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FLORIDA NON-PROFIT CORPORATION

Portofino Tower Four Homeowners Associations at Pensacola Beach, Inc.

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**ARTICLES OF INCORPORATION OF
PORTOFINO TOWER FOUR HOMEOWNERS
ASSOCIATION AT PENSACOLA BEACH, INC.**

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

ARTICLE I

NAME AND ADDRESS. The name of the corporation shall be "Portofino Tower Four Homeowners Association at Pensacola Beach, Inc." (the "Association"), and the street address of its initial principal office is Four Portofino Drive, Pensacola Beach, Florida 32561.

ARTICLE II

PURPOSE. The purpose for which the Association is organized is as follows:

A. To provide an entity pursuant to the Condominium Act, which is Chapter 718, *Florida Statutes*, 1999, for the operation, management, maintenance and control of Portofino Tower Four, a Condominium, and

B. To provide an entity to operate, manage, maintain and control all of the common elements of the sub-subleasehold estate real property located in Escambia County, Florida, described on Exhibit A hereto together with the recreational, greenspace, ingress and egress, parking, utilities and other related amenities as may be from time to time constructed thereon, all as more particularly described in the Declaration of Condominium (the "Common Elements"). The Association shall make no distribution of income to its members, directors or officers.

ARTICLE III

SUBMISSION TO JURISDICTION. A condominium shall be deemed to be submitted to the jurisdiction of the Association if the declaration of condominium of the condominium provides that the operation of the condominium shall be by the Association.

ARTICLE IV

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

A. The Association shall have all the common law and statutory powers of a corporation not for profit not in conflict with the terms of these Articles or the declaration of condominium of any condominium operated by the Association.

B. The Association shall have all the powers and duties set forth in these Articles and the declaration of condominium of any condominium operated by the Association and in the Condominium Act except where the Act allows limitations by these Articles or the declaration of condominium of any condominium operated by the Association and all of the powers and duties reasonably necessary to operate condominiums pursuant to the declaration of condominium of any condominium operated by the Association and as it may be amended from time to time, including but not limited to the following:

1. To hold title to and own leasehold estate, fee simple or other lesser interest in real, personal or mixed property, wherever situated, including units in any condominium operated by the Association, and to lease, mortgage and convey same.

2. To make and collect assessments (inclusive of insurance premiums) against the members as unit owners to defray the costs, expenses and losses of any condominium operated by the Association or any costs, expenses or losses of the Association related to the Common Elements and to defray the costs, expenses and losses of any other business, enterprise, venture or property interest of the Association, and to collect assessments (whether general, special, or otherwise) and all other monies and amounts (including without limitation, "use fees") levied by

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Portofino Master Homeowners Association, Inc., a Florida not for profit corporation (the "Master Association"), pursuant to and in strict accordance with that certain Declaration of Covenants, Conditions, and Restrictions for Portofino, an Exclusive Island Residence and Spa, as amended from time to time, as recorded in Official Records Book 5061, at Page 29, of the public records of Escambia County, Florida ("Master Declaration").

3. To use the proceeds of the assessments in the exercise of these powers and duties
4. To maintain, repair, replace and operate the property of any condominium operated by the Association, the Common Elements or any other property of the Association.
5. To purchase insurance upon the property of any condominium operated by the Association, the Common Elements or the other property of the Association and insurance for the protection of the Association and its members.
6. To reconstruct improvements after casualty and to further improve the property of any condominium operated by the Association, the Common Elements or any other property of the Association.
7. To make and amend reasonable regulations respecting the use of the property of any condominium operated by the Association, the Common Elements or the other property of the Association.
8. To enforce by legal means the provisions of the Condominium Act, the declaration of condominium of any condominium operated by the Association, these Articles, the Bylaws of the Association and rules and regulations for the use of the property of any condominium operated by the Association, the Common Elements or the other property of the Association, and the Master Declaration, as appropriate.
9. To contract for the management of the Association, the Common Elements, any condominium operated by the Association or any portion thereof, and to delegate to such contractor all powers and duties of the Association except such as are specifically required by the declaration of condominium of any condominium operated by the Association to have approval of the Board of Directors or the membership of the Association.
10. To contract with the Developer, its successors and assigns, and any of the partners of the Developer, their officers, directors, partners or shareholders.
11. To acquire leasehold/subleasehold/sub-subleasehold estate or fee simple title to, to lease, acquire memberships or acquire other possessory or use interest in and to operate lands and facilities, including but not limited to the Common Elements, whether or not contiguous to the lands of any condominium operated by the Association, intended to provide for the enjoyment, recreation or other use or benefit of the members, or a substantial number of the members, of the Association.
12. To determine which persons, in addition to the unit owners and their successors and assigns, shall be entitled to use the Common Elements including all fees, charges and other terms and conditions relating to such use and to enter into such agreements as may be necessary or incidental thereto.
13. To employ personnel to perform the services required for the proper operation, management, maintenance or control of the Association, any condominium operated by the Association, the Common Elements, or any other property of the Association.
14. Through the appointment of a representative for the Association to the Board of Directors of the Master Association pursuant to the Master Declaration ("Master Association Representative"), of which Master Association the Association is one member, to ensure that the Association is represented on the Board of Directors of the Master Association and casts its one (1) vote in accordance with the terms and conditions of the Master Declaration, and the Articles and Bylaws of the Master Association.
15. To hire attorneys or other professionals for the purpose of bringing legal action or enforcing rights in the name of and on behalf of the members of the Association where such actions

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or rights are common to all members, or a substantial number of the members; and to bring such action in the name of and on behalf of the members.

C. All funds and the title of all properties acquired by the Association and their proceeds shall be held in trust for the members in accordance with the provisions of the declaration of condominium of any condominium operated by the Association and by the Bylaws of the Association.

ARTICLE V

MEMBERS.

A. The members of the Association shall consist of all of the record sub-subleasehold estate owners of units in the condominium submitted to the jurisdiction of the Association and after termination of any such condominium, shall consist of those who are members at the time of such termination and their successors and assigns.

B. A change of membership in the Association shall be established by recording in the public records of Escambia County, Florida, a sub-sublease, assignment, deed or other similar instrument establishing a record title to a unit in the condominium operated by the Association and the delivery to the Association of a certified copy of such instrument. The owner designated by such instrument thus becomes a member of the Association and the membership of the prior owner is terminated.

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

D. The owner of each unit in the condominium operated by the Association shall be entitled to at least one (1) vote as a member of the Association. The exact number of votes to be cast and the manner of exercising voting rights shall be determined by the Bylaws of the Association.

ARTICLE VI

DIRECTORS.

A. The affairs of the Association will be managed by a Board consisting of not less than three (3) nor more than seven (7) directors who shall be designated or elected as hereinafter set forth. Directors need not be members of the Association.

B. The names and addresses of the members of the first Board of Directors who have been designated as such by the Developer and who shall hold office until their successors are designated or elected as herein provided and have qualified or until removed as herein provided are as follows:

NAME

ADDRESS

Robert Rinke

Ten Portofino Drive
Pensacola Beach, Florida 32561

Allen R. Levin

Ten Portofino Drive
Pensacola Beach, Florida 32561

Teri Levin

Ten Portofino Drive
Pensacola Beach, Florida 32561

Until unit owners other than the Developer are entitled to elect members of the Board of Directors, the members of the Board of Directors shall be designated by the Developer and may be changed from time to time as the Developer, in its sole discretion, may determine.

C. Until unit owners other than the Developer are entitled to elect at least a majority of the Board of Directors, the Board of Directors shall consist of three (3) members. The first election of Directors shall not be held until required by the Condominium Act, including Section 718.311 (1) (a) - (e)

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thereof, or until the Developer elects to terminate its control of the Association. The provisions of Section 718.301 (1) (a) - (e) are set forth in Paragraph D. below.

D. Section 718.301 (1) (a-e) of the Condominium Act provides as follows:
 "718.301 Transfer of association control.

(1) When unit owners other than the developer own 15 percent or more of the units in a condominium that will be operated ultimately by an association, the unit owners other than the developer shall be entitled to elect no less than one-third of the members of the board of administration of the association. Unit owners other than the developer are entitled to elect not less than a majority of the members of the board of administration of an association:

(a) Three years after 50 percent of the units that will be operated ultimately by the association have been conveyed to purchasers;

(b) Three months after 90 percent of the units that will be operated ultimately by the association have been conveyed to purchasers;

(c) When all the units that will be operated ultimately by the association have been completed, some of them have been conveyed to purchasers, and none of the others are being offered for sale by the developer in the ordinary course of business;

(d) When some of the units have been conveyed to purchasers and none of the others are being constructed or offered for sale by the developer in the ordinary course of business; or

(e) Seven years after recordation of the declaration of condominium, or, in the case of an association which may ultimately operate more than one condominium, 7 years after recordation of the declaration for the first condominium it operates; or, in the case of an association operating a phase condominium created pursuant to §718.403, 7 years after recordation of the declaration creating the initial phase, whichever occurs first. The developer is entitled to elect at least one member of the board of administration of an association as long as the developer holds for sale in the ordinary course of business at least 5 percent, in condominiums with fewer than 500 units, and 2 percent, in condominiums with more than 500 units, of the units in a condominium operated by the association. Following the time the developer relinquishes control of the association, the developer may exercise the right to vote any developer-owned units in the same manner as any other unit owner except for purposes of reacquiring control of the association or selecting the majority members of the board of administration."

E. Beginning with the election at which unit owners other than the Developer are entitled to elect at least a majority of the Board of Directors, the affairs of the Association will be managed by a Board consisting of not less than three (3) nor more than seven (7) directors. After unit owners other than the Developer are entitled to elect a majority of the members of the Board of Directors, directors of the Association shall be elected at the annual meeting of 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.

ARTICLE VII

OFFICERS. The affairs of the Association shall be administered by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association 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:

NAME	ADDRESS
Robert Rinke President/Treasurer	Ten Portofino Drive Pensacola Beach, Florida 32561

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Allen R. Levin
Vice President/
Secretary

Ten Portofino Drive
Pensacola Beach, Florida 32561

ARTICLE VIII

INDEMNIFICATION. Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorney's 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 Association, 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 in the performance of his duties. The foregoing right of indemnification shall be in addition to and not exclusive of all of the rights to which such director or officer may be entitled. The directors shall be authorized to purchase directors and officers liability insurance providing coverage to the officers and directors of the Association at the expense of the Association.

ARTICLE IX

Bylaws. The first Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

ARTICLE X

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

- A. 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.
- B. A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing provided such approval is delivered to the secretary or assistant secretary at or prior to the meeting. Except as elsewhere provided, such approvals must be by not less than two-thirds (2/3) of the vote of the entire membership of the Association.
- C. Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of members without such approval as is provided for in the Declaration
- D. Provided, further, that no amendment shall abridge, limit or alter the rights reserved by or granted to the Developer, its successors or assigns, or any successor developer, by these Articles or Bylaws without the prior written consent of the Developer, its successors or assigns, or a successor developer.
- E. A copy of each amendment shall be certified by the Secretary of State and recorded in the public records of Escambia County, Florida.

ARTICLE XI

TERM. The term of the Association shall be perpetual.

