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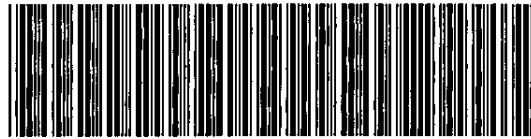
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TALLAHASSEE, FLORIDA

D. WHITE FEB - 9 2007



8130 LAKEWOOD MAIN STREET, SUITE 208
BRADENTON, FLORIDA 34202

(941) 361-1152
(941) 827-9818 FAX

4134 GULF OF MEXICO DRIVE, SUITE 301
LONGBOAT KEY, FLORIDA 34228

February 7, 2007

VIA U.S. MAIL

Registration Section
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

RE: The Beach Club at Siesta Key Condominium Association and The Beach Club at Anna Maria Condominium Association

Dear Sir/Madam:

Please file the enclosed Articles of Incorporation for the above referenced entities. Please also find our checks, numbers 2202 and 2203 in the amount of \$78.75 each for the filing fees.

Thank you for your prompt attention to this matter. Please do not hesitate to contact me if there is anything further you need to complete this process.

Sincerely,

Tami P. Poole
Legal Assistant to
David H. Rosenberg, Esq.
For the Firm

Enclosures

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

**THE BEACH CLUB AT ANNA MARIA
CONDOMINIUM ASSOCIATION, 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 **THE BEACH CLUB AT ANNA MARIA CONDOMINIUM ASSOCIATION, INC.** (hereinafter referred to as the "Association").

ARTICLE II. PRINCIPAL OFFICE

The principal office of the corporation shall initially be at 4134 Gulf of Mexico Drive, Third Floor, Suite 301, Longboat Key, Florida 34228. 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 THE BEACH CLUB AT ANNA MARIA, A CONDOMINIUM located at 2201 Gulf Drive North, Bradenton Beach, Florida 34217, and to perform each and every act provided in the Declaration of Condominium of the said Condominium and the Condominium Act, Chapter 718, Florida Statutes and Florida Vacation Plan and Timesharing Act, Chapter 721, 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 The Beach Club at Anna Maria, a Condominium, as well as the Florida Vacation Plan and Timesharing Act and the Supplemental Declaration of The Beach Club at Anna Maria, a Condominium. As more particularly set forth in the Declaration and Supplemental Declaration of The Beach Club at Anna Maria, 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.

ARTICLE V. MEMBERS

All persons owning a vested present interest in the fee title to a condominium unit, whether as whole ownership or fractional ownership, in The Beach Club at Anna Maria, a Condominium, which interest is evidenced by a duly recorded proper instrument in the Public Records of Manatee 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, whether such ownership was whole ownership or fractional ownership, except that upon the termination of the condominium, the membership of a unit owner who conveys his unit or fractional interest to the trustee as provided in the Declaration and Supplemental 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 and/or fractional interest as provided in the Declaration and Supplemental 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 and the Supplemental Declaration of The Beach Club at Anna Maria, 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 fractional interest shall be entitled to a 1/12 vote. When more than one person owns a fractional interest in the condominium, the vote for that fractional interest shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any one fractional interest, and the vote shall not be divided among the owners of any one fractional interest. If one owner owns more than one fractional interest, such owner shall have the one vote for each fractional interest 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.

ARTICLE IX. REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the Association shall be at David H. Rosenberg, Esq., 8130 Lakewood Main Street, Second Floor, Suite 208, Bradenton, Florida 34202 and the registered agent at such address shall be David H. Rosenberg, 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>Mailing Address</u>
Charles L. Starr, III	4134 Gulf of Mexico Drive, Suite 301 Longboat Key, Florida 34228
Charles F. Madden, Jr.	4134 Gulf of Mexico Drive, Suite 301 Longboat Key, Florida 34228
Warren Hickernell	6583 Midnight Pass Road Sarasota, Florida 34242

ARTICLE XII. RECALL AND REMOVAL OF DIRECTORS

Subject to the provisions of Article XIV hereof, and the provisions of the Condominium Act, Chapter 718, Florida Statutes, and Florida Vacation Plan and Timesharing Act, Chapter 721, 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, Beach Club Development, LLC, a Florida limited liability company, which is the developer of The Beach Club at Anna Maria, a Condominium, and which 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:

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

2. Unit owners and/or fractional 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:

(a) Three (3) years after fifty percent (50%) of the fractional interests or units (if transferred by whole ownership) that will be operated ultimately by the Association have been conveyed to owners other than the Developer; or

(b) Three (3) months after ninety percent (90%) of the fractional interests or units (if transferred by whole ownership) that will be operated ultimately by the Association have been conveyed to owners other than the Developer; or

(c) When all of the fractional interests or units (if transferred by whole ownership) 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

(d) When some of the fractional interests or units (if conveyed by whole ownership) 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

(e) Seven (7) years after recordation of the Declaration of Condominium for The Beach Club at Anna Maria, a Condominium in the Public Records of Manatee County, Florida.

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

4. 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/fractional 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:

Charles L. Starr, III 4134 Gulf of Mexico Drive, Suite 301
Longboat Key, Florida 34228

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 6 day of February, 2007.



Charles L. Starr, III

STATE OF FLORIDA
COUNTY OF SARASOTA

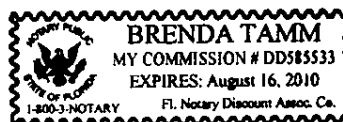
The foregoing instrument was acknowledged before me this 6 day of February, 2007, by Charles L. Starr, III. He is personally known to me.



Notary Public:

Print Name: Brenda Tamm

My Commission Expires: 8/16/10



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.

Dated this 7 day of February, 2007.

A handwritten signature in black ink, consisting of several overlapping loops and a long horizontal stroke at the end.

David H. Rosenberg

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