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FLORIDA PROFIT/NON PROFIT CORPORATION

Lighthouse Key Resort & Spa Condominium II Associati

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ARTICLES OF INCORPORATION

OF

**LIGHTHOUSE KEY RESORT & SPA CONDOMINIUM II
ASSOCIATION, INC.**

(a corporation not-for-profit)

All terms used in these Articles of Incorporation of Lighthouse Key Resort & Spa Condominium II Association, Inc. (the "Articles") will have the same meaning as the identical terms used in the Declaration of Condominium of Lighthouse Key Resort & Spa Condominium II (the "Declaration"), unless the context otherwise requires.

ARTICLE I

Name

The name of the corporation will be Lighthouse Key Resort & Spa Condominium II Association, Inc. For convenience this corporation will be referred to as the "Association."

ARTICLE II

Purposes

1. The purpose for which the Association is organized is to manage, operate and maintain a condominium to be known as Lighthouse Key Resort & Spa Condominium II (the "Condominium") in accordance with the Declaration, and for any other lawful purpose.
2. The Association will have no capital stock and will make no distribution of income or profit to its members, directors or officers.

ARTICLE III

Powers

1. The Association will 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, together with such additional specific powers as are contained in the Bylaws or Declaration, and all other powers reasonably necessary to implement the purpose of the Association.
2. All funds and the titles to all property acquired by the Association and the proceeds thereof must be held only for the benefit of the members in accordance with the provisions of the Condominium Documents.
3. The powers of the Association will be subject to and will be exercised in accordance with the provisions of the Declaration.

ARTICLE IV

Members

The qualifications of members, the manner of their admission to the Association, and voting by members will be as follows:

1. All Owners are members of this Association, and no other persons or entities are entitled to membership. Each Owner will be entitled to vote in accordance with the Bylaws.
2. Changes in membership in the Association will be established by the recording in the Public Records of Orange County, Florida, of a deed or other instrument establishing a change of record title to a Unit and the delivery to the Association of a copy of such recorded instrument. The new Owner designated by such instrument will thereby become a member of the Association. The membership of the prior Owner will be thereby terminated.
3. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the member's Unit.

ARTICLE V

Directors

1. The affairs of the Association will be managed by a board of directors consisting of five (5) members.
2. Directors of the Association must be appointed or elected at the annual meeting of the members in the manner determined by the Bylaws.

ARTICLE VI

Indemnification

Every director and every officer of the Association must be indemnified by the Association against all expenses and liabilities, including attorneys' and other professionals' fees, reasonably incurred by or imposed upon such officer or director in connection with any proceeding to which he or she may be a party, or in which such officer or director may become involved by reason of his or her being or having been a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties; provided, that in the event of a settlement, the indemnification herein will apply only when the Board has approved such settlement and reimbursement as being in the best interests of the Association. The foregoing indemnification will be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE VII

Bylaws

The Bylaws will be adopted by the Board and may be altered, amended or rescinded as provided in the Bylaws.

ARTICLE VIII

Amendments

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

- 1. Notice of the subject matter of a proposed amendment must be included in the notice of any meeting at which a proposed amendment is considered.
- 2. Until the first election of a majority of directors by members other than the Developer, proposal of an amendment and approval thereof will require the affirmative action of three-fifths (3/5) of the entire membership of the Board, and no meeting of the members nor any approval thereof is required, unless such meeting or approval is required by the Declaration or Chapter 718.
- 3. After the first election of a majority of directors by members other than the Developer, a resolution approving a proposed amendment may be proposed by either the Board or by the members of the Association, and after being proposed and approved by one of such bodies, requires the approval of the other body. Except as otherwise provided herein, such approvals must be by not less than three-fifths (3/5) of the entire membership of the Board and by not less than a majority vote of the Owners. Directors and the members not present at the meeting considering the amendment may express their approval in writing ten (10) days after such meeting.
- 4. Once adopted, an amendment will be effective when filed with the Secretary of State of the State of Florida and recorded in the Public Records of Orange County, Florida.
- 5. Notwithstanding the foregoing, these Articles may be amended by the Developer as may be required by any governmental entity; as may be necessary to conform these Articles to any governmental statutes; as may be in the best interests of the Association; or as the Developer may deem appropriate, in its sole discretion, to carry out the purposes of the project and to expand or enhance the Condominium.

ARTICLE IX

Term

The term of the Association is the life of the Condominium. The Association will be terminated by the termination of the Condominium in accordance with the Declaration.

ARTICLE X

Incorporator

The name and address of the incorporator to these Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
A.G.C. Co.	200 South Orange Avenue Suite 2300 Orlando, Florida 32801

ARTICLE XII

Registered Agent

The Association hereby appoints J. Andrew Hagan, as its Registered Agent to accept service of process within this state, with the Registered Office located at 2379 Beville Road, Daytona Beach, Florida 32119.

ARTICLE XII

Principal Office

The address of the principal office and the mailing address of the Association shall be 3400 West Osceola Parkway, Kissimmee, Florida 34741, or at such other place as may be subsequently designated by the Board. All books and records of the Association shall be kept at its principal office or at such other place as may be permitted by Chapter 718.

IN WITNESS WHEREOF the incorporator has hereto affixed to these Articles of Incorporation the incorporator's signature this 23rd day of August, 2006.

A.G.C. Co.

By: [Signature]

Print Name: Jeffrey E. Decker

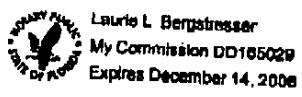
As its: Vice President

STATE OF FLORIDA)
) SS.
COUNTY OF ORANGE)

The foregoing instrument was acknowledged before me this 23rd day of August, 2006, by Jeffrey E. Decker, as the Vice President of A.G.C. Co. (He) is personally known to me or has produced _____ as identification.

(NOTARY SEAL)

[Signature]
(Notary Signature)
Laurie L. Bergstresser
(Notary Name Printed)
NOTARY PUBLIC
Commission No. _____



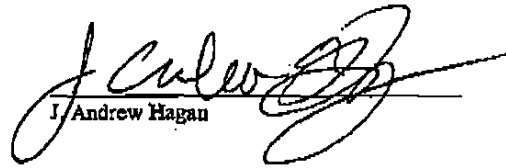
REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Not-For-Profit Corporation Act, the following is submitted, in compliance with said statute:

That LIGHTHOUSE KEY RESORT & SPA CONDOMINIUM II ASSOCIATION, INC., desiring to organize under the laws of the State of Florida, with its registered office as indicated in the Articles of Incorporation, has named J. ANDREW HAGAN, located at 2379 Beville Road, Daytona Beach, Florida 32119, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further states that it is familiar with §617.0301, *Florida Statutes*.


J. Andrew Hagan

Date: August 18, 2006

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