

ARTICLES OF INCORPORATION  
OF  
BAY POINT WATERFRONT AND CANALFRONT  
PROPERTY OWNERS ASSN., INC.

ARTICLE I - NAME

The name of this corporation shall be BAY POINT WATERFRONT AND CANALFRONT PROPERTY OWNERS ASSN., INC., a not-for-profit corporation.

ARTICLE II - OBJECTS AND PURPOSES

This Corporation was formed in accordance with the provisions contained in the BAY POINT IMPROVEMENT ASSOCIATION'S Articles Of Incorporation, hereinafter referred to as the Master Association Amendment X, dated January 15, 1988.

The objects and purposes of this not-for-profit association shall include the protection and promotion of the best interests of its members in regard to the Bay Point Canal, its seawalls, the water bottom, the water column, and the watercourse connecting the Canal to Grand Lagoon at Markers #29 and #30 (or their successor markers) at or near the west end of the Bay Point Marina.

In addition, this Corporation, through its Board, shall be responsible for maintenance of the Bay Point Canal, and the watercourse connecting the Canal to Grand Lagoon, at Markers #29 and #30 including the financial responsibility for any dredging needed to maintain the depth of the Canal and said watercourse in an appropriate amount for boating as determined by the Members through their Board of Trustees.

ARTICLE III - POWERS

The corporation shall have all of the powers allowed by State and Federal law, including the power to seek enforcement, or preservation of, the pertinent Covenants And Restrictions, and the Bylaws and Rules adopted by the Board of Trustees.

ARTICLE IV - PROHIBITIONS

Notwithstanding any provisions of this Article of Incorporation of the Bylaws of this corporation, the corporation shall not engage in any prohibited activity as defined by, prescribed in or prohibited by the Statute, regulation, or case decision law of the State of Florida.

ARTICLE V - DURATION

The duration of this corporation is perpetual.

ARTICLE VI - MEMBERSHIP

The members of the Association shall be all persons owning, in fee simple, any lot or lots, or an undivided interest in the fee of the following lots in Units One or One A or Weakfish Way; according to the plats filed with the Clerk of the Circuit Court of Bay County, Florida, to-wit

Unit One

Lots 246 through 283, Lots 293 through 417, Lots 419 through 482, Lots 496 through 509, Plat of Bay Point as recorded in Bay County, Florida, Plat Book 11, Pages 47-56.

Unit One A

Lots 284 through 292, Lots 632 through 634, Lots 637 through 639, Lot 640 a/k/a 'Tract A' and Lots 641 through 651, Plat of Bay Point as recorded in Bay County, Florida Plat Book 11, at Pages 70-71.

Weakfish Way

The six lots on Weakfish Way, the legal description for which are found in deeds recorded in Bay County Official Records Book 1071 at Page 1707, O.R.B. 1075 at Page 201, O.R.B. 1089 at Page 93, O.R.B. 1015 at Page 611, O.R.B. 1020 at Page 1227, and O.R.B. 1082 at Page 1266.

Bonefish Pointe

Lots 12, 13, 16, 17 and 18, Plat of Bonefish Point, as recorded in Bay County, Florida Plat Book 18, Page 28.

ARTICLE VII – NAME AND RESIDENCE OF SUBSCRIBERS

The name and residence of the five Subscribers to these Articles Of Incorporation are as follows, to-wit:

Melvin B. Gaines  
P.O. Box 27539  
Panama City, FL 32411-7539

Gerald R. Castardo  
P.O. Box 27263  
Panama City, FL 32411-77263

James R. Middleton  
P.O. Box 27358  
Panama City, FL 32411-7358

William T. Odum  
P.O. Box 27097  
Panama City, FL 32411-7097

William F. Blesch  
P.O. Box 28058  
Panama City, FL 32411-8058

ARTICLE VIII - MANAGEMENT

The management, conduct, and control of the affairs, property and business of the Corporation shall be vested in a five-person Board of Trustees, which Board of Trustees shall be the same Board of Trustees as provided for in Article X of the Articles of Incorporation of Bay Point Improvement Association, Inc.; and the persons constituting this Corporation's Board of Trustees shall be exactly the same persons as are elected to the Board of Trustees as provided in said Article X of the Articles Of Incorporation of Bay Point Improvement Association, Inc.

The Trustees shall be elected in the manner provided for in the Bylaws of this Corporation.

The names and addresses of those persons who are to serve as Trustees of the Corporation until their successors are elected are as follows, to-wit:

Melvin B. Gaines  
P.O. Box 27539  
Panama City, FL 32411-7539

Gerald R. Castardo  
P.O. Box 27263  
Panama City, FL 32411-77263

James R. Middleton  
P.O. Box 27358  
Panama City, FL 32411-7358

William T. Odum  
P.O. Box 27097  
Panama City, FL 32411-7097

William F. Blesch  
P.O. Box 28058  
Panama City, FL 32411-8058

ARTICLE IX - OFFICERS

The Board of Trustees shall elect its own officers for one-year terms, and those officers shall be a President, a Vice-President, and a Secretary-Treasurer.

The duties and responsibilities and powers of the Officers shall be designated in the Bylaws of this Corporation.

ARTICLE X - BYLAWS

The Bylaws shall be altered, amended, or repealed by a majority of the members of the Board of Trustees of this Organization, after written notice setting forth the proposed amendment has been submitted at least seven (7) days in advance to the Board of Trustees.

