

»»NOTICE ««

**ANNUAL MEETING OF MEMBERS OF
BAYSIDE LAKES COMMERCIAL CENTER PROPERTY OWNERS ASSOCIATION, INC.**

In accordance with the Bylaws of the Association, and Section 617.0141, Florida Statutes (2006), you are hereby notified that the **THE ANNUAL MEETING OF MEMBERS OF BAYSIDE LAKES COMMERCIAL CENTER PROPERTY OWNERS ASSOCIATION, INC.**, will be held for the purpose of resignation and appointment of officers/directors, and conducting a membership vote for amendment to the Bylaws.

The **ANNUAL MEETING OF MEMBERS** will be held at the following date, time, and place:

**September 27, 2007
at 6:30 P.M.**

in the Clubhouse of

**Bayside Lakes Commercial Center
2051 Bramblewood Circle, SE
Palm Bay, Florida 32909**

Agenda:

1. Calling of roll and certifying of proxies.
2. Reading of minutes.
3. Reports of Officers.
4. Reports of Committees.
5. Unfinished business.
6. New business.
 - A. Resignation of certain Directors from Board of Director (transition of control).
 - B. Appointment of certain Directors to fill vacancies on Board of Directors (transition of control).
 - C. Membership vote on proposed amendments to Bylaws.
7. Adjournment.

If you are unable to attend the meeting in person, the enclosed Limited Proxy Ballot may be completed and returned to the Secretary of the Association at the following address:

Secretary
c/o 204 West Cocoa Beach Causeway
Cocoa Beach, FL 32931

**BAYSIDE LAKES COMMERCIAL CENTER PROPERTY
OWNERS ASSOCIATION, INC.**

By: COLEMAN GOATLEY, Secretary



LIMITED PROXY

KNOW ALL PERSONS BY THESE PRESENTS:

The undersigned member of **BAYSIDE LAKES COMMERCIAL CENTER PROPERTY OWNERS ASSOCIATION, INC.**, hereby constitute and appoint the Secretary of the Association, the secretary's designee or substitution, for and in the name and place of the undersigned, to appear, represent, and cast votes only as the undersigned specifically instruct in reference to the following matters to come before the Bayside Lakes Commercial Center Property Owners Association, Inc., at the meeting to be held on **September 27, 2007 at 6:30 p.m., in the Club House at Bayside Lakes Commercial Center, 2051 Bramblewood Circle SE, Palm Bay, FL 32909.**

Limited Powers:

 X I hereby specifically authorize and instruct my proxy to cast my vote in reference to the following matters only as indicated below.

Should Article III, Section 4 of the Bylaws be amended to provide as follows:

ARTICLE III - MEETING OF MEMBERS

Section 4. Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-fifth (1/5) of the votes of the membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these By-Laws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have the power to adjourn the meeting, until a quorum as aforesaid shall be present or represented.

Should Article IV, Section 1 and Section 2, and Article V, Section 2 of the Bylaws be amended to provide as follows:

ARTICLE IV-BOARD OF DIRECTORS

Section 1. Number. The affairs of this Association shall be managed by a Board of twenty-three (23) directors, who shall be members of the Association or representatives of entities that are members of the Association. Commercial Lot Owners shall at all times be entitled to elect not fewer than thirty percent (30%) of the entire Board of Directors (currently seven Directors), and Residential Subdivision members shall elect the remaining Directors.

Section 2. Term of Office. Directors shall each serve for a term of one (1) year.

ARTICLE V - NOMINATION AND ELECTION OF DIRECTORS

Section 2. Election. Election to the Board of Directors shall be by secret written ballot. Such ballot shall indicate each Nominee's name and the Nominee's Subdivision and/or Commercial name. At such election, the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted. Voting for Directors representing Residential Subdivisions is limited to Residential Association members. Voting for Directors representing Commercial Lot Owners is limited to Commercial Lot Owner members. Any vacancy among Directors elected or appointed by the Residential Subdivision group or the Commercial Lot Owner group shall be filled by other Directors elected or appointed by that classification of Member. Any appointment must be of a representative of the Commercial Lot Owners if the position vacated was from that portion of the Board, or of a representative of the Residential Subdivisions if the vacancy was from that portion of the Board.

_____ **YES** _____ **NO**

The undersigned ratify and confirm any and all acts and things that the proxy may do or cause to be done in the premises, whether at the meeting referred to above or at any change, adjournment, or continuation of it, and revoke all prior proxies previously executed.

DATED: _____

MEMBER OR DESIGNATED VOTER
SIGNATURE

DATED: _____

MEMBER OR DESIGNATED VOTER
SIGNATURE

SUBSTITUTION OF PROXY

The undersigned, appointed as proxy above, does hereby designate _____ to substitute for me in the proxy set forth above.

DATED: _____

PROXY HOLDER

(In no event shall this proxy be valid for a period longer than 90 days after the date of the first meeting for which it was given.)

Articles of Amendment
to
Articles of Incorporation
of

**BAYSIDE LAKES COMMERCIAL CENTER PROPERTY OWNERS
ASSOCIATION, INC.**

Document No. N00000005414

Pursuant to the provisions of Section 617.1006, *Florida Statutes*, this Florida Not For Profit Corporation adopts the following amendments to its Articles of Incorporation:

AMENDMENTS ADOPTED:

1. **Article 5.02 is deleted in its entirety and replaced with the following:**
 - 5.02 All Lot/Parcel Owners and Residential Subdivisions shall be members of the Association, and no other persons or entities shall be entitled to membership, except as otherwise provided herein.
2. **The paragraph entitled "Class A" of Article 5.04 is amended to read as follows (the remainder of Article 5.04 shall remain unchanged):**
 - 5.04 Class A: Class A members shall be all Owners of Lot/Parcels in Bayside Commercial Center and all Residential Subdivisions, excluding Developer, within the Bayside Lakes Planned Unit Development plat. The number of votes for each Lot/Parcel and Residential Subdivision shall be as set forth in the Declaration.
3. **Article 8.01 is deleted in its entirety and replaced with the following:**
 - 8.01 The affairs and property of the Association shall be managed and governed by a Board of Directors composed of ten (10) Directors. The first Board of Directors shall have three (3) members and the number of Directors on subsequent Boards will be composed of ten (10) Directors and may be determined from time to time in accordance with the provisions of the By-laws of the Association. Directors shall be members of the Association.
4. **Article 9.01 is deleted in its entirety and replaced with the following:**
 - 9.01 The affairs of the Association shall be administered by the Officers of the Association holding the offices designated in the By-Laws. The Officers of the Association 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. Officers shall be members of the Association. The By-Laws may provide for the duties of Officers, and for the removal from office of Officers and for the filling of vacancies.

The date of adoption of the amendments was August 24th, 2007.

ADOPTION OF AMENDMENTS:

Pursuant to Article 13.01 of the Articles of Incorporation, this Amendment was adopted by the Developer and Successor Developer. There are no members entitled to vote on the Amendment.

BAYSIDE LAKES COMMERCIAL CENTER
PROPERTY OWNERS ASSOCIATION, INC.

By: _____

Duane Watson Vice President

**Second Articles of Amendment
to
Articles of Incorporation
of**

BAYSIDE LAKES COMMERCIAL CENTER PROPERTY

OWNERS ASSOCIATION, INC.

N0000005414

(Document number of corporation)

Pursuant to the provisions of section 617.1006, Florida Statutes, this *Florida Not For Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

AMENDMENTS ADOPTED:

Article 5.02 is amended to provide as follows:

All Lot/Parcel Owners within the Commercial Center property, and each Residential Subdivision shall be members of the Association as set forth in the Declaration, and no other persons or entities shall be entitled to membership, except as otherwise provided herein.

Article 8.01 is amended to provide as follows:

The affairs and property of the Association shall be managed and governed by a Board of Directors composed of not fewer than three (3) Directors, and not greater than twenty-seven (27) Directors. The number of Directors on the Board of Directors will be determined from time to time in accordance with the provisions of the By-Laws of the Association. Directors shall be members of the Association, or representatives of entities that are members of the Association.

Article 9.01 is amended to provide as follows:

The affairs of the Association shall be administered by the Officers of the Association holding the offices designated in the By-Laws. The Officers of the Association 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. Officers shall be members of the Association, or representatives of any entity that is a member of the Association. The By-Laws may provide for the duties of Officers, and for the removal from the office of Officers and for the filling of vacancies.

The date of adoption of the amendment(s) was **August _____, 2007**

Effective date: **August _____, 2007**

Adoption of the Amendment: Pursuant to Section 13.01 of the Articles, this Amendment was adopted by the Successor Developer. There are no members entitled to vote on the Amendment.

BAYSIDE LAKES COMMERCIAL CENTER
PROPERTY OWNERS ASSOCIATION, INC.

