

# State of Florida

Department of State



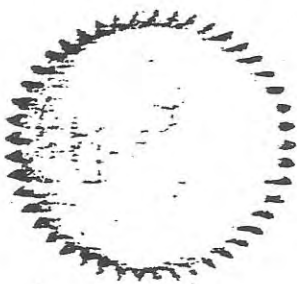
I, Tom Adams, Secretary of State of the State of Florida,  
Do Heretby Certify That the following is a true and correct copy of

Certificate of Incorporation  
of

BAY TREE CLUB ASSOCIATION, INC.

a corporation not for profit organized and existing under the Laws of the  
State of Florida, filed on the 5th day of October  
A.D., 1970 as shown by the records of this office.

Given under my hand and the Great Seal of the  
State of Florida, at Tallahassee, the Capital,  
this the 6th day of October  
A.D. 1970



A handwritten signature in cursive script, appearing to read "Tom Adams".

Secretary of State

**ARTICLES OF INCORPORATION**  
**OF**  
**BAY TREE CLUB ASSOCIATION, INC.**

The undersigned, by these articles, associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes 1963, as amended, and certify as follows:

**ARTICLE 1: NAME**

The name of the corporation shall be BAY TREE CLUB ASSOCIATION, INC., and for purposes of convenience is hereinafter in this instrument referred to as the Association.

**ARTICLE 2: PURPOSE**

2.1 The Association is organized to provide an entity pursuant to Section 12 of the Condominium Act, Chapter 711, Florida Statutes, 1963, as amended, for the operation of BAY TREE CLUB, a condominium, to be located on Siesta Key in Sarasota County, Florida.

2.2 The Association shall make no distributions of income to its members, directors or officers; provided, the foregoing shall not prevent a member, director, or officer from providing services, as an individual, to the Association, other than as director or officer, for which he or she is compensated.

**ARTICLE 3: POWERS**

The powers of the Association shall include and be governed by the following provisions:

3.1 The Association shall have all of the common law and statutory powers of a corporation not for profit not in conflict with the terms of these Articles.

3.2 The Association shall have all of the powers and duties set forth in the Condominium Act except as limited by these Articles and the Declaration of Condominium, and all of the powers and duties reasonably necessary to operate the condominium pursuant to the Declaration and as it may be amended from time to time, including but not limited to the following:

a. To make and collect assessments against members as apartment owners to defray the costs, expenses and losses of the condominium.

b. To use the proceeds of assessments in the exercise of its powers and duties.

c. The maintenance, repair, replacement and operation of the condominium property.

d. The purchase of insurance upon the condominium property and insurance for the protection of the Association and its members as apartment owners.

e. The reconstruction of improvements after casualty and the further improvement of the property.

f. To make and amend reasonable regulations respecting the use of the property in the condominium.

g. To approve or disapprove the transfer, mortgage and ownership of apartments as may be provided by the Declaration of Condominium and the By-laws.

h. To enforce by legal means the provisions of the Condominium Act, the Declaration of Condominium, these Articles, the By-laws of the Association and the Regulations for the use of the property in the condominium.

RECORDED  
5 SEP 1963  
11:50 AM

i. To contract for the management of the condominium and to delegate to such contractor all powers and duties of the Association except such as are specifically required by the Declaration of Condominium or the By-laws of the Association, to have approval of the Board of Directors or the membership of the Association.

j. To contract for the management or operation of portions of the common elements susceptible to separate management or operation.

k. To employ personnel to perform the services required for proper operation of the condominium.

3.3 Except for purchase of an apartment for a resident manager as provided in the Declaration of Condominium, the Association shall not have the power to purchase an apartment of the condominium except at sales in foreclosure of liens for assessments for common expenses, at which sales the Association shall bid no more than the amount secured by its lien. This provision shall not be changed without unanimous approval of the members and the joinder of all record owners of mortgages upon the condominium.

3.4 All funds and the titles of all properties acquired by the Association and their proceeds shall be held in trust for the members in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation and the By-laws.

3.5 The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration of Condominium and the By-laws.

#### ARTICLE 4: MEMBERS

4.1 The members of the Association shall consist of all of the record owners of apartments in the condominium; and after termination of the condominium shall consist of those who are members at the time of such termination and their successors and assigns.

4.2 After receiving approval of the Association required by the Declaration of Condominium, change of membership in the Association shall be established by recording in the public records of Sarasota County, Florida, a deed or other instrument establishing a record title to an apartment in the condominium and the delivery to the Association of a certified copy of such instrument. The owner designated by such instrument thus becomes a member of the Association and the membership of the prior owner is terminated.

4.3 The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to his apartment.

4.4 The owner of each apartment shall be entitled to at least one vote as a member of the Association. The manner of exercising voting rights shall be determined by the By-laws of the Association.

#### ARTICLE 5: DIRECTORS

5.1 The affairs of the Association will be managed by a board consisting of the number of directors determined by the By-laws, but not less than three directors, and in the absence of such determination shall consist of three directors. Directors need not be members of the Association.

5.2 Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the By-laws. Directors may be removed and vacancies on the board of directors shall be filled in the manner provided by the By-laws.

5.3 The first election of directors shall not be held until after the Developer's control and operation of the condominium and the Association has been terminated as provided in the Declaration of Condominium. The directors named in these Articles shall serve until the first election of directors, and any vacancies in their number occurring before the first election shall be filled by the remaining directors.

5.4 The names and addresses of the members of the first board of directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

GILBERT WATERS	3939 Roberts Point Road Sarasota, Florida
ELIZABETH B. WATERS	3939 Roberts Point Road Sarasota, Florida
WILLIAM S. BOYLSTON	7535 Midnight Pass Road Sarasota, Florida

#### ARTICLE 6: OFFICERS

The affairs of the Association shall be administered by the officers designated in the By-laws. 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 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:

President:	GILBERT WATERS 3939 Roberts Point Road Sarasota, Florida
Vice President and Assistant Secretary:	WILLIAM S. BOYLSTON 7537 Midnight Pass Road Sarasota, Florida
Secretary-Treasurer:	ELIZABETH B. WATERS 3939 Roberts Point Road Sarasota, Florida

#### ARTICLE 7: INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a director or officer of the Association, whether or not he is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification shall apply only when the board of directors approves such settlement and reimbursement as being for the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE 8: BY-LAWS

The first By-laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the By-laws.

ARTICLE 9: AMENDMENTS

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

9.1 Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

9.2 A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing such approval is delivered to the secretary at or prior to the meeting. Except as elsewhere provided,

a. such approvals must be by not less than 75% of the entire membership of the Board of Directors and by not less than 75% of the votes of the entire membership of the Association; or

b. by not less than 80% of the votes of the entire membership of the Association.

9.3 Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of members, nor any change in Section 3.3 of Article 3, without approval in writing by all members and the joinder of all record owners of mortgages upon the condominium. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium.

9.4 A copy of each amendment shall be certified by the Secretary of State and recorded in the Public Records of Sarasota County, Florida.

ARTICLE 10: TERM

The term of the association shall be perpetual, unless sooner terminated as may be provided by law.

ARTICLE 11: SUBSCRIBERS

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

GILBERT WATERS	3939 Roberts Point Road Sarasota, Florida
ELIZABETH B. WATERS	3939 Roberts Point Road Sarasota, Florida
WILLIAM S. BOYLSTON	7535 Midnight Pass Road Sarasota, Florida

IN WITNESS WHEREOF the subscribers have affixed their signatures this 23rd day of September, 1970.

Gilbert Waters

Elizabeth B. Waters

William S. Boylston