

ARTICLES OF INCORPORATION  
OF  
BAYBRIDGE HOMEOWNERS ASSOCIATION, INC.

The undersigned, by these Articles, associate themselves for the purposes of forming a corporation not-for-profit under Chapter 617, Florida Statutes, and certifies as follows:

ARTICLE I

NAME

The name of the corporation shall be BAYBRIDGE HOMEOWNERS ASSOCIATION, INC., and for convenience, the corporation shall be referred to in this instrument as the Association.

ARTICLE II

PURPOSE

1. The purpose for which this Association is organized is to provide for an entity pursuant to Chapter 718, Florida Statutes, for the operation of Baybridge, a Condominium, to be located upon the property described in Exhibit "B."
2. The Association shall make no distribution of income to its members, director, or officers.

ARTICLE III

POWERS

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

1. 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.
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 as presently drafted 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 unit owners to defray the costs, expenses and losses of the condominium.
  - B. To use the proceeds of assessments in the exercising of its powers and duties.
  - C. To maintain, repair, replace and operate the condominium property.
  - D. To purchase insurance upon the condominium property and insurance for the protection of the Association and its members as unit owners.
  - E. To reconstruct improvements after casualty and the further improvement of the property.

SANTA ROSA COUNTY, FLA.

F. To make, adopt, amend and endorse reasonable regulations respecting the use, reconstruction or improvement of the respective condominium properties.

G. To enforce by legal means the provisions of the Condominium Act; the Declarations of Condominiums for Baybridge, a Condominium, these Articles; the Bylaws of the Association and the Regulations for use of the property in the Condominium.

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

I. To contract for the management or operation of portions of the common elements susceptible to separate management or operation, and to lease such portions.

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

K. To purchase, upon such terms as the Association may authorize, real and/or personal property.

3. The Association shall have the power to purchase a unit or units in the condominium and to hold, lease, mortgage and convey the same.

4. All funds and the titles to 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 Bylaws

BOOK 670 PAGE 748

ARTICLE IV

SANTA ROSA COUNTY, FLA.

MEMBERS

1. The members of the Association shall consist of all of the record owners of units in Baybridge, a Condominium, as it may exist from time to time, and in the event of termination of the condominium shall consist of those who are members at the time of such termination and their successors and assigns.
2. Change of membership in the Association shall be established by recording in the Public Records of Santa Rosa County, Florida a deed or other instrument establishing a record title to a unit in Baybridge, a Condominium and the delivery of a certified copy of such instrument to the Association. The owner designated by such instrument thus becomes a member of the Association and the membership of the prior owner is terminated.
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 unit.
4. The owner of each unit shall be entitled to one vote as a member of the Association. The manner of exercising voting rights shall be determined by the Bylaws of the Association.

ARTICLE V

DIRECTORS

1. The affairs of the Association will be managed by a board consisting of the number of directors fixed in the

Bylaws, but not less than three directors. Directors need not be members of the Association.

2. The directors of the Association shall be elected at the annual meeting of the members in the manner specified in the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided in the Bylaws.

3. 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:

Thomas S. Underwood

208 Pine Tree  
Gulf Breeze, FL 32561

Sally Jane Underwood

208 Pine Tree  
Gulf Breeze, FL 32561

John N. McCabe

P. O. Box 217  
Destin, FL 32541

ARTICLE VI

OFFICERS

The affairs of the Association shall be administered by a president, one or more vice-presidents, a secretary, a treasurer, and by an assistant secretary. 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 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:

President

Thomas S. Underwood

209 Pine Tree  
Gulf Breeze, FL 32561

Vice President

John N. McCabe

P. O. Box 217  
Destin, FL 32541

Secretary-  
Treasurer

Sally Jane Underwood

209 Pine Tree  
Gulf Breeze, FL 32561

ARTICLE VII

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 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 VIII

BYLAWS

The first Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended and rescinded

by the Board of Directors or the membership in the manner provided by the Bylaws.

ARTICLE IX

AMENDMENTS

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

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.

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 to consider the amendment may express their approval in writing, provided such approval is delivered to the Secretary at or prior to the meeting. Except as hereinafter provided, approval of the proposed amendment must be either by:

A. Not less than sixty percent (60%) of the entire membership of the Board of Directors and not less than sixty percent (60%) of the members of the Association voting at the particular meeting; or

B. Not less than two-thirds of the votes of the entire membership of the Association; or

C. Until the first election of the Board of Directors, only by all of the Directors of the Association.

3. No amendment shall make any changes in the qualifications for membership nor the voting rights of members,

nor any change in Section 3 of Article III hereof, without approval in writing by all members and the joinder of all record owners or mortgages upon the condominium. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium.

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

ARTICLE X

TERM

The term of the Association shall be perpetual.

ARTICLE XI

SUBSCRIBERS

Thomas S. Underwood

208 Pine Tree  
Gulf Breeze, FL 32561

Sally Jane Underwood

208 Pine Tree  
Gulf Breeze, FL 32561

John N. McCabe

P. O. Box 217  
Destin, FL 32541

IN WITNESS WHEREOF, the subscribers have hereunto affixed their signatures this 30th day of May,  
1983.

/s/ Thomas S. Underwood  
THOMAS S. UNDERWOOD

/s/ Sally Jane Underwood  
SALLY JANE UNDERWOOD

/s/ John M. McCabe  
JOHN N. MCCABE



STATE OF FLORIDA  
COUNTY OF ESCAMBIA

BEFORE ME, the undersigned authority, a Notary Public in and for the State of Florida at large, on this day personally appeared Thomas S. Underwood, Sally Jane Underwood, and John M. McCabe, known to me and known to be the persons who made and subscribed the foregoing Articles of Incorporation and they acknowledged before me that they made, subscribed and executed said Articles of Incorporation for the uses and purposes therein expressed.

WITNESS my signature and official seal at Pensacola, Florida, this 30th day of May, 1983.

/s/ Alan B. Bookman  
NOTARY PUBLIC, State of Florida

My Commission Expires: 2/23/87