By: _____
William Kennedy, President

FILING FEE: \$35

Prepared by, record and return to:
John L. Soileau, Esquire
3490 North US Highway 1
Cocoa, FL 32926
File No:

**CERTIFICATE OF SEVENTH AMENDMENT TO DECLARATION
OF
BAYSIDE LAKES COMMERCIAL CENTER PROPERTY OWNERS ASSOCIATION,
INC.**

Pursuant to Chapter 617, Florida Statutes (2006), and the provisions of Article VIII, Section 2 of the Declaration of BAYSIDE LAKES COMMERCIAL CENTER PROPERTY OWNERS ASSOCIATION, INC. ("Association"), which Association is responsible for the management and operation of BAYSIDE LAKES COMMERCIAL CENTER PHASES ONE AND TWO, according to the Declaration thereof, as recorded in Official Record Book 4212, Page 3045, Public Records of Brevard County, Florida; and pursuant to the approval of the Successor Declarant, the Declaration is amended as follows:

ARTICLE V, COVENANT FOR ASSESSMENTS, Section 3, is amended by adding the following as the final paragraph thereof:

No modification of this provision may be made at any time other than by Declarant or Successor Declarant, or by vote of at least two-thirds (2/3) of the Commercial Lot Owners and by vote of at least two-thirds (2/3) of the Residential Subdivision members.

IN WITNESS WHEREOF, the Successor Declarant have caused this instrument to be signed this ____ day of _____,

KEW, L.L.C.

WITNESSES:

By:

Print Name: _____

William Kennedy, managing member

Address: _____

Print Name: _____

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this ____ day of _____,

_____ as identification and did not take an oath.

NOTARY PUBLIC, State of Florida at Large
My Commission Expires:

**CERTIFICATE OF SECOND AMENDMENT TO THE BYLAWS OF
BAYSIDE LAKES COMMERCIAL CENTER
PROPERTY OWNERS ASSOCIATION, INC.**

Pursuant to Chapter 617, Florida Statutes (2006), and the provisions of Article XIII of the Bylaws of BAYSIDE LAKES COMMERCIAL CENTER PROPERTY OWNERS ASSOCIATION, INC. ("Association"), which Association is responsible for the management and operation of BAYSIDE LAKES COMMERCIAL CENTER PHASES ONE AND TWO, according to the Declaration thereof, as recorded in Official Record Book 4212, Page 3045, Public Records of Brevard County, Florida, as amended, and pursuant to the approval of the membership, the following sections of the Bylaws are amended as follows:

ARTICLE III - MEETING OF MEMBERS

Section 4. Quorum. The presence at the meeting of members entitled to cast, or of proxies entitled to cast, one-fifth (1/5) of the votes of the membership shall constitute a quorum for any action except as otherwise provided in the Articles of Incorporation, the Declaration, or these Bylaws. If, however, such quorum shall not be present or represented at any meeting, the members entitled to vote thereat shall have the power to adjourn the meeting, until a quorum as aforesaid shall be present or represented.

ARTICLE IV-BOARD OF DIRECTORS

Section 1. Number. The affairs of this Association shall be managed by a Board of twenty-three (23) directors, who shall be members of the Association or representatives of entities that are members of the Association. Commercial Lot Owners shall at all times be entitled to elect not fewer than thirty percent (30%) of the entire Board of Directors (currently seven Directors), and Residential Subdivision members shall elect the remaining Directors.

Section 2. Term of Office. Directors shall each serve for a term of one (1) year.

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Section 2. Election. Election to the Board of Directors shall be by secret written ballot. Such ballot shall indicate each Nominee's name and the Nominee's Subdivision and/or Commercial name. At such election, the members or their proxies may cast, in respect to each vacancy, as many votes as they are entitled to exercise under the provisions of the Declaration. The persons receiving the largest number of votes shall be elected. Cumulative voting is not permitted. Voting for Directors representing Residential Subdivisions is limited to Residential Association members. Voting for Directors representing Commercial Lot Owners is limited to Commercial Lot Owner members. Any vacancy among Directors elected or appointed by the Residential Subdivision group or the Commercial Lot Owner group shall be filled by other Directors elected or appointed by that classification of Member. Any appointment must be of a representative of the Commercial Lot Owners if the position vacated was from that portion of the Board, or of a representative of the Residential Subdivisions if the vacancy was from that portion

of the Board.

IN WITNESS WHEREOF, the Association has caused this instrument to be signed in its name and by its President and Secretary this ____ day of _____, 2007.

CERTIFICATE OF ASSOCIATION

The undersigned, as President and Secretary of Bayside Lakes Commercial Center Property Owners Association Inc., hereby certify the foregoing Amendment to the Articles of Incorporation was adopted in the manner provided in the Bylaws.

BAYSIDE LAKES COMMERCIAL CENTER
PROPERTY OWNERS ASSOCIATION, INC..

ATTEST:

Secretary

President

Address: _____

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this ____ day of _____, 2007, by _____, President of Bayside Lakes Commercial Center Property Owners Association, Inc., on behalf of the corporation who produced _____ as identification and did not take an oath.

NOTARY PUBLIC, State of Florida at Large
My Commission Expires:

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this ____ day of _____, 2007, by _____, Secretary of Bayside Lakes Commercial Center Property Owners Association, Inc., on behalf of the corporation who produced _____ as identification and did not take an oath.

NOTARY PUBLIC, State of Florida at Large

My Commission Expires: