

N95000002203

DOAK S. CAMPBELL, III

ATTORNEY AT LAW

70 S.E. FOURTH AVENUE

DELRAY BEACH, FLORIDA 33483

TELEPHONE
(407) 278-1800

TELECOMEN
(407) 278-8803

File No. 1015.00024
May 1, 1995

Secretary of State
Corporate Records Bureau
409 P O Box 6327
Tallahassee, FL 32314

FILED
95 MAY -3 PM 4:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RE: Articles of Incorporation
Blairs' Arcade Condominium Association, Inc.

Gentlemen:

Enclosed please find Articles of Incorporation of Blairs' Arcade Condominium Association, Inc., original and one copy, for filing, together with a check in the amount of \$122.50 (112.50 for incorporation and 10.00 for copy of same). Thank you for processing this at your earliest convenience.

Please forward certified copy to me at the above address.

Sincerely yours,



Doak S. Campbell, III

DSC:hlb

encl.

500001473805
-05/03/95--01131--011
****122.50 ****122.50

PAK 5-8

ARTICLES OF INCORPORATION
OF
BLAIRS' ARCADE CONDOMINIUM ASSOCIATION, INC.

FILED
95 MAY -3 PM 4:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate ourselves together for the purpose of forming a non-profit corporation under the laws of the State of Florida, and certify as follows:

ARTICLE I

NAME AND ADDRESS

The name of the corporation is BLAIRS' ARCADE CONDOMINIUM ASSOCIATION, INC. The principal office and mailing address of the corporation is 1152 Lowry Street, Delray Beach, Florida 33483. The principal office address and the registered office address are the same.

ARTICLE II

INCORPORATORS

The names and addresses of the persons signing these Articles are:

Name	Address
LEO A. BLAIR	1152 Lowry Street Delray Beach, FL 33483
JOAN M. BLAIR	1152 Lowry Street Delray Beach, FL 33483
WILLIAM E. GWYNN	161 N.E. 5th Avenue Delray Beach, FL 33483

ARTICLE III

PURPOSE

The purpose for which the Association is organized is to provide an entity pursuant to the Condominium Act, which is Chapter 718, Florida Statutes, for the operation of BLAIRS' ARCADE

CONDOMINIUM ASSOCIATION, INC., located upon the following lands in Palm Beach County, Florida:

Lots 2 & 3, Map of Subdivision of Block 100, Town of Delray, according to the Plat thereof recorded in Plat Book 1, Page 65 of the Public Records of Palm Beach County, Florida.

The Association shall make no distribution of income to its members, directors or officers.

ARTICLE IV

POWERS

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

1. 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.

2. 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 powers and duties 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:

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

b. To use the proceeds of assessments in the exercise of its powers and duties.

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

d. The purchase of insurance upon the condominium

property and insurance for the protection of the Association and its members as unit owners.

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

f. To make and amend reasonable regulations respecting the use of the property in the condominium provided, however, that all such regulations and their amendments shall be approved by two-thirds (2/3) of the Board of Directors and by not less than the votes representing two-thirds (2/3) of the units, before such shall become effective.

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

h. 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 in the condominium.

i. To contract by legal means the provisions of the condominium and to delegate such contractor all powers and duties of the Association except such as are specifically required by the Declaration of Condominium to have approval of the Board of Directors or the membership of the Association.

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

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

3. The Association shall not have the power to purchase a unit of the condominium except at sales in foreclosure of liens for assessments for common expenses, at which sales the Association shall bid no more than the amount secured by its lien. This provision shall not be changed without unanimous approval of the members and the joinder of all record owners of mortgages upon the condominium.

4. All funds and the titles of all properties acquired by the Association and their process 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.

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

ARTICLE V

MEMBERS

1. The members of the Association shall consist of all of the record owners of units in the condominium, and in the event of termination of the condominium, the members shall consist of all record owners of units who are members at the time of such termination and their successors and assigns. Partnership and corporate ownership and membership is specifically allowable.

2. 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 unit in the condominium and the

delivery to the Association of a 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. Corporations shall be represented by a duly authorized corporate officer.

3. 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 unit.

4. The owner or owners of each unit shall be cumulatively entitled to one vote per unit. The votes to be cast by owners of units and the manner of exercising voting rights shall be determined by the by-laws of the Association.

ARTICLE VI

BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of five (5) Directors. The owner/owners of each unit shall elect a director to represent that unit. The designation of the unit's director shall be given to the secretary and will serve until changed by the owner/owners of the unit. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

LEO A. BLAIR

1152 Lowry Street
Delray Beach, FL 33483

JOAN M. BLAIR

1152 Lowry Street
Delray Beach, FL 33483

WILLIAM E. GWYNN

161 N.E. 5th Avenue
Delray Beach, FL 33483

In any event the Subscribers shall elect the directors and officers of the Association until they have sold all the units or

until , 1998, whichever shall first occur.

ARTICLE VII

OFFICERS

The affairs of the Association shall be administered by a President, Vice President and a Secretary-Treasurer. The officers shall be elected by the Board of Directors at the first meeting following the annual meeting of the members of the Association, who will serve without compensation at the pleasure of the Board of Directors. The same person may hold two offices, the duties of which are not incompatible. The names of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

President:	LEO A. BLAIR
Vice President:	WILLIAM GWYNN
Secretary/Treasurer:	JOAN M. BLAIR

ARTICLE VIII

INDEMNIFICATION

Every Director and every Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed upon him in connection with 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 of the Association or any settlement thereof, whether or not he is a Director or Officer at the time such expenses are incurred, except in such cases wherein 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 herein shall apply only when the Board of Directors has approved such settlement and reimbursement as being in the best interests of the Association. The foregoing indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled. The use of any gender shall include all genders where appropriate.

ARTICLE IX

BY-LAWS

The By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended, or rescinded by not less than two-thirds (2/3) of all of the Directors or by not less than two-thirds (2/3) of all of the members of the Association, in the manner provided by the By-Laws.

ARTICLE X

AMENDMENTS

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

1. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.
2. Until the first election of a majority of Directors by members other than the Developer, proposal of an amendment and approval thereof shall require only the affirmative action of two-thirds (2/3) of the entire membership of the Board of Directors and no meeting of the members nor any approval thereof need be had.

3. In addition to the procedure set forth above, a resolution approving a proposed amendment may be proposed by either the Board of Directors or by the members of the Association, and after being proposed and approved by one of such bodies, requires the approval of the other body. Except as otherwise provided herein, such approvals must be by not less than two-thirds (2/3) of all of the Directors and by not less than two-thirds (2/3) of all the members of the Association. Directors and the members not present at the meeting considering the amendment may express their approval in writing within ten (10) days after such meeting.

4. An amendment shall be effective when filed with the Secretary of State of Florida and recorded in the Public Records of Palm Beach County, Florida.

ARTICLE XI

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to

any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE XII

DURATION

The corporation shall exist perpetually.

ARTICLE XIII

REGISTERED AGENT

The corporation hereby appoints LEO A. BLAIR as its registered agent to accept service of process within the State.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, we, the undersigned, constituting the incorporators of this Association, who will also act as the first Board of Directors, have executed these Articles of Incorporation this 25 day of April, 1995.

Leo A. Blair
LEO A. BLAIR

Joan M. Blair
JOAN M. BLAIR


William E. Gwynn
WILLIAM E. GWYNN

STATE OF FLORIDA

COUNTY OF PALM BEACH

Before me, the undersigned authority, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared LEO A. BLAIR, JOAN M. BLAIR, and WILLIAM E. GWYNN, to me personally known to be the persons described in and who executed the foregoing instrument and they acknowledged before me that they had executed the same.

WITNESS my hand and official seal, in the County and State last aforesaid this 25 day of April, 1995.


Notary Public

My commission expires:



LINDA SUE HARVEL
MY COMMISSION # CC365808 EXPIRES
March 29, 1998
BONDED THRU TROY FAIR INSURANCE, INC.

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED

FIRST--THAT BLAIRS' ARCADE CONDOMINIUM ASSOCIATION, INC.,
DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA, WITH
ITS PRINCIPAL PLACE OF BUSINESS IN THE CITY OF DELRAY BEACH, STATE
OF FLORIDA, NAMED LEO A. BLAIR, LOCATED AT 1152 LOWRY STREET,
DELRAY BEACH, FLORIDA 33483, AS ITS AGENT TO ACCEPT SERVICE OF
PROCESS WITHIN FLORIDA.

SIGNATURE Leo A. Blair
LEO A. BLAIR
TITLE President
DATE: 4-25-, 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 PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES.

SIGNATURE Leo A. Blair
LEO A. BLAIR
DATE 4-25-, 1995

FILED
95 MAY -3 PM 4:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DOAK S. CAMPBELL, III

ATTORNEY AT LAW

70 S.E. FOURTH AVENUE

DELRAY BEACH, FLORIDA 33483

TEL. PHONE
(407) 78-1890

TELECOMER
(407) 276-8803

File No. 1015-00024
June 21, 1995

N95000002203

400001524304
-06/27/95--01063--0006
*****35.00 *****35.00

Secretary of State of Florida
409 East Gaines Street
Tallahassee, FL 32399

RE: Filing Articles of Amendment to Articles of Incorporation
Blairs' Arcade Condominium Association, Inc.

To WHom It May Concern:

Enclosed please find Articles of Amendment to Articles of
Incorporation of the above-named corporation for filing together
with a check in the amount of \$35.00 for filing same. Thank you
for your attention to this matter.

Sincerely yours,

Doak Campbell

Doak S. Campbell, III

DSC:hlb

encl.

FILED
95 JUL 19 PM 1:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OK
N95000002203
Amend.
6-22-95
7-19-95



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 13, 1995

DOAK S. CAMPBELL, III
70 S.E. FOURTH AVENUE
DELRAY BEACH, FL 33483

SUBJECT: BLAIRS' ARCADE CONDOMINIUM ASSOCIATION, INC.
Ref. Number: N95000002203

We have received your document for BLAIRS' ARCADE CONDOMINIUM ASSOCIATION, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

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) 487-6916.

Carol Mustain
Corporate Specialist

Letter Number: 095A000336

FILED
95 JUL 19 PM 1:37
TALLAHASSEE, FLORIDA
DEPARTMENT OF STATE

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION

Pursuant to the provision of Chapter 617, Florida Statutes, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST: The name of the corporation is BLAIRS' ARCADE CONDOMINIUM ASSOCIATION, INC.

SECOND: The following amendments to the Articles of Incorporation were adopted by the corporation:

1. On Page 3 at ARTICLE IV POWERS. 2. f. two-thirds (2/3) shall be changed to three-fifths (3/5) of the Board of Directors and Units.

2. On Page 5 at ARTICLE VI BOARD OF DIRECTORS the first sentence shall be changed to read "The affairs of this Association shall be managed initially by a Board of three (3) Directors until all units are sold and then the number shall be five (5)."

3. On Page 7 at ARTICLE IX BY-LAWS two-thirds (2/3) shall be changed to three-fifths (3/5) of all of the Directors and of all of the members of the Association.

4. On Page 7 at ARTICLE X AMENDMENTS 2. two-thirds (2/3) shall be changed to three-fifths (3/5) of the entire membership of the Board of Directors.

5. On Page 8 at ARTICLE X AMENDMENTS 3. two-thirds (2/3) shall be changed to three-fifths (3/5) of all of the Directors and of all members of the Association.

6. On Page 8 at ARTICLE XI DISSOLUTION two-thirds (2/3) shall be changed to three-fifths (3/5) of each class of members.

THIRD: The amendments were adopted by the Board of Directors on the 2/5 day of June, 1995.

FOURTH: The above amendments were approved by a majority of the members of the corporation on the 2/5 day of June, 1995.

Dated: June 2/5, 1995.

BLAIRS' ARCADE CONDOMINIUM ASSOCIATION, INC.

Leo A. Blair - President
By: (President or Vice President)

Joan M. Blair - Secretary
By: (Secretary or Assistant Secretary)

STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me, the undersigned authority, personally appeared Les J. Blair and John M. Blair, to me well known to be the person or who provided identification (driving license) who executed the foregoing Articles of Amendment to Articles of Incorporation and acknowledged before me, according to law, that he/she made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 15th day of June, 1995.

Doak S. Campbell, III
Notary Public

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CORPORAT\BLAIRARC\AMENDART.620



DOAK S. CAMPBELL, III
MY COMMISSION # CC265276 EXPIRES
February 15, 1997
BONDED THROUGH TFCI FARM INSURANCE, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 JUL 19 PM 1:37

FILED

N95000002203

DOAK S. CAMPBELL, III

ATTORNEY AT LAW

70 S. E. FOURTH AVENUE

DELRAY BEACH, FLORIDA 33483

TELEPHONE
(407) 276-1800

TELECOPIER
(407) 276-8603

June 21, 1996

Division of Corporations
Corporate Records Bureau
P.O. Box 6327
Tallahassee, FL 32314

400001875134
-06/25/96--01105--013
*****35.00 *****35.00

Re: Blairs' Arcade Condominium Association, Inc.

Gentlemen::

Enclosed please find Articles of Amendment to the Articles of Incorporation (original and one copy) together with check in the amount of \$35.00.

Thank you for your attention to this matter.

Sincerely yours,

Doak S. Campbell, III
Doak S. Campbell, III

DSC:lb
Encls.

FILED
JUN 24 11 34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N. HENDRICKS JUN 28 1996

Amend.

FILED

96 JUN 26 11:34

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
BLAIRS' ARCADE CONDOMINIUM ASSOCIATION, INC.

SECRET
TALLAHASSEE, FLORIDA

Pursuant to the provision of Chapter 617, Florida Statutes and Article X of the Articles of Incorporation the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation.

FIRST: The following amendment to the Articles of Incorporation was adopted by the corporation:

Article V paragraph no. 4 is revoked and in place thereof the following:

4. The owner or owners of each unit shall be cumulatively entitled to one vote per unit, except that the owner or owners of Unit 2 shall be entitled to three (3) votes. The votes to be cast by owners of units and the manner of exercising the voting rights shall be determined by the by-laws of the Association.

TWO: This amendment was adopted by the Board of Directors and All Members by joinder hereto.

Dated this 21st day of June, 1996.

BLAIRS' ARCADE CONDOMINIUM ASSOCIATION, INC.

BY: Leo A. Blair
LEO A. BLAIR, President

Attest: Joan M. Blair
JOAN M. BLAIR, Secretary

Unit One Owner:
By: Heather Lusk's Luskman

Unit Four Owner:
By: Heather Lusk's Luskman

Unit Two Owner
By: Leo A. Blair - Joan M. Blair

Unit Five Owner:
By: Leo A. Blair - Joan M. Blair

Unit Three Owner
By: Ballou's Luskman, Inc.
Joan M. Blair, Luskman, Inc.

STATE OF FLORIDA
COUNTY OF PALM BEACH

Before me the undersigned authority, personally appeared
Leo A. Blair, President of Blairs' Arcade Condominium Association,
Joan M. Blair, Secretary of Blairs' Arcade Condominium Association,
Gracie Finkel Friedman, Owner of Unit One, Leo + Joan Blair, Owner
of Unit Two, Gallery Annex Inc., Owner of Unit Three,
Gracie Finkel Friedman, Owner of Unit Four, and
Leo + Joan Blair Owner of Unit Five, to me well known to be the
persons who provided identification (driver's license) and who
executed the foregoing Articles of Amendment to Articles of
Incorporation and acknowledged before me, according to law, that
they made and subscribed the same for the purposes therein
mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and seal
this 21 day of June, 1996.

Walter Campbell
Notary Public