## ARTICLE XI – AMENDMENT OF ARTICLES OF INCORPORATION

A. The Articles Of Incorporation of the Corporation, subject to Paragraph B. below, may be amended by a majority vote of those members in good standing of the Corporation present in person or by proxy at any regular or special meeting, or any adjournment thereof; provided, however, that notice of such proposed amendment shall be given to each member of the Corporation by such means as are provided in the Bylaws at a member's last known address at least thirty (30) days before said meeting. A quorum for such meeting shall be a majority of the members of the Corporation in good standing and entitled to vote present in person.

B. Article II above may not be amended without the approval of the Board of Directors of BAY POINT IMPROVEMENT ASSOCIATION and any such approval must be evidenced by a written resolution of said Board of Directors.

## ARTICLE XII - PRINCIPAL OFFICE ADDRESS AND ACCEPTANCE BY REGISTERED AGENT

The street address of the principal office of this Corporation is: 4000 Marriott Drive, Suite C, Panama City Beach, Florida, 32408, and the name of the registered agent of this corporation is Jeffrey Brooks, of same address, who is familiar with and accepts the duties and responsibilities as registered agent for said corporation.

## ARTICLE XIII - ASSESSMENTS

A. The Board of Trustees shall have the power to levy general and special and individual assessments upon the several parcels and lots and ownership interests (including platted lots of Bay Point, Unit One, Unit One-A, and Weakfish Way which front on the Bay Point Canal or the watercourse connecting the Canal to Grand Lagoon) which are owned in whole or in part by any member of this Association in order to secure funds to conduct the business of the Association and to accomplish its purposes.

B. General assessments shall be limited to the amount of \$275.00 per parcel or lot or ownership interest for the year beginning the 1st day of February of 1991. Thereafter, the Board shall only have the authority to adjust the maximum annual assessment, utilizing the Consumer Price Index published by the U. S. Department of Labor for December, 1980 as the base Index as well as the latest Index published prior to the 1st day of July of each year.

C. Any assessment larger than the aforesaid amount shall be levied only by the affirmative vote of a majority of the members of the Corporation voting at the annual meeting of the membership, or at a special meeting called in accordance with the provision of these Articles and the By-Laws.


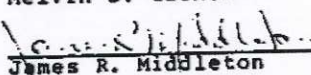
D. All assessments levied by the Board of Trustees or the membership shall constitute and shall remain until paid a lien upon the parcel or lot or ownership interest and shall, if remaining unpaid for more than ninety days, begin accruing interest at the statutory rate provided by the Florida Statutes for interest on unpaid judgments (presently 12%), and the lien shall also include any amounts necessarily expended by the Association for costs and fees in connection with collecting the unpaid assessment.

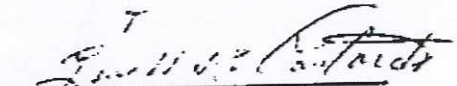
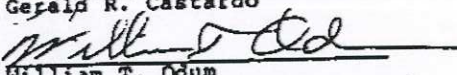

E. Any individual or special assessment imposed by the Board of Trustees against any individual lot or parcel or ownership interest, in connection with accomplishing the purposes of this Association shall also constitute a lien upon the individual lot until said assessment is paid, and any costs and attorneys fees necessarily incurred by the Association in accomplishing the purposes of this Association shall also be secured by said lien.

F. No membership may be transferred on the records of the Association until unpaid assessments on the parcel or lot or ownership interest have been paid.

G. The Board of Trustees of the Association shall be entitled to recover any and all attorney's fees and costs and expenses incurred by the Board in enforcing, and in defending the enforcement of the Covenants And Restrictions applicable to any parcel owned by any member of this Association, as well the collection of any assessment imposed by the Board, as well as any rule adopted by the Board at a regular or special meeting; which fees and costs and expenses may be collected in the form of a money judgment against the person or entity or member opposing the Association in any proceeding, or in the form of a lien against any such member's ownership interests at Bay Point (which lien may be judicially enforced), or both.

WITNESSETH the hand and seal of the Subscribers in Bay County, Florida, this 1<sup>st</sup> day of February 1991.

  
Melvin B. Gaines  
  
James R. Middleton

  
Gerald R. Castardo  
  
William T. Odum  
  
William F. Blesch

STATE OF FLORIDA

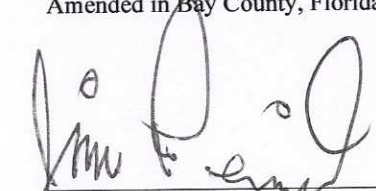
COUNTY OF BAY

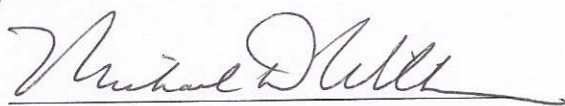
BEFORE ME the undersigned authority, personally appeared Melvin B. Gaines, Gerald R. Castardo, James R. Middleton, William T. Odum, and William F. Blesch, well known to me to be the Subscribers described in the foregoing Articles Of Incorporation of Bay Point Waterfront And Canalfront Property Owners Assn. Inc., and they acknowledged before me that they executed the same for the purposes therein expressed.

WITNESS my Hand and Official Seal in the County and State last aforesaid, this 1<sup>st</sup> day of February 1991.

  
**NOTARY PUBLIC**  
My Commission Expires: \_\_\_\_\_  
Notary Public, State of Florida  
My Commission Expires Sept. 22, 1992  
Bonded thru Troy Fain - Insurance Co.

Amended in Bay County, Florida this 27<sup>th</sup> day of June 2015.

  
Jim Percival, President

  
Witness