

AUG-28-1991 04:13pm 91-247269

ORR 6940 P 546

State of Florida



Department of State

I certify that the attached is a true and correct copy of the Articles of Amendment, filed on August 6, 1991, to Articles of Incorporation for JUPITER DUNES CONDOMINIUM "C" ASSOCIATION, INC., a Florida corporation, as shown by the records of this office.

The document number of this corporation is 757830.

Given under my hand and the Great Seal of the State of Florida, at Tallahassee, the Capital, this the 15th day of August, 1991.



CR2E022 (2-91)

Jim Smith
Secretary of State

St. Peter Steven I. Greenwald PA

JRE 6940 25 547

CERTIFICATE OF AMENDMENT TO
ARTICLES OF INCORPORATION OF
JUPITER DUNES CONDOMINIUM "C" ASSOCIATION, INC.
A Florida Corporation Not-for-Profit

WHEREAS, the Articles of Incorporation of JUPITER DUNES CONDOMINIUM "C" ASSOCIATION, INC., were filed in the Office of the Secretary of State of the State of Florida on April 30, 1991; and

WHEREAS, JUPITER DUNES CONDOMINIUM "C" ASSOCIATION, INC., (the "Association"), was organized for the purpose of administering the operation and management of ESTUARY AT JUPITER DUNES CONDOMINIUM PHASE 1, a Condominium, and ESTUARY AT JUPITER DUNES CONDOMINIUM PHASE 2, a Condominium, both organized under the laws of the State of Florida pursuant to and under Chapters 617 and 718 of the Florida Statutes; and,

WHEREAS, the Articles of Incorporation of the Association were attached as an exhibit to the Declarations of Condominium for ESTUARY AT JUPITER DUNES CONDOMINIUM PHASE 1, a Condominium, and ESTUARY AT JUPITER DUNES CONDOMINIUM PHASE 2, a Condominium, and were otherwise incorporated by reference therein as though fully set forth therein and made a part thereof; and

SECRETARY OF STATE
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APR 23 1991
TALLAHASSEE, FLORIDA

WHEREAS, on or about April 30, 1991, the members of the Association met for the express purpose in part of voting upon and otherwise approving the below Amendment to the Articles of Incorporation of the Association; and,

WHEREAS, the members of the Association on April 30, 1991 in fact voted upon and otherwise approved the below Amendment to the Articles of Incorporation of the Association; and,

WHEREAS, the President and Secretary of the Association have affixed their signatures hereto and certification that the members have adopted the said Amendment appearing below, all in conformance with the aforescribed provisions of the Articles of Incorporation of the Association.

NOW, THEREFORE, this shall certify that the Articles of Incorporation of the Association are hereby amended as follows:

1. RESOLVED that Article 8, Paragraph 7, of the Articles of Incorporation of the Association be amended to read as follows:

"The Board of Directors shall consist of five (5) members as elected at the annual meeting. Of the five members elected at the annual meeting of April 30, 1991, the three

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(3) which receive the greatest number of votes shall serve a two (2) year term, the remaining two (2) shall serve for (1) year. The subsequent election of members to the Board of Directors in 1992 shall be for the purpose of electing two (2) board members. Thereafter terms for those elected to the Board of Directors shall be alternated as the terms of the current boards expire, i.e., Three (3) new members in 1993, two (2) new members in 1994, and so on ad infinitum."

NOTE: The purpose of this amendment is to allow continuity on the Board of Directors.

C E R T I F I C A T I O N

We, the undersigned as President and Secretary of JUPITER DUNES CONDOMINIUM "C" ASSOCIATION, INC., a Florida corporation not-for-profit having its principal office in Palm Beach County, Florida, hereby certify and affirm that the Amendments to the Articles of Incorporation of the Association were duly adopted by the Membership of the Association, all in accordance with the provisions of Chapter 718 of the Florida Statutes and the Articles of Incorporation of JUPITER DUNES CONDOMINIUM "C" ASSOCIATION, INC., as recorded in the Public Records of Palm Beach County, Florida.

IN WITNESS WHEREOF, we have hereunto affixed our hands and the seal of JUPITER DUNES CONDOMINIUM "C" ASSOCIATION, INC., this 29 day of July, 1991.

WITNESSES:

[Handwritten signatures]

JUPITER DUNES CONDOMINIUM "C" ASSOCIATION, INC.

BY: *[Signature]*
President

BY: *[Signature]*
Secretary

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1991 AUG -6 PM 1:53
SECRETARY OF STATE
TALLAHASSEE FLORIDA

STATE OF FLORIDA
COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared Hartley Hagemann President and Frank Meier Secretary of JUPITER DUNES CONDOMINIUM "C" ASSOCIATION, INC., a Florida corporation not-for-profit, and they acknowledged to and before me that they executed the foregoing as such officers of said Corporation, and that they affixed the corporate seal thereto, and that the foregoing is the act and deed of such Corporation.

WITNESS my hand and official seal, this 29 day of July, 1991.

[Signature]
Notary Public
State of Florida at Large

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP. APR. 10, 1993
BONDED THRU GENERAL INS. UND.

ORB 6448 Pg 1189

EXHIBIT NO. 2

State of Florida



Department of State

I certify that the attached is a true and correct copy of Articles of Incorporation of JUPITER DUNES CONDOMINIUM "C" ASSOCIATION, INC., a corporation not for profit organized under the laws of the State of Florida, filed on April 30, 1981, 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
31st day of December, 1981.



CER 101 Rev. 12-80

George Firrstone
Secretary of State

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
JUPITER DUNES CONDOMINIUM "C"
ASSOCIATION, INC.

(A Florida Corporation Not For Profit)

WE, the undersigned, hereby associate ourselves together for the purpose of forming a corporation not for profit under the laws of the State of Florida, pursuant to Florida Statutes, Chapter 617, and hereby certify as follows:

I

NAME OF CORPORATION

The name of this Corporation shall be "JUPITER DUNES CONDOMINIUM "C" ASSOCIATION, INC." (hereinafter referred to as the "Condominium Association").

II

PURPOSE

The purpose of the Condominium Association shall be to be the "Association," as said term is defined in the Florida Condominium Act, Florida Statutes Chapter 718 (the "Condominium Act"); for Jupiter Dunes Condominium "C" (the "Condominium"), which Condominium is situate in Palm Beach County, Florida, and which Condominium shall be created by the recordation by Racnor/Jupiter Inlet Corporation, a Delaware corporation (hereinafter referred to, together with its successors and assigns, as "Developer") of a certain "Declaration of Condominium or Jupiter Dunes Condominium 'C'" (the "Declaration or Condominium"), and as such the Condominium Association shall operate the Condominium and perform all of the functions assigned to the Condominium Association by the Condominium Act and the Declaration of Condominium.

III

POWERS

The Condominium Association shall have all of the common law and statutory powers of a corporation not for profit which are reasonably necessary to implement the purposes of the Condominium Association, including, but not limited to, the power to engage from time to time a manager or management firm or other agent to assist the Condominium Association in carrying out its duties and responsibilities.

RECORDED'S MEMO: Legibility
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IV

MEMBERSHIP

The qualification of members of the Condominium Association (the "Members"), the manner of their admission to membership, the manner of the termination of such membership, and voting by Members shall be as follows:

1. All owners of condominium units in the Condominium ("Units") shall be Members and no other persons or entities shall be entitled to membership in the Condominium Association.
2. Membership in the Condominium Association shall be established automatically and without further action upon the acquisition or ownership of fee title to or fee interest in a Unit, whether by conveyance, devise, or judicial decree, whereupon the membership in the Condominium Association of the prior owner of such Unit shall terminate automatically and without further action.
3. The share of a Member in the funds and assets of the Condominium Association and membership in the Condominium Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to a Unit.
4. Voting by the Members in the affairs of the Condominium Association shall be in accordance with the provisions of Article VIII of the Declaration of Condominium and of the By-Laws of the Condominium Association (the "By-Laws") pertaining thereto.

V

TERM

The term for which the Condominium Association is to exist shall be perpetual.

VI

SUBSCRIBERS

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

Stephen H. Osburn	401 North Ocean Drive Jupiter, Florida 33458
Kenneth A. Strauss	401 North Ocean Drive Jupiter, Florida 33458
Kathleen B. Guozzo	401 North Ocean Drive Jupiter, Florida 33458

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VII

OFFICERS

The affairs of the Condominium Association shall be managed by a President, Vice President, Secretary, Treasurer and such other officers as may be authorized by the Board of Directors. Said officers shall be elected annually by the Board of Directors as provided in the By-Laws and no officer need be a Member. The names of the officers of the Condominium Association who shall serve until such time as they resign, are removed or their successors are elected, shall be:

President	Stephen E. Osburn
Vice President	Kenneth R. Strauss
Secretary	Kathleen B. Cuzzo
Treasurer	Kenneth R. Strauss

VIII

DIRECTORS

1. The affairs of the Condominium Association shall be directed by a Board of Directors. The number of Directors on the first Board of Directors (the "First Board") shall be three (3). The number of directors subsequent to the First Board shall be as provided hereinafter in this Article VIII. No Director need be a Member.

