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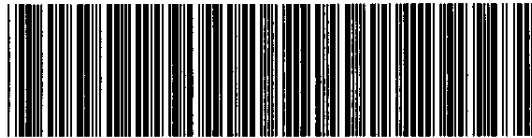
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STONES & CARDENAS
ATTORNEYS AT LAW

221 SIMONTON STREET, KEY WEST, FL 33040
TELEPHONE (305) 294-0252 FAX (305) 292-5442

ADELE VIRGINIA STONES, P.A.

SUSAN M. CARDENAS, P.A.

December 14, 2006

VIA FEDERAL EXPRESS

Florida Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: Incorporation of Las Palmas Whalton Street Homeowners' Association, Inc.
& Las Palmas Grinnell Street Homeowners' Association, Inc.

Dear Division of Corporations:

Enclosed for filing please find Articles of Incorporation for Las Palmas Whalton Street Homeowners' Association, Inc. and Las Palmas Grinnell Street Homeowners' Association, Inc. Once filed, please return the Articles to me utilizing the enclosed pre-paid return Federal Express envelope.

Also enclosed please find a check in the amount of \$310.00 to cover filing fees.

If you have any questions regarding this matter, please do not hesitate to contact me.

Sincerely,



Cindy Sawyer, Legal Assistant for
Adele V. Stones, Attorney at Law
Enclosure

**ARTICLES OF INCORPORATION
OF
LAS PALMAS WHALTON STREET HOMEOWNERS' ASSOCIATION, INC.**

The undersigned, by these Articles, associate themselves for the purpose of forming a corporation not for profit under Chapters 617 and 718, Florida Statutes, and certify as follows:

ARTICLE I – NAME

The name of the corporation shall be LAS PALMAS WHALTON STREET HOMEOWNERS' ASSOCIATION, INC. The principle address and mailing address of the corporation shall be 1123 Washington Street, Key West, FL 33040. For convenience, the corporation shall be referred to in this instrument as the "Association".

ARTICLE II- PURPOSE

The purpose for which the Association is organized is the operation of LAS PALMAS WHALTON STREET HOMEOWNERS' ASSOCIATION.

ARTICLE III – POWERS

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

- 3.1 The Association shall have all the common-law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles.
- 3.2 The Association shall have the powers and duties reasonably necessary to protect the property and enforce the conditions, covenants, and restrictions for LAS PALMAS WHALTON STREET, to be filed in the Public Records of Monroe County, Florida.

ARTICLE IV – MEMBERS

- 4.1 The members of the Association shall consist of the record owners of the lots. If a lot is owned by a corporation, partnership or more than one individual (in whatever capacity) the voting member shall be determined in the manner specified by the By-Laws.
- 4.2 After the transfer of the ownership of a lot, change of membership in the Association shall occur upon recording in the Public Records of the county in which the lot is situated, a deed or other instrument transferring record legal title to a Unit in the development. The transferee(s) designated by such instrument thus automatically become(s) a member of the Association and the membership of the transferor is terminated.

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ARTICLE V – DIRECTORS

- 5.1 The affairs of the Association shall be managed by a Board of Directors consisting of four Directors.
- 5.2 All of the duties and powers of the Association existing under these Articles and By-Laws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by Unit owners when that is specifically required.
- 5.3 Members of the Board of Directors shall be elected at the annual meeting of the Association members in the manner specified in the By-Laws. Such Directors may be removed and vacancies on the Board shall be filled in the manner provided in the By-Laws.
- 5.4 The initial Directors named herein shall serve at the pleasure of the Developer. They and any Director appointed by the Developer as a replacement may be removed by the Developer with or without cause. The Developer shall have the right to appoint all Directors which the membership is not entitled to elect. The membership shall not be entitled to elect a Director or Directors except as hereinafter provided.
- 5.5 Within 75 days after the Unit owners other than the Developer are entitled to elect a member or members of the Board of Directors, the Association shall call, and give not less than 60 days' notice of, a meeting of the Unit owners to elect the Director(s). The notice may be given by any Unit owner if the Association fails to do so. Unit owners other than the Developer shall be entitled to elect a Director or Directors as follows:
 - a) When Unit owners other than the Developer own 51% or more of the Units, the Unit owners other than the Developer shall be entitled to elect one third of the Directors.
 - b) Unit owners other than the Developer are entitled to elect a majority of the Directors on the first to occur of the following:
 - 1) Three years after 33 percent of the Units that will be operated ultimately by the Association have been conveyed to purchasers; or
 - 2) Three months after 67 percent of the Units that will be operated ultimately by the Association have been conveyed to purchasers; or
 - 3) When all of 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;

4) 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;

c) Unit owners other than the Developer are entitled to elect all of the Directors at such time as the Developer no longer holds for sale in the ordinary course of business any Units in the development.

5.6 Upon the election of a Director or Directors by Unit owners other than the Developer, the Developer shall by letter designate the Developer-appointed Director who is to be replaced. Until such time as the letter is received by the Board, the Director(s) elected by Unit owners other than the Developer shall have the power to designate an appropriate number of Developer-appointed Directors who shall not be entitled to vote at meetings of the Board.

5.7 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:

<u>Name</u>	<u>Address</u>
Gregory T. Kerr	1123 Washington Street Key West, FL 33040
Carrie Kerr	1123 Washington Street Key West, FL 33040
Richard Bird	3626 Eagle Avenue Key West, FL 33040
Deborah Bird	3626 Eagle Avenue Key West, FL 33040

5.8 If the Developer holds Units for sale in the ordinary course of business, none of the following actions may be taken without approval in writing by the Developer:

a) Assessment of the Developer as a Unit owner for capital improvements.

b) Any action by the Association that would be detrimental to the sale of Units by the Developer. However, an increase in assessments for common expenses without discrimination against the Developer shall not be deemed detrimental to the sale of Units.

ARTICLE VI- OFFICERS

The affairs of the Association shall be administered by the officers designated in 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 Association, and they shall serve at the pleasure of the Board of Directors. The office of Treasurer may be held in conjunction with any other office by one person. The President and the Secretary may not be residents of the same Unit. The names of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

President:	Gregory T. Kerr
Secretary/Treasurer:	Richard Bird

ARTICLE VII - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation shall be:

1123 Washington Street
Key West, FL 33040

The name of the Corporation's initial registered agent at such address shall be:

Gregory T. Kerr

ARTICLE VIII – INDEMNIFICATION

Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed on him in connection with any proceeding or settlement of any proceeding in 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 with regard to expenses and liabilities incurred for breach of a fiduciary duty to the Association or any of its members.

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 IX – BYLAWS

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


ARTICLE X – AMENDMENTS

Amendments to the Articles of Incorporation may be adopted by a majority of the members, except that until such time as Unit owners other than the Developer acquire control of the Association, amendments may be made only by the Board of Directors.

ARTICLE XI- TERM

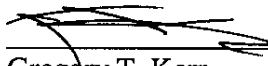
The term of the Association shall be perpetual.

IN WITNESS WHEREOF, these Articles of Incorporation have been executed this 14th, day of December, 2006.



Gregory T. Kerr
1123 Washington Street
Key West, FL 33040
Incorporator

Having been named to accept service of process for the above named corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of the laws of the State of Florida, relative to keeping open said office.

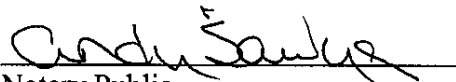


Gregory T. Kerr
Registered Agent

STATE OF FLORIDA)
COUNTY OF MONROE)

THE FOREGOING INSTRUMENT was acknowledged before me by Gregory T. Kerr, as a Subscriber of the above and foregoing Articles of Incorporation of LAS PALMAS WHALTON STREET HOMEOWNERS' ASSOCIATION, INC., this 14th day of December, 2006.





Cindy Sawyer
Notary Public
My commission expires:

Personally Known _____ OR Produced Identification _____
Type of Identification Produced _____

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