

STATE OF FLORIDA

DEPARTMENT OF STATE



I, RICHARD (DICK) STONE, Secretary of State of the State of Florida, do hereby certify that the following is a true and correct copy of

CERTIFICATE OF INCORPORATION

OF

TRADE WINDS WEST CONDOMINIUM, INC.

a corporation not for profit organized and existing under the Laws of the State of Florida, filed on the 20th day of March, A.D., 1973, 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 20th day of March, A.D., 19 73.



Richard (Dick) Stone

SECRETARY OF STATE

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That TRADE WINDS WEST CONDOMINIUM, INC.

desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at ^{Village}~~City~~ of Marathon County of Monroe, State of Florida

has named Fred A. Bee

located at 2975 Overseas Highway
(Street address and number of building, Post Office Box address not acceptable)

^{Village}~~City~~ of Marathon, County of Monroe

State of Florida, as its agent to accept service of process within this state.

FILED
MAR 20 10 52 AM '73
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By [Signature]
(Resident Agent)
Fred A. Bee

ARTICLES OF INCORPORATION

OF

TRADE WINDS WEST CONDOMINIUM, INC.

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

ARTICLE 1

NAME

The name of the corporation shall be:

TRADE WINDS WEST CONDOMINIUM, INC.

whose address is: 5301 Ocean Terrace, Marathon, Florida

For convenience the corporation shall be referred to in this instrument as the Corporation.

FILED
MAR 29 11 12 AM '68
CLERK OF DISTRICT COURT
NINTH JUDICIAL CIRCUIT
TALLAHASSEE, FLORIDA

ARTICLE 2

PURPOSE

2.1. The purpose for which the Corporation is organized is to provide an entity pursuant to section 12 of the Condominium Act, which is Chapter 711, Florida Statutes 1963, for the operation of:

TRADE WINDS WEST CONDOMINIUM, INC., a condominium

2.2. The Corporation shall make no distributions of income to its members, directors or officers.

ARTICLE 3

POWERS

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

3.1. The corporation 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 Corporation 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 Corporation 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, provided, however, that all such regulations and their amendments shall be approved by not less than 75% of the votes of the entire membership of the Corporation before such shall become effective.
- 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 Corporation and the Regulations for the use of the property in the Condominium.
- i. To contract for the management of the Condominium and to delegate to such contractor all powers and duties of the Corporation except such as are specifically required by the Declaration of Condominium to have approval of the Board of Directors or the Membership of the Corporation.
- j. To contract for the management or operation of portions of the common elements susceptible to separate management or operation, and to lease such portions.

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

3.3. The Corporation 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 Corporation 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 holder of all record owners of mortgages upon the Condominium.

3.4. All funds and the titles of all properties acquired by the Corporation 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 Corporation 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 Corporation 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 Corporation required by the Declaration of Condominium, change of membership in the Corporation shall be established by recording in the Public Records of Monroe County, Florida, a deed or other instrument establishing a record title to an apartment in the Condominium and the delivery to the Corporation of a certified copy of such instrument. The owner designated by such instrument thus becomes a member of the Corporation and the membership of the prior owner is terminated.

4.3. The share of a member in the funds and assets of the Corporation 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 Corporation. The exact number of votes to be cast by owners of an apartment and the manner of exercising voting rights shall be determined by the By-Laws of the Corporation.

ARTICLE 5

DIRECTORS

5.1. The affairs of the Corporation will be managed by a board consisting of the number of directors determined by the By-Laws, but no less than three directors, and in the absence of such determination shall consist of three directors. Directors need not be members of the Corporation.

5.2. Directors of the Corporation 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 has closed the sales of all of the apartments of the Condominium, or until Developer elects to terminate its control of the condominium, which ever occurs first. 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:

James K. Hogan

109 Gulf, Marathon Shores,
Florida.

Sally L Hogan

109 Gulf, Marathon Shores,
Florida.

Leonard Wells

5301 Ocean Terrace
Marathon, Florida

ARTICLE 6

OFFICERS

The affairs of the Corporation 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 Corporation 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:	JAMES K. HOGAN	109 Gulf, Marathon Shores, Florida 33050
Treasurer:	JAMES K. HOGAN	109 Gulf, Marathon Shores, Florida 33050
Vice-President:	SALLY HOGAN	109 Gulf, Marathon Shores, Florida 33050
Secretary:	SALLY HOGAN	109 Gulf, Marathon Shores, Florida 33050

ARTICLE 7

INDEMNIFICATION

Every Director and every officer of the Corporation shall be indemnified by the Corporation 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 Corporation, 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

Corporation. 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 4

BY-LAWS

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

ARTICLE 5

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 Corporation. 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 Corporation; or

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

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 condition.

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 be recorded in the Public Records of Monroe County, Florida.

ARTICLE 10

TERM

The term of the corporation shall be perpetual.

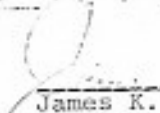
ARTICLE 11

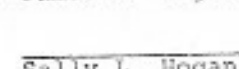
SUBSCRIBERS

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

James K. Hogan	109 Gulf, Marathon Shores, Florida.
Sally L. Hogan	109 Gulf, Marathon Shores, Florida.
Leonard Wells	5301 Ocean Terrace Marathon, Florida

IN WITNESS WHEREOF the subscribers have affixed their signatures this 16th day of March, 1973.

