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Department of State

O.R. 1368 PG 0037

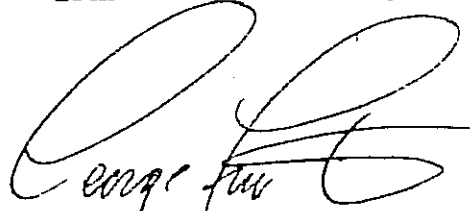
I certify that the attached is a true and correct copy of Certificate of Amendment to the Articles of Incorporation of GULF SHORES CONDOMINIUM ASSOCIATION, INC., a Florida corporation not for profit, filed on March 24, 1980, as shown by the records of this office.

The charter number of this corporation is 722247.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
26th day of March, 1980.



CER 101 Rev. 5-79


George Firestone
Secretary of State

CERTIFICATE OF AMENDMENT

TO THE

ARTICLES OF INCORPORATION

OF

GULF SHORES CONDOMINIUM ASSOCIATION, INC.

GULF SHORES, a condominium, its address being

255 The Esplanade North, Venice, Sarasota County, Florida,

by the hands of the undersigned hereby certify that:

The Board of Directors of Gulf Shores Condominium Association, Inc., approved by affirmative vote of the Board of Directors the following amendments to the Articles of Incorporation which were then submitted to the entire membership of the Association at its meeting called and held on the 21st day of January, 1980 and approved by affirmative vote in excess of sixty (60%) percent of the membership of the Association as required by the Articles of Incorporation.

1. Article 2.1 is hereby amended to read as follows:

2.1 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 GULF SHORES, a condominium located upon the following lands in Sarasota County, Florida:

ALL THAT PROPERTY DESCRIBED IN
EXHIBIT "A" ATTACHED HERETO

2. Article 3.1 is hereby amended to read as follows:

3.1 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 and the Condominium Act.

3. Article 3.2 is hereby amended to read as follows:

3.2 The Association shall have all of the powers and duties set forth in the Condominium Act except as limited by these Articles, the Declaration of Condominium and the Bylaws, and all of the powers and duties reasonably necessary

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TALLAHASSEE, FLORIDA

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Robert Moore

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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:

4. Article 3.2(f) is hereby amended to read as follows:

f. To make and amend rules and regulations governing the sale, lease, rental, operation and use of the condominium property in accordance with the Florida Statutes, Declaration of Condominium and Bylaws of the Association.

5. Article 3.2(j) is hereby amended to read as follows:

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

6. Article 4.2 is hereby amended by deleting same in its entirety.

7. Article 4.3 is hereby amended to read 4.2.

8. Article 5.1 is hereby amended to read as follows:

5.1 The affairs of the Association will be managed by a board consisting of the number of directors determined by the Bylaws, but not less than three directors, and in the absence of such determination shall consist of three directors. All directors must be members of the Association.

9. Article 5.3 is hereby amended by deleting same in its entirety.

10. Article 5.4 is hereby amended to read 5.3.

11. Article 7, INDEMNIFICATION, is hereby amended to read as follows:

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 upon him in connection with any proceeding or any settlement of 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, whether or not he is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance, malfeasance or nonfeasance in the per-

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formance of his duties; provided that in the event of a settlement the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Association. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which such director or officers may be entitled.

IN WITNESS WHEREOF, said Association has caused this Certificate to be signed in its name by its President, this 12th day of March, 1980.

ATTEST:

GULF SHORES CONDOMINIUM ASSOCIATION, INC.

By: Geneva S. Goodrich
Secretary

By: H. L. Holmberg
H. L. Holmberg, President

STATE OF FLORIDA
COUNTY OF SARASOTA

I HEREBY CERTIFY that on this day before me, a Notary Public in and for the State of Florida at large, personally appeared H. L. Holmberg, as President and Geneva Goodrich, as Secretary, of Gulf Shores Condominium Association, Inc., and they acknowledge before me that they are such officers of said corporation; and they executed the foregoing Certificate of Amendment to the Articles of Incorporation on behalf of said corporation, and affixed thereto the corporate seal of said corporation; that they are authorized to execute said Certificate of Amendment to the Articles of Incorporation and that the execution thereof is the free act and deed of said corporation.

WITNESS my hand and official seal at Venice, Sarasota County, Florida, this 12th day of March, 1980.

James E. Williams
Notary Public

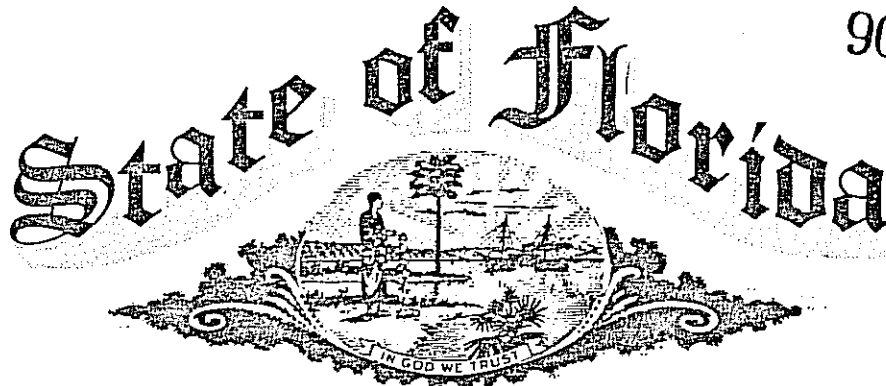
My Commission Expires:

Notary Public in and for the State at Large
My Commission Expires Apr. 2, 1983
Bonded By U S F & G

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M. J. MACHNEY, JR., CLERK
SARASOTA COUNTY, FLA.
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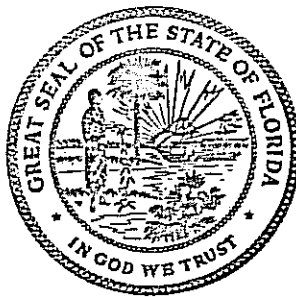


Department of State

I certify that the attached is a true and correct copy of Amendment to the Articles of Incorporation of GULF SHORES CONDOMINIUM ASSOCIATION, INC., a Florida corporation, filed on February 14, 1979, as shown by the records of this office.

The charter number of this corporation is 722247.

Given under my hand and the Great Seal of the State of Florida, at Tallahassee, the Capital, this the 15th day of February, 1979.



[Handwritten Signature]
Secretary of State

CERTIFICATE TO AMENDMENTS TO ARTICLES OF INCORPORATION
OF GULF SHORES CONDOMINIUM ASSOCIATION, INC.

Gulf Shores Condominium Association, Inc., its address being 255 The Esplanade, North, Venice, Sarasota County, Florida, through the hands of its appropriate officers hereby certifies that:

OFF. REC. 1290 PG 1195

I

The members of Gulf Shores Condominium Association, Inc., were presented to the Board of Directors the following Amendment to the Articles of Incorporation of Gulf Shores Condominium Association, Inc., said Amendment being passed by an affirmative vote of 51% approval of the unit owners of Gulf Shores, a Condominium, as required by the Articles of Incorporation, and said amendment reads as follows:

1. Reference to Chapter 711 will be changed wherever it occurs in the Articles of Incorporation to read Chapter 718, Florida Statutes.

2. Article 3.2(f) is hereby amended to read as follows:

"(f). To make and amend Rules and Regulations governing the sale, lease, rental, operation and use of the Condominium property in accord with the Florida Statutes, Declaration of Condominium and the By-Laws of the Association.

IN WITNESS WHEREOF, said Association has caused this certificate to be signed in its name by its President, this 5th day of February, 1979.

GULF SHORES CONDOMINIUM ASSOCIATION, INC.

By: [Signature]
Secretary

By: [Signature]
President

(Corporate Seal)

STATE OF FLORIDA
COUNTY OF SARASOTA

I HEREBY CERTIFY that on this day before me, person-

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ally appeared Ira S. Banks, President, and Alan M. Hartcraft, as Secretary, of GULF SHORES CONDOMINIUM ASSOCIATION, INC., and they acknowledged before me that they are such officers of said corporation; and they executed the foregoing Certificate of Amendment of Articles of Incorporation on behalf of said corporation, and affixed thereto the corporate seal of said corporation; that they are authorized to execute said Certificate of Amendment of Articles of Incorporation and that the execution thereof is the free act and deed of said corporation.

WITNESS my hand and official seal at Venice, Sarasota County, Florida, this 5th day of February, 1979.

Joyce E. Lerew
Notary Public
(Formerly Joyce E. Lerew)

My Commission Expires:

Notary Public, State of Florida at Large
My Commission Expires Apr. 2, 1979
Bonded by U S F & G

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R. H. HARRIS, JR., CLERK
FEB 23 2 50 PM '79

ARTICLES OF INCORPORATION
OF
GULF SHORES CONDOMINIUM ASSOCIATION, INC.

The undersigned by these Articles associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

ARTICLE 1.

NAME

The name of the corporation shall be GULF SHORES CONDOMINIUM ASSOCIATION, INC. For convenience the corporation shall be referred to in this instrument as the Association.

ARTICLE 2.

PURPOSE

2.1 The purpose for which the Association is organized is to provide an entity pursuant to Section 12 of the Condominium Act, which is Chapter 711, Florida Statutes, for the operation of GULF SHORES, a condominium, located upon the following lands in Sarasota County, Florida:

ALL THAT PROPERTY DESCRIBED IN
EXHIBIT "A" ATTACHED HERETO

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

ARTICLE 3.

POWERS

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

3.1 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.

3.2 The Association shall have all of the powers and

Prepared by:

Richard S.
Sparrow

LAW OFFICES
KIRK, PINKERTON,
SPARROW, McCLELLAND
& SAVARY P.A.

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1200 MAIN BUILDING
SARASOTA, FLORIDA

duties set forth in the Condominium Act except as limited by these Articles and the Declaration of Condominium, and all of the 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 apartment 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 apartment 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 not less than 51% of the votes of the entire membership of the Association before such shall become effective.

g. To approve or disapprove the transfer and ownership of units as may be provided by the Declaration of Condominium and the Bylaws.

h. To enforce by legal means the provisions of the Condominium Act, the Declaration of Condominium, these Articles, the Bylaws of the Association and the Regulations for the use of all property in the condominium.

i. To contract for the management of the condominium and to delegate to 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.

3.3 The Association shall not have the power to purchase a unit of the condominium except at sales in foreclosures 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.

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 Bylaws.

3.5 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 Bylaws.

ARTICLE 4.

MEMBERS

4.1 The members of the Association shall consist of all of the record owners of units in the condominium; and after 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 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 Sarasota 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 certified 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.

4.3 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 of his apartment.

4.4. The owner of each unit shall be entitled to at least one vote as a member of the Association. The exact number of votes to be cast by owners of an apartment and the manner of exercising voting rights shall be determined by the Bylaws of the Association. Where more than one unit is owned by the same person or corporation, such person or corporation shall be entitled to one vote for each unit owned.

ARTICLE 5.

DIRECTORS

5.1 The affairs of the Association will be managed by a board consisting of the number of directors determined by the Bylaws, but not less than three directors, and in the absence of such determination shall consist of three directors. Directors need not be members of the Association.

5.2 Directors of the Association shall be elected by the annual meeting of the members in the manner determined by the Bylaws. Directors may be removed and vacancies in the Board of Directors shall be filled in the manner provided by the Bylaws.

5.3. The first election of directors shall not be held until January 1, 1977 . The directors named in these Articles shall serve until the first election of directors, and any vacancies in their number occurring before the first election shall be filled by the remaining directors.

5.4 , 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:

Boris Kaye	500 Esplanade North Venice, Florida
Fanny Kaye	500 Esplanade North Venice, Florida
Raymond W. Edge	105 East Alba Venice, Florida

LAW OFFICES

KIRK, PINNERTON,
SPARROW, MCDONNELL
& SAVARY P.A.

PHONE 214

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SARASOTA, FLORIDA

ARTICLE 6.

OFFICERS

The affairs of the Association shall be administered by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors at the first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

President:	Boris Kaye 500 Esplanade North Venice, Florida
Vice President and Treasurer:	Fanny Kaye 500 Esplanade North Venice, Florida
Secretary:	Raymond W. Edge 105 East Alba Venice, Florida

ARTICLE 7.

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 upon him in connection with any proceeding or any settlement of 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, whether or not he is a director or officer at the time such expenses are incurred, except when 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 shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Association. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which such director or

officer may be entitled.

ARTICLE 8.

BYLAWS

The first Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

ARTICLE 9.

AMENDMENTS

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

9.1 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.

9.2 A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing such approval is delivered to the secretary at or prior to the meeting. Except as elsewhere provided,

a. such approvals must be by not less than 51% of the entire membership of the Board of Directors and by not less than 51% of the votes of the entire membership of the Association; or

b. by not less than 60% of the votes of the entire membership of the Association.

9.3 Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of members, nor any change in Section 3.3 of Article 3, without approval in writing by all members. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium.

9.4 A copy of each amendment shall be certified by the Secretary of State and be recorded in the public records of

LAW OFFICES

KISK, PICKERTON,

SPITZKOW, MACIELLAND

& SAVARY P.A.

ATTORNEYS AT LAW

1000 N. INDIAN LANE

SARASOTA, FLORIDA

Sarasota County, Florida.

ARTICLE 10.

TERM

The term of the Association shall be perpetual.

ARTICLE 11.

SUBSCRIBERS

The names and addresses of the subscribers of these Articles of Incorporation are as follows:

Boris Kaye	500 Esplanade North Venice, Florida
Fanny Kaye	500 Esplanade North Venice, Florida
Raymond W. Edge	105 East Alba Venice, Florida

IN WITNESS WHEREOF the subscribers have affixed their signatures this 5th day of December, 1971.

Boris Kaye (SEAL)
BORIS KAYE

Fanny Kaye (SEAL)
FANNY KAYE

Raymond W. Edge (SEAL)
RAYMOND W. EDGE

STATE OF FLORIDA
COUNTY OF SARASOTA

Before me, the undersigned authority, personally appeared Boris Kaye, Fanny Kaye and Raymond W. Edge, who, after being duly sworn, acknowledged that they executed the foregoing Articles of Incorporation for the purposes expressed in such Articles this _____ day of _____, 1971.

My Commission Expires:

Notary Public

Notary Public for the State of Florida
My Commission Expires on _____
I am authorized to perform the duties of a Notary Public in and for the State of Florida.

LAW OFFICES
KINK, PINKERTON,
BARROW, McLELLAND
& SAVARY P.A.
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DESIGNATION OF RESIDENT AGENT

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That GULF SHORES CONDOMINIUM ASSOCIATION, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the articles of incorporation at City of Venice, County of Sarasota, State of Florida, has named RICHARD S. SPARROW, located at Suite 214, 1900 Main Building, City of Sarasota, County of Sarasota, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By _____

RICHARD S. SPARROW
Resident Agent

LAW OFFICES

W. W. FRIEDMAN,
RICHARD S. SPARROW
SARASOTA, FLA.

1967
SARASOTA, FLA.

Commence at the Northeasterly corner of Lot 2, Block 4, Venice, Amended Replat of a portion of GULF VIEW SECTION, recorded in Plat Book 9, Page 30, of the Public Records of Sarasota County, Florida; thence West along the North line of said Lot 2, a distance of 108.85 feet; (thence N 17°10'00" W, parallel to the Westerly right of way line of "The Esplanade", 22.69 feet for a point of beginning;) thence N 72°50'00" E, 1.33 feet; thence N 17°10'00" W, parallel to said Westerly right of way line of "The Esplanade", and 102.67 feet therefrom, a distance of 22.67 feet; thence S 72°50'00"W, 32.0 feet thence N 17°10'00"W, parallel to said Westerly right of way line of "The Esplanade", and 134.67 feet therefrom, a distance of 145.33 feet; thence N 72°50'10" E, 32.0 feet; thence N 17°10'00"W, parallel to said Westerly right of way line of "The Esplanade", and 102.67 feet therefrom, a distance of 22.67 feet; thence S 72°50'00"W, 95.0 feet; thence S 17°10'00" E, parallel to said Westerly right of way line of "The Esplanade"; and 197.67 feet therefrom, a distance of 190.67 feet; thence N 72°50'00" E, 93.67 feet to the point of beginning. TOGETHER WITH an easement for ingress and egress in and to the following described property: Begin at the NE'ly corner of Lot 2 Block 4, Venice Amended replat of a portion of Gulf View Section, recorded in P.B. 9, Page 30, Public Records, Sarasota County, Florida; thence West along the North line of said Lot 2, a distance of 108.85 ft; thence S 17°10'00" E parallel to the Westerly right of way line of "The Esplanade", and 104.0 ft. therefrom, a distance of 3.31 ft. to a concrete monument; thence S 72°50' W, 5.0 feet; thence N 17°10'00" W parallel to said Westerly right of way of "The Esplanade", a distance of 26.0 ft; thence N 72°50'00" E, 5.0 feet; thence S 17°10'00" E, parallel to said Westerly right of way line of The Esplanade 17.46 feet to a point lying 5.0 feet due North of said North line of Lot 2, Block 4; thence East, parallel to said North line of Lot 2, and 5.0 feet therefrom, a distance of 108.85 feet to a point on said Westerly right of way line of "The Esplanade"; thence S 17°10'00" E, along said right of way line, 5.23 feet to the point of beginning.

EXHIBIT "A"