

1208 HAYS STREET  
TALLAHASSEE, FL 32301

800-342-8086



**NP500001859**

ACCOUNT NO. : 07 00000 2

REFERENCE : 581330 2293A

AUTHORIZATION :

COST LIMIT : 9 PPD

ORDER DATE : April 18, 1995

ORDER TIME : 1:18 PM

ORDER NO. : 581330

CUSTOMER NO: 2293A

CUSTOMER: Gene Moore, Esq  
GENE MOORE, ESQ

639 East Ocean Ave., Suite 409  
P. O. Box 910  
Boynton Beach, FL 33425

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-01/18/95--01082--007  
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DOMESTIC FILING

NAME: THE OCEAN RIDGE RESORT  
CONDOMINIUMS ASSOCIATION, INC.

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jodie Krebs

EXAMINER'S INITIALS: T. BROWN APR 19 1995

FILED  
95 APR 18 PM 12:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*[Handwritten signature]*



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

April 18, 1995

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: THE OCEAN RIDGE RESORT CONDOMINIUMS ASSOCIATION,  
INC.  
Ref. Number: W95000008303

We have received your document for THE OCEAN RIDGE RESORT CONDOMINIUMS ASSOCIATION, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Teresa Brown  
Corporate Specialist

Letter Number: 595A00018148

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

THE OCEAN RIDGE RESORT CONDOMINIUMS  
ASSOCIATION, INC.

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

ARTICLE I - Name

The name of the corporation shall be THE OCEAN RIDGE RESORT CONDOMINIUMS ASSOCIATION, INC. 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 to provide an entity pursuant to Chapter 718, Florida Statutes, for the operation of THE OCEAN RIDGE RESORT CONDOMINIUMS, established upon property described as:

SEE ATTACHED LEGAL DESCRIPTION

ARTICLE III - Powers

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

A. The Association shall have all of the common-law and statutory powers of a corporation not for profit not in conflict with the terms of these Articles.

B. The Association shall have all of the powers and duties

set forth in the Condominium Act except as limited by these Articles and the Declaration of Condominium, and all of the powers and duties that are reasonably necessary to operate the condominium pursuant to the Declaration and as it may be amended from time to time, including but not limited to the following:

1. To make and collect assessments against members as condominium unit owners to defray the costs, expenses and losses of the Condominium.

2. To use the proceeds of assessments in the exercise of its power and duties.

3. The maintenance, repair, replacement and operation of the condominium property.

4. The purchase of insurance upon the condominium property and insurance for the protection of the association and its members as condominium unit owners.

5. The reconstruction of improvements after casualty and the further improvement of the property.

6. To make and amend reasonable regulations regarding the use of the property in the condominium; provided, however, that all such regulations and their amendments shall be approved by not less than 75% of the votes of the entire membership of the Association before same shall become effective.

7. To approve or disapprove the transfer, mortgage, lease and ownership of condominium units as may be provided by the Declaration of Condominium and the By-laws of the Association.

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LAWYER  
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838 EAST OCEAN AVENUE  
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8. To enforce by legal means the provisions of the Condominium Act, the Declaration of Condominium, these Articles, the By-laws of the Association and the Regulations for the use of the property of the condominium.

9. To employ personnel to perform the services required for proper operation of the condominium.

10. To contract for the management or operation of portions of the common elements susceptible to separate management or operation, and to lease such portions.

C. All funds and the titles of all properties acquired by the Association and their proceeds shall be held in trust for the members in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation and the By-laws.

D. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration of Condominium and By-laws.

#### ARTICLE IV - Members

The members of the Association shall consist of all of the record owners of condominium units in the condominium, and after termination of the condominium shall consist of those who are members at the time of such termination and their successors and assigns.

A. After receiving approval of the Association required by the Declaration of Condominium, change of membership in the Association shall be established by recording in the public records

of Palm Beach County, Florida, a deed or other instrument establishing a record title to a condominium unit in the condominium and the delivery to the Association of a certified copy of such instrument. The owner designated by such instrument thus becomes a member of the Association and the membership of the prior owner is terminated.

B. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to his condominium unit.

C. The owner of each condominium unit shall be entitled to at least one vote as a member of the Association. The exact number of votes to be cast by owners of condominium units, and the manner of exercising voting rights shall be determined by the By-laws of the Association.

#### ARTICLE V - Directors

A. The affairs of the Association shall be managed by a Board consisting of the number of directors determined by the By-laws, but shall not be less than three. In the absence of such determination, the Board shall consist of three directors. Directors need not be members of the Association.

B. Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the By-laws. Directors may be removed and vacancies on the Board shall be filled in the manner provided by the By-laws.

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C. The first election of Directors shall not be held until after the Developer has closed the sales of all of the condominium units of the condominium, or until Developer elects to terminate its control the condominium, or until after the 1st day of January, 1998, whichever occurs first. Said election rights shall be subject to the provisions of any applicable Florida Statutes. The Directors named in these Articles shall serve until the first election of Directors and any vacancies in their number occurring before the first election shall be filled by the remaining Directors.

D. The names and post office 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:

Edna W. Fitz	639 E. Ocean Avenue, Suite 409 Boynton Beach, FL 33435
Stanley Gustavson	639 E. Ocean Avenue, Suite 409 Boynton Beach, FL 33435
Gene Moore	639 E. Ocean Avenue, Suite 409 Boynton Beach, FL 33435

#### 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 shall serve at the pleasure of the Board of Directors. The names and addresses of the Officers who shall serve until their successors are designated by

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the Board of Directors are as follows:

Edna W. Fitz	639 E. Ocean Avenue, Suite 409 Boynton Beach, FL 33435
Stanley Gustavson	639 F. Ocean Avenue, Suite 409 Boynton Beach, FL 33435
Gene Moore	639 E. Ocean Avenue, Suite 409 Boynton Beach, FL 33435

#### ARTICLE VII

Every Director and every Officer of the Association shall be indemnified by the Association against all expenses and liabilities including counsel fees, reasonable incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to 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 at the time such expenses are incurred, except when the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled.

#### ARTICLE VIII - By-Laws

The first By-laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded by a vote of approval of 75% of the entire membership.

#### ARTICLE IX - Amendments

Amendments to the Articles of Incorporation 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 a proposed amendment is to be considered.

B. A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, provided that such approval be delivered to the secretary at or prior to the meeting. Except as elsewhere provided:

1. Such approvals must be by not less than 75% of the votes of the entire membership of the Board of Directors and by not less than 75% of the votes of the entire membership of the Association, or

2. By not less than 80% of the votes of its entire membership of the Association.

C. Provided, however, that no amendment shall make any changes in the qualification for membership nor the voting rights of members which the approval in writing by all members and the joinder of all record owners of mortgages upon the condominium. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium.

D. A copy of each amendment shall be certified by the Secretary of State and be recorded in the public records of Palm Beach County, Florida.

#### ARTICLE X - Term

The term of the Association shall be perpetual.

ARTICLE XI - Subscribers

The names and addresses of the following subscribers of these Articles of Incorporation are as follows:

Edna W. Fitz	639 E. Ocean Avenue, Suite 409 Boynton Beach, FL 33435
Stanley Gustavson	639 E. Ocean Avenue, Suite 409 Boynton Beach, FL 33435
Gene Moore	639 E. Ocean Avenue, Suite 409 Boynton Beach, FL 33435

IN WITNESS WHEREOF, the subscribers have affixed their signatures, this 17th day of April, A.D., 1995.

Edna W. Fitz  
Edna W. Fitz

Stanley Gustavson  
Stanley Gustavson

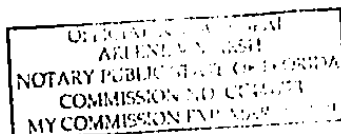
Gene Moore  
Gene Moore

STATE OF FLORIDA  
COUNTY OF PALM BEACH

Before me, the undersigned authority, personally appeared EDNA W. FITZ and STANLEY GUSTAVSON, and GENE MOORE, all of whom are personally known to me, well known to me to be the persons who executed the above and foregoing Articles of Incorporation, and they acknowledge that they executed the same for the purposes and uses expressed therein.

Witness my hand and official seal this 17th day of April, A.D., 1995.

Gene Moore  
NOTARY PUBLIC -  
State of Florida at Large  
My commission expires:



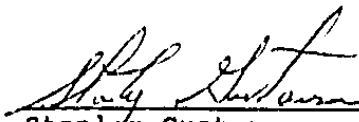
GENE MOORE  
LAWYER  
P. O. BOX 910  
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33435

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

FILED  
95 APR 18 PM 12:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

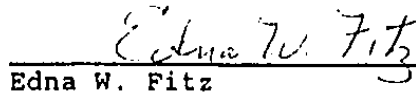
In compliance with Section 48.691, Florida Statutes, the following is submitted:

FIRST: That THE OCEAN RIDGE RESORT CONDOMINIUMS ASSOCIATION, INC., desiring to organize or qualify under the Laws of the State of Florida, with its principal place of business at 639 E. Ocean Avenue, Suite 409, City of Boynton Beach, State of Florida, has named EDNA W. FITZ located at 639 East Ocean Avenue, Suite 409, Boynton Beach, State of Florida, as its Agent to accept service of process within Florida.



Stanley Gustavson  
Title: Secretary  
Date: April 17, 1995

Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the property and complete performance of my duties.



Edna W. Fitz

Date: April 17, 1995

GENE MOORE  
LAWYER  
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## *DESCRIPTION OF CONDOMINIUM LAND:*

A PARCEL OF LAND IN GOVERNMENT LOT 3, SECTION 27, TOWNSHIP 45 SOUTH, RANGE 43 EAST, PALM BEACH COUNTY, FLORIDA, MORE PARTICULARLY DESCRIBED AS FOLLOWS: FROM THE POINT OF INTERSECTION OF THE WEST RIGHT OF WAY LINE OF OCEAN BOULEVARD WITH A LINE PARALLEL TO AND 440 FEET NORTHERLY, MEASURED ALONG THE WEST LINE OF SAID GOVERNMENT LOT 3, FROM THE SOUTH LINE OF SAID GOVERNMENT LOT 3, BEING ALSO THE SOUTH LINE OF SAID SECTION 27; RUN NORTHERLY, ALONG SAID WEST RIGHT OF WAY LINE OF OCEAN BOULEVARD A DISTANCE OF 152.05 FEET; THENCE RUN WESTERLY ALONG A LINE PARALLEL TO THE SOUTH LINE OF SAID SECTION 27, A DISTANCE OF 315 FEET TO THE POINT OF BEGINNING, AND THE SOUTHEAST CORNER OF THE PARCEL HEREIN DESCRIBED; THENCE CONTINUE TO RUN WESTERLY ALONG THE SAID LINE PARALLEL TO THE SOUTH LINE OF SECTION 27, A DISTANCE OF 245 FEET; THENCE RUN NORTHERLY ALONG A LINE PARALLEL TO THE WEST RIGHT OF WAY LINE OF OCEAN BOULEVARD, A DISTANCE OF 151.17 FEET; THENCE RUN EASTERLY ALONG A LINE PARALLEL TO THE SOUTH LINE OF SECTION 27, A DISTANCE OF 245 FEET; THENCE RUN SOUTHERLY ALONG A LINE PARALLEL TO THE WEST RIGHT OF WAY LINE OF OCEAN BOULEVARD, A DISTANCE OF 151.17 FEET TO THE POINT OF BEGINNING, MEANING AND INTENDING TO DESCRIBED LOTS 3, 4, 5, 6, AND 7, AND ALL OF THAT PORTION OF DAVID LANE LYING NORTH OF THE CENTERLINE OF ADAMS DRIVE, ACCORDING TO THE SURVEY OF OCEAN SHORE ESTATES, AN UNRECORDED PLAT PREPARED FOR JOHN H. ADAMS, TRUSTEE, BY GEORGE S. BROCKWAY, CIVIL ENGINEER, LESS THE SOUTH 15.17 FEET THEREOF FOR RIGHT OF WAY OF ADAMS DRIVE AS DEEDED TO THE TOWN OF OCEAN RIDGE IN OFFICIAL RECORD BOOK 1005, PAGE 568 AND SUBJECT TO AN EASEMENT FOR UTILITIES PURPOSES OVER THE NORTH 10 FEET OF THE SOUTH 25.17 FEET AS DEEDED TO THE TOWN OF OCEAN RIDGE IN OFFICIAL RECORD BOOK 1042, PAGE 76.