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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
THE SUNDESTIN INTERNATIONAL
CONDOMINIUM OWNERS' ASSOCIATION, INC.
A Florida Corporation Not For Profit

The undersigned, for the purpose of forming a not-for-profit corporation in accordance with the laws of the State of Florida, acknowledges and files these Articles of Incorporation in the Office of the Secretary of State of the State of Florida.

ARTICLE I

NAME

The name of this corporation shall be the SUNDESTIN INTERNATIONAL CONDOMINIUM OWNERS' ASSOCIATION, INC., a non-profit corporation; the Corporation shall herein be referred to as the "Association."

ARTICLE II

PURPOSE

The purpose of this corporation is the operation and management of Sundestin International, A Condominium (hereinafter referred to as the "Condominium"), as the same may now or hereafter be constituted, and to undertake the performance of, and to carry out the acts and duties incident to the administration of the operation and management of said Condominium in accordance with the terms, provisions, and authorizations contained herein and the Declaration of Condominium which will be recorded in the Public Records of Okaloosa County, Florida; and to own, operate, lease, sell, trade, and otherwise deal with such property, whether real or personal, as may be necessary or convenient in the administration of said Condominium.

ARTICLE III

POWERS

The Association shall have the following powers subject to and exercised in accordance with, the provisions of the Declaration of Condominium, and further specified by the By-Laws:

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, the said Declaration of Condominium, the By-Laws, and Chapter 718, Florida Statutes (the "Condominium Act").

2. The Association shall have all of the powers of condominium associations under and pursuant to the Condominium Act, as the same may be amended from time to time, and shall have all of the powers reasonably necessary to implement the purposes of the Association, including, but not limited to, the following:

A. To make, establish, and enforce reasonable rules and regulations governing the use of Condominium units, common elements, limited common elements, and Condominium property as said terms may be defined in the Declaration of Condominium to be recorded.

B. To make and collect assessments against members as unit owners, to defray the costs, expenses, and losses of the Condominium, and to use and expend to proceeds of assessments in the exercise of the powers and duties of the Association.

C. To maintain, repair, replace, and operate the Condominium property to which the Association has the right and power to maintain, repair, replace, and operate in

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accordance with the Declaration of Condominium, the By-Laws,
and the Condominium Act.

1934 NOV 20 PM 1:28

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. To purchase insurance upon the property and insurance for the protection of the Association and its members, as apartment owners and to disburse insurance proceeds pursuant to the provisions of the Declaration of Condominium and By-Laws.

E. To reconstruct improvements on the Condominium property after casualty or other loss, and the further improvement of the property.

F. To enforce, by legal means, the provisions of the Declaration of Condominium, the By-Laws, the rules and regulations, and all documents referred to in the Declaration and these Articles of Incorporation.

G. To contract for the maintenance and management of the Condominium property and to authorize a management agent to assist the Association in carrying out its powers and duties by performing such functions as the submission of proposals, collection of assessments, preparation of records, enforcement of rules and maintenance, repair and replacement of the common elements with funds as shall be made available by the Association for such purposes. The Association and its officers shall, however, retain at all times the Powers and duties granted by the Declaration of Condominium, these Articles, the By-Laws, and the Condominium Act, including, but not limited to, the making of assessments, promulgation of rules, and execution of contracts on behalf of the Association.

H. To acquire and enter into agreements whereby it acquires leaseholds, memberships, or other possessory or use interests, in land or facilities, intended to provide for

the enjoyment, recreation, or other sue or benefit of the members of the Association.

I. To acquire by purchase or otherwise, condominium parcels of the Condominium, subject, nevertheless, to the provisions of the Declaration and/or By-Laws, and the Condominium Act, the latter taking precedence in the case of conflict.

ARTICLE IV
EXISTENCE

The Association shall have perpetual existence, unless the Condominium is terminated pursuant to the provisions of its Declaration in which event the Association shall be dissolved in accordance with the law.

ARTICLE V
PRINCIPAL OFFICE

The principal office of the Association shall be located at 1040 Highway 98 East, Destin, Florida, but the Association may maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the Board of Directors.

ARTICLE VI
SUBSCRIBERS

The name and address of the subscriber is as follows:

<u>Name</u>	<u>Address</u>
William J. Weaver	20 North Orange Avenue Suite #1107 Orlando, Florida 32801

ARTICLE VII
MEMBERS

1. After the Declaration of Condominium is filed, membership in the Association shall be established by the

acquisition of title to a fee interest in a Condominium parcel, whether by conveyance, devise, judicial decree, or otherwise, subject to the provisions of the Declaration of Condominium and by the recordation in the Public Records of Okaloosa County, Florida, of the Deed or other instrument establishing the acquisition and designating the Condominium parcel affected thereby. The owner designated in such Deed or other instrument shall thereupon become a member of this Association, and the membership of the prior owner in this Association as to parcel designated shall be terminated.

2. Each unit in the Condominium has one vote. The record owner of more than one unit is entitled to one vote for each unit.

3. If a unit is owned by one person, his right to vote shall be established by the record title to his unit. The procedures for determining how the vote shall be cast for a unit which is owned by more than one person, or by a corporation, shall be specified in the By-Laws.

ARTICLE VIII

DIRECTORS

1. The affairs of the Association shall be managed by a Board consisting of the number of Directors determined by the By-Laws, but not less than three (3) Directors, and in the absence of such determination, shall consist of three (3) Directors.

2. Directors of the Association shall be elected at the annual meeting of members, in the manner determined by the By-Laws. In the event of a vacancy, the Directors may appoint replacements, as specified in the By-Laws.

3. Notwithstanding any of the foregoing, the members
of the first Board of Directors, named by the Developer, are
as follows:

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1994 NOV 20 PM 1:28
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<u>Name</u>	<u>Address</u>
John F. Shelley, III,	535 Smithfield Street Oliver Building, Twelfth Floor Pittsburgh, PA. 15222
William J. Weaver	20 North Orange Avenue Suite #1107 Orlando, Florida 32801
James A. Slatton	1040 Highway 98 East Destin, Florida 32541

A member of the first Board shall be elected by Unit Owners other than the Developer to replace a developer-appointed director when Unit Owners other than the Developer own fifteen (15%) percent or more of the units that will be operated ultimately by the Association. Members of the first Board need not be members of the Association, except for the Unit Owners' Director, who shall be a member. Members of the first Board shall serve until the first election of all Directors by Unit Owners other than the Developer, as specified in Paragraph 4, Article VIII, of these Articles. In the event of a vacancy on the first Board prior to the first election of all Directors by Unit Owners other than the Developer, except in the case of a vacancy in the Directorship elected by Unit Owners other than the Developer, the Developer may appoint replacements who shall serve as fully qualified members of the first Board. In the event of a vacancy in the Directorship elected by Unit Owners other than the Developer, a replacement will be elected by Unit Owners other than the Developer.

4. Further notwithstanding any of the foregoing, the members of the Association other than the Developer shall first exercise the right to elect not less than a majority of

the Board when one of the following events occurs, whichever occurs first:

A. Three years after fifty (50%) percent of the units that will be operated ultimately by the Association have been conveyed to purchasers.

B. Three months after ninety (90%) percent of the units that will be operated ultimately by the Association have been conveyed to purchasers.

C. When some of the units have been conveyed to purchasers and none of the other are being offered for sale by the Developer in the ordinary course of business. The Developer is entitled to elect at least one member of the Board as long as the Developer holds for sale in the ordinary course of business at least five (5%) percent of the units in the Condominium.

ARTICLE IX

OFFICERS

1. The Board of Directors shall elect a President, Secretary, and Treasurer and as many Vice-Presidents, Assistant Secretaries, and Assistant Treasurers as the Board of Directors shall, from time to time, determine. The President shall be elected from among the membership of the Board, but no other officer need be a Director.

