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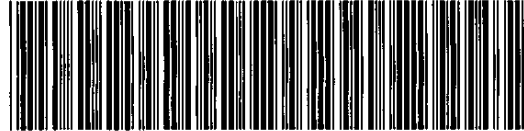
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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Water Street Hotel Condominium Association, INC
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

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NEW FILINGS

- Profit
- Not for Profit
- Limited Liability
- Domestication
- Other

AMENDMENTS

- Amendment
- Resignation of R.A., Officer/Director
- Change of Registered Agent
- Dissolution/Withdrawal
- Merger

OTHER FILINGS

- Annual Report
- Fictitious Name

REGISTRATION/QUALIFICATION

- Foreign
- Limited Partnership
- Reinstatement
- Trademark
- Other

Examiner's Initials

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

Water Street Hotel Condominium Association, Inc.

The undersigned, by these Articles, hereby form this not-for-profit corporation under the laws of the State of Florida, pursuant to Chapter 718, Florida Statutes, and certify as follows:

ARTICLE I

NAME

The name of the corporation shall be Water Street Hotel Condominium Association, Inc. For convenience, the Corporation shall be referred to in this instrument as "the Association."

ARTICLE II

PURPOSES AND POWERS

The Association does not contemplate pecuniary gain or profit to the members. The specific purpose for which it is formed is providing the operation, maintenance, preservation and architectural control of the condominium units and common elements within that certain Condominium more particularly described in the Declaration of Condominium for Water Street Hotel Condominium, a hotel condominium (hereinafter, "the Declaration of Condominium"), recorded in the Public Records of Franklin County, Florida, and to promote the health, safety and welfare of the owners and guests residents within the Condominium and any additions. In order to effectuate these purposes, the Association shall have the power to exercise all powers and privileges and to perform all duties and obligations of the Association as set forth in the Declaration of Condominium, as well as those set forth in Chapter 718, Florida Statutes (the Condominium Act), which powers and privileges include but are not limited to the following:

1. to fix, levy, collect and enforce payment by any lawful means all appropriate charges or assessments;
2. to pay all expenses incident to the conduct of the business of the Association, including all licenses, taxes and governmental charges levied or imposed against the Common Elements;
3. to acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of the Common Elements on behalf of the membership of the Association;
4. to borrow money and mortgage, pledge or hypothecate any or all of the Common Elements as security for money borrowed or debts incurred;

5. to participate in mergers and consolidations with other non-profit corporations organized for the same purposes;
6. to have and to exercise any and all powers, rights and privileges which a corporation organized under the Florida Not-for-Profit Corporation Law may now or hereafter have or exercise;
7. to maintain, manage, repair, rebuild (if necessary) docking facilities permitted by a submerged land lease from the State of Florida.

ARTICLE III
MEMBERSHIP AND VOTING

- A. **Membership.** Every person or entity who is a record owner of any Unit in the Condominium shall be a member of the Association. The foregoing does not include persons or entities who hold an interest merely as security for the performance of an obligation. Change of membership in the Association shall be established by recording in the Public Records of Florida, a deed or other instrument establishing a record title to any Unit in a transferee and the delivery to the Association of a certified copy of such instrument. Upon such delivery, the transferee designated by such instrument shall become a member of the Association and the membership of the transferee shall be terminated.
- B. **Appurtenance to Unit.** The share of a member in the funds and assets of the Association shall not be assigned, hypothecated or transferred in any manner except as an appurtenance to his Unit.
- C. **Voting Rights.** Each Owner shall be entitled to one vote for each Unit owned. When more than one person holds an interest or interests in any Unit, the vote for such Unit shall be limited to one vote as the Owners among themselves determine. The manner of exercising voting rights shall be determined by the By-Laws of the Association.

ARTICLE IV
BOARD OF DIRECTORS/ADMINISTRATORS

- A. Membership of Board. The affairs of this Association shall be managed by a Board consisting of the number of Directors (sometimes referred to as "Administrators") determined by the By-Laws, but not fewer than three (3) Directors.
- B. Election and Removal. Directors 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 shall be filled in the manner provided by the By-Laws.
- C. First Board of Directors/Administrators. The names and addresses of the persons who shall act in the capacity of Directors (Administrators) until their successors shall be elected and qualified are as follows:

NAME	ADDRESS
Jerry Thompson	17 ½ Ave. E Apalachicola, Fl. 32320
Curt Blair	17 ½ Ave. E Apalachicola, FL 32320
Tom Pope	7009 Shrimp Rd. Key West, FL 33040

The Administrators named above shall serve until the first election of Administrators, as determined by the By-Laws and any vacancies in their number occurring before the first election of Administrators shall be filled by act of the remaining Administrators.

ARTICLE V
OFFICERS

The affairs of the Association shall be administered by the Officers designated in the By-Laws. After the first election of Administrators, the Officers shall be elected by the Board at the first Board meeting following the annual meeting. Administrators shall serve at the pleasure of the Board. The names and addresses of the officers who shall serve until their successors are designated by the Board are as follows:

Jerry Thompson Conch Dr. St. George Island, FL 32328	President
Curt Blair 17 ½ Ave. E Apalachicola, FL 32320	Vice President/Treasurer

Kim Keller
Highway 98
Eastpoint, FL 32328

Secretary

ARTICLE VI
INDEMNIFICATION

The Association shall indemnify any person who was or is a party to any proceeding (other than an action by, or in the right of, the Association) by reason of the fact that Indemnatee is or was a director, officer, employee or agent (each, an "Indemnatee") of the Association, against liability incurred in connection with such proceeding, including any appeal thereof, if Indemnatee acted in good faith and in a manner Indemnatee reasonably believed to be in, or not opposed to, the best interests of the Association and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which Indemnatee reasonably believed to be in, or not opposed to, the best interests of the Association or, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

ARTICLE VII
BYLAWS

The first Bylaws of the Association shall be adopted by the Board and may be thereafter altered, amended or rescinded in the manner provided in such By-Laws.

ARTICLE VIII
AMENDMENTS

Amendments to the Articles of Incorporation may be considered at any regular or special meeting of the members and may be adopted in the following manner:

Notice of the subject matter of a proposed amendment and of the meeting at which a proposed amendment is considered, and said notice shall be made as required by the By-Laws.

A resolution for the adoption of a proposed amendment may be proposed either by the Board or by a majority of the voting members. Administrators and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, provided that such approval is delivered to the Secretary at or prior to the meeting. Such amendments must be approved by sixty-six and two-thirds percent of the votes of the voting members.

ARTICLE IX
TERM

The term of the Association shall be perpetual.

ARTICLE X
DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by sixty-six and two-thirds percent of voting members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which the Association was created. In the event that such dedication shall be refused acceptance, such assets shall be granted, conveyed and assigned to any Florida profit or Florida non-profit corporation to be devoted to such similar purposes.

ARTICLE XI
INCORPORATOR

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

Curt Blair

17 ½ Avenue E
Apalachicola,
Florida 32320

ARTICLE XII
MISCELLANEOUS

- A. Developer's Rights. No amendment of these Articles of Incorporation or the By-Laws shall change Developer's rights and privileges as set forth in the Declaration of Condominium without Developer's prior written approval so long as Developer owns any Unit for sale in the ordinary course of business.
- B. Stock. The Association shall issue no shares of stock of any kind or nature whatsoever.
- C. Severability. Invalidation of any one or more of the provisions hereof shall in no way affect any other provisions, which shall remain in full force and effect.
- D. Principal Office; Registered Office and Registered Agent. The initial principal office and registered office shall be 17 ½ Ave. E, Apalachicola, Florida 32320. The initial registered agent shall be Kim Keller whose address is 17 ½ Ave. E, Apalachicola, Fl. 32320.

IN WITNESS WHEREOF, the incorporator has affixed his signature this 19th
day of June, 2007.

Witnesses:

Cindy Collins
signature
Cindy Collins
printed name

Carolyn White
signature
CAROLYN WHITE
printed name

Curt Blair
Curt Blair, Incorporator
17 ½ Avenue E.
Apalachicola, FL 32320

STATE OF FLORIDA)
COUNTY OF FRANKLIN)

BEFORE ME, the undersigned authority, a notary public, authorized to administer oaths in the State of Florida, personally appeared Curt Blair, who () is personally known to me to be the individual described herein, or () provided identification in the form of Florida driver's license and he did not take an oath.

SWORN and subscribed to before me this 19 day of June, 2007.

OFFICIAL NOTARY SEAL
COMMISSION NO.



Kim Keller
Commission # DD592544
Expires September 6, 2010
Bonded Troy Fan - Insurance, Inc. 800-365-7010

Kim Keller

MY COMMISSION EXPIRES:

September 6, 2010

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TALLAHASSEE, FLORIDA

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at the place designated in these Articles, I hereby agree to act in such capacity and agree to comply with the provisions of all applicable statutes concerning the proper and complete performance of my duties.

Kim Keller

Kim Keller, Registered Agent

Date: *June 19, 2007*