

# State of Florida



Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of PHILIPPE BAY ASSOCIATION, INC., a corporation organized under the Laws of the State of Florida, filed on February 3, 1984, as shown by the records of this office.

The charter number of this corporation is N01227.

Given under my hand and the  
Great Seal of the State of Florida,  
at Tallahassee, the Capital, this the  
3rd day of February, 1984.



CER-101

George Firestone  
Secretary of State

ARTICLES OF INCORPORATION  
OF  
PHILIPPE BAY ASSOCIATION, INC.

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SECRETARY OF STATE  
TALMADGE BUILDING  
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ARTICLES OF INCORPORATION  
OF  
PHILIPPE BAY ASSOCIATION, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

A Corporation Not for Profit

The undersigned, by these Articles associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, and do hereby certify:

ARTICLE I

Name

The name of this corporation is PHILIPPE BAY ASSOCIATION, INC., called the "Association" in these Articles.

ARTICLE II

Office and Registered Agent

The Association's principal office is located at 301 Parkside Drive, Safety Harbor, Florida; Kenneth R. Roland, who maintains a business office c/o TRECO, Inc. Suite 108, 3040 Gulf to Bay Blvd., Clearwater, Florida 33519 is hereby appointed the initial registered agent of the Association. Both the Association's registered office and registered agent may be changed from time to time by the Board of Directors as provided by law.

ARTICLE III

Purpose

Section 1. General. The Association is organized to promote the health, safety, and general welfare of the residents within all or any portion of the following described tracts of land in Pinellas County, Florida, and any additions as hereafter may be brought within the Association's jurisdiction:

All of PHILIPPE BAY according to the <sup>FILED</sup> State thereof recorded or to be recorded in the Public Records of Pinellas County Florida. <sub>RECORDED - 3 11 0 53</sub>

This Association's purposes include, without limitation, provision for the maintenance, preservation, and architectural control of the residence Lots and Common Areas now or hereafter created within the lands described above by recording in the Public Records of Pinellas County, Florida, that certain Declaration of Covenants and Restrictions for Philippe Bay as amended from time to time (the "Declaration") and within any additions to such lands as hereafter may be brought within this Association's jurisdiction in the manner provided in the Declaration.

Section 2. Distributions. The Association shall make no distributions of income to its members, directors or officers.

#### ARTICLE IV

##### POWERS

Section 1. Common Law and Statutory Powers. The Association shall have all of the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles or the Declaration.

Section 2. Declaration Powers. The Association shall have all of the powers and duties set forth in the Declaration and all other rights, powers and privileges reasonably necessary or convenient to perform the functions of Association or exercise any of the Association's powers as set forth in the Declaration, as the same may be amended from time to time.

Without limitation, this Association is empowered to:

(a) Declaration Powers. Exercise all rights, powers, and privileges, and perform all duties, of the Association from time to time set forth in the Declaration, including the right to enforce all of the Declaration's provisions in its own name.

(b) Property. Acquire, own, improve, manage, operate, maintain, sell, lease, transfer, assign, and otherwise dispose of property of any nature whatsoever, real, personal, or mixed, tangible or intangible, in connection with the Association's affairs.

(c) Assessments. The irrevocable power to fix, levy, collect, and enforce by any lawful procedure all charges or assessments established by, or pursuant to, the Declaration.

(d) Use of Proceeds. Use the proceeds of assessments in the exercise of its powers and duties.

(e) Common Area Maintenance. Maintain, repair, replace and operate the Common Areas and other areas of the property and to reconstruct improvements after casualty and to make further improvements to the Common Areas, as provided in the Declaration.

(f) Insurance. Purchase insurance on the Common Areas and insurance for the protection of the Association, its directors, officers, and members.

(g) Costs. Pay all costs, expenses, and obligations properly incurred in connection with the Association's affairs including, without limitation, all licenses, taxes, or other governmental charges levied or imposed against the Association's property.

(h) Borrowings. Borrow money and, with the approval of two-thirds (2/3) of each class of members, mortgage, pledge, hypothecate, assign, grant security interests in, or otherwise transfer any or all of its property as security for money borrowed, debts incurred, or any of its other obligations.

(i) Dedications. With the approval of two-thirds (2/3) of each class of members, dedicate, sell, or transfer all or any part of its property to any public agency, authority, or utility for such purposes, and subject to such conditions, as two-thirds (2/3) of each class of members determine.

(j) Reorganizations. With the approval of two-thirds (2/3) of each class of members, participate in mergers and consolidations with other nonprofit corporations organized for similar purposes.

(k) Regulations. From time to time adopt, alter, amend, and rescind (by action of the Board of Directors or the members as provided in the Declaration) reasonable rules and regulations governing the use of the Lots and the Common Area, and enforce the rules and regulations consistent with the rights and duties established by the Declaration.

(l) Lot Maintenance. Cause the exteriors of certain residence Lots to be maintained, under the limited circumstances, and in the manner provided in the Declaration.

