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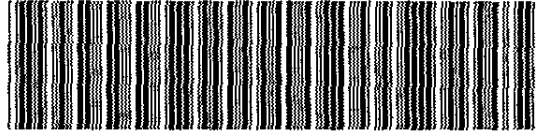
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August 8, 2006

Florida Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Re: Filing Articles of Incorporation for Capri Inn at the Beach Condominium Association, Inc.

Dear Division folks:

Enclosed are:

1. Original executed Articles of Incorporation for Capri Inn at the Beach Condominium Association, Inc., and one copy.
3. Check for \$78.75 payable to Department of State.

Please file the Articles of Incorporation and return a certified copy of the Articles of Incorporation. Call if there are any questions or if you need additional information. Thank you.

Very truly yours,



Chad M. McClenathen

**ARTICLES OF INCORPORATION
OF
CAPRI INN AT THE BEACH CONDOMINIUM ASSOCIATION, INC.**

**ARTICLE I
NAME OF CORPORATION AND PRINCIPAL ADDRESS**

The name of this corporation shall be Capri Inn at the Beach Condominium Association, Inc., hereinafter referred to as Association. The principal office of said corporation shall be located at 5652 Marquesas Circle, Sarasota, Florida 34233. The Directors of the Association may change the location of the principal office of said Association from time to time.

**ARTICLE II
PURPOSES**

The purposes of this corporation shall be the operation and management of the affairs and property of the condominium known as Capri Inn at the Beach Condominiums, located in Sarasota County, Florida, and to perform all acts provided in the Declaration of Condominium and the Florida Condominium Act, Chapter 718, Florida Statutes.

**ARTICLE III
POWERS**

The Association shall have all of the statutory powers of a corporation not for profit and all of the powers and duties set forth in the Florida Condominium Act and the Declaration of Condominium, as amended from time to time, except as may be limited or otherwise provided by these Articles.

**ARTICLE IV
MEMBERS**

All record owners of legal title to any of the condominium units of the Condominium shall be members. Membership shall terminate automatically and immediately as a member's interest in the record legal title terminates, except that upon termination of the entire condominium project, the membership shall consist of those who were members at the time of each conveyance of the respective units to the Association, or its designee, as provided in said Declaration of Condominium.

After the Association approves of a conveyance of a condominium unit as provided in the Declaration of Condominium, the change of membership in the Association shall be evidenced in the Association records by delivery to the Secretary of a copy of the deed or other instrument of conveyance.

**ARTICLE V
VOTING RIGHTS**

Each condominium unit shall be entitled to one vote at Association meetings, notwithstanding that the same owner may own more than one unit or that units may be joined together and occupied by one owner.

**ARTICLE VI
INCOME DISTRIBUTION**

No part of the income of the Association shall be distributable to its members, except as compensation for services rendered.

ARTICLE VII

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TALLAHASSEE, FLORIDA

REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the Association shall be 5652 Marquesas Circle, Sarasota, Florida 34233, and the registered agent at such address will be Warren Hickernell, Jr. The Board of Directors may change the registered agent and office from time to time as permitted by law.

ARTICLE VIII EXISTENCE

The term for which this corporation is to exist shall be perpetual, unless dissolved according to law.

ARTICLE IX SUBSCRIBER

The name and residence of the subscriber to these Articles is Warren Hickernell, Jr., 5652 Marquesas Circle, Sarasota, Florida 34233.

ARTICLE X DIRECTORS AND OFFICERS

- (A) The affairs of the Association will be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws, but not less than the number of directors as required by applicable law, and in the absence of such determination shall consist of three (3) Directors. The Directors need not be Members of the Association.
- (B) Except for persons appointed by the developer to the Board of Directors, all Directors of the Association shall be elected by 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.
- (C) The business of the Association shall be conducted by the officers designated in the Bylaws. The officers shall be elected each year by the Board of Directors at its first meeting after the annual meeting of the Members of the Association, and they shall serve at the pleasure of the Board.
- (D) The names and addresses of the Members of the first Board of Directors, and the officers, who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

Warren Hickernell, Jr.
5652 Marquesas Circle
Sarasota, Florida 34233

President

Dennis DeSilva
5652 Marquesas Circle
Sarasota, Florida 34233

Vice-President

Kelly Redfoot
5652 Marquesas Circle
Sarasota, Florida 34233

Secretary/Treasurer

ARTICLE XI

BYLAWS

The Bylaws of this corporation may be amended, altered or rescinded in the manner provided in such Bylaws.

ARTICLE XII AMENDMENTS

The Association reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation by a simple majority vote of all voting rights of all members of the Association. Amendments to these Articles 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 the 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 not less than twenty (20%) percent of the voting interest of the Association.
- (C) Except as otherwise required by law, approval of a proposed amendment must be by not less than two-thirds of the voting interests participating in person or by proxy at a duly noticed and convened meeting of the Association, or by written consent of seven (7) of the voting interests in lieu of a meeting.
- (D) An amendment shall become effective upon filing with the Secretary of State and recording a copy in the Public Records of Sarasota County, Florida.
- (E) No amendment shall become effective without the written consent of the Developer for so long as the Developer is in control of the Association.

ARTICLE XIII INDEMNIFICATION OF OFFICERS AND DIRECTORS

- A. Indemnity. The Association shall indemnify any person serving as a director, officer, or committee member to the fullest extent permitted under Section 607.0850, Florida Statutes.
- B. Additional Indemnification. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled by law, agreement, vote of a majority of the voting interests of the members or otherwise, and shall continue as to a person who has ceased to be a director, officer, or committee member and shall inure to the benefit of the heirs and personal representatives of such person.
- C. Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, or committee member against any liability asserted against the person and incurred by the person in any such capacity, or arising out of his or her status as such, whether or not the Association would have the power to indemnify the person against such liability under the provisions of this Article. Notwithstanding anything in this Article to the contrary, the provision herein provided for indemnification shall only be applicable to the extent insurance coverage does not apply or is insufficient.

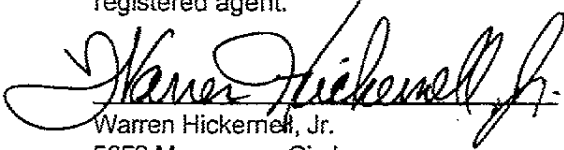
THE SIGNATURE PROVISIONS FOLLOW ON THE NEXT PAGE

In witness whereof, the undersigned subscriber executed these Articles on August 7, 2006.


Warren Hickernell, Jr.

Acceptance of Duties as Registered Agent

Having been named as registered agent and to accept service of process for Capri Inn at the Beach Condominium Association, Inc., I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.


Warren Hickernell, Jr.

5652 Marquesas Circle
Sarasota, Florida 34233

Date 8/7/06

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