ARTICLE XII

SUBSCRIBERS. The name and address of the subscriber to these Articles of Incorporation is as follows:

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NAME

James S. Campbell

ADDRESS

Beggs & Lane
501 Commendancia Street
Pensacola, Florida 32502

ARTICLE XIII

APPOINTMENT OF REGISTERED AGENT AND OFFICE. James S. Campbell is hereby appointed to serve as Registered Agent of the Association. The street address of the Registered Office of the Registered Agent is Beggs & Lane, 501 Commendancia Street, Pensacola, Florida 32502.

ARTICLE XIV

DISPOSITION. Upon dissolution of the Association, the assets, both real and personal of the Association, shall be dedicated to an appropriate public agency or utility to be devoted to purposes as nearly as practicable the same those to which they were required to be devoted by the Association. In the event that such dedication is refused, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association.

No disposition of Portofino Tower Four Homeowners Association at Pensacola Beach, Inc., properties shall be effective to divest or diminish any right or title of any member vested in him under the recorded declaration of condominium for any condominium operated by the Association, unless made in accordance with the provisions of any applicable declaration.

IN WITNESS WHEREOF, the subscriber has affixed his signature this 7th day of October, 2003.


James S. Campbell

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 7th day of October, 2003, by James S. Campbell, who is personally known to me or who has produced a Florida Driver's License as identification.

NOTARY SEAL MUST BE AFFIXED


Notary Public

My Commission Expires:

Commission Number:

My Commission Expires:



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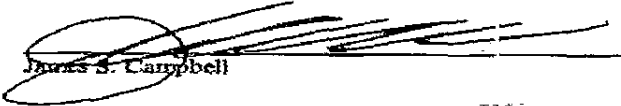
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

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

First — That Portofino Tower Four Homeowners Association at Pensacola Beach, Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Bylaws in the City of Pensacola Beach, County of Escambia, State of Florida, has named James S. Campbell, located at 501 Commendencia Street, City of Pensacola City, County of Escambia, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

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


James S. Campbell

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EXHIBIT 'A' TO ARTICLES OF INCORPORATION

LEGAL DESCRIPTION
 HMM-FL PROJECT NO. J7032A
 "PORTOFINO" TOWER FOUR CONDOMINIUM
 JANUARY 27, 2003

A PARCEL OF LAND BEING SITUATED IN THE AREA OF TOWNSHIP 3 SOUTH,
 RANGE 28 WEST, SANTA ROSA ISLAND, ESCAMBIA COUNTY, FLORIDA, BEING
 MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCE AT THE INTERSECTION OF THE NORTHERLY RIGHT OF WAY LINE
 OF COUNTY ROAD C-399 (120' R/W) AND THE SOUTHEAST PROPERTY CORNER
 OF SANTA ROSA VILLAS ESTATES AS RECORDED IN PLAT BOOK 16 AT PAGE 10
 OF THE PUBLIC RECORDS OF ESCAMBIA COUNTY, FLORIDA, SAID CORNER
 BEING A 4" BY 4" CONCRETE MONUMENT WITH BRASS CAP MARKED R.L.S.
 #3758; THENCE RUN NORTH 89°28'44" EAST ALONG SAID NORTHERLY RIGHT OF
 WAY LINE FOR 470.98 FEET; THENCE DEPARTING SAID RIGHT OF WAY LINE
 RUN NORTH 00°03'44" WEST FOR 398.67 FEET FOR A POINT OF BEGINNING;
 THENCE RUN NORTH 85°05'53" WEST (NON-TANGENT) FOR 68.50 FEET TO A
 POINT ON A CIRCULAR CURVE BEING CONCAVE TO THE EAST HAVING A
 RADIUS OF 61.00 FEET AND A CENTRAL ANGLE OF 62°59'48"; THENCE RUN
 NORTHERLY ALONG THE ARC OF SAID CURVE FOR AN ARC DISTANCE OF 67.07
 FEET (CHORD DISTANCE 63.74 FEET - CHORD BEARING NORTH 13°21'4.0"
 WEST); THENCE RUN NORTH 28°43'32" WEST FOR 29.66 FEET; THENCE RUN
 NORTH 00°33'16" WEST FOR 37.08 FEET; THENCE RUN NORTH 45°33'18" WEST
 FOR 38.68 FEET; THENCE RUN SOUTH 89°26'44" WEST FOR 120.18 FEET;
 THENCE RUN NORTH 36°56'20" WEST FOR 13.63 FEET; THENCE RUN NORTH
 00°33'16" WEST FOR 98.33 FEET; THENCE RUN NORTH 44°26'44" EAST FOR 26.44
 FEET; THENCE RUN NORTH 89°26'44" EAST FOR 43.39 FEET; THENCE RUN
 NORTH 30°30'04" EAST FOR 16.86 FEET; THENCE RUN SOUTH 59°29'37" EAST
 FOR 4.84 FEET; THENCE RUN NORTH 29°26'48" EAST FOR 66.09 FEET; THENCE
 RUN NORTH 75°09'15" EAST FOR 7.46 FEET; THENCE RUN NORTH 30°30'23" EAST
 FOR 10.95 FEET; THENCE RUN SOUTH 69°35'30" EAST FOR 10.84 FEET; THENCE
 RUN NORTH 75°10'06" EAST FOR 5.60 FEET; THENCE RUN NORTH 30°30'23" EAST
 FOR 5.52 FEET; THENCE RUN SOUTH 89°29'37" EAST FOR 14.67 FEET; THENCE
 RUN NORTH 75°13'07" EAST FOR 1.97 FEET; THENCE RUN SOUTH 89°49'54" EAST
 FOR 48.04 FEET; THENCE RUN NORTH 29°26'48" EAST FOR 30.19 FEET; THENCE
 RUN SOUTH 41°51'35" EAST FOR 3.05 FEET; THENCE RUN SOUTH 28°28'29" EAST
 FOR 173.14 FEET; THENCE RUN SOUTH 29°26'44" WEST FOR 82.99 FEET;
 THENCE NORTH 85°46'08" EAST FOR 90.80 FEET; THENCE RUN NORTH 83°16'08"
 EAST FOR 41.18 FEET; THENCE NORTH 80°46'08" EAST FOR 15.03 FEET; THENCE
 RUN SOUTH 09°13'52" EAST FOR 46.00 FEET; THENCE RUN SOUTH 80°25'37"
 WEST FOR 14.16 FEET; THENCE RUN SOUTH 16°33'00" EAST FOR 112.43 FEET;
 THENCE RUN SOUTH 73°27'00" WEST FOR 32.00 FEET; THENCE RUN SOUTH
 18°33'00" EAST FOR 18.00 FEET; THENCE RUN SOUTH 73°27'00" WEST FOR 16.00
 FEET TO THE POINT OF CURVATURE OF A CIRCULAR CURVE CONCAVE TO THE
 NORTH HAVING A RADIUS OF 370.00 FEET AND A CENTRAL ANGLE OF 17°44'07";
 THENCE IN A WESTERLY DIRECTION ALONG THE ARC OF SAID CURVE FOR AN
 ARC DISTANCE OF 114.53 FEET (CHORD BEARING SOUTH 82°19'04" WEST -
 CHORD DISTANCE 114.07 FEET) TO THE POINT OF TANGENCY; THENCE RUN
 NORTH 00°15'22" EAST FOR 18.00 FEET TO THE POINT OF CURVATURE OF A
 CIRCULAR CURVE CONCAVE TO THE NORTH HAVING A RADIUS OF 352.00 FEET
 AND A CENTRAL ANGLE OF 03°58'55"; THENCE IN A WESTERLY DIRECTION
 ALONG THE ARC OF SAID CURVE FOR AN ARC DISTANCE OF 24.46 FEET
 (CHORD BEARING NORTH 86°46'35" WEST - CHORD DISTANCE 24.46) TO THE
 POINT OF BEGINNING. CONTAINING 2.14 ACRES, MORE OR LESS.

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