(m) Services. Contract with others to furnish services or materials, including insurance coverage, building maintenance, termite and pest control, to all or any number of Lots; provided however, (i) only those Lots whose Owners have re-

requested such services shall be assessed for their cost; and  
(ii) each such Owner's prior written consent is obtained.

## ARTICLE V

### Membership

Every Person who from time to time holds the record fee simple title, or any recorded undivided fee simple interest to any Lot is a member of this Association, including contract sellers, but excluding all other persons who hold any interest in any Lot merely as security for the performance of an obligation. An Owner of more than one Lot is entitled to one membership for each Lot owned. Membership is appurtenant to, and may not be separated from, ownership of at least one Lot. Membership may not be transferred except by transfer of record title to such Lot.

## ARTICLE VI

### Voting Rights

Section 1. Classification. This Association has two classes of voting membership:

CLASS A. . So long as there is Class B membership, Class A members are all Owners except Developer. Class A members are entitled to one vote for each Lot owned. Upon termination of Class B membership, Class A members will be all Owners, including Developer so long as Developer is an Owner.

CLASS B. The Class B member is Developer, who is entitled to three (3) votes for each Lot owned. The Class B membership will cease and convert automatically to Class A membership on the happening of either of the following events, whichever occurs first: (i) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or (ii) three (3) years from the date the Declaration is recorded. Upon the conversion of Class B membership, all provisions of the Declaration, these Articles, and the By-Laws referring to classes of membership, including voting by classes, will be of no further force and effect.

Section 2. Co-Ownership. If more than one Person owns a record fee simple interest in any Lot, all such Persons are members, although there is only one vote for such Lot. The vote may be exercised as the Owners determine among themselves, but no split vote is permitted. Before any meeting at which a vote is to be taken each co-owner must file the name of the authorized voting co-owner with the Secretary of the Association to be entitled to

vote at the meeting unless the co-owners have filed a general voting authority with the Secretary applicable to all votes until rescinded. Notwithstanding the foregoing, if title to any Lot is held by husband and wife, either co-owner is entitled to cast the vote for such Lot unless and until the Association is notified otherwise in writing.

## ARTICLE VII

### Board of Directors

Section 1. Number and Term. The Association's affairs are managed by a Board of Directors initially composed of three Directors, who need not be Association members. From time to time the number of Directors may be changed from a minimum of three to a maximum of nine, but at all times it must be an odd number. The term of office for all Directors is one year, and any Director may succeed himself in office.

Section 2. Election. All Directors are elected by secret written ballot at the annual meeting. Each member entitled to vote may cast as many votes for each vacancy as such member has under the provisions of Article VI of these Articles. The candidate receiving the largest number of votes cast by the Class A and Class B members for each vacancy is elected. Cumulative voting is not permitted.

Section 3. Initial Directors. The names and addresses of the persons who will serve as Directors until their successors have been duly elected and qualify, or until they resign or are removed, are:

<u>Name</u>	<u>Address</u>
Kenneth R. Roland	Suite 108, 3040 Gulf to Bay Boulevard Clearwater, FL 33519
Jerome W. Jacquot	1325 San Marco Blvd. Jacksonville, FL 32207
William L. Buckner	Suite 108, 3040 Gulf to Bay Boulevard Clearwater, FL 33519



ARTICLE VIII

Officers

The affairs of the Association shall be administered by the officers designated by the By-Laws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the Association, and they shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

<u>Names</u>	<u>Office</u>
William L. Buckner	President
Jerome W. Jacquot	Vice President
Kenneth R. Roland	Secretary/Treasurer

ARTICLE IX

Duration

This Association exists perpetually.

ARTICLE X

By-Laws

This Association's By-Laws initially will be adopted by the Board of Directors. Thereafter, the By-Laws may be amended by a majority vote of a quorum of both classes of members present at any regular or special meeting duly called and convened, except that certain other approvals may be required, as provided in Article XIII, and except that the Federal Housing Administration or the Veterans Administration shall have the right to approve amendments while there is a Class B membership.

ARTICLE XI

Amendments

Amendments to these Articles may be proposed and adopted in the manner from time to time provided by the laws of the State of Florida, except that each such amendment must have the approval of two-thirds (2/3) of each class of members, plus such approvals as may be required by Article XII.

## ARTICLE XII

### Other Approvals

As provided in the Declaration, the approval of the Developer and the holders of seventy-five percent (75%) of the First Mortgages from time to time encumbering the Lots is required for all of the following: (i) alienation or encumbering of all or any portion of the Common Area except as permitted in the Declaration; and (ii) amendment of these Articles of Incorporation that directly affects in an adverse manner the rights of such First Mortgage holders; and (iii) the merger, consolidation, or dissolution of this Association.

## ARTICLE XIII

### Voting Requirements

Section 1. Percentage Requirements. Unless any provision of these Articles, the Declaration or the By-Laws expressly requires the approval of both classes of membership, the majority vote of those members present and voting at a duly called and convened meeting shall constitute the act of the membership. If any provision of these Articles, the Declaration, or the By-Laws expressly requires the approval of both classes of membership, and in the absence of an express provision requiring a specified percentage of the total votes eligible to be cast by either or both classes of membership, the majority vote of those members of each class present and voting at a meeting duly called and convened is sufficient to constitute the act of that class.

Section 2. Two-Thirds of Class. Any of the following constitute Extraordinary Action that must be approved by two-thirds (2/3) of each class of members: (i) any mortgaging of this Association's property as provided in these Articles; (ii) any merger or consolidation of this Association as provided in these Articles; (iii) any dissolution of this Association; and (iv) amendment of these Articles of Incorporation.

Section 3. Two-Thirds of Those Present. Any of the following constitute Extraordinary Action that requires the approval of two-thirds (2/3) of each class of those members present and voting: (i) capital improvements to the Common Area, as provided in the Declaration; (ii) any special assessment for capital improvements to the Common Area, as provided in the Declaration; and (iii) any extension of the Declaration to any lands other than as provided in the Declaration; or (iv) the purchase of additional lands by the Association, or the acquisition of lease or use rights in the other lands, for the benefit of Owners.

Section 4. Notice and Quorum Requirements. As provided in the Declaration, written notice of any meeting at which any Extraordinary Action enumerated in this Article will be taken must be given to all Owners not less than 30 days, nor more than 60 days, in advance of such meeting. Notice of all other meetings must be given at least 15 days in advance to each member. The presence of members or proxies entitled to cast at least one-half (1/2) of the votes of each class of membership constitutes a quorum, if such action must be approved by both classes of membership, or of the Class A members, if such action must be approved by the Class A members only. If the required quorum is not forthcoming, the members present shall have the power to adjourn the meeting, from time to time without notice other than announcement at the meeting, until the required quorum shall be present or represented.

Section 5. Written Action. Any action that may be taken at any membership meeting, including any Extraordinary Action enumerated in this Article, may be taken without a meeting, without prior notice, and without a vote if: (i) written consent, setting forth the action so taken, is signed by those Owners entitled to exercise not less than the minimum number of votes necessary to authorize or take such action at a meeting; and (ii) within 10 days after obtaining such written consent, notice thereof if given to those members who have not so consented in writing.

Section 6. Certification. An instrument signed by any executive officer of this Association, and attested by the Association's Secretary under the Association's seal, is conclusive that any required approval has been obtained in the manner provided in these Articles as to Persons without actual knowledge to the contrary.

#### ARTICLE XIV

##### FHA/VA APPROVAL

As long as there is a Class B membership, the following actions will require the prior approval of the Federal Housing Administration or the Veterans Administration: annexation of additional properties, merges and consolidations, mortgaging of Common Area, dedication of Common Area, dissolution and amendment of these Articles.

ARTICLE XV

FILED

Interpretation

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Reference is made to the terms and provisions of the Declaration where necessary to interpret, construe, and clarify the provisions of these Articles. Without limitation, all terms defined in the Declaration have the same meaning where used in these Articles, and the rules of interpretation set forth in the Declaration apply to the interpretation, construction, application, and enforcement of these Articles. By subscribing and filing these Articles, the incorporators intend their provisions to be consistent with the provisions of the Declaration and to be interpreted, construed, applied, and enforced with those of the Declaration to avoid inconsistencies or conflicting results.

ARTICLE XVI

Subscribers

The names and addresses of the subscribers to these Articles of Incorporation are as follows:

Bert C. Simon  
12806 Hood Landing Road  
Jacksonville, FL 32223

Alex J. Ricks  
3946 St. Johns Avenue  
Jacksonville, FL 32205

Jerome W. Jacquot  
2821 Christopher Creek Road, North  
Jacksonville, FL 32217

IN WITNESS WHEREOF, for the purposes of forming this corporation under the laws of the State of Florida, the undersigned have executed these Articles of Incorporation this 5th day of January, 1984.

Bert C. Simon  
Bert C. Simon

Alex J. Ricks  
Alex J. Ricks

Jerome W. Jacquot  
Jerome W. Jacquot

STATE OF FLORIDA  
COUNTY OF DUVAL

FILED

BEFORE ME, the undersigned authority, this day personally appeared Bert C. Simon, Jerome W. Jacquot, Alex J. Ricks, well known to be the persons described in, and who signed, foregoing Articles of Incorporation of PHILIPPA BAY ASSOCIATE, INC., and who individually acknowledged to me that they executed and subscribed such Articles for the purposes set forth the

WITNESS my hand and official seal this 5<sup>th</sup> day of April, 1984.

*Liliana P. [Signature]*  
Notary Public

My commission expires:

NOTARY PUBLIC STATE OF FLORIDA