2. The names and addresses of the persons who are to serve as the First Board are as follows:

Stephen E. Osburn	401 North Ocean Drive Jupiter, Florida 33458
Kenneth R. Strauss	401 North Ocean Drive Jupiter, Florida 33458
Kathleen B. Cuzzo	401 North Ocean Drive Jupiter, Florida 33458

Developer reserves the right to designate successor Directors to serve on the First Board for so long as the First Board is to serve as hereinafter provided.

3. Sixty (60) days after the conveyance by the Developer of fifteen percent (15%) or more of the Units that will be operated by the Condominium Association to owners other than Developer, the First Board shall be succeeded by the "Initial Elected Board". The number of Directors on the Initial Elected Board and all subsequent Boards shall be five (5). Members other than the Developer ("Purchaser members") shall be entitled to elect two (2) Directors and the Developer shall designate and select the remaining three (3) Directors.

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The Purchaser Members shall elect their two (2) Directors at a special meeting to be called by the Condominium Association for such purpose (the "Initial Election Meeting"), and the Developer shall designate the remaining three (3) Directors at such Initial Election Meeting. The Initial Elected Board shall succeed the First Board upon its election or designation. Subject to the provisions of Paragraph 4 of this Article VIII, the Initial Elected Board shall serve until the next Annual Members Meeting (as defined in the By-Laws), whereupon the members of the Board of Directors shall be elected or designated in the same manner as the Initial Elected Board, to wit: two (2) by Purchaser Members and three (3) by the Developer.

4. Sixty (60) days after the "Turnover Date" (as hereinafter defined), two of the Developer's three (3) designated Directors shall be succeeded by Directors elected by the Purchaser Members. The "Turnover Date" is the earliest to occur of the following:

A. Three (3) years after fifty percent (50%) of the Units that will be operated ultimately by the Condominium Association have been conveyed by Developer to Owners other than Developer, which conveyances shall be evidenced by the recording of instruments of conveyance to the respective Purchaser Members in the Public Records of Palm Beach County, Florida; or

B. Three (3) months after ninety percent (90%) of the Units that will be operated ultimately by the Condominium Association have been conveyed by Developer to Owners other than Developer, which conveyances shall be evidenced by the recording of instruments of conveyance to the respective Purchaser Members in the Public Records of Palm Beach County, Florida; or

C. When all of the Units that will be operated ultimately by the Condominium Association have been completed (as evidenced by the issuance of a Certificate of Occupancy for all of same) and none are being offered for sale by the Developer in the ordinary course of business; or

D. When some of the Units have been conveyed to Purchaser Members and none of the others are being constructed or offered for sale by the Developer in the ordinary course of business.

Within sixty (60) days after the Turnover Date, the Board of Directors shall call a special meeting of the Members (the "Majority Election Meeting") for the purpose of the election by the Purchaser Members of Directors to succeed two of the Developer's designated Directors.

5. Until the time set forth in Paragraph 6 of this Article VIII, at each Annual Members Meeting held subsequent to the Majority Election Meeting, four of the Directors shall be elected by the Purchaser Members and one of the Directors shall be designated by the Developer.

6. The Developer shall cause all of its designated Directors to resign (said action being hereinafter referred to as the "Developer's Resignation Event") when the Developer no longer holds for sale in the ordinary course of business five

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percent (5%) of the Units that will be operated ultimately by the Condominium Association.

Upon the Developer's Resignation Event, the members of the Board of Directors elected by Purchaser Members shall elect successor Directors to fill the vacancy caused by the resignation or removal of the Developer's designated Director. This successor Director shall serve until the next Annual Members Meeting and until his successor is elected and qualified.

7. At each Annual Members Meeting held subsequent to the Developer's Resignation Event, all of the Directors shall be elected by the Members of the Condominium Association.

IX

INDEMNIFICATION

Every Director and every officer of the Condominium Association (and the Directors and/or officers as a group) shall be indemnified by the Condominium Association against all expenses and liabilities, including counsel fees (at all trial and appellate levels) reasonably incurred by or imposed upon him or them in connection with any proceeding or litigation or settlement in which he may become involved by reason of his being or having been a Director or officer of the Condominium Association. The foregoing provisions for indemnification shall apply whether or not he is a Director or officer at the time such expenses are incurred. Notwithstanding the above, in the event of a settlement, the indemnification provisions herein shall not be automatic and shall apply only when the Board of Directors approves such settlement and authorizes reimbursement for the costs and expenses of the settlement as in the best interest of the Condominium Association, and in instances where a Director or officer admits or is adjudged guilty of gross mistake or malfeasance in the performance of his duties, the indemnification provisions of these Articles shall not apply. Otherwise, the foregoing rights to indemnification shall be in addition to and not exclusive of any and all right of indemnification to which a Director or officer may be entitled, whether by statute or common law.

X

BY-LAWS

The By-Laws of the Condominium Association shall be adopted by the First Board, may be amended by a majority of the Board of Directors prior to the Turnover Date, and thereafter may be altered, amended or rescinded by the affirmative vote of not less than a majority of the total votes of all Members cast at a regular or special meeting of the membership and the affirmative approval of a majority of the Board of Directors at a regular or special meeting of the Board of Directors. The right to modify, amend or rescind may be restricted in the manner provided for in the By-Laws.

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XI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation shall be 401 North Ocean Drive, Jupiter, Florida 33458, and the name of the initial registered agent of this Corporation is Stephen M. Osburn.

XII

AMENDMENTS

1. Subject to the provisions of Article XII 2 and 3 hereof, these Articles of Incorporation may be amended at any meeting of the Members by the affirmative vote of two-thirds (2/3) of the total votes of all Members, and may be amended solely by the affirmative vote of a majority of the Board of Directors at any time prior to the Turnover Date.

2. No amendment shall be made to these Articles of Incorporation which would in any manner reduce, amend, affect or modify the terms, conditions, provisions, rights and obligations set forth in the Declaration of Condominium.

3. There shall be no amendment to these Articles of Incorporation which shall, in the judgment of Developer, abridge, amend or alter the rights of Developer in any manner without the prior written consent of Developer.

IN WITNESS WHEREOF, the Subscribers hereto have hereunto set their hands and seals this 9th day of March, 1981.

Signed, sealed and delivered in the presence of:

<u>Don E. White</u>	<u>Stephen M. Osburn</u> (SEAL)
<u>Joan Odell</u>	<u>Kenneth R. Strauss</u> (SEAL)
<u>Patricia H.</u>	<u>Kathleen B. Cuozzo</u> (SEAL)

ORB 6448 P: 1196

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared Stephen H. Osburn, Kenneth R. Strauss and Kathleen B. Cuzzo, who after being by me first duly sworn, acknowledged that they executed the foregoing Articles of Incorporation of Jupiter Dunes Condominium "C" Association, Inc., a Florida corporation not for profit, for the purposes therein expressed.

WITNESS my hand and official seal at the State and County aforesaid, this 9th day of March, 1981

My Commission Expires:
NOTARY PUBLIC STATE OF FLORIDA AT LARGE
MY COMMISSION EXPIRES NOV. 4 1981
SIGNED THIS GENERAL P.S., UNDERWRITES

John Odell (SEAL)
Notary Public

ORB 0445 P 1177

FILED

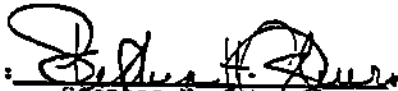
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**CERTIFICATE DESIGNATING RESIDENT AGENT
AND LOCATION FOR SERVICE OF PROCESS**
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 48.091, Chapter 48, Florida Statutes, the following is submitted: that Jupiter Dunes Condominium "C" Association, Inc., desiring to organize under the laws of the State of Florida, has named Stephen H. Osburn as its agent to accept service of process within this State, and has designated 401 North Ocean Drive, Jupiter, Palm Beach County, Florida, as the location for service of process within this State.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)


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 agree to comply with the provisions of Section 48.091, Chapter 48, Florida Statutes.

By: 
Stephen H. Osburn
(Resident Agent)

STATE OF FLORIDA :
COUNTY OF PALM BEACH : :SS

BEFORE ME, the undersigned authority, personally appeared STEPHEN H. OSBURN, who after being by me first duly sworn, acknowledged that he executed the foregoing Certificate Designating Resident Agent, for the purposes therein expressed. WITNESS my hand and official seal at the State and County aforesaid, this 9th day of March, 1981.

My commission expires:
(SEAL)


NOTARY PUBLIC

Notary Public, State of Florida at Large
My Commission Expires Jan. 3, 1982

RECORDER'S MEMO: Legibility
of Writing, Typing or Printing
unsatisfactory in this document
where received.

088 6448 Pg 1198

State of Florida



Department of State

I certify that the attached is a true and correct copy of the Articles of Amendment, filed on June 26, 1989, to Articles of Incorporation for JUPITER DUNES CONDOMINIUM "C" ASSOCIATION, INC., a Florida corporation, as shown by the records of this office.

The document number of this corporation is 757830.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
26th day of June, 1989.



CR2EO22 (8-88)

Jim Smith
Jim Smith
Secretary of State

ORB 6448 Pg 1199

AMENDMENT TO ARTICLES OF INCORPORATION
 OF
 JUPITER DUNES CONDOMINIUM "C" ASSOCIATION, INC.
 (A Florida Corporation Not For Profit)

FILED
 JUN 25 PM 2:50

This Amendment to Articles of Incorporation of Jupiter Dunes Condominium "C" Association, Inc. is dated June 21, 1989.

Background

- A. Jupiter Dunes Condominium "C" Association, Inc., a Florida Corporation Not for Profit (the "Association") was organized pursuant to Florida Statutes, Chapter 617 on April 30, 1981 and Articles of Incorporation for the Association were filed with the Florida Secretary of State on that date. A copy of the Articles of Incorporation is attached hereto as Exhibit "A".
- B. Pursuant to the Articles of Incorporation and Florida law, the Board of Directors is authorized to amend the Articles of Incorporation by the affirmative vote of a majority of the Board of Directors of the Association at any time prior to the "Turnover Date" as that term is defined in the Articles of Incorporation.
- C. The Turnover Date has not yet occurred, and the Board of Directors desires to amend the Articles of Incorporation to change the corporate purpose of the Association as set forth in the Articles.

NOW, THEREFORE, the Association agrees and certifies as follows:

- 1. Article II is hereby deleted in its entirety and the following substituted in lieu thereof:

PURPOSE

"The purpose of the Condominium Association shall be to be the "Association," as said term is defined in the Florida Condominium Act, Florida Statutes Chapter 718 (the "Condominium Act"), for The Estuary at Jupiter Dunes (the "Condominium"), which Condominium is situate in Palm Beach County, Florida, and which Condominium shall be created by the recordation by Radnor/Jupiter Inlet Corporation, a Delaware corporation (hereinafter referred to, together with its successors and assigns, as "Developer") of a certain "Declaration of Condominium of The Estuary at Jupiter Dunes") (the "Declaration of Condominium"), and as such the

RECORDER'S MEMO: Legibility of Writing, Typing or Printing unsatisfactory in this document when received.

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Condominium Association shall operate the Condominium and perform all of the functions assigned to the Condominium Association by the Condominium Act and the Declaration of Condominium."

2. Except as modified herein, all Articles of Incorporation of Jupiter Dunes Condominium "C" Association, Inc. shall remain in full force and effect.

IN WITNESS WHEREOF, the Board of Directors has hereunto set their hands and seals this 21st day of June, 1989.

Signed, sealed & delivered in the presence of:

Nancy Deke
G. E. Whit

Stephen H. Osburn
Stephen H. Osburn, Director
President
John Dykinga
John Dykinga, Director
Secretary

JDEST3/17

This amendment was adopted by the directors on June 21, 1989.

ORB 6448 Pg 1201

STATE OF FLORIDA)
) ss
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared Stephen H. Osburn and John Dykinya, who after being by me first duly sworn, acknowledged that they executed the foregoing Amendment to the Articles of Incorporation of Jupiter Dunes Condominium "C" Association, Inc., a Florida Corporation Not for Profit, for the purposes therein expressed.

WITNESS my hand and official seal at the State and County aforesaid, this 21st day of June, 1989.

My Commission Expires :

Notary Public, State of Florida
My Commission Expires June 22, 1990
Bonded by Western Surety Company

Gene M. Parker (SEAL)
Notary Public

ORB 6448 Pg 1202

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of JUPITER DUNES CONDOMINIUM "C" ASSOCIATION, INC., a corporation organized under the laws of the State of Florida, filed on April 30, 1981, as shown by the records of this office.

The document number of this corporation is 757830.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
8th day of May, 1989.



CR2EO22 (8-88)

Jim Smith
Secretary of State

EXHIBIT "A"

ORR 6448 Pg 1203

ARTICLES OF INCORPORATION
OF
JUPITER DUNES CONDOMINIUM "C"
ASSOCIATION, INC.

APR 23 2 26 PM '81
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

757830

(A Florida Corporation Not-For Profit)

We, the undersigned, hereby associate ourselves together for the purpose of forming a corporation not for profit under the laws of the State of Florida, pursuant to Florida Statutes, Chapter 617, and hereby certify as follows:

I

NAME OF CORPORATION

The name of this Corporation shall be "JUPITER DUNES CONDOMINIUM "C" ASSOCIATION, INC." (hereinafter referred to as the "Condominium Association").

II

PURPOSE

The purpose of the Condominium Association shall be to be the "Association," as said term is defined in the Florida Condominium Act, Florida Statutes Chapter 718 (the "Condominium Act"), for Jupiter Dunes Condominium "C" (the "Condominium"), which Condominium is situated in Palm Beach County, Florida, and which Condominium shall be created by the recordation by Register/Jupiter Inlet Corporation, a Delaware corporation (hereinafter referred to, together with its successors and assigns, as "Developer") of a certain "Declaration of Condominium or Jupiter Dunes Condominium 'C'" (the "Declaration of Condominium"), and as such the Condominium Association shall operate the Condominium and perform all of the functions assigned to the Condominium Association by the Condominium Act and the Declaration of Condominium.

III

POWERS

The Condominium Association shall have all of the common law and statutory powers of a corporation not for profit which are reasonably necessary to implement the purpose of the Condominium Association, including, but not limited to, the power to engage from time to time a manager or management firm or other agent to assist the Condominium Association in carrying out its duties and responsibilities.

APR 23

RECORDER'S MEMO: Legibility of Writing, Typing or Printing unsatisfactory in this document when received.

ORR 6448 Pg 1204

IV

MEMBERSHIP

The qualification of members of the Condominium Association (the "Members"), the manner of their admission to membership, the manner of the termination of such membership, and voting by Members shall be as follows:

1. All owners of condominium units in the Condominium Association shall be Members and no other persons or entities shall be entitled to membership in the Condominium Association.
2. Membership in the Condominium Association shall be established automatically and without further action upon the acquisition of ownership of fee title to or fee interest in a Unit, whether by conveyance, devise, or judicial decree, whereupon the membership in the Condominium Association of the prior owner of such Unit shall terminate automatically and without further action.
3. The share of a Member in the funds and assets of the Condominium Association and membership in the Condominium Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to a Unit.
4. Voting by the members in the affairs of the Condominium Association shall be in accordance with the provisions of Article VIII of the Declaration of Condominium and of the By-Laws of the Condominium Association (the "By-Laws") pertaining thereto.

V

TERM

The term for which the Condominium Association is to exist shall be perpetual.

VI

SUBSCRIBERS

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

- | | |
|--------------------|---|
| Stephen H. Osburn | 401 North Ocean Drive
Jupiter, Florida 33456 |
| Kenneth A. Strauss | 401 North Ocean Drive
Jupiter, Florida 33456 |
| Kathleen S. Cuzzo | 401 North Ocean Drive
Jupiter, Florida 33456 |

1953

RECORDER'S MEMO: Legibility of Writing, Typing or Printing unsatisfactory in this document when received.

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VII
OFFICERS

The affairs of the Condominium Association shall be managed by a President, Vice President, Secretary, Treasurer and such other officers as may be authorized by the Board of Directors. Officers shall be elected annually by the Board of Directors as provided in the By-Laws and no officer need be a Member. The names of the officers of the Condominium Association who shall serve until such time as they resign, are removed or their successors are elected, shall be:

President	Stephen H. Gubern
Vice President	Kenneth A. Strause
Secretary	Kathleen B. Cuzzo
Treasurer	Kenneth A. Strause

VIII
DIRECTORS

1. The affairs of the Condominium Association shall be directed by a Board of Directors. The number of Directors on the first Board of Directors (the "First Board") shall be three (3). The number of directors subsequent to the First Board shall be as provided hereinafter in this Article VIII. No Director need be a Member.

2. The names and addresses of the persons who are to serve as the First Board are as follows:

Stephen H. Gubern	401 North Ocean Drive Jupiter, Florida 33456
Kenneth A. Strause	401 North Ocean Drive Jupiter, Florida 33456
Kathleen B. Cuzzo	401 North Ocean Drive Jupiter, Florida 33456

Developer reserves the right to designate successor Directors to serve on the First Board for so long as the First Board is to serve as hereinafter provided.

3. Sixty (60) days after the conveyance by the Developer of fifteen percent (15%) or more of the Units that will be operated by the Condominium Association to owners other than Developer, the First Board shall be succeeded by the "Initial Elected Board". The number of Directors on the Initial Elected Board and all subsequent Boards shall be five (5). Members other than the Developer ("Purchaser Members") shall be entitled to elect two (2) Directors and the Developer shall designate and select the remaining three (3) Directors.

711953

RECORDER'S MEMO: Legibility of Writing, Typing or Printing unsatisfactory in this document when received.

ORB 6448 Pg 1206

The Purchaser Members shall elect their two (2) Directors at a special meeting to be called by the Condominium Association for such purpose (the "Initial Election Meeting"), and the Developer shall designate the remaining three (3) Directors at such Initial Election Meeting. The Initial Elected Board shall succeed the first board upon its election or resignation, subject to the provisions of Paragraph 4 of this Article VIII, the Initial Elected Board shall serve until the next Annual Members Meeting (as defined in the By-laws), whereupon the members of the Board of Directors shall be elected or designated in the same manner as the Initial Elected Board, to wit: two (2) by Purchaser Members and three (3) by the Developer.

4. Sixty (60) days after the "Turnover Date" (as hereinafter defined), two of the Developer's three (3) designated Directors shall be succeeded by Directors elected by the Purchaser Members. The "Turnover Date" is the earliest to occur of the following:

A. Three (3) years after fifty percent (50%) of the Units that will be operated ultimately by the Condominium Association have been conveyed by Developer to Owners other than Developer, which conveyances shall be evidenced by the recording of instruments of conveyance to the respective Purchaser Members in the Public Records of Palm Beach County, Florida; or

B. Three (3) years after ninety percent (90%) of the Units that will be operated ultimately by the Condominium Association have been conveyed by Developer to Owners other than Developer, which conveyances shall be evidenced by the recording of instruments of conveyance to the respective Purchaser Members in the Public Records of Palm Beach County, Florida; or

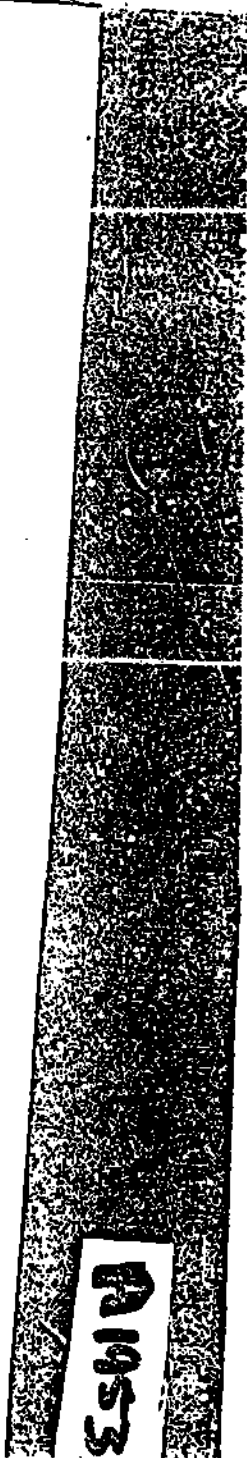
C. When all of the Units that will be operated ultimately by the Condominium Association have been completed (as evidenced by the issuance of a Certificate of Occupancy for all or same) and none are being offered for sale by the Developer in the ordinary course of business; or

D. When some of the Units have been conveyed to Purchaser Members and none of the others are being constructed or offered for sale by the Developer in the ordinary course of business.

Within sixty (60) days after the Turnover Date, the Board of Directors shall call a special meeting of the Members (the "Majority Election Meeting") for the purpose of the election by the Purchaser Members of Directors to succeed two of the Developer's designated Directors.

5. Until the time set forth in Paragraph 4 of this Article VIII, at each Annual Members Meeting held subsequent to the Majority Election Meeting, four of the Directors shall be elected by the Purchaser Members and one of the Directors shall be designated by the Developer.

6. The Developer shall cause all of its designated Directors to resign (said action being hereinafter referred to as the "Developer's Resignation Event") when the Developer no longer holds for sale in the ordinary course of business five



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percent (5%) of the Units that will be operated ultimately by the Condominium Association.

Upon the Developer's Resignation Event, the Members of the Board of Directors elected by Purchaser Members shall elect successor Directors to fill the vacancy caused by the resignation of the Developer's designated Director. This successor Director shall serve until the next Annual Members Meeting and until his successor is elected and qualified.

7. At each Annual Members Meeting held subsequent to the Developer's Resignation Event, all of the Directors shall be elected by the members of the Condominium Association.

IX

INDEMNIFICATION

Every Director and every officer of the Condominium Association (and the Directors and/or officers as a group) shall be indemnified by the Condominium Association against all expenses and liabilities, including counsel fees (at all trial and appellate levels) reasonably incurred by or imposed upon him or them in connection with any proceeding or litigation or settlement in which he may become involved by reason of his being or having been a Director or officer of the Condominium Association. The foregoing provisions for indemnification shall apply whether or not he is a Director or officer at the time that expenses are incurred. Notwithstanding the above, in the event of a settlement, the indemnification provisions herein shall not be automatic and shall apply only when the Board of Directors approves such settlement and authorizes reimbursement for the costs and expenses of the settlement as in the best interest of the Condominium Association, and in instances where a Director or officer admits or is adjudged guilty of gross negligence or malfeasance in the performance of his duties, the indemnification provisions of these Articles shall not apply. Otherwise, the foregoing rights to indemnification shall be in addition to and not exclusive of any and all right of indemnification to which a Director or officer may be entitled, whether by statute or common law.

X

BY-LAWS

The By-Laws of the Condominium Association shall be adopted by the first Board, may be amended by a majority of the Board of Directors prior to the Turnover Date, and thereafter may be altered, amended or rescinded by the affirmative vote of not less than a majority of the total votes of all Members cast at a regular or special meeting of the membership and the affirmative approval of a majority of the Board of Directors at a regular or special meeting of the Board of Directors. The right to modify, amend or rescind may be restricted in the manner provided for in the By-Laws.

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XI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation shall be 601 North Ocean Drive, Jupiter, Florida 33418, and the name of the initial registered agent of this Corporation is Stephen M. Canino.

XII

AMENDMENTS

1. Subject to the provisions of Article XII 2 and 3 hereof, these Articles of Incorporation may be amended at any meeting of the Members by the affirmative vote of two-thirds (2/3) of the total votes of all Members, and may be amended solely by the affirmative vote of a majority of the Board of Directors at any time prior to the Turnover Date.
2. No amendment shall be made to these Articles of Incorporation which would in any manner reduce, amend, affect or modify the terms, conditions, provisions, rights and obligations set forth in the Declaration of Condominium.
3. There shall be no amendment to these Articles of Incorporation which shall, in the judgment of Developer, abridge, amend or alter the rights of Developer in any manner without the prior written consent of Developer.

IN WITNESS WHEREOF, the Subscribers hereto have hereunto set their hands and seals this 9th day of March, 1981.

signed, sealed and delivered in the presence of:

<u>Don E. Wickles</u>	<u>Stephen M. Canino</u> (SEAL)
<u>John Adell</u>	<u>Kenneth R. Strauss</u> (SEAL)
<u>Greg Little</u>	<u>Richard H. Curzio</u> (SEAL)

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STATE OF FLORIDA)
COUNTY OF PALM BEACH) ss

SAFUEL ME, the undersigned authority, personally ap-
peared Stephen H. Osburn, Kenneth R. Strauss and Kathleen B. Osburn
who after being by me read only such, acknowledged that they
approved the foregoing Articles of Incorporation of Jupiter
Dunes Condominium "C" Association, Inc., a Florida corporation
not for profit, for the purposes therein expressed.

WITNESS my hand and official seal at the State and
County aforesaid, this 9th day of March, 1981.

My Commission Expires:
NOTARY PUBLIC STATE OF FLORIDA AT LARGE
BY COMMISSION EXPIRES NOV. 3 1981
EXPIRES THIS JOURNAL NO. 1400001200

John Edell (SEAL)
Notary Public

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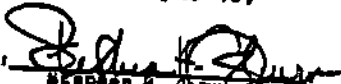
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CERTIFICATE DESIGNATING RESIDENT AGENT AND LOCATION FOR SERVICE OF PROCESS

Pursuant to Section 48.091, Chapter 48, Florida Statutes, the following is submitted: that Jupiter Dunes Condominium "C" Association, Inc., desiring to organize under the laws of the state of Florida, has named Stephen K. Osburn as its agent to accept service of process within this state, and has designated 482 North Ocean Drive, Jupiter, Palm Beach County, Florida, as the location for service of process within this state.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

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 agree to comply with the provisions of Section 48.091, Chapter 48, Florida Statutes.

By: 
Stephen K. Osburn
(Resident Agent)

STATE OF FLORIDA :
COUNTY OF PALM BEACH : 155

BEFORE ME, the undersigned authority, personally appeared STEPHEN K. OSBURN, who after being by me first duly sworn, acknowledged that he executed the foregoing Certificate Designating Resident Agent, for the purposes therein expressed. WITNESS my hand and official seal at the State and County aforesaid, this 9th day of March, 1991.

My commission expires:
(SEAL)
Notary Public, State of Florida at Large
My Commission Expires Jan. 8, 1992


NOTARY PUBLIC

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