

Mar. 1, 2008 1:06PM Robert W. Hendrickson No. 1567221

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FLORIDA PROFIT/NON PROFIT CORPORATION

PASSAGE KEY CONDOMINIUM ASSOCIATION, INC.

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ARTICLES OF INCORPORATION
FOR
PASSAGE KEY CONDOMINIUM ASSOCIATION, INC.

The undersigned, being desirous of forming a corporation not for profit under the provisions of Chapter 617 of the Florida Statutes, states as follows:

ARTICLE I. NAME AND ADDRESS

The name of this corporation is PASSAGE KEY CONDOMINIUM ASSOCIATION, INC., a Florida not-for-profit corporation, hereinafter referred to as the Association. The street address of the initial principal office of the Association is 795 Jacaranda, Anna Maria, Florida, and the mailing address for the Association is PO Box 2194, Anna Maria, FL 34216.

ARTICLE II. PURPOSE

The Association is organized as a corporation not for profit under the terms and provisions of Chapter 617 of the Florida Statutes, and is a condominium association, as referred to and authorized by Section 718.111 of the Florida Statutes. The specific purpose for which the Association is organized is to provide an entity responsible for the operation of a condominium located in Anna Maria, Manatee County, Florida, known as PASSAGE KEY CONDOMINIUM, hereinafter referred to as the Condominium. The Declaration of Condominium, and any amendments thereto, whereby the Condominium has been or will be created is hereinafter referred to as the Declaration. The developers of the Condominium are Daniel T. Divine and Bruce L. Matlack, hereinafter referred to collectively as Developer.

The foregoing paragraph enumerates the specific purposes of the Association, but it is expressly provided hereby that such enumeration shall not be held to limit or restrict in any manner the purposes or powers of the Association otherwise permitted by law.

ARTICLE III. POWERS AND DUTIES

Section 1. 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 Declaration and Chapter 718 of the Florida Statutes, hereinafter referred to as the Condominium Act.

Section 2. The Association shall have all of the powers and duties set forth in the Condominium Act, as lawfully modified by these Articles of Incorporation, the Bylaws for the Association, or the Declaration.

ARTICLE IV. LIMITATIONS ON ACTIVITIES

No part of the net earnings of the Association shall inure to the benefit of, or be distributable to; any member, director or officer of the Association; provided, however, the Association may pay compensation in a reasonable amount for services rendered.

ARTICLE V. TERM OF EXISTENCE

The Association shall have perpetual existence, unless dissolved according to law.

ARTICLE VI. MEMBERS

Every record owner of legal title to a unit in the Condominium shall be a member of the Association; provided, however, in the event of termination of the Condominium, members shall be those persons or other legal entities who are members at the time of such termination, their successors and assigns. Membership in the Association shall automatically terminate when the ownership interest supporting said membership vests in another person or entity.

Prior to the recording of the Declaration in the Public Records of Manatee County, Florida, the incorporators shall constitute the sole members of the Association.

ARTICLE VII. BOARD OF DIRECTORS

Section 1. The business affairs of the Association shall be managed by the Board of Directors.

Section 2. This Association shall have three (3) directors. The names and addresses of the initial directors who shall serve until the first election by the members are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Daniel T. Divine	11400 Cypress Dr. Clermont, FL 34711
Bruce L. Matlack	795 Jacaranda Anna Maria, FL
Marty Noble	795 Jacaranda Anna Maria, FL

Section 3. The first election of directors shall not be held until unit owners other than Developer are entitled to elect at least one (1) director pursuant to the provisions of the Condominium Act. Any vacancies on the Board occurring before the first election shall be filled by Developer.

Section 4. Subsequent to the first election of directors, directors entitled to be elected by unit owners other than Developer shall be elected at the annual meeting of the members and shall be qualified and hold office as provided in the Bylaws. Until Developer transfers control of the Association to the other unit owners, Developer shall be entitled to appoint and remove all directors except those elected by the non-developer unit owners.

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SECTION VIII. OFFICERS

Section 1. The officers of the Association shall be a President, a Vice President (if determined to be necessary by the Board of Directors), a Secretary and a Treasurer. Such other officers, assistant officers and agents as may be deemed necessary may be elected or appointed from time to time as provided in the Bylaws.

Section 2. The names of the persons who are to serve as officers of the Association until the first annual meeting of the Board of Directors are:

<u>OFFICE</u>	<u>NAME</u>
President	Bruce L. Matlack
Vice President	Daniel T. Divine
Secretary/Treasurer	Marty Noble

Section 3. The officers shall be elected at each annual meeting of the Board of Directors or as provided in the Bylaws, and each shall serve until his or her successor is chosen and qualified, or until his or her earlier resignation, removal from office or death.

Section 4. The officers shall have such duties, responsibilities, and powers as provided in the Bylaws and the Florida Statutes.

ARTICLE IX. AMENDMENTS

These Articles of Incorporation may be amended as set forth in the Florida Statutes, as amended from time to time.

ARTICLE X. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Association is 795 Jacaranda, Anna Maria, FL, and the name of the initial registered agent of this Association located at that address is Bruce L. Matlack.

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ARTICLE XI. INCORPORATOR

The names and addresses of the incorporators are Bruce L. Matlack, 795 Jacaranda, Anna Maria, FL, and Daniel T. Divine, 11400 Cypress Dr., Clermont, FL.

WHEREFORE, for the purpose of forming a corporation not for profit under the provisions of Chapter 617 of the Florida Statutes, the undersigned, constituting the incorporators hereof, have executed these Articles of Incorporation this 5TH day of March, 2008.

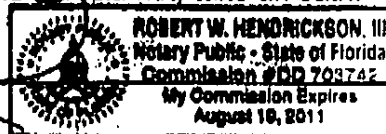

Bruce L. Matlack


Daniel T. Divine

STATE OF FLORIDA
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 5TH day of March, 2008, by Daniel T. Divine, who is personally known to me or has produced _____ as identification and ~~did~~ (did not) take an oath.

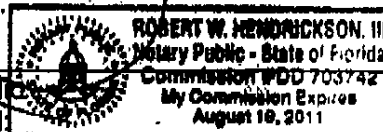
Notary Public
Notary Seal:



STATE OF FLORIDA
COUNTY OF MANATEE

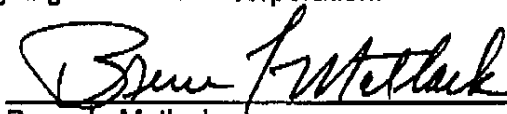
The foregoing instrument was acknowledged before me this 5TH day of March, 2008, by Bruce L. Matlack, who is personally known to me or has produced _____ as identification and ~~did~~ (did not) take an oath.

Notary Public
Notary Seal:



ACCEPTANCE

I HEREBY ACCEPT the designation as initial Registered Agent for the Association, as stated in the foregoing Articles of Incorporation.

 (SEAL)
Bruce L. Matlack