**CAPITAL CONNECTION, INC.**
417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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Eastwood Condominium Management, Inc.

- ✓ Art of Inc. File
- ____ LTD Partnership File
- ____ Foreign Corp. File
- ____ L.C. File
- ____ Fictitious Name File
- ____ Trade/Service Mark
- ____ Merger File
- ____ Art. of Amend. File
- ____ RA Resignation
- ____ Dissolution / Withdrawal
- ____ Annual Report / Reinstatement
- ____ Cert. Copy
- ✓ Photo Copy
- ____ Certificate of Good Standing
- ____ Certificate of Status
- ____ Certificate of Fictitious Name
- ____ Corp Record Search
- ____ Officer Search
- ____ Fictitious Search
- ____ Fictitious Owner Search
- ____ Vehicle Search
- ____ Driving Record
- ____ UCC 1 or 3 File
- ____ UCC 11 Search
- ____ UCC 11 Retrieval
- ____ Courier

FILED
98 MAR 18 AM 9:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
98 MAR 18 AM 8:44
DIVISION OF CORPORATION

GN 3-18-98
Signature

Requested by: DR 3-18-98 8:30
Name Date Time

Walk-In _____ Will Pick Up _____

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

EASTWOOD CONDOMINIUM MANAGEMENT, INC...

The undersigned, acting as incorporator, hereby adopts these Articles of Incorporation and forms a profit corporation (the "Corporation") under the laws of the State of Florida, as follows:

ARTICLE I
Names

The name of the Corporation is: Eastwood Condominium Management, Inc.
1380 Gulf Blvd.
San Key Club, #1106
Clearwater, FL 33767-2822

ARTICLE II
Terms of Existence

The date when corporate existence shall commence shall be the date of filing of these Articles of Incorporation, and the Corporation shall have perpetual existence thereafter.

ARTICLE III
Nature of Business

The Corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV
Powers

The Corporation shall have power:

(a) To have perpetual succession by its corporate name;

(b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings.

(c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced;

(d) To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated;

(e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets;

(f) To lend money to and use its credit to assist its officers and employees to the full extent permitted by law;

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or any other governmental state, territory, governmental district, or municipality or of any instrumentality thereof;

(h) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income;

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested;

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida General Corporation Act within or without the State of Florida;

(k) To elect or appoint officers and agents for the Corporation including teachers, administrative personnel and other persons and define their duties and fix their compensation;

(l) To make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of the State of Florida, for the administration and regulation of the affairs of the Corporation.

(m) To make donations for the public welfare or for charitable, scientific or educations purposes.

(n) To transact any lawful business which the Board of Directors of the Corporation shall find will be in aid of the governmental policy;

(o) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, health plans, medical plans, dental plans, insurance plans and other incentive or benefit plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of any subsidiaries it may have;

(p) To be a promoter, incorporator, general or limited partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprise;

(q) To have and exercise all powers necessary or convenient to effect its purposes.

## ARTICLE V
## Capital Stock

The corporation is authorized to issue 10,000 shares of $1.00 par value common stock, which shall be designated as Common Stock.

ARTICLE VI
Initial Registered Office and Agent

The street address of the initial registered office of the Corporation is 7211 First Avenue South, St. Petersburg, Florida, 33707, and the name of its initial registered agent at such address is Charles G. Moore, Esq.

ARTICLE VII
Directors

The Corporation shall have one (1) director initially. The number of directors may be increased or decreased from time to time by the bylaws of the Corporation, provided that the Corporation shall always have at least one (1) but no more than ten (10) directors. The names and addresses of the initial directors of the Corporation, who shall serve until his successors are duly elected and qualified, are:

| Name | Address |
|---|---|
| Irene J. Eastwood | 1380 Gulf Blvd.<br>San Key Club, #1106<br>Clearwater, FL 33767-2822 |

ARTICLE VIII

Incorporator

The name and address of the incorporator signing these Articles of Incorporation are:

| Name | Address |
|---|---|
| Irene Eastwood | 1380 Gulf Blvd.<br>San Key Club, #1106<br>Clearwater, FL 33767-2822 |

ARTICLE IX
Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Corporation's Board of Directors.

ARTICLE X
Indemnification

The Corporation shall indemnify any director or officer or any former director or officer, to the fullest extent permitted by law.

ARTICLE XI
Preemptive Rights

Each shareholder of the Corporation shall have the first right to purchase shares (and any securities convertible into such shares) of any class, kind or series of the Corporation's capital stock that may from time to time be issued, whether or not presently authorized, including treasury shares, in the ratio that the number of shares such shareholder holds at the time of issuance bears to the total number of shares then outstanding, exclusive of treasury shares. Any shareholder's preemptive rights shall be waived if such shareholder does not exercise his or her preemptive rights by tendering full payment to the Corporation within thirty (30) days of receipt of written notice from the Corporation stating the prices, terms and conditions for the sale of such shares (or securities convertible into such shares). A shareholder may also waive his or her preemptive rights by affirmative written notice of waiver within thirty (30) days of receipt of notice of the Corporation's issuance of shares.

ARTICLE XII
Amendment

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles this 11th day of MARCH, 1998.

Irene J. Eastwood
IRENE J. EASTWOOD

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 11th day of March, 1998, by Irene J. Eastwood, who is personally known to me ✓ or who has produced _____ as identification and who ✓ did/did not ___ take an oath.

Debra K. Baker
Notary Public
My Commission Expires

DEBRA K. BAKER
MY COMMISSION # CC 670799
EXPIRES: August 11, 2001
Bonded Thru Notary Public Underwriters

DEBRA K. BAKER
Print Name

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the above-stated Corporation, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of any duties.

Dated: 3/11/98

CHARLES G. MOORE, ESQ

FILED
98 MAR 18 AM 9:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA