

Division of Corporations

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FLORIDA NON-PROFIT CORPORATION

203 Miracle Strip Parkway Condominium Association, I

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**ARTICLES OF INCORPORATION
OF
203 MIRACLE STRIP PARKWAY CONDOMINIUM ASSOCIATION, INC.**

THE UNDERSIGNED INCORPORATOR, being a natural person competent to contract, for the purpose of forming a corporation not-for-profit under the laws of the State of Florida, does hereby adopt, subscribe and acknowledge the following Articles of Incorporation.

ARTICLE I. NAME; DEFINED TERMS

The name of the corporation shall be 203 MIRACLE STRIP PARKWAY CONDOMINIUM ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Association." Except as otherwise specifically defined herein, all defined terms used herein shall have the same definitions as attributed to them in the Declaration of Condominium for 203 Miracle Strip Parkway, A Condominium ("Declaration of Condominium").

ARTICLE II. PURPOSE AND POWERS

Section 1. Purpose. The purpose for which the Association is organized is to provide an entity for the operation and governance of 203 Miracle Strip Parkway, A Condominium (the "Condominium"), located upon lands in Okaloosa County, Florida, said property being described in the duly recorded Declaration of Condominium applicable thereto. The Association shall not be operated for profit and shall make no distribution of income to its members, directors or officers.

Section 2. Powers. The Association shall 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.

The Association shall have all of the powers and duties contemplated in the Declaration of Condominium and the Act together with all of the powers and the duties reasonably necessary to operate the Condominium pursuant to the Declaration as it may be amended from time to time, and such other documents or agreements that may exist from time to time pertaining to the Condominium. The powers and duties, which the By-Laws may set forth in more detail, shall include, but shall not be limited to, the following specific powers and duties:

(a) To make and collect Assessments against members as Unit Owners to defray the costs, expenses and losses of the Condominium, and to make such other Special Assessments against Unit Owners as the Declaration of Condominium shall provide, and to enforce such levy of Assessments through a lien and the foreclosure thereof or by other action pursuant to the Declaration of Condominium.

(b) To use the proceeds of the Assessments in the exercise of its powers and duties, and as provided in the Declaration of Condominium.

(c) To maintain, repair, replace and operate the Condominium Property, to the extent required under the Declaration of Condominium.

(d) To make and amend reasonable rules and regulations.

(e) To perform such functions as may be specified in the Declaration of Condominium and the By-Laws.

(f) To enforce by legal means the provisions of the Act, the Declaration of Condominium, these Articles, the By-Laws of the Association and such rules and regulations as may be promulgated.

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(g) To employ personnel to perform the services required for proper operation of the Condominium.

(h) To lease, maintain, repair and replace the Common Elements as same are defined in the Declaration of Condominium.

(i) To acquire or enter into agreements acquiring leaseholds, memberships or other possessory or use interests in lands or facilities and to pay the rental, membership fees, operational, replacement and other expenses as Common Expenses.

(j) To purchase a Unit or Units of the Condominium for any purpose and to hold, lease, mortgage or convey such Units on terms and conditions approved by the Board of Directors, and to generally own and convey property.

(k) To exercise such other power and authority to do and perform every act and thing necessary and proper in the conduct of its business for the accomplishment of its purposes as set forth herein and as permitted by the applicable laws of the State of Florida.

(l) To bring suit as may be necessary to protect the Association's interests, the interests of the Association's Members, or the Condominium Property, and to be sued.

ARTICLE III. DEVELOPER

TRI-STATE INNS, INC., a corporation organized under the laws of Georgia, shall make and declare or has made and declared a certain Declaration of Condominium submitting to condominium ownership certain property described therein under the terms, covenants, and conditions expressed more fully therein; the Condominium is to be known as 203 MIRACLE STRIP PARKWAY CONDOMINIUM.

ARTICLE IV. TERM

The term for which this Association shall exist shall commence upon the filing of these Articles in the office of the Secretary of State for the State of Florida, and will be perpetual.

ARTICLE V. INCORPORATOR

The name and address of the incorporator of this Association is as follows:

Robert S. Freedman
Carlton Fields, P.A.
Corporate Center Three at International Plaza
4221 W. Boy Scout Boulevard
Tampa, FL 33607-5737

ARTICLE VI. OFFICERS

The officers of the Association shall be a President, Vice President, Secretary and Treasurer and such other officers as the Board of Directors may from time to time determine. The officers of this Association shall be elected for a term of 1 year, and until a successor shall be elected and qualified, by the Board of Directors at their annual meeting and in accordance with the provisions provided therefor in the By-Laws of the Association. Until transfer of the control of the Association to the unit owners other than the Developer has been accomplished, the officers need not be directors or members.

The names of the persons who shall serve as the first officers are:

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<u>Title</u>	<u>Identity</u>
President	Kurt Mueller
Vice President	Blane Evans
Secretary-Treasurer	Judy Bory

ARTICLE VII. DIRECTORS

The affairs of the Association shall be managed by a Board of Directors composed of not less than three (3) directors. Until control of the Association is transferred to unit owners other than the Developer, the Developer shall be entitled to designate non-member directors to the extent permitted by the Act (meaning that the Developer shall be entitled to elect not less than a majority of the directors until turnover, and upon conveyance of the first Unit, that Unit Owner shall be entitled to elect one director). Except for non-member directors appointed by the Developer, all directors shall be elected at the annual membership meeting of the Association.

The first Board of Directors shall be comprised of three (3) persons who shall serve until their respective successors are elected (or designated) and qualified. The names and addresses of the members of the Board of Directors who shall serve as the first Directors are:

Kurt Mueller	c/o MOA Hospitality, Inc. 701 Lee Street, Suite 1000 Des Plaines, IL 60016
Blane Evans	c/o MOA Hospitality, Inc. 701 Lee Street, Suite 1000 Des Plaines, IL 60016
Judy Bory	c/o The Broadstone Group 156 West 56th Street, Suite 1604 New York, NY 10019

Notwithstanding anything in these Articles of Incorporation, or the By-Laws to the contrary, the Developer shall be entitled to elect or designate from time to time all or a part of the directors that will manage the affairs of the Association until such time as the Developer is no longer entitled to elect or designate directors or a director pursuant to the Act in effect on the date of the creation of the Association. Upon such time as the Developer has conveyed both Units to third parties, all directors appointed by the Developer shall resign, and the number of directors shall be expanded to four (4), with each Unit being entitled to unilaterally elect two (2) directors.

ARTICLE VIII. BY-LAWS

The initial By-Laws of the Association shall be attached as an exhibit to the Declaration of Condominium for the Condominium and shall be adopted by the first Board.

ARTICLE IX. MEMBERS

Membership in the Association shall automatically consist of and be limited to all of the record Owners of the Units in the Condominium. Transfer of Unit ownership, either voluntary or by operation of law, shall terminate membership in the Association and said membership is to become vested in the transferee. If Unit ownership is vested in more than one person, then all of the persons so owning said Unit shall be members eligible to hold office, attend meetings, etc., but the Owner(s) of each Unit shall only be entitled to one vote as a member of the Association. The manner of designating voting members and exercising voting rights shall be determined by the By-Laws.

ARTICLE X. AMENDMENTS

Amendments to these Articles of Incorporation shall be made in the following manner:

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(a) The Board of Directors shall adopt a resolution setting forth the proposed amendment and, if there are members of the Association, the Board shall direct that it be submitted to a vote at a meeting of the members, which may be either the annual or a special meeting. If there are no members of the Association, the amendment shall be adopted by a vote of the majority of directors and the provisions for adoption by members shall not apply.

(b) Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each member of record entitled to vote thereon within the time and in the manner provided herein for the giving of notice of meetings of members. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

(c) At such meeting, a vote of the members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of 100% of the members of the Association.

Notwithstanding the foregoing, no amendment to the Articles of Incorporation shall be valid which affects any of the rights and privileges provided to the Developer without the written consent of the Developer.

ARTICLE XI. PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Association shall be c/o C. Jeffrey McInnis, 909 Mar Walt Drive, Suite 1014, Ft. Walton Beach, FL 32547-6711, or at such other place or places as may be designated from time to time.

ARTICLE XII. REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Association and the name of the initial registered agent at that address are:

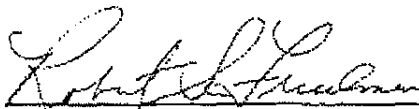
C. Jeffrey McInnis
909 Mar Walt Drive, Suite 1014
Ft. Walton Beach, FL 32547-6711

ARTICLE XIII. INDEMNIFICATION

The Association shall indemnify every director and every officer, his heirs, executors and administrators, against all loss, cost and expense reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a director or officer of the Association, including reasonable counsel fees, except as to matters wherein he shall be finally adjudged in such action, suit or proceedings to be liable for or guilty of gross negligence or willful misconduct. The foregoing rights shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

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IN WITNESS WHEREOF, the subscribing Incorporator has hereunto set his hand and seal and caused these Articles of Incorporation to be executed this 9th day of February, 2005.

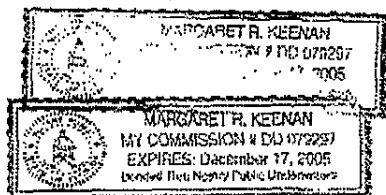

Robert S. Freedman, Incorporator

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 9th day of February, 2005, by Robert S. Freedman, being known to me to be the person who executed the foregoing Articles of Incorporation of 203 MIRACLE STRIP PARKWAY CONDOMINIUM ASSOCIATION, INC. He is personally known to me.

My Commission Expires:

(AFFIX NOTARY SEAL)




(Signature)

Name:

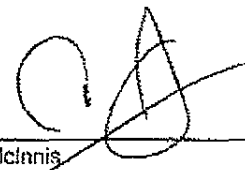
(Legibly Printed)

Notary Public, State of Florida

(Commission Number, if any)

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

The undersigned, having been named as registered agent and to accept service of process for 203 MIRACLE STRIP PARKWAY CONDOMINIUM ASSOCIATION, INC., hereby accepts the appointment as registered agent and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties and is familiar with and accepts the obligations of his position as registered agent.


C. Jeffrey McInnis

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