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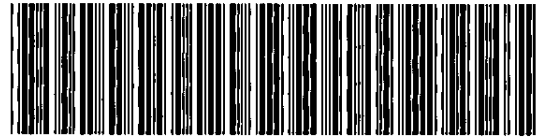
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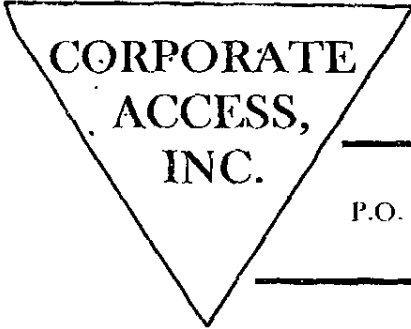
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Articles

1. Beachwalk Condominium Association of Gulfport, Inc.  
(CORPORATE NAME AND DOCUMENT #)

2. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)

3. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)

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(CORPORATE NAME AND DOCUMENT #)

SPECIAL INSTRUCTIONS:

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

of

**BEACHWALK CONDOMINIUM ASSOCIATION OF GULFPORT, INC.**

I, the undersigned, by and under the provisions of statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation not-for-profit, do hereby declare as follows:

**ARTICLE I  
NAME OF CORPORATION**

The name of this corporation shall be **BEACHWALK CONDOMINIUM ASSOCIATION OF GULFPORT, INC.**, hereinafter referred to as the Association.

**ARTICLE II  
PRINCIPAL OFFICE**

The principal office of the corporation shall initially be located at 2936 68<sup>th</sup> Avenue South, St. Petersburg, FL 33712. The corporation may change its principal office from time to time as permitted by law.

**ARTICLE III  
PURPOSES OF CORPORATION**

The purpose of the Association shall be to operate and manage the affairs and property of the condominium known as **Beachwalk, a Condominium**, located at 5601 Shore Boulevard South, 5605 Shore Boulevard South, and 3131 56<sup>th</sup> Street South, Gulfport, Florida 33707, and to perform all acts provided in the Declaration of Condominium of said condominium and the Condominium Act, Chapter 718, *Florida Statutes*.

**ARTICLE IV  
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 Condominium Act and the Declaration of Condominium of Beachwalk, a Condominium. As more particularly set forth in the Declaration of Condominium of Beachwalk, a Condominium, the Association may acquire leasehold, membership and other possessory or use interests (whether or not such interests relate to property

contiguous to the lands of the condominium) intended to provide for the enjoyment, recreation, or other use or benefit of the Association members, and the Association may acquire, convey, lease and mortgage Association property. By way of illustration and not limitation, the powers of the Association shall include the right to contract for services to provide for the operation and maintenance of the Surface Water Management System Facilities required for Beachwalk, a Condominium pursuant to the Environmental Resource Permit, if any, issued by the Southwest Florida Water Management District, to operate and maintain the Surface Water Management System Facilities, if any, including any inlets, swales, culverts, water control structures, and any associated buffer areas.

#### **ARTICLE V MEMBERS**

All persons owning a vested present interest in the fee title to a condominium unit in Beachwalk, a Condominium, which interest is evidenced by a duly recorded proper instrument in the Public Records of Pinellas County, Florida, shall be members of the Association. Membership shall terminate automatically and immediately at the time a member's vested interest in the fee title terminates, except that upon the termination of the condominium the membership of a unit owner who conveys his unit to the trustee as provided in the Declaration of Condominium shall continue until the trustee makes a final distribution of such unit's share of the funds collected and held by the trustee.

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 Association of a copy of the recorded deed or other instrument of conveyance.

Prior to the recording of the Declaration of Condominium of Beachwalk, a Condominium, the subscriber hereto shall constitute the sole member of the Association.

#### **ARTICLE VI VOTING RIGHTS**

The voting rights of each unit shall be determined on an equal fractional basis. That is, each unit shall be entitled to one (1) vote. When more than one person owns a unit in the condominium, the vote for that unit shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any one unit, and the vote shall not be divided among the owners of any one unit. If one owner owns more than one unit, such owner shall have the one vote for each unit owned. If units are joined together and occupied by one owner, such owner shall have a separate vote for each unit owned.

**ARTICLE VII  
INCOME DISTRIBUTION**

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

**ARTICLE VIII  
EXISTENCE**

The Association shall exist perpetually unless dissolved according to law. In the event that the Association is dissolved, according to law, the control or right of access to the common areas of the condominium property which contains the Surface Water Management System Facilities, if any, shall be conveyed or dedicated to an appropriate governmental unit or public utility and if that is not accepted, then the Surface Water Management System Facilities shall be conveyed to a non-profit Florida corporation similar to the Association.

**ARTICLE IX  
REGISTERED OFFICE AND REGISTERED AGENT**

The registered office of the Association shall be at 2936 68<sup>th</sup> Avenue South, St. Petersburg, FL 33712, and the registered agent at such address shall be **Stephen S. Berlin**, until such time as another registered agent is appointed by resolution of the board of directors.

**ARTICLE X  
NUMBER OF DIRECTORS**

The business of the corporation shall be conducted by a board of directors which shall consist of not less than three (3) persons, as shall be elected or appointed as set forth in the Bylaws.

**ARTICLE XI  
BOARD OF DIRECTORS AND OFFICERS**

The names and mailing addresses of the initial board of directors and officers are as follows:

<u>Name</u>	<u>Address</u>
Stephen S. Berlin	2936 68 <sup>th</sup> Ave. S. St. Petersburg, Fl. 33712
Kristen Berlin	2936 68 <sup>th</sup> Ave. S. St. Petersburg, Fl. 33712

Jeffrey Berlin

2936 68<sup>th</sup> Ave. S.  
St. Petersburg, Fl. 33712

**ARTICLE XII**  
**RECALL AND REMOVAL OF DIRECTORS**

Subject to the provisions of Article X hereof, and the provisions of the Condominium Act, Chapter 718, *Florida Statutes*, and the rules and regulations promulgated pursuant thereto, directors may be recalled from office with or without cause, by the affirmative vote of a majority of the voting interests of the Association.

**ARTICLE XIII**  
**INDEMNIFICATION OF OFFICERS AND DIRECTORS**

All officers and directors shall be indemnified by the Association to the extent required by Florida law. The Association may purchase and maintain insurance on behalf of all officers and directors against any liability asserted against them or incurred by them in their capacity as officers and directors or arising out of their status as such.

**ARTICLE XIV**  
**RIGHTS OF DEVELOPER**

As more particularly set forth in Section 718.301, *Florida Statutes*, A&J DEVELOPMENT, LLC, a Florida limited liability company, who is the developer of Beachwalk, a Condominium, and who is referred to herein as the Developer, shall have the right to appoint all of the directors of the Association (which directors need not be unit owners), subject to the following:

A) When fifteen percent (15%) or more of the units in the condominium are conveyed to owners other than the Developer, such unit owners shall be entitled to elect not less than one-third (1/3) of the directors.

B) Unit owners other than the Developer shall be entitled to elect not less than a majority of the directors upon the occurrence of the earliest of the following:

1. Three (3) years after fifty percent (50%) of the units that will be operated ultimately by the Association have been conveyed to owners other than the Developer; or

2. Three (3) months after ninety percent (90%) of the units that will be operated ultimately by the Association have been conveyed to owners other than the Developer; 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 owners other than the Developer, and none of the others are being offered for sale by the Developer in the ordinary course of business; or

4. When some of the units have been conveyed to owners other than the Developer and none of the others are being constructed or offered for sale by the Developer in the ordinary course of business; or

5. Seven (7) years after recordation of the Declaration of Condominium for Beachwalk, a Condominium in the Public Records of Pinellas County, Florida.

C) When the Developer no longer holds for sale in the ordinary course of business at least five percent (5%) of the units that will be operated ultimately by the Association, unit owners other than the Developer shall be entitled to elect all of the directors.

D) Any director appointed by the Developer may be removed and replaced by the Developer at any time, subject only to the foregoing rights of the unit owners.

**ARTICLE XV  
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 in such Bylaws.

**ARTICLE XVI  
SUBSCRIBERS**

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

<u>Name</u>	<u>Address</u>
Stephen S. Berlin	2936 68 <sup>th</sup> Ave. S. St. Petersburg, Fl. 33712

**ARTICLE XVII  
AMENDMENT**

These Articles of Incorporation may be amended as provided by Chapter 617, *Florida Statutes*; provided, however, that any such amendment shall be approved by at least fifty-one percent (51%) of the voting interests of the Association and by a majority of the board of directors.

IN WITNESS WHEREOF, I, the undersigned subscriber hereby adopt these Articles of Incorporation, and hereunto set my hand and seal this 16<sup>th</sup> day of January, 2008.

Signed sealed and delivered in the presence of:

Diana Buchanan  
Signature of 1<sup>st</sup> Witness

DIANA BUCHANAN  
Print Name of 1<sup>st</sup> Witness

By:

Stephen S. Berlin  
Stephen S. Berlin

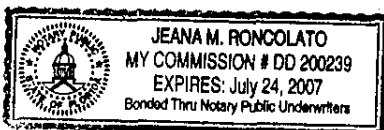
Gyanni Santos  
Signature of 2<sup>nd</sup> Witness

Gyanni Santos  
Print Name of 2<sup>nd</sup> Witness

STATE OF FLORIDA            )  
COUNTY OF PINELLAS        )

The foregoing instrument was acknowledged before me this 16<sup>th</sup> day of January, 2008, by **STEPHEN S. BERLIN**. He is  personally known to me or has  produced \_\_\_\_\_ as identification.

Jean M. Roncolato  
NOTARY PUBLIC, State of Florida  
My Commission Expires: \_\_\_\_\_  
(NOTARY SEAL)





**ACCEPTANCE BY REGISTERED AGENT**

The undersigned hereby accepts designation as registered agent of the foregoing corporation. The undersigned is familiar with, and accepts, the obligations of that position.

Signed sealed and delivered in the presence of:

*Diana Buchanan*  
Signature of 1<sup>st</sup> Witness

DIANA BUCHAWAN  
Print Name of 1<sup>st</sup> Witness

By: *Stephen S. Berlin*  
Stephen S. Berlin

*Manny Santos*  
Signature of 2<sup>nd</sup> Witness

Manny Santos  
Print Name of 2<sup>nd</sup> Witness

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