2. The names and addresses of the officers who are to serve until their successors are designated by the Board of Directors are as follows:

President: James A. Slatton
1040 Highway 98 East
Destin, Florida 32541

Vice-President: John F. Shelley, III
535 Smithfield Street (12th Floor)
Pittsburgh, Pennsylvania 15222

Secretary/Treasurer: William J. Weaver
20 North Orange Avenue
Suite #1107
Orlando, Florida

ARTICLE X

BY-LAWS

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

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ARTICLE XI

AMENDMENT

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

1. Notice of the subject matter of the proposed amendments shall be included in the notice of any meeting at which such proposed amendment is considered.

2. Proposed amendments shall first be presented to the Board of Directors, and shall have been approved in writing by a majority of such Board of Directors, who shall certify such amendment for vote of the members of the Association.

3. Such amendment must then be approved by the affirmative vote of the owners of sixty-six and two-thirds (66 2/3%) percent of the units.

4. A certificate of amendment executed by the duly authorized officers of the Association shall then be recorded among the Public Records of Okaloosa County, Florida.

5. No amendment may be made to the Articles of Incorporation which shall in any manner amend, affect, or modify the provisions and obligations set forth in the Declaration of Condominium.

ARTICLE XII

INDEMNIFICATION

Every Director and every Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorneys' fees, reasonably

incurred 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, or any settlement thereof, whether or not he is a Director or Officer at the time such are incurred, except, in such cases wherein the Director of Officer is adjudged guilty of willful malfeasance or misfeasance in the performance of his duties; provided that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlements and reimbursements as being for the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director of Officer may be entitled.

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1984 NOV 20 PM 1:28
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IN WITNESS WHEREOF, the subscriber has affixed his signature this 16th day of NOVEMBER, 1984.

William J. Weaver
WILLIAM J. WEAVER



STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County above to take acknowledgements, personally appeared WILLIAM J. WEAVER, to me known to be the person described as the subscriber in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation, this 16th day of NOVEMBER, 1984.

Carol Tokarczyk
CAROL TOKARCZYK, Notary Public

State of Florida at Large
My Commission Expires:

Notary Public, State of Florida at Large
My Commission Expires March 20, 1986
Bonded by American Fire & Casualty Co.

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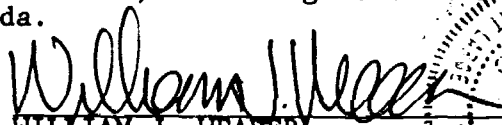
1984 NOV 20 PM 1: 28

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

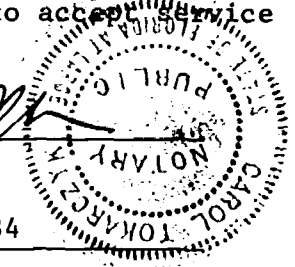
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In compliance with Section 48.091, Florida Statutes,
the following is submitted:

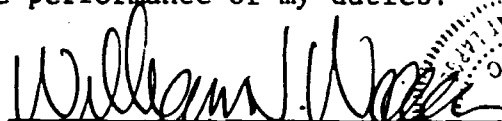
FIRST-- that the SUNDESTIN INTERNATIONAL CONDOMINIUM OWNERS' ASSOCIATION, INC., desiring to organize or qualify under the laws of the State of Florida with its principal place of business at the City of Destin, Florida, has named WILLIAM J. WEAVER, located at 20 North Orange Avenue, Suite #1107 in Orlando, Florida 32801, as its agent to accept service of process within Florida.


WILLIAM J. WEAVER

DATE: November 16, 1984



Having been named to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby agree to act in this capacity and I further agree to comply with the provision of all statutes relative to the complete performance of my duties.


WILLIAM J. WEAVER

DATE: November 16, 1984

