

ARTICLES OF INCORPORATION
FOR
FUTURA YACHT CLUB MARINA CONDOMINIUM ASSOCIATION, INC.

The undersigned subscribers associate themselves through these articles in order to form a corporation not for profit under the laws of the State of Florida, and do hereby adopt the following articles of incorporation:

1. The name of the corporation is FUTURA YACHT CLUB MARINA CONDOMINIUM ASSOCIATION, INC., hereinafter referred to as the "association."
2. The period of duration for the corporation is perpetual.
3. The purpose of the corporation is to provide an entity, in accordance with the Florida Condominium Act, Chapter 718, to operate the condominium located in Monroe County, Florida, and known as FUTURA YACHT CLUB MARINA, a condominium.
4. All terms used in these articles of incorporation have the same meaning as designated in the declaration of condominium for FUTURA YACHT CLUB MARINA, a condominium, unless these articles specifically provide otherwise, or unless the context dictates a contrary meaning.
5. The association shall have all common-law and statutory powers permitted a corporation not for profit under Florida law which do not conflict with these articles, the declaration of condominium, the association bylaws, or the Condominium Act. The association shall also have those powers reasonably necessary to carry out its responsibilities for the operation of the condominium in accordance with the declaration of condominium and the association bylaws, which powers shall include, but not be limited to the following:
 - a. To make and collect assessments against members as unit owners for the purpose of exercising its powers and carrying out its responsibilities for the operation of the condominium.
 - b. To buy, sell, trade, lease, or encumber property, real or personal, and to construct additional improvements of the condominium property.
 - c. To maintain, repair, replace, reconstruct after casualty, operate and manage the condominium property or any property owned or leased by the association for use by member unit owners.
 - d. To acquire and pay for insurance on the condominium property and for the protection of the association and member unit owners.
 - e. In the manner provided in the association bylaws, to make and amend reasonable rules and regulations for the use and appearance of all property in the condominium for the benefit, health, safety, welfare, and happiness of member unit owners.
 - f. To approve or disapprove the leasing, transfer, mortgaging, ownership or possession of units in the manner provided for in the declaration of condominium or the association bylaws.

g. To enforce through legal means the Condominium Act, the declaration of condominium, the bylaws of the association, these articles and any rule or regulation as contemplated by section 5e of these articles.

h. To contract for the management of the condominium and delegate to a management entity which may be affiliated with the developer, those powers and duties of which are not specifically required by the Condominium Act to be retained by the board of directors, and also to contract for the management or operation of those portions of the common elements which are susceptible to such management or operation, or to enter leases for such common elements for the same purpose.

i. To hire employees to perform the services needed for the proper operation of the condominium.

The association shall, in exercising these and all other powers, be subject to and act in accordance with the Condominium Act, the declaration of condominium, the association bylaws, and these articles. The association shall distribute no part of its income to its members, directors, or officers, and if the association is dissolved, all its assets shall be transferred only to another nonprofit corporation or a public agency. All funds and all titles of any properties acquired by the association and any proceeds therefrom shall be held in trust for the unit owners in accordance with the declaration of condominium, the association, bylaws, and these articles.

6. All persons who own a vested present interest in fee to any unit in the condominium, which is evidenced by a proper instrument properly recorded in the public records of Monroe County, Florida, shall be members of the association, and upon termination of the association members at the time of the termination and their successors and assigns shall be members. Members shares in the funds and assets of the association may not be assigned, hypothecated, or transferred in any member except as an appurtenance to the unit for which the share is held. In all matters on which the membership is entitled to vote, each member of the association shall have one vote, as provided for in the declaration of condominium and the association bylaws. The manner in which a vote is to be cast or exercised shall be determined by the declaration of condominium and the association bylaws.

7. The business and affairs of the association shall be managed by a board consisting of the number of directors determined by the association bylaws, but in any event not less than three (3) directors. Directors need not be members of the association nor reside in the condominium. The board of directors, its agents, contractors, or employees, shall exclusively exercise all of the powers of the association existing under the Condominium Act, the declaration of condominium, the association bylaws, and these articles, subject only to the approval of the unit owners when such approval is specifically required. The directors shall be elected at the annual meeting of the association members in the manner provided for by the association bylaws. Directors may be removed, and vacancies on the board may be filled as provided for in the association bylaws. The members of the

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first board of directors and their replacements shall be appointed by the developer. The members of the first board of directors shall serve terms as provided for in the association bylaws, and they or their replacements appointed by the developer shall serve until such time as unit owners other than the developer are permitted to elect directors as provided by the Condominium Act, or at an earlier date at the discretion of the developer as provided for in the association bylaws. The names and addresses of the first board of directors who shall hold office until their successors are elected and have qualified or until removed, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Ricardo Bandrich, Sr.	88540 Overseas Highway, Tavernier, Fl. 33070
Ricardo Bandrich, Jr.	88540 Overseas Highway Tavernier, Fl. 33070
Norma T. Bandrich	88540 Overseas Highway Tavernier, Fl. 33070

8. The affairs of the association shall be administered by the officers provided for in the bylaws. At the first meeting of the board of directors following the association annual meeting, the board shall elect the officers who will thereafter serve at the pleasure of the board. The names and addresses of the officers who shall serve until such time as the board of directors appoints successors are as follows:

<u>OFFICE</u>	<u>NAME</u>	<u>ADDRESS</u>
President	Ricardo Bandrich Sr.	88540 Overseas Highway, Tavernier, Fl. 33036
Secretary- Treasurer	Norma T. Bandrich	88540 Overseas Highway, Tavernier, Fl. 33070
V. President	Ricardo Bandrich Jr	88540 Overseas Highway Tavernier, Fl. 33070

9. The association shall indemnify directors, officers, members, employees, or agents of the association against all expense and liabilities including attorney's fees, costs, judgments, fines, and settlements reasonably incurred or imposed as a result of any proceeding to which any director, officer, member, employee, or agent of the association may have been a party or may have been otherwise involved by reason of his serving or previously having served the association at its request. However, unless the board of directors approves indemnification as being in the best interest of the association and placed in the minutes of the meeting at which such decision is made reasons therefor, no indemnification shall be permitted where a court of competent jurisdiction decides that the party seeking indemnification was guilty of willful misfeasance or malfeasance in the performance of his duties. The right of

indemnification shall not be exclusive of any rights to which a person seeking indemnification might be entitled.

10. The first bylaws of the association shall be adopted by the board of directors. The bylaws may be amended, altered, or rescinded in any manner provided for in the bylaws.

11. The articles may be amended as provided for in this article. Notice of the adoption of a proposed amendment must be included in the notice of the meeting at which the amendment is to be considered. A resolution for the adoption of the amendment may be proposed by either the board of directors or any member of the association. Any director or member of the association not present in person or by proxy at the meeting may express his approval in writing provided that the approval must be in the possession of the secretary of the association at the meeting. Amendments may be approved by a two-thirds vote of members of the association represented at a meeting at which a quorum has been attained. No amendment shall change the qualifications for membership, voting or property rights for members, the association's obligations under Article 5 of these articles to exercise its powers in accordance with the Condominium Act, the declaration of condominium, the bylaws, and these articles, or its obligation under article 5 concerning distribution of association income, dissolution, and the holding of all funds and titles to properties acquired by the association for the benefit of unit owners, without written approval by all members and the joinder of all record owners of mortgages on units. No amendment may be made which conflicts with the declaration of condominium or the Condominium Act. A copy of any amendment which is adopted shall be accepted and certified by the Secretary of State and be recorded in the public records of Monroe County, Florida.

12. The name and addresses of the subscribers to these articles of incorporation are:

NAME
Ricardo Bandrich, Sr.
Ricardo Bandrich, Jr.
Norma T. Bandrich

ADDRESS
88540 Overseas Highway,
Tavernier, Fl. 33070
88540 Overseas Highway
Tavernier, Fl. 33070
88.40 Overseas Highway
Tavernier, Fl. 33070

13. The initial registered office of this corporation shall be located at 88549 Overseas Highway, Tavernier, Fl. 33070, and the initial registered agent at that address is Ricardo Bandrich, Jr.

IN WITNESS WHEREOF, the undersigned subscribers have affixed their signatures below at Tavernier, Florida, on the 7th day of August, 1987.

Ricardo Bandrich Sr.
Ricardo Bandrich, Sr.
Ricardo Bandrich Jr.
Ricardo Bandrich, Jr.
Norma T. Bandrich
Norma T. Bandrich

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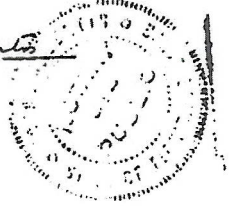
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STATE OF FLORIDA
COUNTY OF MONROE

The foregoing instrument was freely and voluntarily acknowledged before me by Ricardo Bandrich, Sr., Ricardo Bandrich, Jr. and Norma T. Bandrich, who are well known to me to be the persons described in the articles of incorporation.

IN WITNESS WHEREOF, I have set my hand and seal at Monroe County, Florida, this 14th day of December, 1987.

Joyce H. Gault
Notary Public
State of Florida



My commission expires:

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. MAR. 2, 1989
BONDED THRU GENERAL IDS. UND.