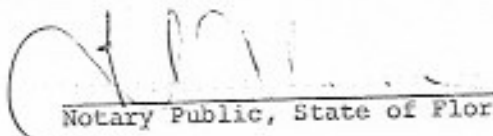

James K. Hogan (SEAL)


Sally L. Hogan (SEAL)


Leonard Wells. (SEAL)

STATE OF FLORIDA }
 } SS:
COUNTY OF MONROE }

I HEREBY CERTIFY that on this day before me, the undersigned authority, personally appeared JAMES K. HOGAN and SALLY L. HOGAN, his wife, and LEONARD WELLS who, after being duly sworn, acknowledged that they executed the foregoing Articles of Incorporation for the purposes expressed in such Articles, this 16th day of March, 1973


Notary Public, State of Florida

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA AT LEAST
MY COMMISSION EXPIRES SEPT. 23, 1975
BUNDLED INTO GENERAL INSURANCE UNDERWRITERS

LEGAL DESCRIPTION

All of Lots 3 and 4, Block J, Lots 1 and 2, Block K and an abandoned and vacated road known as Lovelee Lane, of MARAMEAD SUBDIVISION as recorded in Plat Book 3, Page 185 of the Public Records of Monroe County, Florida, LESS THE FOLLOWING DESCRIBED PARCELS:

COMMENCING at the Northeast corner of Lot 1, Block K, bear S. 15° 40' E. along the East property line of Lots 1 and 2, 120 feet, more or less, to the edge of an existing concrete dock; thence bear Southwesterly along the edge of said concrete dock, 90 feet, more or less, to an existing concrete deck; thence at right angles and Northwesterly along said concrete deck, 29 feet, more or less, to the POINT OF BEGINNING of the area of land hereinafter described; from said POINT OF BEGINNING, continue bearing Northwesterly along the prolongation of said concrete deck, Northwesterly, 25 feet; thence at right angles and Southwesterly, 40 feet; thence at right angles and Southeasterly 25 feet back to the concrete deck; thence Northeasterly, along said concrete deck, 40 feet back to the POINT OF BEGINNING.

ALSO

COMMENCING at the Northeast corner of Lot 1, Block K, bear S. 15° 40' E. along the Easterly property line of Lots 1 and 2, 120 feet, more or less, to the edge of an existing concrete dock; thence bear Southwesterly along the edge of said concrete dock, 56.41 feet, measured at right angles to the preceding course to the POINT OF BEGINNING of the concrete dock hereinafter described; from said POINT OF BEGINNING continue bearing Southwesterly along said concrete dock, 176 feet, more or less, to a point of curve, said curve having a central angle of 100°00' and a radius of 5 feet; thence along said curve in a Northwesterly direction and deflecting to the left 8.73 feet to a point of tangent; thence bear N. 15°40' West along said concrete dock 160 feet, more or less, to the Northwest corner of Lot 3, Block J; thence at right angles and Southwesterly 5 feet; thence bear S. 15°40' E. along said concrete dock, 169 feet, more or less, thence bear Northeasterly along said concrete dock 187 feet, more or less, to a point which is bearing S. 15°40' E. from the POINT OF BEGINNING; thence bear N. 15°40' West 3 feet, more or less, back to the POINT OF BEGINNING.

ALSO

COMMENCING at the Northeast corner of Lot 1, Block K, said corner to be known as the POINT OF BEGINNING of the parcel of land hereinafter described, bear S. 15°40' East 32 feet; thence bear S. 74°20' West, 20 feet; thence bear N. 15°40' West 32 feet to the Southerly right-of-way line of Lynmeade Boulevard; thence bear N. 74°20' East, 20 feet, back to the POINT OF BEGINNING.

ALSO

A part of Lots 1 and 2, Block K, and being more particularly described by metes and bounds as follows:

COMMENCING at the Northeast corner of Lot 1, Block K, bear S. 15°40' E. 32 feet to the POINT OF BEGINNING of the parcel of land hereinafter described; thence bear S. 74°20' W. 20 feet; thence bear N. 15°40' West, 32 feet; thence bear S. 74°20' West, 36.41 feet; thence bear S. 15°40' East and 10 feet off of an existing two story building, 147 feet, more or less, to the South line of Lot 2; thence bear Northeasterly along the South line of Lot 2, 57 feet, more or less, to the Southeast corner of Lot 2; thence bear N. 15°40' West, 103 feet, more or less, back to the POINT OF BEGINNING.

ALSO

COMMENCING at the Northeast corner of Lot 1, Block K, bear S. 15°40' East, along the East property line of Lots 1 and 2, 120 feet, more or less, to the edge of an existing concrete dock; thence bear Southwesterly along the edge of said concrete dock, 90 feet, more or less, to the POINT OF BEGINNING of the Concrete Deck hereinafter described; thence at right angles and Northwesterly, 29 feet, more or less; thence at right angles and Southwesterly, 40 feet, more or less; thence Southwesterly, 41 feet, more or less, back to the edge of said existing concrete dock; thence Northeasterly along the edge of said existing concrete dock, 70 feet, more or less, back to the POINT OF BEGINNING.

ALSO

A five foot San. Sew. Easement in a part of Lot 1, Block K and two and a half feet each side of the following described Centerline:

COMMENCING at the Northeast Corner of Lot 1, Block K, bear S. 74°20' W., 20 feet; thence bear S. 15°40' E., 30 feet, more or less, to the POINT OF BEGINNING of the centerline hereinafter described; from said POINT OF BEGINNING, bear Southwesterly, 48 feet, more or less, to the East Face of a two story building and 6 feet, more or less, Southerly from the Northeast Corner of said two story building, thus ending this description.