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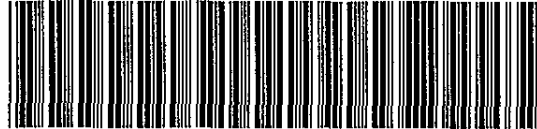
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August 1, 2005

Florida Department of State  
Division of Corporations  
Attn: New Filing Section  
409 E. Gaines Street  
Tallahassee, FL 32399

Re: Anna Maria Beach Cottages Condominium Association, Inc.

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-captioned corporation together with the certificate designating the Registered Agent. I also enclose my firm's check in the amount of \$78.75 for the filing fee, obtaining a certified copy, and Registered Agent Certification.

Subsequent to filing of the enclosed Articles of Incorporation, please forward the certified copy of same to my office at the above address, together with your Certificate of Incorporation.

Thank you for your assistance in this matter.

Very truly yours,  
HARRISON, HENDRICKSON & KIRKLAND, P.A.

  
Robert W. Hendrickson, III

RWH:kes  
Enclosures

ARTICLES OF INCORPORATION  
OF  
ANNA MARIA BEACH COTTAGES CONDOMINIUM ASSOCIATION, INC.

FILED  
05 AUG -3 AM 8:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Raleigh Investments (USA), Inc., a Florida corporation, being desirous of forming a corporation not for profit under the provisions of Chapter 617 of the Florida Statutes, states as follows:

ARTICLE I. NAME AND ADDRESS

The name of this corporation shall be ANNA MARIA BEACH COTTAGES CONDOMINIUM ASSOCIATION, INC., a Florida not-for-profit corporation, hereinafter referred to as the Association. The street address of the initial principal office of the Association is 112C Oak Avenue, Anna Maria, Florida, and the mailing address for the Association is P. O. Box 817, Anna Maria, Florida 34216.

ARTICLE II. PURPOSE

The Association is organized as a corporation not for profit under the terms and provisions of Chapter 617 of the Florida Statutes, and is a condominium association, as referred to and authorized by Section 718.111 of the Florida Statutes. The specific purpose for which the Association is organized is to provide an entity responsible for the operation of a condominium located in Manatee County, Florida, known as ANNA MARIA BEACH COTTAGES CONDOMINIUM, hereinafter referred to as the Condominium. The Declaration of Condominium, and any amendments thereto, whereby the Condominium has been or will be created is hereinafter referred to as the Declaration. The developer of the Condominium is Raleigh Investments (USA), Inc., a Florida corporation, hereinafter referred to as Developer.

EXHIBIT D

The foregoing paragraph enumerates the specific purposes of the Association, but it is expressly provided hereby that such enumeration shall not be held to limit or restrict in any manner the purposes or powers of the Association otherwise permitted by law.

### ARTICLE III. POWERS AND DUTIES

Section 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 Declaration and Chapter 718 of the Florida Statutes, hereinafter referred to as the Condominium Act.

Section 2. The Association shall have all of the powers and duties set forth in the Condominium Act, as lawfully modified by these Articles of Incorporation, the Bylaws of the Association, or the Declaration.

### ARTICLE IV. LIMITATIONS OF ACTIVITIES

No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, any member, director or officer of the Association; provided, however, the Association may pay compensation in a reasonable amount for services rendered, may confer benefits on its members in conformity with its purposes, and may make rebates of excess membership dues, fees or assessments. The amount of earnings, if any, is not to be taken into account in any manner for the purpose of determining whether there should be a rebate or the amount of any rebate.

#### ARTICLE V. TERM OF EXISTENCE

The Association shall have perpetual existence, unless dissolved according to law.

#### ARTICLE VI. MEMBERS

Every record owner of legal title to a unit in the Condominium shall be a member of the Association; provided, however, in the event of termination of the Condominium, members shall be those persons or other legal entities who are members at the time of such termination, their successors and assigns. Each member shall promptly deliver to the Association a copy of the duly recorded instrument establishing an ownership interest in a unit in the Condominium and shall obtain a written acknowledgment of said delivery signed by an officer of the Association. Membership in the Association shall automatically terminate when the ownership interest supporting said membership vests in another person or entity. Prior to the recording of the Declaration in the Public Records of Manatee County, Florida, the incorporator shall constitute the sole member of the Association.

#### ARTICLE VII. BOARD OF DIRECTORS

Section 1. The business affairs of the Association shall be managed by a Board of Directors.

Section 2. This Association shall have three (3) directors initially who are to serve as directors until the first election by the members. The names and addresses of the initial directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Nigel H. Brown	635 Key Royale Drive Holmes Beach, FL 34217
Margaret Brown	635 Key Royale Drive Holmes Beach, FL 34217
Timothy Brown	635 Key Royale Drive Holmes Beach, FL 34217

Section 3. The number of directors may be changed from time to time as provided in the Bylaws, but their number shall never be less than three (3).

Section 4. The first election of directors shall not be held until unit owners other than Developer are entitled to elect at least one (1) director pursuant to the provisions of the Condominium Act. Any vacancies in the Board occurring before the first election shall be filled by Developer.

Section 5. Subsequent to the first election of directors, directors entitled to be elected by unit owners other than Developer shall be elected at the annual meeting of the members and shall be qualified and hold office as provided in the Bylaws. Until Developer transfers control of the Association to the other unit owners, Developer shall be entitled to appoint and remove all directors excepting those entitled to be elected by the non-developer unit owners.

#### SECTION VIII. OFFICERS

Section 1. The officers of the Association shall be a President, one or more Vice Presidents (if determined to be necessary by the Board of Directors), a Secretary and a Treasurer. Such other officers, assistant officers and agents as may be deemed necessary may be elected or appointed from time to time as provided in the Bylaws.

Section 2. The names of the persons who are to serve as officers of the Association until the first annual meeting of the Board of Directors are:

<u>OFFICE</u>	<u>NAME</u>
President	Nigel H. Brown
Vice President	Margaret Brown
Secretary	Timothy Brown
Treasurer	Margaret Brown

Section 3. The officers shall be elected at each annual meeting of the Board of Directors or as provided in the Bylaws, and each shall serve until his or her successor is chosen and qualified, or until his or her earlier resignation, removal from office or death.

Section 4. The officers shall have such duties, responsibilities, and powers as provided in the Bylaws and the Florida Statutes.

#### ARTICLE IX. AMENDMENTS

These Articles of Incorporation may be amended as set forth in the Florida Statutes, as amended from time to time.

#### ARTICLE X. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Association is 635 Key Royale Drive, Holmes Beach, Florida 34217, and the name of the initial registered agent of this Association located at that address is Nigel H. Brown.

ARTICLE XI. INCORPORATORS

The name and address of the incorporator is Raleigh Investments (USA), Inc., 112C Oak Avenue, Anna Maria, Florida 34206.

WHEREFORE, for the purpose of forming a corporation not for profit under the provisions of Chapter 617 of the Florida Statutes, the undersigned, constituting the incorporator hereof, has caused these Articles of Incorporation to be executed this 29<sup>th</sup> day of July 2005.

Raleigh Investments (USA), Inc.

By: [Signature]  
Nigel H. Brown, President

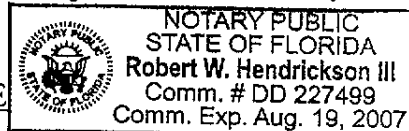
STATE OF FLORIDA  
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 29<sup>th</sup> day of July 2005, by Nigel H. Brown, as the President of Raleigh Investments (USA), Inc., on behalf of the corporation. He is personally known to me or has produced \_\_\_\_\_ as identification and did (~~did not~~) take an oath.

[Signature]  
Notary Public

Typed, Printed or Stamped Name of Notary

ACCEPTANCE



I HEREBY ACCEPT the designation as initial Registered Agent for the Association, as stated in the foregoing Articles of Incorporation.

[Signature] (SEAL)  
Nigel H. Brown