

State of Florida



Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of

CASA SOLANA CONDOMINIUM ASSOCIATION, INC.

Filed on October 9, 1979.

The Charter Number for this corporation is 749225.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
9th day of October,
1979.



CONF 204 (REV. 6-79)


Secretary of State

FILED

OCT 8 12 37 PM 1973

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

CASA SOLANA CONDOMINIUM ASSOCIATION, INC.

The undersigned do hereby associate themselves for the purpose of forming a corporation not for-profit as allowed by Chapter 718 and Chapter 617 of the Florida Statutes. Pursuant to the provisions and laws of the State of Florida, we certify as follows:

1. NAME

The name of the corporation shall be CASA SOLANA CONDOMINIUM ASSOCIATION, INC. Hereinafter the corporation shall be referred to as the "Association", with its principal registered office located at 3852 Roosevelt Boulevard, Key West, Florida, 33040. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

2. PURPOSE

The purpose for which the Association is organized is to provide an entity pursuant to Chapter 718, Florida Statutes 1977, or as thereafter amended, hereinafter called "The Condominium Act", for the operation of one (or more) Condominium(s), to be created pursuant to the provisions of The Condominium Act.

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 of Incorporation or The Condominium Act.

3.2 The Association shall have all of the powers and duties set forth in The Condominium Act except as limited by these Articles of Incorporation and the Declaration(s) of Condominium, and all of the powers and duties reasonably necessary to operate the Condominium(s) pursuant to the Declaration(s) of Condominium as originally recorded or as it (they) may be amended from time to time.

3.3 All funds and the titles to 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(s) of Condominium, these Articles of Incorporation, and the By-Laws of the Association.

3.4 The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration(s) of Condominium and the By-Laws of the Association.

3.5 The Association shall have the power and authority to levy, charge, assess and collect fees, charges and assessments from the Unit Owners as allowed by the Declaration(s) of Condominium.

3.6 The Association shall have no power to declare dividends, and no part of its net earnings shall inure to the benefit of any member or director of the Association or to any other private individual. The Association shall have no power or authority to engage in activities which consist of carrying on propaganda or otherwise attempting to influence legislation or to participate in, or intervene in, any political campaign on behalf of any candidate for public office.

3.7 The Association shall have the power to grant to non-members of the Association the right to use any recreation facilities owned by the Association. In connection therewith, the Association shall collect from those non-members granted such use rights such fees as provided for in the By-Laws of the Association.

4. STOCK

The Association shall have no capital stock.

5. MEMBERSHIP

5.1 The members of the Association shall consist of all of the record Owners of Condominium Units in the development known as Casa Solana, and after termination of the Condominium(s) shall consist of those who are members at the time of such termination, and their successors and assigns.

5.2 Membership shall be acquired by recording in the Public Records of the County within which the Condominium(s) is (are) situate, a deed or other instrument establishing record title to a Condominium Unit in the development known as Casa Solana, the Owner designated by such instrument thus becoming a member of the Association, and the membership of the prior Owner being thereby terminated, provided, however, any party who owns more than one Unit shall remain a member of the Association so long as he shall retain title to or a fee ownership interest in any Unit.

5.3 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 Unit.

5.4 On all matters upon which the member shall be entitled to vote, there shall be one vote for each Unit, which vote may be exercised or cast in such manner as may be provided in the By-Laws of the Association. Any person or entity owning more than one Unit shall be entitled to one vote for each Unit he or it owns.

5.5 The Developer shall be a member of the Association and shall be allowed one vote for each Unit owned by the Developer.

LAW OFFICE OF
DENNIS R. DELOACH, JR., P.A.
3440 SEMINOLE BLVD
P.O. BOX 1242
SEMINOLE, FLA 32576
PHONE 336-3331

EXHIBIT "C" TO DECLARATION
CONTINUED

6. EXISTENCE

The Association shall have perpetual existence.

7. SUBSCRIBERS

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

<u>NAME</u>	<u>ADDRESS</u>
Richard O. Eid	3852 Roosevelt Blvd. Key West, Florida 33040
Ann H. Eid	3852 Roosevelt Blvd. Key West, Florida 33040
Dennis R. DeLoach, Jr.	8486 Seminole Boulevard Seminole, Florida 33542

8. OFFICERS

The affairs of the Association shall be administered by a President, a Vice President and a Secretary/Treasurer, and such other officers as the Board of Directors may from time to time designate. Any person may hold two offices, excepting that the same person shall not hold the office of President and Secretary. Officers of the Association shall be those set forth herein or elected by the Board of Directors at its 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:

<u>NAME</u>	<u>ADDRESS</u>
PRESIDENT: Richard O. Eid	3852 Roosevelt Blvd. Key West, Florida 33040
VICE-PRESIDENT: Robert C. Hanmore	13160 110th Avenue North Largo, Florida 33540
SECRETARY/TREASURER: Ann H. Eid	3852 Roosevelt Blvd. Key West, Florida 33040

9. DIRECTORS

9.1 The affairs of the Association shall be managed by a Board of Directors who shall be members of the Association, excepting that the first Board of Directors shall consist of three (3) directors who need not be members of the Association, and thereafter the number of directors to be elected shall be determined by the number of units required to be managed by the Association in the method set forth in the By-laws.

9.2 Directors of the Association shall be elected at the annual meeting of the members in the manner provided in the By-Laws of the Association. Directors may be removed

and vacancies on the Board shall be filled in the manner provided by the By-Laws of the Association.

9.3 The first election of directors shall not be held until Key West Towers, Inc., a Florida corporation, hereinafter called the "Developer", is required by law to relinquish control of the Association. The directors named in these Articles shall serve until the first election of directors, and any vacancies in office occurring before the first election shall be filled by the remaining directors. Such successor directors need not be members of the Association.

9.4 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:

<u>NAME</u>	<u>ADDRESS</u>
Richard O. Eid	3852 Roosevelt Blvd. Key West, Florida 33040
Ann H. Eid	3852 Roosevelt Blvd. Key West, Florida 33040
Robert C. Hanzore	13160 110th Avenue North Largo, Florida 33540

10. INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities including attorneys' fees, reasonably incurred by or imposed upon him in connection with any proceedings or the 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 performance of his duties. The foregoing right of indemnification shall be in addition to and exclusive of all other rights and remedies to which such director or officer may be entitled.

11. BY-LAWS

The By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded by:

- (a) seventy-five (75%) percent of the entire membership of the Board of Directors and by fifty-one (51%) percent of the entire membership of the Association; or
- (b) seventy-five (75%) percent of the entire membership of the Association; or
- (c) all of the directors, as long as the original directors named in these Articles of Incorporation remain in office.

EXHIBIT "C" TO DECLARATION
CONTINUED

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DENNIS R. DeLOACH, JR., P.A.
5401 SEMINOLE BLVD
P.O. BOX 1392
SEMINOLE FLA 32182
PHONE 387-1875

12. AMENDMENT

These Articles of Incorporation shall be amended in the following manner:

12.1 Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered.

12.2 A resolution for the adoption of a proposed amendment may be proposed by the Board of Directors of the Association or by the members of the Association. A member may propose such an amendment by instrument in writing directed to any member of the Board of Directors signed by not less than ten (10%) percent of the membership. Amendments may be proposed by the Board of Directors by action of a majority of the Board at any regularly constituted meeting thereof. Upon an amendment being proposed as herein provided, the President or, in the event of his refusal or failure to act, the Board of Directors, shall call a meeting of the membership to be held not sooner than fifteen (15) days nor later than sixty (60) days thereafter for the purpose of considering said amendment. Directors and members not present in person at the meeting considering the amendment may express their approval in writing provided such approval is delivered to the Secretary at or prior to the meeting. Except as provided herein, such approval must be either by:

(a) Not less than seventy-five (75%) percent of the entire membership of the Board of Directors and by not less than fifty-one (51%) percent of the votes of the entire membership of the Association; or

(b) Not less than seventy-five (75%) percent of the votes of the entire membership of the Association.

12.3 Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of the members, nor any change in Paragraph J.3, without approval in writing by all members and the joinder of all record owners of mortgages on the Condominium Units. No amendment shall be made that is in conflict with The Condominium Act or the Declaration(s) of Condominium. No amendment shall be made without the consent and approval of the Developer so long as it shall own any Units in the Condominium.

12.4 A copy of each amendment shall be filed with the Secretary of State, pursuant to the provisions of the applicable Florida Statutes, and a copy certified by the Secretary of State shall be recorded in the Public Records of Monroe County, Florida.

LAW OFFICES OF
DENNIS R. DeROACH, JR., P.A.

3400 SEMINOLE BLVD
P O BOX 2102
SEMINOLE, FLA 32542

PHONE (904) 767-1111

EXHIBIT "C" TO DECLARATION
CONTINUED

13. RESIDENT AGENT

The corporation hereby appoints Richard O. Eid, located at 3852 Roosevelt Boulevard, Key West, Florida, 33040, as its Resident Agent to accept service of process within this State.

Having been named to accept service of process for the above named corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of the laws of the State of Florida relative to keeping open said office.

Richard O. Eid
Richard O. Eid, Resident Agent

IN WITNESS WHEREOF, the Subscribers have affixed their signatures hereto this 2nd day of MARCH, 1979.

Signed, sealed and delivered in the presence of:

Joseph J. Siefert Richard O. Eid
Rubel C. Rodriguez Richard O. Eid
Joseph J. Siefert Ann H. Eid
Rubel C. Rodriguez Ann H. Eid
Dennis R. DeLoach, Jr. Dennis R. DeLoach, Jr.
Bob Carroll

STATE OF FLORIDA
COUNTY OF MONROE

BEFORE ME, the undersigned authority, personally appeared RICHARD O. EID and ANN H. EID, who, after being duly sworn, acknowledged that they executed the foregoing Articles of Incorporation for the purposes expressed in such Articles this 2nd day of March, 1979.

[Signature]
Notary Public - State of Florida
My commission expires:

STATE OF FLORIDA
COUNTY OF PINELLAS

Notary Public, State of Florida at large
My Commission Expires Oct. 5, 1981

BEFORE ME, the undersigned authority, personally appeared DENNIS R. DeLOACH, JR., who, after being duly sworn, acknowledged that he executed the foregoing Articles

LAW OFFICE OF
DENNIS R. DeLOACH, JR., P.A.

8484 SEMINOLE BLVD
P.O. BOX 2392
SEMIHOLE FLA 33642

EXHIBIT "C" TO DECLARATION
CONTINUED

of Incorporation for the purposes expressed in such
Articles this 6th day of March, 1979.

Beth Carsh
Notary Public, State of Florida
My Commission Expires:

Notary Public, State of Florida at Large
My Commission Expires Oct. 21, 1981
Issued by American Bar & County Com. Inc.