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WM. SCOTT MORRIS

June 8, 1998

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

300002554283-5
-06/10/98-01023-003
122.50 *122.50

RE: WILLOUGHBY BUILDING #1 COMMERCIAL CONDOMINIUM ASSOCIATION, INC.
OUR FILE: 97-588

Gentlemen:

Enclosed please find the original and a copy of Articles of Incorporation for the above-named corporation. Please file the original of the enclosed Articles of Incorporation and return a certified copy to the undersigned.

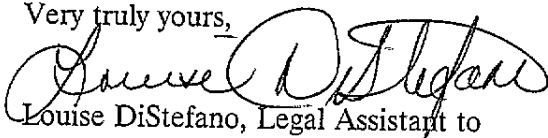
In addition, a check in the amount of \$122.50 is enclosed. This check represents the following fees:

ARTICLES OF INCORPORATION:

Filing Fee	\$	35.00
Certified Copy		52.50
Registered Agent		<u>35.00</u>
TOTAL	\$	122.50

Thank you for your attention to this matter.

Very truly yours,



Louise DiStefano, Legal Assistant to
to Lisa M. Lusk
LUSK, DRASITES & TOLISANO, P.A.
/ld
Enclosures

APPROVED
AND
FILED
98 JUN 10 PM 1:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BOOK JUN 11 1998

ARTICLES OF INCORPORATION

of

WILLOUGHBY BUILDING #1 COMMERCIAL CONDOMINIUM ASSOCIATION, INC.

By the following proposed Articles of Incorporation, the undersigned do hereby declare their intent to form a non-profit corporation under the laws of the State of Florida providing for the formation, rights, liabilities, privileges and immunities of a non-profit corporation.

ARTICLE I - NAME

The name of this non-profit corporation shall be: WILLOUGHBY BUILDING #1 COMMERCIAL CONDOMINIUM ASSOCIATION, INC.

ARTICLE II - DURATION

The corporate existence of this non-profit corporation shall commence on the date of filing of the Articles of Incorporation with the Florida Department of State and shall continue perpetually.

ARTICLE III - PURPOSE

The purpose of this non-profit corporation is to do all acts necessary to maintain, manage and operate WILLOUGHBY BUILDING #1 COMMERCIAL CONDOMINIUM, a condominium to be created pursuant to the provisions of Florida Statutes, § 718, in Cape Coral, Lee County, Florida.

ARTICLE IV - MEMBERS

All persons who are owners of condominium units within WILLOUGHBY BUILDING #1 COMMERCIAL CONDOMINIUM shall automatically be members of this non-profit corporation. Such membership shall automatically terminate when such persons are no longer the owner of a condominium parcel. Membership in this non-profit corporation shall be limited to such condominium parcel owners.

Admission to and termination of membership shall be governed by the Declaration of Condominium of WILLOUGHBY BUILDING #1 COMMERCIAL CONDOMINIUM that shall be recorded in the Public Records of Lee County, Florida.

ARTICLE V - INCORPORATORS

The names and residences of the incorporators of this non-profit corporation are as follows:

<u>Name</u>	<u>Address</u>
Timothy B. Willoughby	1130 S.E. 21st Terrace Cape Coral, Florida 33990
Bruce Ramsey	300 N.E. 31st Street Cape Coral, Florida 33909
Pamela W. Willoughby	1130 S.E. 21st Terrace Cape Coral, Florida 33990

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ARTICLE VI - BOARD OF ADMINISTRATION

Section 1. The affairs of this non-profit corporation shall be managed and governed by a Board of Administration composed of not less than three (3) members or more than the numbers specified in the By-Laws. The administrators, subsequent to the first Board of Administration, shall be elected at the annual meeting of the membership of the WILLOUGHBY BUILDING #1 COMMERCIAL CONDOMINIUM, for a term of one (1) year, or until their successor shall be elected and shall be duly qualified. The provisions for such an election and the removal, disqualification, and resignation of Administrators and for filling vacancies in said Board of Administration shall be established by the By-Laws.

Section 2. Names and Residences of the initial Board of Administration are as follows:

<u>Name</u>	<u>Address</u>
Timothy B. Willoughby	1130 S.E. 21st Terrace Cape Coral, Florida 33990
Bruce Ramsey	300 N.E. 31st Street Cape Coral, Florida 33909
Pamela W. Willoughby	1130 S.E. 21st Terrace Cape Coral, Florida 33990

ARTICLE VII - OFFICERS

Section 1. The officers of this non-profit corporation shall be:

President	Timothy B. Willoughby
Vice-President	Bruce Ramsey
Secretary/Treasurer	Pamela W. Willoughby

Said officers shall be elected by the Board of Administration for a term of one (1) year or until their successors shall be elected and duly qualified.

Section 2. The names and residences of the officers who are to serve until the first election of officers are as follows:

President -	Timothy B. Willoughby	1130 S.E. 21st Terrace Cape Coral, Florida 33990
Vice-President -	Bruce Ramsey	300 N.E. 31st Street Cape Coral, Florida 33909
Secy../Treasurer -	Pamela W. Willoughby	1130 S.E. 21st Terrace Cape Coral, Florida 33990

ARTICLE VIII - BY-LAWS

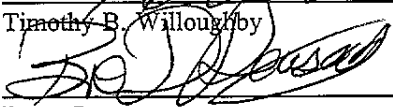
The By-Laws of this non-profit corporation shall be initially made and adopted by its first Board of Administration and may be amended by the first Board of Administration until the first annual meeting of the members. Thereafter, the Articles of Incorporation and By-Laws may be amended by sixty-seven (67%) percent of the total members of the Association.

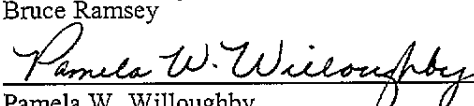
ARTICLE IX - REGISTERED AGENT NAME AND OFFICE

The name and street address of the initial registered agent and office of this non-profit corporation is: Bruce Ramsey, 2408 Andalusia Boulevard, Cape Coral, Florida 33909.

IN WITNESS WHEREOF, the undersigned incorporators have executed the foregoing Articles of Incorporation this 28 day of May, 1998.


Timothy B. Willoughby


Bruce Ramsey


Pamela W. Willoughby

STATE OF INDIANA)
) SS
COUNTY OF marion)

BEFORE ME, personally appeared Timothy B. Willoughby and Pamela W. Willoughby, who are personally known to me or who have produced _____ as identification, to be the individuals described in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed the same for the purpose therein expressed and who did not take an oath.

WITNESS MY HAND and official seal in the County and State named above this 28 day of May, 1998.

My Commission Expires:

11-19-99


NOTARY PUBLIC STATE OF INDIANA

Nancy J Fitch
Printed Name of Notary Public

STATE OF FLORIDA)
) SS
COUNTY OF LEE)

BEFORE ME, personally appeared Bruce Ramsey, who is personally known to me or who has produced FL. DR. LICENSE as identification, to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purpose therein expressed and who did not take an oath.

WITNESS MY HAND and official seal in the County and State named above this 1st day of June, 1998.

My Commission Expires:



LOUISE J DISTEFANO
My Commission CC565580
Expires Jun. 23, 2000

Louise J. DiStefano
NOTARY PUBLIC STATE OF FLORIDA

Louise J. DiStefano
Printed Name of Notary Public

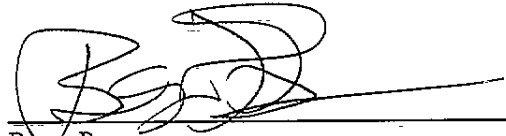
(OFFICIAL SEAL)

ACKNOWLEDGMENT OF REGISTERED AGENT

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

Dated:

6-1-98



Bruce Ramsey

APPROVED
AND
FILED
98 JUN 10 PM 1:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA