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OFFICIAL RECORDS
ARTICLES OF INCORPORATION
OF

THE ORIGINAL SPORTSMAN'S LODGE CONDOMINIUM ASSOCIATION, INC.

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The undersigned does hereby associate itself 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, the undersigned certifies as follows:

1. NAME:

The name of the corporation shall be THE ORIGINAL SPORTSMAN'S LODGE CONDOMINIUM ASSOCIATION, INC. Hereinafter the corporation shall be referred to as the "Association", with its principal office located at 222 North Third Street, Palatka, Florida 32077.

2. PURPOSE:

The purpose for which the Association is organized is to provide an entity pursuant to Chapter 718, Florida Statutes 1979, or as thereafter amended, hereinafter called "The Condominium Act", for the operation of THE ORIGINAL SPORTSMAN'S LODGE, A CONDOMINIUM, hereinafter referred to as "Condominium", 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 and all of the powers and duties reasonably necessary to operate the Condominium as originally recorded or as it 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 of Condominium, these Articles of Incorporation, and the By-Laws of the Association.

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3.4 The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration of Condominium and by 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 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 no capital stock.

4. MEMBERSHIP

4.1 The members of the Association shall consist of all the record owners of units within the condominium as shown on the condominium plat thereof. Members may be individuals, partnerships, corporations, trusts or any other legally recognized entity. Each member shall designate a representative and an address which shall be furnished to the Association for purposes of Association mailings of all kinds, including notices and assessments.

4.2 Membership shall be acquired by recording in the Public Records of Putnam County, a deed or other instrument establishing record title to a unit in the Condominium, 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 (1) unit shall remain a member of the Association as long as he shall retain title to or a fee ownership interest in any unit.

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 unit.

4.4 On all matters upon which the membership of the Association shall be entitled to vote, each member shall be entitled to one (1) vote for each unit owned by the member. If any unit owner owns more than one (1) unit, said owner shall be entitled to the total number of votes which equal the total number of units owned. The votes for each unit shall not be divisible. Said votes may be exercised or cast in such manner as may be provided for in the Declaration of Condominium or the By-Laws of the Association.

4.5 Developer shall be a member of the Association and shall be allowed the votes for each unit owned by the Developer. Developer shall cease to be a member of the Association upon relinquishing title to all of the units owned by said Developer.

5. EXISTENCE

The Association shall have perpetual existence.

6. SUBSCRIBERS

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

Dan M. David	222 North Third Street Palatka, Florida 32077
Robert W. Browning	222 North Third Street Palatka, Florida 32077
Charles S. Motes	222 North Third Street Palatka, Florida 32077

7. OFFICERS

The affairs of the Association shall be administered by a President, A Vice President and a Secretary/Treasurer and such other officers as to the Board of Directors may from time to time designate. Any person may hold two (2) offices, excepting that the same person shall not hold the office President and Secretary/Treasurer. 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:

Dan M. David President	222 North Third Street Palatka, Florida 32077
Robert W. Browning Vice President	222 North Third Street Palatka, Florida 32077
Charles S. Motes Secretary/Treasurer	222 North Third Street Palatka, Florida 32077

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8. DIRECTORS

8.1 The affairs of the Association shall be managed by a Board of Directors who shall be members of the Association. All officers of a corporate unit owner, all partners of a general partnership unit owner and the general partners of a limited partnership unit owner shall be deemed to be members of the Association so as to qualify to be a director. Provided, however, that the first Board of Directors shall consist of three (3) directors who need not be members of the Association and thereafter the membership of the Board of Directors shall consist of not less than three (3) directors, provided, however, that the Board of Directors shall consist of an odd number of members.

8.2 Directors of the Association shall be elected at the annual meeting of the members in the manner provided by the By-Laws of the Association. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws of the Association.

8.3 The first election of directors shall be held when unit owners other than Sportsman "L", a Florida Partnership, heretofore and hereafter called "Developer", own 75% or more of the units in the condominium. 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. The successor directors need not be members of the Association.

8.4 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:

Dan M. David President	222 North Third Street Palatka, Florida 32077
Robert W. Browning Vice President	222 North Third Street Palatka, Florida 32077
Charles S. Motes Secretary/Treasurer	222 North Third Street Palatka, Florida 32077

9. 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 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 at the time such expenses are incurred, except when a 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 officer or director may be entitled.

10. BY-LAWS

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

- (a) approval of two-thirds (2/3) of the votes of the entire membership of the Association; or
- (b) approval of all of the directors, as long as the original directors named in the Articles of Incorporation remain in office

11. AMENDMENT

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

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

11.2 A resolution for the adoption of a proposed amendment may be proposed by the Board of Directors 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 one-third (1/3) of the membership. Amendments may be proposed by the Board of Directors by action of a majority of the Board of Directors at any regularly constituted meeting thereof. Upon amendment being proposed as herein provided, the President or, in the event of his refusal or failure to act, the Board shall call a meeting of the membership to be held not sooner than fifteen (15) days nor later than sixty (60) days thereafter for

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the purpose of considering said amendment. Directors and members not present in person at the meeting considering the amendment may express their approval or disapproval in writing provided such approval is delivered to the Secretary/Treasurer at or prior to the meeting. Except as provided herein, such approval must be by not less than two-thirds (2/3) of the votes of the entire membership of the Association.

11.3 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 Article 3.3, without approval in writing by all members and the joinder of all record owners of mortgages on units. No amendment shall be made that is in conflict with The Condominium Act or the Declaration of Condominium. No amendment shall be made without the consent and approval of Developer so long as it shall own any units in the Condominium.

11.4 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 Putnam County, Florida.

12. RESIDENT AGENT

The corporation hereby appoints Robert W. Browning, 222 North High Street, Palatka, Florida 32077, as its Resident Agent to accept service of process within this State.

IN WITNESS THEREOF, the Subscribers have affixed their signature this 21 day of October, 1988.

Signed, sealed and delivered in the presence of:

Debra L. Ferguson
Susan B. Varner
Debra L. Ferguson
Susan B. Varner
Debra L. Ferguson
Susan B. Varner

Dan M. David
DAN M. DAVID
Robert W. Browning
ROBERT W. BROWNING
Charles S. Moter
CHARLES S. MOTES

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OCT 27 1988
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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STATE OF FLORIDA
COUNTY OF PUTNAM

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BEFORE ME, the undersigned authority, personally appeared DAN M. DAVID, ROBERT W. BROWNING, and CHARLES S. MOTES, who, after being duly sworn, acknowledge that they executed the foregoing Articles of Incorporation for the purposes therein expressed in such Articles on this 21 day of OCTOBER, 1988.

SUSAN B. VARNES
NOTARY PUBLIC, STATE OF FLORIDA
My commission expires Mar. 14, 1990
Bonded by United States Fidelity & Guaranty Co
My Commission Expires:

Susan B. Varnes
NOTARY PUBLIC

ACCEPTANCE OF RESIDENT AGENT

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.

Robert W. Browning
ROBERT W. BROWNING
Resident Agent

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1988 OCT 27 PM 3:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA