

N9600000 3507

ALBERT I. CASKILL, P.A.
ATTORNEY AT LAW
CROSS KEY SQUARE, MILE MARKER 103
P.O. BOX 1880
KEY LARGO, FLORIDA 33037
PHONE: (305) 451-3028 / FAX: (305) 451-5511

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*****70.00 *****70.00

May 21, 1996

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

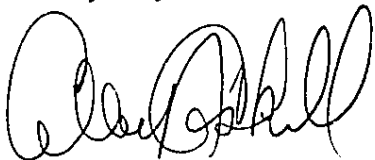
Re: Cross Key Square Condominium Association, Inc.

Dear Sir/Madam:

Enclosed herein you will find the following items to open a new corporation in the above name:

1. two copies of the Articles of Incorporation.
2. a check in the amount of seventy dollars (\$70.00).
3. a self addressed stamped envelope for your convenience in returning the approved Articles.

Very truly,



Albert I. Caskill

Enclosures

AIC/aab

Must have 3 enclosures

*789,135, 626,671
N96-11514*

RECEIVED
96 JUL -2 PM 12:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

May 31, 1996

ALBERT I CASKILL, ESQUIRE
PO BOX 1880
KEY LARGO, FL 33037

SUBJECT: CROSS KEY SQUARE CONDOMINIUM ASSOCIATION, INC.
Ref. Number: W96000011514

We have received your document for CROSS KEY SQUARE CONDOMINIUM ASSOCIATION, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document is illegible and not acceptable for microfilming.

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

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) 487-6919.

Beth Register
Corporate Specialist Supervisor

Letter Number: 796A00027205

FILED
96 JUL -2 PM 12:29
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION
OF
CROSS KEY SQUARE CONDOMINIUM ASSOCIATION, INC.

The undersigned, by these Articles associate themselves for the purpose of forming a corporation not for profit under Chapter 718, Florida Statutes, and certify as follows:

ARTICLE I - NAME

The name of the corporation shall be CROSS KEY SQUARE CONDOMINIUM 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 the operation of CROSS KEY SQUARE CONDOMINIUM, which Condominium is created or to be created pursuant to Chapter 718 of the Florida Statutes, and is located at Mile Marker 103, U.S. Highway 1, Key Largo, Monroe County, Florida.

ARTICLE III - POWERS

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

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

3.2 The Association shall have all powers and duties set forth in the Condominium Act and all of the powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration of Condominium as presently drafted and as it may be amended from time to time, including but not limited to the following:

a) Assess. To make and collect assessments against members as unit owners to the costs, expenses, and losses of the Condominium.

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

c) Maintain. To maintain, repair, replace and operate the Condominium property.

d) Insure. To purchase insurance upon the Condominium property and insurance for the protection of the Association and its members as unit owners, as well as liability insurance for the protection of Directors of the Association.

e) Reconstruct. To reconstruct improvements after casualty and further improve Condominium property.

f) Regulate. To make and amend reasonable rules and regulations respecting the use of the property in the Condominium.

g) Enforce. The enforce by legal means the provisions of the Condominium Act, the Declaration of Condominium, these Articles and the By-Laws of the Association for the use of the property in the Condominium

h) Manage. To manage or contract for the management and maintenance of the Condominium property and to authorize a management agent to assist the Association in carrying out its powers and duties by performing such functions as the submission of proposals, collection of assessments, preparation of records, enforcement of rules and maintenance, repair and replacement of the common elements with funds as shall be made available by the Association for such purposes. The Association and its officers shall, however, retain at all times the powers and duties granted by the Condominium Act, including but not limited to the making of assessments, promulgation of rules, and execution of contracts on behalf of the Association.

i) Employ. To employ personnel for reasonable compensation to perform the services required for proper administration of the purposes of the Association.

j) Payment of Taxes and Liens. To pay taxes and assessments which are liens against any part of the Condominium (other than individual units and the appurtenances thereto which are not owned by the Association).

k) Utilities. To pay the costs of all power, water, sewer, and other utility services rendered to the Condominium, and not the obligation of owners of individual units.

3.3 The Association shall have the power to purchase units in the Condominium, and to hold, lease, mortgage and convey the same.

3.4 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.

3.5 The Association shall make no distribution of income to its members, directors or officers. The Association may, however, pay reasonable salaries and/or other compensation to directors, officers, or other employees.

3.6 The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration of Condominium.

ARTICLE IV - MEMBERS

4.1 The members of the Association shall consists of all the record owners of the Condominium units; and in the event of termination of the Condominium, shall consist of those who are members at the time of such termination and their successors and assigns.

4.2 After the transfer of the ownership of a unit, change of membership in the Association shall occur upon recording in the Public Records of the county in which the Condominium is situated, a deed or other instrument transferring record legal title to a unit in the Condominium. The transferee(s) designated by such instrument this automatically become(s) a member of the Association and the membership of the transferor is terminated.

ARTICLE V - DIRECTORS

5.1 The affairs of the Association shall be managed by a Board of Directors consisting of not less than 3 Directors. Each Director shall be a member in the Association, except for Directors appointed under Section 5.4 or 5.7 hereof.

5.2 All of the duties and powers of the Association existing under the Condominium Act, Declaration of Condominium, these Articles and By-Laws shall be exercised exclusively by the Board of Directors, its agents, contractors, or employees, subject only to approval by unit owners when that is specifically required.

5.3 Subject to the Developer's right to appoint Directors, members of the Board of Directors shall be elected at the annual meeting of the Association members in the manner specified in the By-Laws. Such directors may be removed and vacancies on the Board shall be filled in the manner provided in the By-Laws.

5.4 The initial Directors named herein shall serve at the pleasure of the Developer. They and any Director appointed by the Developer as a replacement may be removed by the Developer with, or without cause. The Developer shall have the right to appoint all Directors which the membership is not entitled to elect. The membership shall not be entitled to elect a Director or Directors except as hereinafter provided.

5.5 Within 60 days after the unit owners other than the Developer are entitled to elect a member or members of the Board of Directors, the Association shall call, and give not less than 30, nor more than 40 days, notice of a meeting of the unit owners to elect the Director(s). The meeting may be called and the notice given by any unit owner if the Association fails to do so. Unit owners other than the Developer shall be entitled to elect a Director or Directors as follows:

a) When unit owners other than the Developer own 15% or more of the units, the unit owners other than the Developer shall be entitled to elect one third of the Directors.

b) Unit owners other than the Developer are entitled to elect a majority of the Directors on the first to occur of the following:

1) Three years after the Developer has conveyed 50% of the units in the Condominium; or

2) Three months after the Developer has conveyed 90% of the units in the Condominium; or

3) When all of the units in the Condominium have been completed and some of the units have been sold, 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 purchasers and none of the others are being constructed or offered for sale by the Developer in the ordinary course of business.

c) Unit owners other than the Developer are entitled to elect all of the Directors at such time as the Developer no longer holds for sale in the ordinary course of business at least 5% of the units in the Condominium.

5.6 Upon the election of a Director or Directors by unit owners other than the Developer, the Developer shall by letter designate the Developer-appointed Director who

is to be replaced. Until such time as the letter is received by the Board of Director(s) elected by unit owners, other than the Developer shall have the power to designate an appropriate number of Developer-appointed Directors who shall not be entitled to vote at meetings of the Board.

5.7 The names and 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:

<u>Name</u>	<u>Address</u>
Albert I Caskill	46 Jean LaFitte Drive Key Largo, Florida 33037
Alan G. Beattie	1 North Blackwater Lane Key Largo, Florida 33037
Eric Beattie	103100 Overseas Highway, Suite 52 Key Largo, Florida 33037

5.8 If the Developer holds units for sale in the ordinary course of business, none of the following actions may be taken without approval in writing by the Developer:

- a) Assessment of the Developer as a unit owner for capital improvements
- b) Any action by the Association that would be detrimental to the sale of units by the Developer. However, an increase in assessments for common expenses without discrimination against the Developer shall not be deemed detrimental to the sale of units.

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 they shall serve at the pleasure of the Board of Directors. The names of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

President:	Alan G. Beattie
Vice President/Secretary:	Albert I. Caskill
Treasurer:	Albert I. Caskill

ARTICLE VII - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation shall be:

103100 Overseas Highway, Suite 53
Key Largo, Florida 33037

The name of the Corporation's initial registered agent at such address shall be

Alan G. Beattie

ARTICLE VIII - INDEMNIFICATION

Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by, or imposed on him, in connection with any proceeding or settlement of any proceeding in 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, whether or not he is a Director or officer at the time such expenses are incurred, except with regard to expenses and liabilities incurred for breach of a fiduciary duty to the Association or any of its members.

The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

ARTICLE IX - BY-LAWS

The first By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded 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:

10.1 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.

10.2 A Resolution for the adoption of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered. Such amendment shall be adopted by affirmative vote of two-thirds of the voting members present at the meeting by proxy or in person.

10.3 In the alternative, an amendment may be made by an agreement signed and acknowledged by all record owners of units in the manner required for the execution of a deed.

10.4 No amendment shall make any changes in the qualifications for membership, nor the voting rights, or property rights of members, nor any change in Section 3.6 of Article III hereof, without approval in writing of all members and the joinder of all record owners of mortgages upon units. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium.

10.5 No amendment shall make any changes in any provision relating specifically to the Developer without the Developer's written consent.

ARTICLE XI - TERM

The term of the Association shall be perpetual.

IN WITNESS WHEREOF, these Articles of Incorporation have been executed
this 21st day of June, 1996.



Alan G. Beattie
1 North Blackwater Lane
Key Largo, Florida 33037




Albert I. Caskill
46 Jean LaFitte Drive
Key Largo, Florida 33037



Eric Beattie
103100 Overseas Highway, Suite 52
Key Largo, Florida 33037

Having been named to accept service of process for the above named corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of the laws of the State of Florida, relative to keeping open said office.


Alan G. Beattie, Registered Agent

**STATE OF FLORIDA
COUNTY OF MONROE**

THE FOREGOING INSTRUMENT was acknowledged before me by Albert I. Caskill, as a Subscriber of the above and foregoing Articles of Incorporation of CROSS KEY SQUARE CONDOMINIUM ASSOCIATION, INC., this 20th day of June, 1996.

My Commission Expires:




NOTARY PUBLIC, State of Florida

AMY A. BOYD

MY COMMISSION # CC345694 EXPIRES

February 1, 1998

BONDED THRU TROY FAIR INSURANCE, INC.

**STATE OF FLORIDA
COUNTY OF MONROE**

THE FOREGOING INSTRUMENT was acknowledged before me by Alan G. Beattie as a Subscriber of the above and foregoing Articles of Incorporation of CROSS KEY SQUARE CONDOMINIUM ASSOCIATION, INC., this 20th day of June, 1996.

My Commission Expires:




NOTARY PUBLIC, State of Florida

AMY A. BOYD

MY COMMISSION # CC345694 EXPIRES

February 1, 1998

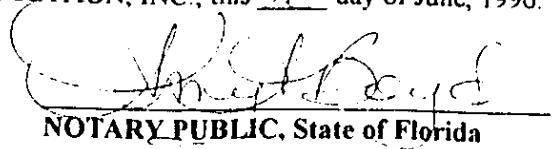
BONDED THRU TROY FAIR INSURANCE, INC.

**STATE OF FLORIDA
COUNTY OF MONROE**

THE FOREGOING INSTRUMENT was acknowledged before me by Eric Beattie, as a Subscriber of the above and foregoing Articles of Incorporation of CROSS KEY SQUARE CONDOMINIUM ASSOCIATION, INC., this 20th day of June, 1996.

My Commission Expires:




NOTARY PUBLIC, State of Florida

AMY A. BOYD

MY COMMISSION # CC345694 EXPIRES

February 1, 1998

BONDED THRU TROY FAIR INSURANCE, INC.

66 JUL -2 PM 12:29
ALLAN BOYD