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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Marco Penthouse Association

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AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
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OTHER FILINGS	
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REGISTRATION/QUALIFICATION	
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<input type="checkbox"/>	Other

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 NOV 23 PM 1:01

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Ordered By: \_\_\_\_\_

T. SMITH NOV. 23 1999

**ARTICLES OF INCORPORATION  
OF  
MARCO PENTHOUSE ASSOCIATES, INC.**

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99 NOV 23 PM 1:01  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby submits these articles for the purpose of forming a not-for-profit corporation under Chapter 617, Florida Statutes, and certifies as follows:

**ARTICLE I**

**Name**

The name of the corporation shall be MARCO PENTHOUSE ASSOCIATES, INC., which corporation shall herein be referred to as the "Association," and whose principal place of business shall be 100 Palm Street, Marco Island, FL 34145.

**ARTICLE II**

**Purpose**

The purpose for which the corporation is organized is for the maintenance of the common areas of the fifth floors of the two buildings which will comprise the Olde Marco Suites Hotel situated in Marco Island, Collier County, Florida (the "Common Areas"), for the use and benefit of the owners or lessees ("Owners") of the hotel suites ("Hotel Suites") located on such fifth floors.

**ARTICLE III**

**Powers**

The powers of the Association shall be, in addition to the general powers afforded a corporation not for profit under the statutory laws of the State of Florida, all the powers reasonably necessary to implement the purpose of this Association, including, but not limited to, the following:

1. To maintain the Common Areas for the use and benefit of the Owners.
2. To carry out all the powers and duties vested in the Association pursuant to the Bylaws, and any rules and regulations of the Association, which shall include:
  - (a) to make and collect assessments against members to defray the costs, expenses and losses relating to the Common Areas;
  - (b) to use the proceeds of assessment in the exercise of its powers and duties;

- (c) to maintain, repair, replace and operate the Common Areas;
- (d) to reconstruct improvements after casualty and to further improve the Common Areas;
- (e) to make and amend regulations respecting the use of the Common Areas;
- (f) to enforce by legal means the provisions of these Articles, the Bylaws of the Association and any other rules and regulations for the use of the Common Areas; and
- (g) to contract for maintenance of the Common Areas and to authorize a management agent to assist the Association in carrying out its powers and duties by performing such functions as the collection of assessments, preparation of records, enforcement of rules, and maintenance of the Common Areas.

3. The Association shall be authorized to exercise and enjoy all the powers, rights and privileges granted to or conferred upon non-profit corporations of a similar character by the provisions of Chapter 617, Florida Statutes, entitled "Florida Corporations Not For Profit," now or hereafter in force and to do any and all things necessary to carry out its purposes.

4. No compensation shall be paid to Directors for their services as Directors. Compensation, however, may be paid to a Director in his or her capacity as an officer or employee or for other services rendered to the Association outside of his or her duties as a Director. In this case, compensation must be approved and advanced by the Board of Directors and the Director receiving such compensation shall not be permitted to vote for said compensation. The Directors shall have the right to set and pay all salaries or compensation to be paid to officers, employees, agents or attorneys for services rendered to the Association.

5. In addition to all of the powers above granted, the Association shall have the power to enter into a lease or license for the use of adjoining real estate for recreational purposes and for the use and benefit of the Owners, and to assess the Owners, as common expenses, the obligations of the Association incurred under such recreational or club lease which may include the payment of taxes and assessments, insurance premiums, utilities, maintenance and repairs, costs of operation and any other levy as provided for in any such recreational or club lease to which the Association may become a party.

#### ARTICLE IV

##### Membership

The qualification of members, the manner of their admission, and the voting by members shall be as follows:

Jeff Gempeler  
Bruce Carr  
Patrick Kruchten

1. This corporation shall be organized without any capital stock.
2. All Owners shall be members of the Association and no other persons or other entities shall be entitled to membership.
3. The interest of any member in any part of the real property or in the funds or assets of the Association cannot be conveyed, assigned, mortgaged, hypothecated or transferred in any manner, except as an appurtenance to the Hotel Suite.
4. Voting by the members in the affairs of this Association shall be one (1) vote per Hotel Suite. Said vote may be exercised or cast by the owner of each Hotel Suite in such manner as will be provided in the Bylaws adopted by the Association. Should any member own more than one Hotel Suite, such member shall be entitled to cast as many votes as he owns Hotel Suites in the manner provided herein and in said Bylaws.

#### ARTICLE V Corporate Existence

This Association shall continue to exist perpetually.

#### ARTICLE VI Directors

1. The business of this Association shall be conducted by a Board of Directors having not less than three (3) nor more than nine (9) Directors as shall be determined by the Bylaws and in the absence of such determination shall consist of nine (9) Directors. If at any time there shall be five (5) or fewer Hotel Suites, then in that event one owner of each Hotel Suite shall be a member of the Board of Directors. The initial Board of Directors shall consist of three (3) members.
2. The election of Directors, their removal or the filling of vacancies on the Board of Directors shall be in accordance with the Bylaws of the Association. Directors shall be elected at the annual meeting of the members of the Association by the members, and they shall hold office for a one (1) year term or until their successors are duly elected.

#### ARTICLE VII Directors and Officers

The names and addresses of the first Board of Directors will be determined at a later date

and the initial officer of the Association who shall hold office until his successors are elected and qualified is as follows:

<u>Name</u>	<u>Address</u>
Jeff Gempeler	100 Palm Street Marco Island, FL 34145
Bruce Carr	100 Palm Street Marco Island, FL 34145
Patrick Kruchten	100 Palm Street Marco Island, FL 34145

#### ARTICLE VIII Bylaws

The Bylaws of the Association shall be adopted by the Board of Directors. The amendment, alteration or recission of said Bylaws shall be in accordance with the provisions of said Bylaws.

#### ARTICLE IX Amendments to Articles of Incorporation

1. The Articles of Incorporation may be amended by the members at any regular, special or annual meeting of the members at which a quorum is present, called for such purpose, or in the case of an annual meeting, provided notice of the proposed changes have been furnished in writing to all members or persons entitled to vote thereon, at least thirty (30) days prior to said meeting. Such amendment shall be effective when approved by at least sixty-six percent (66%) of the total number of votes to which the Owners present and voting shall be entitled, except as provided in Paragraph 2 immediately below.

2. No amendment to these Articles of Incorporation shall be valid without the written consent of one hundred percent (100%) of the members as to any of the following matters:

(a) No amendment may be made which in any way changes the percentage of ownership owned by an Owner in a general common property or limited common property of the Common Areas; or,

(b) No amendment may be made which in any way modifies the vote which may be cast by any member; or,

(c) No amendment may be made which in any way modifies the percentage of the assessments to be levied against any member for the operation and maintenance of the Common Areas.

**ARTICLE X**  
**Assessments and Funds**

1. All assessments paid by the Owners for the maintenance and operation of the Common Areas shall be utilized by the Association to pay for the costs of said maintenance and operation, as set forth in the Bylaws. The Association shall have no interest in any funds received by it through assessments on the Owners except to the extent necessary to carry out the powers vested in it as agent for said members.

2. The Association shall make no distribution of income to its members, Directors or officers, and it shall be conducted as a non-profit corporation. The refund of unused assessments to an Owner paying the same shall not constitute a distribution of income.

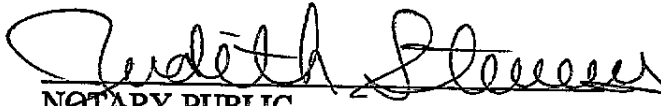
IN WITNESS WHEREOF the subscriber, being the undersigned person, named as incorporator, has hereunto set his hand and seal, this 22 day of November, 1999.

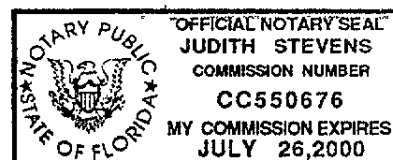
Address:

  
\_\_\_\_\_  
R. SCOTT PRICE

STATE OF FLORIDA     )  
                                  )ss:  
COUNTY OF COLLIER    )

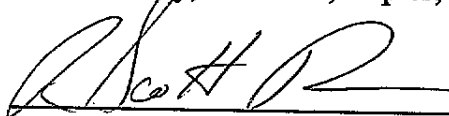
The foregoing instrument was acknowledged before me, this 22 day of Nov 1999, by R. SCOTT PRICE, Esq., who is personally known to me or who has produced \_\_\_\_\_ as identification and who    did or    did not take an oath.

  
\_\_\_\_\_  
NOTARY PUBLIC  
My Commission Expires:



**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

Having been named to accept service of process for this corporation, at the place designated in the certificate, I hereby accept the appointment and agree to act in this capacity and to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office. The Registered Agent's office is located at 2640 Golden Gate Parkway, Suite 115, Naples, FL 34105.



R. Scott Price  
Registered Agent

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA