred Hemmer, whose address is 111 2nd Avenue NE, St. Petersburg, FL 33701, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT**

Having been named to accept service or process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.

  
Printed Name: Michael E. Johnson 9/22/99

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