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Cheryl R. Kraus, P.A.  
Certified Circuit Court Mediator  
Also Admitted in Michigan

Glenn J. Ballenger, P.A.  
Also Admitted in Maryland,  
Virginia and the District of Columbia

Attorneys at Law

1072 Goodlette Road North  
Naples, Florida 34102  
Tel (239) 261-7716  
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April 19, 2006

Florida Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

Re: South Pass Condominium Association, Inc.

To Whom It May Concern:

Enclosed you will find the original and a copy of the Articles of Incorporation of South Pass Condominium Association, Inc. Please have them filed and return a certified copy as soon as possible. Enclosed please find a check in the amount of \$78.75 for the filing fee.

Also enclosed, please find a return federal express envelope for returning the documents.

If you have any questions, please do not hesitate to contact me.

Sincerely,

KRAUS & BALLENGER, P.A.

Tracy Price  
Legal Assistant

Enclosure

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**SOUTH PASS CONDOMINIUM ASSOCIATION, INC.**

Pursuant to Section 617.013, Florida Statutes, these Articles of Incorporation are created by Jeffrey G. Hause, as sole incorporator, for the purposes set forth below.

**ARTICLE I**

**NAME:** The name of the corporation, herein called the "Association", is South Pass Condominium Association Inc., and its principal office shall be initially located at 1072 Goodlette Road, Naples, Florida 34102.

**ARTICLE II**

**PURPOSE AND POWERS:** The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act for the operation of South Pass, A Condominium, located in Lee County, Florida. The Association is organized and shall exist on a non-stock basis as a corporation not for profit under the laws of the State of Florida, and no portion of any earnings of the Association shall be distributed or inure to the private benefit of any member, Director or officer. For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of a corporation not for profit under the laws of the State of Florida, except as limited or modified by these Articles, the Declaration of Condominium, the Bylaws or the Florida Condominium Act, as it may hereinafter be amended; and it shall have all of the powers and duties reasonably necessary to operate the Condominium pursuant to said Declaration as it may hereafter be amended, including but not limited to the following:

- (A) To make and collect assessments against members of the Association to defray the costs, expenses and losses of the Association, and to use the funds in the exercise of its powers and duties.
- (B) To protect, maintain, repair, replace and operate the condominium property.
- (C) To purchase insurance upon the condominium property and Association property for the protection of the Association and its members.
- (D) To reconstruct improvements after casualty and to make further improvements of the condominium property.
- (E) To make, amend and enforce reasonable rules and regulations governing the use of the common elements, and the operation of the Association.

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- (F) To approve or disapprove the transfer, leasing and occupancy of units, to the extent provided in the Declaration of Condominium.
- (G) To enforce the provisions of the Condominium Act, the Declaration of Condominium, these Articles, the Bylaws and any Rules and Regulations of the Association.
- (H) To contract for the management and maintenance of the condominium and the condominium property, and to delegate any powers and duties of the Association in connection therewith except such as are specifically required by the Declaration of Condominium to be exercised by the Board of Directors or the membership of the Association.
- (I) To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Condominium.
- (J) To enter into agreements, or acquire leaseholds, memberships, and other possessory, ownership or use interests in lands or facilities such as country clubs, golf courses, marinas, and other recreational facilities. It has this power whether or not the lands or facilities are contiguous to the lands of the Condominium, if they are intended to provide enjoyment, recreation, or other use or benefit to the unit owners.
- (K) To borrow money without limit as to amount if necessary to perform its other functions hereunder.

All funds and the title to all property acquired by the Association shall be held for the benefit of the members in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation and the Bylaws.

### **ARTICLE III**

#### **MEMBERSHIP:**

- (A) The members of the Association shall be the record owners of a fee simple interest in one or more units in the Condominium, as further provided in the Bylaws.
- (B) The share of a member in the funds and assets of the Association cannot be assigned or transferred in any manner except as an appurtenance to his unit.
- (C) The owners of each unit, collectively, shall be entitled to one vote in Association matters. The manner of exercising voting rights shall be as set forth in the Bylaws.

### **ARTICLE IV**

**TERM:** The term of the Association shall be perpetual.

## **ARTICLE V**

**BYLAWS:** The Bylaws of the Association may be altered, amended, or rescinded in the manner provided therein.

## **ARTICLE VI**

### **DIRECTORS AND OFFICERS:**

- (A) The affairs of the Association shall be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws, but not less than three (3) Directors, and in the absence of such determination shall consist of three (3) Directors.
- (B) Directors of the Association shall be elected by the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.
- (C) The business of the Association shall be conducted by the officers designated in the Bylaws. The officers shall be elected each year by the Board of Directors at its first meeting after the annual meeting of the members of the Association, and they shall serve at the pleasure of the Board.

## **ARTICLE VII**

**AMENDMENTS:** Amendments to these Articles shall be proposed and adopted in the following manner:

- (A) Proposal. Amendments to these Articles may be proposed by a majority of the Board or by written petition, signed by at least one-fourth (1/4) of the voting interests.
- (B) Procedure. Upon any amendment to these Articles being proposed by said Board or unit owners, such proposed amendment shall be submitted to a vote of the owners not later than the next annual meeting for which proper notice can be given.
- (C) Vote Required. Except as otherwise provided for by Florida law, these Articles of Incorporation may be amended by vote of at least two thirds (2/3) of the voting interests present in person or by proxy at any annual or special meeting, or by approval in writing of a majority of the voting interests without a meeting, provided that notice of any proposed amendment has been given to the members of the Association, and that the notice contains a copy of the proposed amendment.
- (D) Effective Date. An amendment shall become effective upon filing with the Secretary of State and recording a certified copy in the Public Records of Lee County, Florida.

## **ARTICLE VIII**

**INITIAL DIRECTORS:** The initial Directors of the Association shall be:

Jeffery G. Hause  
1937 South Greeley Street  
Stillwater, MN 55082

John Kawohl  
1937 South Greeley Street  
Stillwater, MN 55082

Dan Martin  
1937 South Greeley Street  
Stillwater, MN 55082

## **ARTICLE IX**

**INITIAL OFFICERS:** The initial officers of the Association shall be:

Jeffery G. Hause, President  
1937 South Greeley Street  
Stillwater, MN 55082

John Kawohl, Vice President  
1937 South Greeley Street  
Stillwater, MN 55082

Dan Martin, Secretary/Treasurer  
1937 South Greeley Street  
Stillwater, MN 55082

## **ARTICLE X**

**INITIAL REGISTERED AGENT:**

The initial registered office of the Association shall be:

1072 Goodlette Road North  
Naples, Florida 34102

The initial registered agent at said address shall be:

Kraus & Ballenger, P.A.

## ARTICLE XI

**INDEMNIFICATION:** To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director and every officer of the Association against all expenses and liabilities, including attorneys fees, actually and reasonably incurred by or imposed on him in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he may be a party because of his being or having been a Director or officer of the Association. The foregoing right of indemnification shall not be available if a judgement or other final adjudication establishes that his actions or omissions to act were material to the cause adjudicated and involved:

- (A) Willful misconduct or a conscious disregard for the best interests of the Association, in a proceeding by or in the right of the Association to procure a judgement in its favor.
- (B) A violation of criminal law, unless the Director or officer had no reasonable cause to believe his action was unlawful or had reasonable cause to believe his action was lawful.
- (C) A transaction from which the Director or officer derived an improper personal benefit.
- (D) Wrongful conduct by Directors or officers appointed by the Developer, in a proceeding brought by or on behalf of the Association.

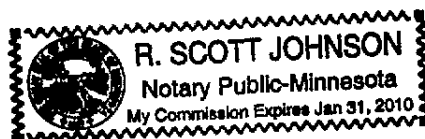
In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approves such settlement as being in the best interest of the Association. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which a Director or officer may be entitled.

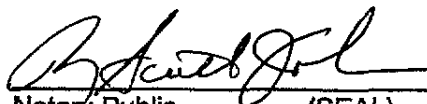
WHEREFORE the incorporator has caused these presents to be executed this \_\_\_\_ day of April, 2006.

  
Jeffery G. Hause

*MINNESOTA*  
STATE OF ~~FLORIDA~~  
COUNTY OF WASHINGTON

The foregoing instrument was acknowledged before me this 14 day of April, 2006, by Jeffery G. Hause who is personally known to me and did not take an oath.



  
Notary Public (SEAL)  
Print name: R. Scott Johnson  
My Commission Expires: 1-31-2010

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for South Pass Condominium Association, Inc., at the place designated in these Articles of Incorporation, I hereby accept the appointment to act in this capacity and I am familiar with and agree to comply with the laws of the State of Florida in keeping open said office.

KRAUS & BALLENGER, P.A.

  
Cheryl R. Kraus, President

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SECRETARY  
TALLAHASSEE, FLORIDA