

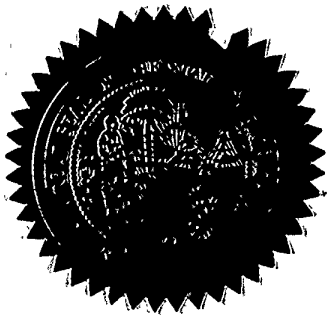
State of Florida

Department of State



I, Richard (Dick) Stone, Secretary of State of the State of Florida,
Do Hereby Certify That the following is a true and correct copy of
Amended Articles of Incorporation of OCEAN PALM VILLA ASSOCIATION,
INC., a corporation not for profit, organized and existing under
the Laws of the State of Florida, filed on the 9th day of November,
A. D., 1971, as shown by the records of this office.

Given under my hand and the Great Seal of the
State of Florida at Tallahassee, the Capital,
this the 11th day of November,
A.D. 1971.



Richard (Dick) Stone

Secretary of State

AMENDED

ARTICLES OF INCORPORATION
of

OCEAN PALM VILLA ASSOCIATION, INC.

The undersigned by these Articles associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes 1969 and certify as follows:

ARTICLE I

NAME

The name of the corporation shall be OCEAN PALM VILLA 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 1969, for the operation of OCEAN PALM VILLA I, OCEAN PALM VILLA II, and OCEAN PALM VILLA III, condominiums, located upon the following lands in Flagler County, Florida:

See attached legal description

2.2 The Association shall make no distributions 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 commonlaw 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 duties set forth in the Condominium Act except as limited by these Articles and the Declarations of Condominium, and all of the powers and duties reasonably necessary to operate the condominiums pursuant to the Declarations and as they 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 condominiums.

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

c. The maintenance, repair, replacement and operation of condominium property.

d. The purchase of insurance upon 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 condominiums, provided, however, that all such regulations and their amendments shall be approved by not less than 75% of the votes of the entire membership of the Association before such shall become effective.

g. To approve or disapprove the transfer, mortgage and ownership of apartments as may be provided by the Declarations of Condominium and the Bylaws.

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

i. To contract for the management of the condominiums and to delegate to such contractor all powers and duties of the Association except such as are specifically required by the Declarations 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.

l. To lease or purchase a condominium unit for the benefit of the Association.

3.3 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 Declarations of Condominium, these Articles of Incorporation and the Bylaws.

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

ARTICLE 4

MEMBERS

4.1 The members of the Association shall consist of all of the record owners of apartments in the condominiums and, after termination of the condominiums, shall consist of those who are members at the time of such termination and their successors and assigns.

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4.2 After receiving approval of the Association required by the Declarations of Condominium, change of membership in the Association shall be established by recording in the public records of Flagler County, Florida, a deed or other instrument establishing a record title to an apartment 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 to his apartment.

4.4 The owner of each apartment 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.

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 at the annual meeting of the members in the manner determined by the Bylaws. Directors may be removed and vacancies on 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 after the developer has closed the sales of all of the apartments of the condominiums, or until developer elects to terminate its control of the condominiums, or until after January 15, 1974, whichever occurs first. 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:

<u>Name</u>	<u>Address</u>
JOHN LEDBETTER	115 Imperial Hts., Ormond Beach, Florida
JOYCE H. LEDBETTER	115 Imperial Hts., Ormond Beach, Florida
RON NICOL	6 Evergreen Circle, Ormond Beach, Florida

5.5 The directors may appoint an Executive Committee made up of two directors and a resident manager. The Executive Committee shall investigate the qualifications of prospective purchasers and lessees and shall approve or disapprove of said transfers or leases. If the Executive Committee approves said transfer or lease, a certificate of approval, in recordable form shall be executed by the president of the Association and attested by the secretary.

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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 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:

PRESIDENT: RON NICOL, 6 Evergreen Circle, Ormond Beach, Florida
(name and address)

VICE PRESIDENT
and

ASSISTANT SECRETARY: JOHN LEDBETTER, 115 Imperial Hts., Ormond Beach, Florida
(name and address)

SECRETARY-
TREASURER: JOYCE H. LEDBETTER, 115 Imperial Hts., Ormond Beach, Florida
(name and address)

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 right 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

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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 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 or 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 Flagler County, Florida.

ARTICLE 10

TERM

The term of the Association shall be perpetual.

ARTICLE 11

SUBSCRIBERS

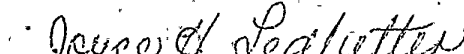
The names and addresses of the subscribers of these Articles of Incorporation are as follows:

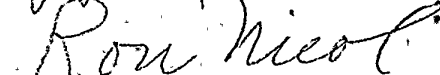
<u>NAMES</u>	<u>ADDRESSES</u>
JOHN LEDBETTER	115 Imperial Hts., Ormond Beach, Florida
JOYCE H. LEDBETTER	115 Imperial Hts., Ormond Beach, Florida
RON NICOL	6 Evergreen Circle, Ormond Beach, Florida

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IN WITNESS WHEREOF the subscribers have affixed their
signatures this 1st day of March, 1971.


JOHN LEDBETTER

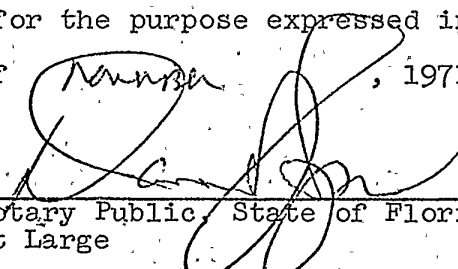

JOYCE H. LEDBETTER


RON NICOL

STATE OF FLORIDA

COUNTY OF FLAGLER

BEFORE ME, the undersigned authority, personally appeared
JOHN LEDBETTER, JOYCE H. LEDBETTER, and RON NICOL who, after
being duly sworn, acknowledged that they executed the foregoing
Amended Articles of Incorporation for the purpose expressed in
such Articles, this 1st day of March, 1971.


Notary Public, State of Florida
at Large

My commission expires:

Notary Public, State of Florida at Large
My Commission Expires Mar. 30, 1973

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That portion of Section 30, Township 12 South, Range 32 East, Flagler County, Florida, described as follows: Begin at a point in the South line of Section 30, said point being a distance of 241.21', South $88^{\circ} 23' 21''$ West from the Southeast corner of Section 30; thence South $88^{\circ} 23' 21''$ West along said South line of Section 30, a distance of 161.89' to the Easterly right of way line of the Florida Intracoastal Waterway; thence North $23^{\circ} 42' 39''$ West along said line, a distance of 391.15' to the Southwest corner of Lot 70, Ocean Palm Subdivision, of record in Map Book 5, page 70, public records of Flagler County, Florida; thence North $66^{\circ} 17' 21''$ East along the South line of said Lot 70, and extension thereof, a distance of 150' to a point; thence South $23^{\circ} 42' 39''$ East, a distance of 452.06' to the point of beginning.

That portion of Sections 29 and 30, Township 12 South, Range 32 East, Flagler County, Florida described as follows: Begin at the South corner common to said Sections 29 and 30; thence South $88^{\circ} 23' 21''$ West along the South line of Section 30, a distance of 241.21' to a point; thence North $23^{\circ} 42' 39''$ West, a distance of 161.89' to a point; thence North $88^{\circ} 23' 21''$ East, a distance of 465.09 to a point; thence South $21^{\circ} 50' 52''$ East, a distance of 159.87' to a point in the South line of Section 29; thence South $88^{\circ} 23' 21''$ West along said line of distance of 218.28' to the point of beginning.