

State of Florida



Department of State

OR 2 25 9 PGL 576

I certify that the attached is a true and correct copy of the Articles of Incorporation of SANTA MARIA II CONDOMINIUM ASSOCIATION, INC., a corporation organized under the Laws of the State of Florida, filed on November 14, 1989, as shown by the records of this office.

The document number of this corporation is N35185.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
14th day of November, 1989.



CR2E022 (8-89)

Jim Smith
Jim Smith
Secretary of State

EXHIBIT "E"



EXHIBIT "E"

ARTICLES OF INCORPORATION OF
SANTA MARIA II CONDOMINIUM ASSOCIATION, INC.
(A Corporation Not For Profit)

In order to form a non-profit corporation in accordance with the laws of the State of Florida, we, the undersigned, hereby associate ourselves into a corporation for the purposes hereinafter mentioned; and to that end we do, by these Articles of Incorporation, set forth the following:

DEFINITIONS

As used herein, or elsewhere in the condominium documents, the terms used shall be defined as set out in Chapter 718, Florida Statutes, 1988, the Condominium Act, hereinafter referred to as the Act. All other definitions not reflected in the Act shall be set out in the body of these condominium documents. Any definitions in the condominium documents shall prevail and govern the interpretation of this document.

ARTICLE I
NAME, INITIAL REGISTERED OFFICE

The name of this corporation shall be SANTA MARIA II CONDOMINIUM ASSOCIATION, INC. The mailing address and street address of the initial registered office for this corporation is 6100 Estero Boulevard, Fort Myers Beach, Florida 33931 and the name of its initial registered agent at such address is Larry A. Echols.

ARTICLE II
PURPOSE

This corporation is created to be the Association for SANTA MARIA II, a Condominium. This condominium is constructed upon real property located in Lee County, Florida.

This corporation will undertake the performance of, and carry out the acts and duties incident to the administration, operation and management of the condominium in accordance with the terms, provisions, conditions, and authority contained in these Articles of Incorporation and in the Declaration, By-Laws and the Act. This corporation may own, operate, lease, sell, trade and otherwise deal with the condominium property, in whatever manner may be necessary or convenient to accomplish the proper administration of this condominium.

ARTICLE III
POWERS

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

1. The corporation shall have all of the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of the condominium documents and the Act.
2. The corporation shall have all the powers of condominium associations under and pursuant to the Act, and shall have all of the powers reasonably necessary to implement the purposes of the corporation, including but not limited to, the following:
 - A. To make, establish, and enforce reasonable rules and regulations governing the use of units, common elements, limited common elements, and condominium property;

B. To make, levy, and collect assessments against unit owners; to provide the funds to pay for common expenses of each building and other improvements within the condominium as is provided in the condominium documents and the Act, and to use and expend the proceeds of assessments in the exercise of the powers and duties of the corporation;

C. To maintain, repair, replace, and operate the condominium property;

D. To reconstruct improvements within the condominium property in the event of casualty or other loss;

E. To enforce the provisions of the condominium documents.

ARTICLE IV
MEMBERS

The qualifications of members, the manner of admission to membership, the termination of such membership, and voting by members shall be as follows:

1. The owners of all apartment units in the condominium shall be members of this corporation, and no other persons or entities shall be entitled to membership.

2. Membership shall be established by the acquisition of title to a unit in the condominium. Membership shall be automatically terminated when a unit owner divests himself of or transfers title to his unit.

3. The share of a member in the funds and assets of this corporation, and membership in this corporation cannot be assigned, hypothecated, or transferred in any manner except as an appurtenance to a unit.

4. The owners of all of the units in the condominium are referred to herein as the "Membership".

5. Until the condominium property is formally submitted to condominium ownership, the Membership of this corporation shall be comprised of the subscribers to these Articles. In the event of the resignation or termination of Membership of any such subscriber, the remaining subscribers may nominate and designate a successor subscriber. Each of these subscribers and their successors shall be entitled to cast one vote on all matters upon which the Membership is entitled to vote. When the condominium property is formally submitted to condominium ownership, the Developer shall exercise the Membership rights of a unit until title to the unit is transferred.

ARTICLE V
TERM

The term for which this corporation is to exist shall be perpetual.

ARTICLE VI
SUBSCRIBERS

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

Larry A. Echols
Echols, Cotter & Shenko
6100 Estero Boulevard
Port Myers Beach, Fl. 33931



ARTICLE VII
BOARD OF ADMINISTRATION

The affairs of the corporation will be managed by a Board consisting of no less than three (3) and no more than seven (7) administrators determined by the By-Laws. The administrators on the Board of Administration need not be members of the corporation.

Subsequent administrators of the corporation shall be elected at the annual meeting of the members in the manner determined by the Bylaws. The administrators named in these Articles shall serve until the first election of administrators. All administrators shall have a fiduciary relationship to the unit owners. Any vacancies in their number occurring before the first election shall be filled by the remaining administrators.

The names and addresses of the administrators who shall hold office and serve until the first regular meeting of the Membership at which administrators are elected are as follows:

Daniel Belanger 1 Meadow Spring Ct. East Amhurst, NY 14051	Philip J. Bergeron 220 Lookout Place Suite 200 Maitland, Fl.	Deborah A. Belanger 1 Meadow Spring Ct. East Amhurst, NY 14051
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ARTICLE VIII OFFICERS

1. The operations of the condominium Association, through the corporation, shall be by the Board of Administration. The Board of Administration shall elect officers for the Association. All officers of the Association shall have a fiduciary relationship to the unit owners. The Board of Administration or its Officers may employ a management company or any other such person or entity to perform the duties and functions of the Association.

2. The Board shall elect the President, Vice President, Secretary and Treasurer. One (1) person may hold more than one of these offices, except that the same person may not hold the offices of the President and Secretary. All of the officers shall be members of the Board of Administration.

ARTICLE IX
FIRST OFFICERS

The names and addresses of the officers who are to serve until the first election of officers by the Board are as follows:

President	Daniel Belanger 1 Meadow Spring Ct. East Amhurst, NY 14051
Vice President	Philip J. Bergeron 200 Lookout Place, Suite 200 Maitland, Florida 32751
Secretary	Deborah A. Belanger 1 Meadow Spring Ct. East Amhurst, NY 14051
Treasurer	Patricia A. Bergeron 200 Lookout Place, Suite 200 Maitland, Florida 32751

ARTICLE X
BY-LAWS

The By-Laws of the corporation shall be adopted by the first Board and thereafter may be altered, amended, or rescinded in the manner provided for by the By-Laws.



ARTICLE XI
AMENDMENTS

1. Prior to the time that the Declaration is recorded, these Articles may be amended by an instrument in writing, signed by all the subscribers to these Articles. The instrument shall state the Article Number and the contents of the amendment. It shall be filed in the office of the Secretary of State of the State of Florida and a certified copy of each amendment shall be attached to these Articles and be recorded with the Declaration.

2. After the Declaration is recorded, these Articles may be amended in the following manner:

A. Notice of the subject matter of the proposed amendment shall be included in the Notice of any meeting at which such proposed amendment is considered.

B. A resolution seeking the approval of a proposed amendment may be proposed by either the Board or the Membership, and, after being proposed and approved by one of said bodies, it must be submitted for approval and thereupon receive approval of the other. Such approval must be by seventy-five (75%) percent of the members present at any meeting at which there is a quorum and such approval must be by sixty six and two-thirds (66 2/3%) percent of the members of the Board at a meeting at which there is a quorum.

C. Notwithstanding the foregoing provisions of this Article XI, no amendment to these Articles which shall abridge, amend, or alter the rights of the Developer may be adopted or become effective without the prior written consent of the Developer.

ARTICLE XII
DIRECTORS-INDEMNIFICATION

(a) The corporation shall indemnify any person who was or is a party or is threatened to be made a party of any threatened, pending, or completed action, suit, or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, suit or proceeding, including any appeal thereof, if he acted in good faith or in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful. However, with respect to any action by or in the right of the corporation to procure a judgment in its favor, no indemnification shall be made in respect of any claim, issue, or matter as to which such person is adjudged liable for negligence or misconduct in the performance of his duty to the corporation unless, and only to the extent that, the court in which such action or suit was brought determines, on application, that despite the adjudication of liability, such person is fairly and reasonably entitled to indemnity in view of all the circumstances of the case. Any indemnification hereunder shall be made only on a determination by a majority of disinterested directors that indemnification is proper in the particular circumstances because the party to be indemnified has met the applicable standard of conduct. Determination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the party did not meet the applicable standard of conduct. Indemnification hereunder may be paid by the corporation in advance of the final disposition of any action, suit or proceeding on a preliminary determination that the director, officer, employee or agent met the



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C. Notwithstanding the foregoing provisions of this Article XI, no amendment to these Articles which shall abridge, amend, or alter the rights of the Developer may be adopted or become effective without the prior written consent of the Developer.

ARTICLE XII
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(a) The corporation shall indemnify any person who was or is a party or is threatened to be made a party of any threatened, pending, or completed action, suit, or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, suit or proceeding, including any appeal thereof, if he acted in good faith or in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful. However, with respect to any action by or in the right of the corporation to procure a judgment in its favor, no indemnification shall be made in respect of any claim, issue, or matter as to which such person is adjudged liable for negligence or misconduct in the performance of his duty to the corporation unless, and only to the extent that, the court in which such action or suit was brought determines, on application, that despite the adjudication of liability, such person is fairly and reasonably entitled to indemnity in view of all the circumstances of the case. Any indemnification hereunder shall be made only on a determination by a majority of disinterested directors that indemnification is proper in the particular circumstances because the party to be indemnified has met the applicable standard of conduct. Determination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the party did not meet the applicable standard of conduct. Indemnification hereunder may be paid by the corporation in advance of the final disposition of any action, suit or proceeding on a preliminary determination that the director, officer, employee or agent met the



applicable standard of conduct and on receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount, unless it is ultimately determined that he is entitled to be indemnified by the corporation as authorized in this section.

(b) the corporation shall also indemnify any director, officer, employee or agent who has been successful on the merits or otherwise, in defense of any action, suit or proceeding, or in defense of any claim, issue, or matter therein against all expenses, including attorneys' fees, actually and reasonably incurred by him in connection therewith, without the necessity of an independent determination that such director, officer, employee, or agent met any appropriate standard of conduct.

(c) The indemnification provided for herein shall continue as to any person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

(d) In addition to the indemnification provided for herein, the corporation shall have power to make any other or further indemnification, except an indemnification against gross negligence or wilful misconduct, under any resolution or agreement duly adopted by a majority of disinterested directors, or duly authorized by a majority of members.

(e) If any expenses or other amounts are paid by way of indemnification, otherwise than by court order or action by the members, the corporation shall, not later than the time of delivery to the Members in written notice of the next annual meeting, unless such meeting is held within three months from the date of such payment, and in any event, within fifteen months from the date of such payment, deliver by mail to each member of record at the time entitled to vote for the election of directors, a statement specifying the persons paid, the amounts paid, and the nature and status at the time of such payment of the litigations or threatened litigation.

IN WITNESS WHEREOF, the subscribers have hereunto affixed their signature, this 13th day of November, 1989.

Larry A. Echols
Larry A. Echols

STATE OF FLORIDA
COUNTY OF LEE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgements, personally appeared Larry A. Echols, well known to me to be the person described herein and he acknowledged executing the same in the presence of two subscribing witnesses freely and voluntarily.

WITNESS my hand and official seal in the County and State last aforesaid this 13th day of November, A. D., 1989.

[Signature]
Notary Public

My Commission Expires:

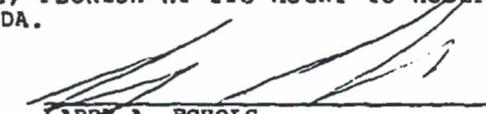
NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXPIRES OCT 19, 1990
EXCEED THIS GUARANTEE 100% UAC.



CERTIFICATION DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

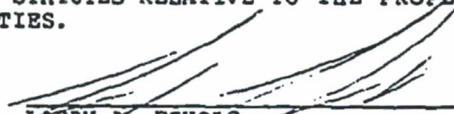
IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED;

FIRST, THAT SANTA MARIA II CONDOMINIUM ASSOCIATION, INC.,
ORGANIZED AND QUALIFIED UNDER THE LAWS OF THE STATE OF FLORIDA,
WITH ITS PRINCIPAL PLACE OF BUSINESS AT FORT MYERS BEACH, STATE
OF FLORIDA, HAS NAMED LARRY A. ECHOLS, LOCATED AT 6100 ESTERO
BOULEVARD, FORT MYERS BEACH, FLORIDA AT ITS AGENT TO ACCEPT
SERVICE OF PROCESS WITHIN FLORIDA.


LARRY A. ECHOLS

Dated: 11/13/89

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE,
I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO
COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER
AND COMPLETE PERFORMANCE OF MY DUTIES.


LARRY A. ECHOLS

Dated: 11/13/89