

CERTIFICATE OF INCORPORATION by the

STATE OF FLORIDA for OCEAN DUNES OF HUTCHINSON ISLAND
CONDOMINIUM ASSOCIATION, INC.

will be filed with the Clerk of Circuit Court as an
amendment to this Declaration of Condominium

ARTICLES OF INCORPORATION
OF
OCEAN DUNES OF HUTCHINSON ISLAND CONDOMINIUM ASSOCIATION, INC.

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

ARTICLE I
NAME

The name of the corporation shall be OCEAN DUNES OF HUTCHINSON ISLAND CONDOMINIUM ASSOCIATION, INC. For convenience, the corporation will 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 the Condominium Act, which is Chapter 718, Florida Statutes, 1977, for the operation of OCEAN DUNES CONDOMINIUM located upon lands lying and being on Hutchinson Island, in St. Lucie County, Florida, and more particularly described by Section 3 of that certain Declaration of Condominium for OCEAN DUNES CONDOMINIUM.

2.2 The Association will make no distributions of income to its members, directors or officers.

ARTICLE 3

POWERS

The powers of the Association will include and be governed by the following provisions.

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

3.2 The Association will have all of the powers and duties set forth in the Condominium Act, except as limited by these Articles and the Declarations of Condominium for the Condominiums operated by the Association; and it will have all of the powers and duties reasonably necessary to operate said condominiums pursuant to their separate Declarations of Condominium, as they may be amended from time to time, including but not limited to the following:

a. To make and collect assessments against members to defray the costs, expenses and losses of the separate condominium.

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

c. To buy or lease both real and personal property for condominium use, and to sell or otherwise dispose of property so acquired.

d. To maintain, repair, replace and operate the condominium properties.

e. To purchase insurance for the condominium properties; and insurance for the protection of the Association and its members as condominium unit owners.

f. To reconstruct improvements after casualty and to further improve the condominium properties.

g. To make and amend reasonable regulations respecting the use of the condominium properties.

h. To approve or disapprove the transfer, mortgage and ownership of condominium units as may be provided by the separate Declarations of Condominium and the Bylaws of the Association.

i. To endorse by legal means the provisions of the Condominium Act, the separate Declarations of Condominium, these Articles, the Bylaws of the Association and the Regulations for the use of the condominium properties.

j. To contract for the management and operation of the condominiums, including their common elements; and to thereby delegate all powers and duties of the Association, except such as are specifically required to have approval of the Board of Directors or of the membership of the Association.

k. To contract with any person or entity for the operation, maintenance and repair of the condominium property. The Association shall, however, retain at all times the powers and duties granted it by the Condominium Act.

l. To enter into leases, as Lessee.

m. To employ personnel to perform the services required for the proper management and operation of the condominiums.

3.3 All funds, except such portions thereof as are expended for the common expenses of the condominium, and the titles of all properties will be held in trust for the members of the Association, in accordance with their respective interests under the separate Declarations of Condominium, and in accordance with the provisions of these Articles of Incorporation and the Bylaws of the Association.

3.4 The powers of the Association will be subject to and will be exercised and in accordance with the provisions of the separate Declarations of Condominium and the Bylaws of the Association.

ARTICLE 4

MEMBERS

4.1 The members of the Association will consist of all of the record owners of the condominium units in the condominiums, said condominium units being apartments of various types; and after termination of any condominium will consist of those who were members of the terminated condominium at the time of such termination, their successors and assigns, and of the record owners of condominium units in the remaining condominiums.

4.2 After receiving approval of the Association, change of membership will be established by recording in the public records of St. Lucie County, Florida, a deed or other instrument establishing a record title to a condominium unit and by the delivery to the Association of a 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 to his condominium unit.

4.4 The owner of each condominium 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 and the manner of exercising voting rights shall be determined by the Bylaws of the Association.

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 of the Association, 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 All of the duties and powers of the Association existing under the Condominium Act, Declaration of Condominium, these Articles and Bylaws 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 Directors of the Association will be elected at the annual meeting of the members in the manner determined by the Bylaws of the Association. Directors may be removed and vacancies on the Board of Directors will be filled in the manner provided by the Bylaws of the Association.

5.4 The first election of the Directors shall be held at the time stipulated in and in full accordance with Florida Statutes Section 718.301, or when the Developer elects to terminate its control of the Association, or on December 31, 1981, whichever first occurs. The Directors named in these Articles will serve until the first election of directors and any vacancies in their number occurring before the first election will be filled by the remaining directors.

5.5 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:

James J. Pardieck	4855 S.W. Loch Lane Palm City, Florida 33490
Patricia A. Pardieck	4855 S.W. Loch Lane Palm City, Florida 33490
Brian H. Nuss	313 S.W. Fairway Avenue Port St. Lucie, Florida

ARTICLE 6

OFFICERS

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

President	James J. Pardieck 4855 S.W. Loch Lane Palm City, Florida 33490
Vice President Secretary-Treasurer	Brian H. Nuss 313 S.W. Fairway Avenue Port St. Lucie, Florida

ARTICLE 7

INDEMNIFICATION

Every director and every officer of the Association will 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 will apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Association. The foregoing right of indemnification will 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 will be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by said Bylaws.

ARTICLE 9

AMENDMENTS

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

9.1 Notice of the subject matter of a proposed amendment will 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.

a. Such approvals must be by not less than 75% of the entire membership of the Board of Directors and by not less than 75% of the votes of the entire membership of the Association; or

b. By not less than 80% 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, without approval in writing by all members and the joinder of all record owners of mortgages upon the condominiums. No amendment shall be made that is in conflict with the Condominium Act or the Declarations 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 St. Lucie 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:

James J. Pardieck	4855 Loch Lane Palm City, Florida 33490
Patricia A. Pardieck	4855 Loch Lane Palm City, Florida 33490
Brian H. Nuss	313 S.W. Fairway Avenue Port St. Lucie, Florida

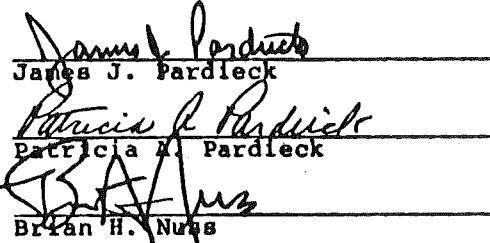
ARTICLE 12

REGISTERED AGENT

The Association's initial registered office and initial registered agent at that address shall be:

James J. Pardieck	4855 Loch Lane Palm City, Florida 33490
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IN WITNESS WHEREOF, the subscribers have affixed their signatures this 17th day of December, 1982.

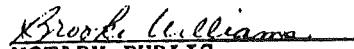

James J. Pardieck
Patricia A. Pardieck
Brian H. Nuss

STATE OF FLORIDA

COUNTY OF MARTIN

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, James J. Pardieck, Patricia A. Pardieck and Brian H. Nuss, and they acknowledged to and before me that they executed the foregoing Articles of Incorporation for the uses and purposes therein expressed.

WITNESS my hand and official seal at Stuart, Martin County, Florida, this 17th day of December, 1982.


NOTARY PUBLIC
My Commission Expires:

(Notary Seal)

NOTARY PUBLIC STATE OF FLORIDA
REGISTRATION NUMBER 000000000000
NOTARY PUBLIC EXPIRES 12/31/2010