

State of Florida



Department of State

OR 863 PG 2004

I certify that the attached is a true and correct copy of the Articles of Incorporation of LEMON BAY BREEZES CONDOMINIUM ASSOCIATION, INC., a corporation not for profit organized under the Laws of the State of Florida, filed on October 30, 1980, as shown by the records of this office.

The charter number for this corporation is 754905.



CER 101 Rev. 5-79

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
31st day of October, 1980.

George Firestone
Secretary of State

ARTICLES OF INCORPORATION
OF
LEMON BAY BREEZES CONDOMINIUM ASSOCIATION, INC.

(A Florida Non Profit Corporation)

WE, the undersigned subscribers, hereby associate ourselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

ARTICLE I - NAME AND DURATION

The name of this corporation shall be LEMON BAY BREEZES CONDOMINIUM ASSOCIATION, INC., a corporation not for profit, organized under the laws of the State of Florida, which may also be referred to herein as the Association. This corporation shall exist perpetually.

ARTICLE II - PURPOSE

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The purpose for which the Association is organized is to provide an entity pursuant to Florida Statute 718.111 for the operation of LEMON BAY BREEZES CONDOMINIUM, a Condominium, located upon the following lands in Charlotte County, Florida, or on a portion or portions thereof:

That portion of Lots 29 and 34 lying North and East of State Road 775, GROVE CITY LAND COMPANY'S SUBDIVISION, in Section 6, Township 41 South, Range 20 East, according to the Plat thereof recorded in Plat Book 1, Page 11, of the Public Records of Charlotte County, Florida.

and to manage and administer the Condominium Property including but not limited to collecting assessments from Unit Owners for the purpose of operating, maintaining, repairing, improving and administering the Condominium Property, and to perform all acts and duties desirable or necessary for such property management for the Units and Common Elements and Limited Common Elements pursuant to the provisions of the Declaration of Condominium and the Condominium Act of the State of Florida.

ARTICLE III - POWERS

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

A. General: The Association shall have all of the common law and statutory powers of a corporation not for profit under the Laws of Florida that are not in conflict with the terms of these Articles or the Declaration of Condominium.

B. Enumeration: The Association shall have all of the powers and duties set forth in the Condominium Act, and all of the powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration of Condominium, these Articles of Incorporation, and the By-Laws, as they may be amended from time to time, if not inconsistent with the Condominium Act, including but not limited to the following:

1. To make and collect assessments against members as unit owners to provide for the payment of costs, expenses and losses of the Condominium Property.
 2. To use the proceeds of assessments and charges in the exercise of its powers and duties.
 3. To buy and lease both real and personal property for condominium use, and to sell or otherwise dispose of property so acquired, including the power to acquire leaseholds, memberships, and other possessory or use interests in lands or facilities such as country clubs, golf courses, marinas, and other recreational facilities, whether or not the lands or facilities are contiguous to the Condominium Property.
 4. To maintain, repair, replace and operate the Common Elements and the Condominium Property and property acquired or leased by the Association for use by unit owners.
 5. To purchase insurance upon the Condominium Property and insurance for the protection of the Association and its officers, Directors and its members as unit owners.
 6. To reconstruct and repair improvements after casualty and to construct additional improvements of the Condominium Property.
 7. To make and amend reasonable rules and regulations respecting the use and appearance of the property in the Condominium; provided, however, that all those regulations and their amendments shall be approved by not less than 75% of the votes of the units of the Association before they shall become effective.
 8. To approve or disapprove the leasing, rental, sale, transfer, ownership and possession of units as may be provided by the Declaration of Condominium and the By-Laws.
 9. To enforce by legal means, alone or by class action, the provisions of the Condominium Act, the Declaration of Condominium, these Articles, the By-Laws of the Association, and any Rules and Regulations which may be promulgated for the use of the Condominium Property.
 10. To contract for the management of the Condominium and to delegate to the contractor all powers and duties of the Association, except policy making decisions and those powers and duties that are specifically required by the Declaration of Condominium to have approval of the Board of Directors or the membership of the Association.
 11. To contract for the management or operation of portions of the common elements susceptible to separate management or operation, and to grant leases of those portions for this purpose.
 12. To employ personnel to perform the services required for proper operation of the Condominium Property, including the power to purchase or lease a unit in the Condominium from its owner in order to provide living quarters for a manager of the Condominium.
- C. Condominium Property: All funds and the titles of all properties acquired by the Association 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 of the Association.

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D. Distribution of Income and Dividends: The Association shall not have or issue shares of stock; no dividend shall be paid, and no part of the income or assets of the Association shall be distributed to any of its members, Directors or officers, except that the Association may, as provided in the By-Laws, pay compensation in a reasonable amount to its members, Directors, and officers for services rendered.

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ARTICLE IV - MEMBERSHIP AND VOTING RIGHTS

A. Membership: The members of the Association shall consist of all persons owning a present vested interest in the fee simple title to any of the Condominium Units and which interest is evidenced by a proper instrument recorded in the Public Records of Charlotte County, Florida, and also such persons shall automatically be members of this Association by virtue of said ownership, and their membership shall automatically terminate when they no longer own such interest. The Developer may designate three persons as members representing the Developer. Corporate Owners may designate up to three corporate officers as members representing the corporation, and a partnership may designate up to three partners as members representing the partnership.

B. Voting Rights: The Owners of each Condominium Unit shall collectively be entitled to one (1) vote. The person entitled to cast such vote, referred to herein as the Voting Member, shall be determined in the manner set forth in the Declaration of Condominium and in the By-Laws. The total number of votes in this Condominium Association shall be equal to the number of Units in this Condominium. An Owner of more than one Unit may designate a Voting Member for each such Unit.

C. Assignment: Neither the share of a member in the funds and assets of the Association nor his voting rights shall be assigned, hypothecated or transferred in any manner except as an appurtenance to the unit for which that share or voting right is held.

ARTICLE V - DIRECTORS

A. Duties and Powers: All of the duties and powers of the Association existing under the Condominium Act, Declaration of Condominium, these Articles, and the By-Laws of the Association, shall be exercised exclusively by the Board of Directors, its agents, contractors, or employees, subject only to approval by unit owners when that is specifically required.

B. Number and Qualification: The affairs of the Association shall be managed by a Board of Directors consisting of the Directors determined by the By-Laws, but in no event less than three (3) Directors, and in the absence of that determination shall consist of three (3) Directors. Directors need not be members of the Association. The number of Directors may be increased or diminished from time to time in accordance with the By-Laws but shall never be less than three (3).

C. Election and Removal: The Directors of the Association 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. Provided, however, that the initial Board of Directors, which shall consist of three (3) Directors appointed by the Developer, shall serve and hold office until such time as the unit owners other than the Developer are entitled to elect one or more Directors in accordance with the Condominium Act; and provided further that the initial Board of Directors appointed by the Developer shall be subject to removal only by the Developer.

D. Initial Board of Directors: The initial Board of Directors shall consist of three (3) Directors, and the names and addresses of those initial Directors, who shall hold office until removed by the Developer or until the unit owners other than the Developer are entitled to elect one or more Directors, are as follows:

HERBERT V. SCHAFFER, 2765 Cardinal Circle, Gulf Stream, Florida 33444
 THOMAS A. HEAD, 355 Northeast 5th Avenue, Delray Beach, Florida 33444
 ROBERT G. CURRIE, 900 East Atlantic Avenue, Delray Beach, Florida 33444

ARTICLE VI - OFFICERS

The affairs of the Association shall be administered by the officers designated in the By-Laws. The Officers elected shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and 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-Treasurer:	HERBERT V. SCHAFFER 2765 Cardinal Circle Gulf Stream, Florida 33444
Vice President:	THOMAS A. HEAD 355 Northeast 5th Avenue Delray Beach, Florida 33444
Secretary:	ROBERT G. CURRIE 900 East Atlantic Avenue Delray Beach, Florida 33444

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ARTICLE VII - INDEMNIFICATION

Every Director and officer of the Association, and every member of the Association serving the Association at its request, shall be indemnified by the Association against all expenses and liabilities, including attorney's 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 Association, or by reason of his serving or having served the Association at its request, whether or not he is a Director, or officer or is serving at the time the expenses or liabilities are incurred; provided, that in the event of a settlement before entry of judgment, and also when the person concerned is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, the indemnification shall apply only when the Board of Directors approves the settlement and reimbursement as being for the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which that person may be entitled.

ARTICLE VIII - BYLAWS

The first By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded by the Directors and members in the manner provided therein. Amendments to the By-Laws shall not have to be approved by or filed with any State authority in order to be effective, unless that is required by law.

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ARTICLE IX - AMENDMENTS

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

A. Notice: Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered.

B. Adoption: A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing the approval is delivered to the Secretary of the Association at or prior to the meeting. The approvals must be either:

1. By not less than 75% of the entire membership of the Board of Directors and by not less than 75% of the votes of all the units of the Association; or

2. By not less than 80% of the votes of all the units of the Association.

C. Limitations: No amendment shall make any changes in the qualifications for membership nor in the voting rights or property rights of the members without approval in writing by all members and the joinder of all holders of recorded mortgages upon units. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium.

D. Recording: Amendments to these Articles of Incorporation shall become effective when filed and approved by the Florida Department of State and recorded in the Public Records of Charlotte County, Florida.

ARTICLE X - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3452 New Boynton Road, Boynton Beach, Florida, and the name of the initial Registered Agent of this corporation at that address is: MICHAEL P. SMOOISH. The removal and appointment of said agent may be made by the President at any time by giving notice thereof to the proper State authority and without having to amend these Articles.

ARTICLE XI - SUBSCRIBERS

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

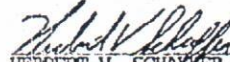
HERBERT V. SCHAFFER, 2765 Cardinal Circle, Gulf Stream, Florida 33444

THOMAS A. HEAD, 355 Northeast 5th Avenue, Delray Beach, Florida 33444

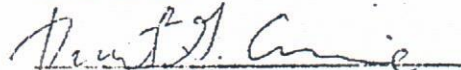
ROBERT G. CURRIE, 900 East Atlantic Avenue, Delray Beach, Florida 33444

IN WITNESS WHEREOF, the subscribers have affixed their signatures hereto
this 22nd day of OCTOBER, 1980.

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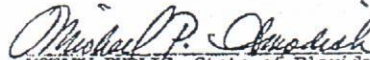

HERBERT V. SCHAFER


THOMAS A. HEAD


ROBERT G. CURRIE

STATE OF FLORIDA
COUNTY OF PALM BEACH

HERBERT V. SCHAFER, THOMAS A. HEAD and ROBERT G. CURRIE, appeared before me, and after being duly sworn, they acknowledged that they executed the foregoing Articles of Incorporation for the purposes expressed therein this 22nd day of OCTOBER, 1980.

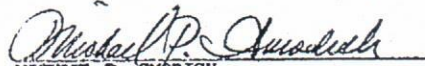

NOTARY PUBLIC, State of Florida

My Commission Expires:

Notary Public, State of Florida at Large
My Commission Expires Feb., 12, 1981
Bonded By American Fidelity & Guaranty Company

ACCEPTANCE OF REGISTERED AGENT

The undersigned having been designated in these Articles of Incorporation as Registered Agent hereby accepts that role and agree to serve in that role as prescribed by law, at the address of the Registered Office, which is 3452 New Boynton Road, Boynton Beach, Florida.


MICHAEL P. SMOLISH
Attorney at Law
3452 New Boynton Road
Boynton Beach, Florida 33435