

State of Florida

OR 863 PG 1918



Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of LEMON BAY BREEZES MASTER ASSOCIATION, INC., a corporation organized under the Laws of the State of Florida, filed on January 31, 1985, as shown by the records of this office.

The charter number of this corporation is N07414.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
1st day of February, 1985.



CER-101

George Firestone
Secretary of State

ARTICLES OF INCORPORATION

OF

LEMON BAY BREEZES MASTER ASSOCIATION, INC.

A Corporation Not-For-Profit

OR 863 PG 1919

1. NAME AND PLACE OF BUSINESS. The name of the corporation is LEMON BAY BREEZES MASTER ASSOCIATION, INC.. The place of business shall be 1401 South McCall Road, Englewood, Florida 33533.

2. PURPOSE. The corporation is organized as a corporation not-for-profit under the laws of the State of Florida to provide an entity responsible for the operation of LEMON BAY BREEZES, A SUBDIVISION, according to the Plat thereof now or hereafter recorded in the Public Records of Charlotte County, Florida, with respect to certain lands in Charlotte County, Florida.

3. QUALIFICATION OF MEMBERS AND MANNER OF THEIR ADMISSION. The members of this corporation shall constitute all of the record owners of residential property and commercial lots in LEMON BAY BREEZES SUBDIVISION ("Subdivision") and LEMON BAY COMMERCIAL SUBDIVISION, Englewood, Florida, and Developer so long as it owns any land in either Subdivision. Change of membership in this corporation shall be established by recording in the Public Records of Charlotte County, Florida, a deed or other instrument establishing record title to a unit or lot in either Subdivision and the delivery to the corporation of a certified copy of such instrument, or the creation of a condominium by filing in the Public Records. The grantee designated by such instrument thereby shall become a member of the corporation, and the membership of the grantor thereby shall terminate as to said unit or lot.

4. TERM. The existence of the corporation shall be perpetual unless LEMON BAY BREEZES SUBDIVISION and LEMON BAY COMMERCIAL SUBDIVISION are terminated and in the event of such termination, the corporation shall be dissolved in accordance with law.

5. NAMES AND RESIDENCES OF INCORPORATORS. The names and residences of the incorporators to these Articles of Incorporation are:

M.R. Gagne	3500 Dufferin Street, Suite 300 Downsview, Ontario, Canada M3K 1N2
J.Y. Robichaud	3500 Dufferin Street, Suite 300 Downsview, Ontario, Canada M3K 1N2
Michael M. Listick	616 East Atlantic Avenue Delray Beach, Florida 33444

6. DIRECTORS AND OFFICERS. The affairs of the Association shall be managed by its Board of Directors. The officers of the corporation shall be a President, Vice President, Treasurer and Secretary (Assistant Secretary, optional) which officers shall be elected annually by the Board of Directors. The directors and officers may lawfully and properly exercise the powers set forth in Section 11, notwithstanding the fact that some or all of them who may be directly or indirectly involved in the exercise of such powers and if the negotiation and/or consummation of agreements executed pursuant to such powers are some or all of the persons with whom the corporation enters into such agreements or who own some or all of the propriety interest in the entity or entities with whom the corporation enters into

OR 863 PG 1920

such agreements; and all such agreements shall be presumed conclusively to have been made and entered by the directors and officers of the corporation in the valid exercise of their lawful powers.

7. VOTING. There shall be two classes of voting rights. Unit owners of constructed residential units in the LEMON BAY BREEZES SUBDIVISION shall each have one vote per unit. Each Commercial Lot owner in the LEMON BAY COMMERCIAL SUBDIVISION shall have four votes for each Commercial Lot which they own whether or not a completed structure is constructed on such lot. In addition, so long as Developer (or its successor) shall own any property in the LEMON BAY COMMERCIAL SUBDIVISION or LEMON BAY BREEZES SUBDIVISION, Developer shall have an additional number of votes which is equal to the number of votes of all other members plus one. A residential unit shall be deemed constructed when a certificate of occupancy is issued for such unit by the appropriate governmental authority.

8. NAMES OF OFFICERS. The names of the officers who are to serve until the first election or appointment are as follows:

President:	M.R. Gagne
Vice President/Treasurer:	J.Y. Robichaud
Secretary:	Michael M. Listick

9. BOARD OF DIRECTORS. The Board of Directors shall consist of three (3) persons initially and the names and addresses of the persons who are to serve as such until the first election thereof are as follows:

M.R. Gagne	3500 Dufferin Street, Suite 300 Downsview, Ontario, Canada M3K 1N2
J.Y. Robichaud	3500 Dufferin Street, Suite 300 Downsview, Ontario, Canada M3K 1N2
Michael M. Listick	616 East Atlantic Avenue Delray Beach, Florida 33444

9. BY-LAWS. The original By-Laws shall be made by the Board of Directors and/or declared under the "Declaration" of Restrictions for the Subdivisions as recorded in Charlotte County, Florida. The same may thereafter be amended, altered or rescinded only with the approval of not less than a majority of the Board of Directors and not less than seventy-five percent (75%) of the members of the corporation; provided that, any amendment which affects commercial lot owners in the Subdivision must be approved by a majority of the commercial lot owners.

11. AMENDMENTS. These Articles of Incorporation may be amended only with the approval of not less than a majority of the Board of Directors and not less than seventy-five percent (75%) of the members of the corporation.

12. POWERS. The corporation shall have all of the following powers:

(a) All of the powers now or hereafter conferred upon corporations not-for-profit under the laws of the State of Florida which are not repugnant to any of the provisions of the Florida Condominium Act or these Articles of Incorporation.

OR 863 PG 1921

(b) To acquire and enter into agreements whereby it acquires land, leaseholds, memberships or other possessory or use interests in lands or facilities, including, but not limited to, country clubs, golf courses, marinas, tennis courts, swimming pools, jogging facilities, and other recreational facilities, sewer plant, drainage area, water retention area, whether or not contiguous to the lands of the Subdivision intended to provide for the enjoyment, recreation or other use or benefit of the property owners.

(c) To contract with a third party for the management of the Subdivision and to delegate to the contractor all powers and duties of this corporation except such as are specifically required by the Declaration and/or the By-Laws to have the approval of the Board of Directors or the membership of the corporation.

(d) To acquire, by purchase or otherwise, parcels of the Subdivision subject nevertheless to the provisions of the applicable Declarations and/or By-Laws.

(e) To operate and manage LEMON BAY BREEZES SUBDIVISION and LEMON BAY COMMERCIAL SUBDIVISION in accordance with the meaning, direction, purpose and intent of the Declaration as the same may from time to time be amended and to otherwise perform, fulfill and exercise the powers, privileges, options, rights, duties, obligations and responsibilities entrusted to or delegated to it by the Declaration and/or By-Laws.

13. INITIAL REGISTERED OFFICE AND AGENT. The street address of the initial principal office of the corporation is 1401 South McCall Road, Englewood, Florida 33533. The Resident Agent of the corporation shall be MICHAEL M. LISTICK, whose address as Resident Agent is: 616 East Atlantic Avenue, Delray Beach, Florida 33444.

We, the undersigned, being each of the subscribers hereto, do hereby subscribe to these Articles of Incorporation and we have hereunto set our hands and seals this 22 day of January, 1985.

M.R. Gagne (SEAL)
M.R. Gagne

J.X. Robichaud (SEAL)
J.X. Robichaud

Michael M. Listick (SEAL)
Michael M. Listick

STATE OF FLORIDA)

COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day, before me personally appeared M.R. GAGNE, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State aforesaid this 22 day of January, 1985.

Notary Public, State of Florida
My commission expires:

Notary Public, State of Florida
My Commission Expires March 19, 1988
Bonded Three Thousand Dollars - Insurance, Inc.

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

OR 863 PG 1922

I HEREBY CERTIFY that on this day, before me personally appeared J.Y. ROBICHAUD, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State aforesaid this 7th day of December, 1984.

[Signature]
Notary Public, State of Florida
My commission expires: is for life

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day, before me personally appeared MICHAEL M. LISTICK, to me known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State aforesaid this 28th day of January, 1984.

[Signature]
Notary Publ State of Florida

My commission expires:

NOTARY PUBLIC STATE OF FLORIDA
BONDED THRU GENERAL INSURANCE UND
BY COMMISSION EXPIRES JULY 30 1986

ACKNOWLEDGMENT

Having been named to accept service of process for the above-stated corporation, at the place designated in this instrument, I hereby accept to act in this capacity, and agree to comply with the provisions of law relative to keeping open such office.

[Signature]
Michael M. Listick
Registered Agent

FILED
JAN 31 PM 3:20
TALLAHASSEE, FLORIDA