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June 29, 2001

Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

01 JUL -9 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

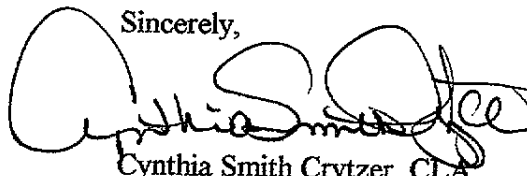
FILED

Ladies and Gentlemen:

Enclosed please find the Articles of Incorporation for The Glades Haven Resort and Marina, Inc, a copy of said Articles, the Registered Agent's Certificate and a check in the amount of \$87.50 representing your filing fee. Please forward a copy of the filed Articles and Certificate to me upon filing. Thank you for your assistance with this matter. If you have any questions, feel free to call me.

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Sincerely,



Cynthia Smith Crytzer, CLA
Certified Legal Assistant

BS
7/12/01

FILED

01 JUL -9 AM 10:00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

THE GLADES HAVEN RESORT AND MARINA, INC.

The undersigned by these Articles associate themselves for the purposes of forming a corporation not for profit under Chapter 617, Florida Statutes, 1963, and certify as follows:

ARTICLE I

NAME: The name of the corporation shall be THE GLADES HAVEN RESORT AND MARINA, INC., whose address is c/o Oyster House Restaurant, Everglades City, Florida 33929. For convenience the corporation shall be referred to in the instrument as the Corporation.

ARTICLE II

PURPOSE:

2.1. The purpose for which the Corporation is organized is to provide an entity pursuant to the Condominium Act, which is Chapter 718, Florida Statutes, for the operation of THE GLADES HAVEN RESORT AND MARINA, a condominium.

2.2. The Corporation shall make no distributions of income to its members, directors or officers.

ARTICLE III

POWERS: The powers of the Corporation shall include and be governed by the following provisions:

3.1. The Corporation shall have all of the common law and statutory powers of a corporation not for profit not in conflict with the terms of these Articles.

3.2. The Corporation shall have all of the powers and duties set forth in the Condominium Act and all of the powers and duties reasonably necessary to operate the condominium pursuant to the Declaration of Condominium and as it may be amended from time to time, including but not limited to the following:

a. To make and collect assessments against members as unit owners to defray the costs, expenses and losses of the condominium;

b. To use the proceeds of assessments in exercise of its powers and duties;

- c. The maintenance, repair, replacement and operation of the condominium property;
- d. The purchase of insurance upon the condominium property and insurance for the protection of the Corporation and its members as unit owners;
- e. The reconstruction of improvements after casualty and the future improvements of the property;
- f. To make and amend reasonable regulations respecting the use of the property in the condominium; provided however, that all such regulations and their amendments shall be approved by not less than two-thirds (2/3) of the voting membership.
- g. To approve or disapprove the transfer, mortgage and ownership of apartments as may be provided by the Declaration of Condominium and the By-Laws;
- h. To enforce by legal means the provisions of the Condominium Act, the Declaration of Condominium, these Articles, the By-Laws of the Corporation, and the regulations for the use of the property in the condominium;
- i. To contract for the management of the condominium and to delegate to such contractor all powers and duties of the corporation except such as are specifically required by the Declaration of Condominium to have approval of the Board of Directors or the membership of the Corporation;
- j. To contract for the management or operation of portions of the common elements susceptible to separated management or operation, and to lease such portions; and
- k. To employ personnel to perform the services required for proper operation of the condominium.

3.3. All funds and the title of all properties acquired by the Corporation and their proceeds shall be held in trust for the members in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation, and the By-Laws.

3.4. The powers of the Corporation shall be subject to and shall be exercised in accordance with the provisions of the Declaration of Condominium and the By-Laws.

ARTICLE IV

MEMBERS:

4.1. The members of the Corporation shall consist of all of the record owners of apartments in the condominium; and after termination of the condominium shall consist of those who are members at the time of such termination and their successors and assigns.

4.2. After receiving approval of the Corporation required by the Declaration of Condominium, change of membership in the Corporation shall be established by recording in the Public Records of Collier County, Florida, a deed or other instrument establishing a record title to an apartment in the condominium and the delivery by such instrument thus becomes a member of the Corporation and the membership of the prior owner is terminated.

4.3. The share of a member in the funds and assets of the Corporation cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to his unit.

4.4. The owner of each unit shall be entitled to at least one vote as a member of the Corporation. The exact number of votes to be cast by owners of an unit and the manner of exercising voting rights shall be determined by the By-Laws of the Corporation.

ARTICLE V

DIRECTORS:

5.1. The affairs of the Corporation will be managed by a board consisting of the number of directors determined by the By-Laws, but not less than three directors, and in the absence of such determination, shall consist of three directors.

5.2. Directors of the Corporation 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 of Directors shall be filled in the manner provided by the By-Laws.

5.3. The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

Robert Miller, Sr.
c/o Oyster House Restaurant
Highway 29
Everglades City, Florida 33929

Robert A. Miller, Jr.
6535 Spinnaker Drive
Marco Island, Florida 34145

Patricia M. Miller
c/o Oyster House Restaurant
Highway 29
Everglades City, Florida 33929

ARTICLE VI

OFFICERS: The affairs of the corporation shall be administered by the officers designated by the By-Laws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Corporation and shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

Secretary/Treasurer:
Robert Miller, Sr.
c/o Oyster House Restaurant
Highway 29
Everglades City, Florida 33929

President:
Robert A. Miller, Jr.
6535 Spinnaker Drive
Marco Island, Florida 34145

Vice President:
Patricia M. Miller
c/o Oyster House Restaurant
Highway 29
Everglades City, Florida 33929

ARTICLE VII

INDEMNIFICATION: Every Director and every Officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a director or officer of the Corporation, whether or not he is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement, the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE VIII

BY-LAWS: The first By-Laws of the Corporation shall be adopted by the Board of Directors and may be altered, amended or rescinded by two-thirds (2/3) of the voting membership.

ARTICLE IX

AMENDMENTS: Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

9.1. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

9.2. A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the members of the Corporation. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing such approval is delivered to the secretary at or prior to the meeting. Except as elsewhere provided.

a. Such approvals must be by not less than 75% of the entire membership of the Board of Directors and by not less than 75% of the votes of the entire membership of the Corporation; or

b. By not less than 80% of the votes of the entire membership of the corporation.

9.3. Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of members, nor any change in Section 3.3. of Article III, without approval in writing by all members and the joinder of all record owners of mortgages upon the condominium. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium.

9.4. A copy of each amendment shall be certified by the Secretary of State and recorded in the Public Records of Collier County, Florida.

ARTICLE X

TERM: The term of the corporation shall be perpetual.

ARTICLE XI

SUBSCRIBERS: The names and addresses of the subscribers of these Articles of Incorporation are as follows,

Robert Miller, Sr.
c/o Oyster House Restaurant
Highway 29
Everglades City, Florida 33929

Robert A. Miller, Jr.
6535 Spinnaker Drive
Marco Island, Florida 34145

Patricia M. Miller
c/o Oyster House Restaurant
Highway 29
Everglades City, Florida 33929

IN WITNESS WHEREOF, the subscribers have affixed their signatures on this 22nd
day of May, 2001.

Robert A. Miller, Sr.

Robert A. Miller, Sr.

Robert A. Miller, Jr.

Robert A. Miller, Jr.

Patricia M. Miller

Patricia M. Miller

STATE OF FLORIDA
COUNTY OF COLLIER

Before me personally appeared Robert A. Miller, Sr., Robert A. Miller, Jr. and Patricia M. Miller to me well known and known to me to be the persons described in and who executed the foregoing instrument, and acknowledged to and before me that they executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal, this 22nd day of May, 2001.

(SEAL)

Janis C. Brock

State of Florida, At Large My

Commission Expires: Sept. 7, 2002



Janis C. Brock
MY COMMISSION # CC751782 EXPIRES
September 7, 2002
BONDED THRU TROY FAIR INSURANCE, INC.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That THE GLADES HAVEN RESORT AND MARINA, INC., desiring to organize under the laws of the State of Florida within its principal office, as indicated in the Articles of Incorporation at City of Naples, County of Collier, State of Florida, has named CHARLES C. LEHMAN, located at 5455 Jaeger Road, Naples, County of Collier, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above-stated corporation, at place designated in the Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



**Charles C. Lehman
Registered Agent**

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01 JUL -9 AM 10:00
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA