

Bernard S. Peck
Member FL, CT & NY Bars

Daniel D. Peck
Member FL & CT Bars

Kevin R. Lottes
Member FL Bar

Peck & Peck
Attorneys at Law

Suite 103, First Union Building
5801 Pelican Bay Boulevard
Naples, Florida 34108

Telephone
(941) 566-3600

Facsimile
(941) 566-3977

January 20, 1998

200002411542--8

01/26/98--01085--004

****122.50 ****122.50

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: Parkshore Place Condominium Association, Inc.

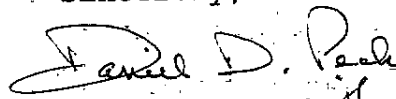
Dear Madam:

We enclose herewith for filing the original and one copy of the Articles of Incorporation for the above named corporation, together with a check to your order in the amount of \$122.50.

Please return a certified copy of the Articles to the undersigned when they have been filed.

Thank you for your attention to this matter.

Sincerely,


Daniel D. Peck *jfm*

DDP:jfm

Encs.

secyst

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 26 AM 8:47

98-98-1
WS

FILED
CLERK OF STATE
OF FLORIDA
JAN 26 AM 8:46

ARTICLES OF INCORPORATION
OF
PARKSHORE PLACE CONDOMINIUM ASSOCIATION, INC.

Pursuant to Chapter 617 of the Florida Statutes, these Articles of Incorporation are created by MAURICE F. SHAVE, as sole incorporator, for the purposes set forth below.

ARTICLE I

NAME: The name of the Corporation, herein called the "Association", is PARKSHORE PLACE CONDOMINIUM ASSOCIATION, INC. The principal address of the corporation is 21 Bluebill Avenue, Suite No. B201, Naples, Florida 34108 and the mailing address is P.O. Box 10580, Naples, Florida 34101-0580.

ARTICLE II

PURPOSE AND POWERS: The purpose for which the Association is organized is to provide an entity pursuant to Florida condominium law for the operation of Parkshore Place, A Condominium, located in Lee County, Florida.

The Association is organized and exists upon a non-stock basis as a corporation not for profit under the laws of the State of Florida, and no portion of any earnings of the Association shall be distributed to or inure to the private benefit of any member, director, or officer of the Association. For the accomplishment of its purposes, the Association has all of the common law and statutory powers and duties of a corporation not for profit under the laws of the State of Florida, except as limited or modified by these Articles, the Declaration of Condominium and the By-Laws of Parkshore Place, A Condominium, or by Florida law; and it has all of the powers and duties reasonably necessary to operate said condominium pursuant to its Declaration of Condominium as it may hereafter be amended, including but not limited to the following:

A. To make and collect assessments against members of the Association, to pay the costs, expenses, and losses of the condominium, and to use the proceeds of assessments in the exercise of its powers and duties.

B. To maintain, repair, replace and operate the condominium property.

C. To purchase insurance upon the condominium property for the protection of the Association and its members.

D. To reconstruct improvements after casualty and to make further improvements to the property.

E. To make, amend, and enforce reasonable rules and regulations governing the use of the common elements.

F. To approve or disapprove the transfer, mortgage, ownership, and occupancy of units, as provided by the Declaration of Condominium and the By-Laws.

G. To enforce the provisions of Florida condominium law, the Declaration of Condominium, these Articles, the By-Laws and Rules of the Association.

H. To contract for the management and maintenance of the condominium and to delegate any powers and duties of the Association in connection therewith, except such as are specifically required by the Declaration of Condominium to be exercised by the Board of Directors or by the membership of the Association.

I. To employ accountants, attorneys, architects, and other professional personnel to perform the services required for the Association's proper operation.

J. To hold all funds and the title to all property acquired by the Association for the benefit of the members in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation, the By-Laws of Parkshore Place, and Florida law.

K. If the Developer of the condominium 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:

(1) Assessment of the Developer as a unit owner for capital improvements; or

(2) Any action by the Association that would be detrimental to the sale of units by the Developer. An increase in assessments for common expenses without discrimination against the Developer is deemed not to be detrimental to the sale of units.

ARTICLE III

MEMBERSHIP:

A. The members of the Association consist of all record owners of a fee simple interest or a life estate in one or more units in the condominium, and as further provided in the By-Laws. After termination of the condominium, the members consist of those who are members at the time of such termination.

B. After receiving approval of the Association as required by the Declaration of Condominium, change of membership in the Association is established by recording in the Public Records of Lee County, Florida, a deed or other instrument and by the delivery to the Association of a copy of such instrument.

C. The share of a member in the funds and assets of the Association cannot be assigned or transferred in any manner except as an appurtenance to the member's unit.

D. The owners of each unit, collectively, are entitled to one vote in Association matters as set forth in the Declaration of Condominium and By-Laws. The manner of exercising voting rights is as set forth in the By-Laws.

ARTICLE IV

TERM: The term of the Association is perpetual commencing on the date of execution of these Articles of Incorporation.

ARTICLE V

BY-LAWS: The By-Laws of the Association may be altered, amended, or rescinded in the manner provided therein.

ARTICLE VI

AMENDMENTS: Amendments to these Articles are proposed and adopted in the following manner.

A. Proposal. Amendments to these Articles may be proposed by a majority of the Board or upon petition of the owners of one-third of the units by instrument, in writing, signed by them.

B. Notice. When any amendment or amendments to these Articles is proposed by the Board or unit owners, such proposed amendment or amendment shall be transmitted to the President of the Association, who shall thereupon determine which of the methods in paragraph C below shall be used for voting. The appropriate notices and copies of the proposed amendment(s) shall be mailed to the members of the Association not more than ninety (90) days after transmittal to the President.

C. Vote. Except as otherwise required by Florida law, these Articles of Incorporation may be amended by vote of two-thirds of the voting interests voting at any annual or special meeting at which there was a quorum, or by approval in writing of the owners of two-thirds of the units without a meeting, provided that notice of any proposed amendment(s) has been given to the members of the Association, and that the notice contains a fair statement of the proposed amendment(s).

D. Effective. An amendment becomes effective upon filing with the Secretary of State and recording a certified copy in the Public Records of Lee County, Florida.

ARTICLE VII

DIRECTORS AND OFFICERS:

A. Number of Directors: The affairs of the Association are administered by a Board of Directors consisting of the number of directors determined by the By-Laws, but not less than three directors nor more than five directors. Directors must be members of the Association or spouses of such members, except for those directors appointed by the Developer.

B. Election of Directors: Directors of the Association are elected by the members in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board of Directors are filled in the manner provided by the By-Laws.

Officers. The business of the Association is conducted by the officers designated in the By-Laws. The officers are elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and shall serve in accordance with the provisions of the By-Laws. The names and addresses of the officers who serve until their successors are designated by the Board of Directors are:

Maurice F. Shave President
21 Bluebill Avenue
Suite B201
Naples, Florida 34108

Timothy L. Shave Vice President, Treasurer
21 Bluebill Avenue
Suite B201
Naples, Florida 34108

Joyce Toth Secretary
21 Bluebill Avenue
Suite B201
Naples, Florida 34108

ARTICLE VIII

INITIAL DIRECTORS:

The initial directors of the Association who hold office until their successors are elected and qualified or until removal or resignation are:

Maurice F. Shave
21 Bluebill Avenue
Suite B201
Naples, Florida 34108

Timothy L. Shave
21 Bluebill Avenue
Suite B201
Naples, Florida 34108

Joyce Toth
21 Bluebill Avenue
Suite B201
Naples, Florida 34108

ARTICLE IX

INITIAL REGISTERED AGENT:

The initial registered office of the Association is at 21 Bluebill Avenue, Suite B201, Naples, Florida 34108.

The initial registered agent at said address is Timothy L. Shave.

ARTICLE X

INDEMNIFICATION:

The Association shall indemnify every director and every officer of the Association against all expenses and liabilities including attorneys' fees, actually and reasonably incurred by or imposed on him in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he may be a party because of his being or having been a director or officer of the Association. The foregoing right of indemnification does not apply to:

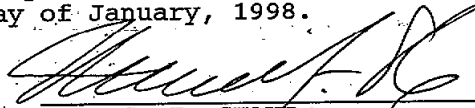
(1) Gross negligence or willful misconduct in office by any director or officer;

(2) Any criminal action, unless the director or officer acted in good faith and in a manner he reasonably believed was in, or not opposed to, the best interests of the Association, and had no reasonable cause to believe his action was unlawful;

To the extent that a director or officer has been successful on the merits or otherwise in defense of any action, lawsuit, or proceeding referred to in subsection (1) or subsection (2), or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith.

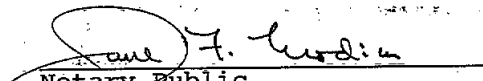
The foregoing rights of indemnification are in addition to and not exclusive of all other rights to which such director or officer may be entitled.

WHEREFORE, the incorporator has caused these presents to be executed this 20 day of January, 1998.


MAURICE F. SHAVE

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was freely executed and acknowledged before me this 20th day of January, 1998, by MAURICE F. SHAVE, to me personally known and who did take an oath.


Notary Public
My Commission Expires:

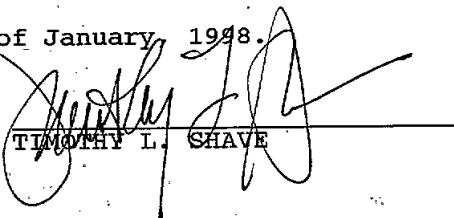


JUNE F. MODICA
MY COMMISSION # CC385965 EXPIRES
August 25, 1998
BONDED THRU TROY FAIR INSURANCE, INC.

ACCEPTANCE OF RESIDENT AGENT

I, TIMOTHY L. SHAVE, agree to serve as resident agent and accept service for PARKSHORE PLACE CONDOMINIUM ASSOCIATION, INC. at its registered office and am familiar with and agree to comply with the provisions of Sections 48.091 and 607.0505 of the Florida Statutes in keeping said office open.

Dated this 20 day of January, 1998.


TIMOTHY L. SHAVE

parkshre

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JAN 26 AM 8:47