

ARTICLES OF  
INCORPORATION

OF

PORT SIDE VILLAS  
OWNERS ASSOCIATION,  
INC.

*THE FOLLOWING IS A COPY OF THE RENDITION OF THE  
ORIGINAL DOCUMENT ON FILE IN THE OFFICE OF PORT  
SIDE VILLAS, A CONDOMINIUM, INC.*

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

## ARTICLE I

### Name

The name of the corporation shall be PORT SIDE VILLAS OWNERS ASSOCIATION, INC., and for convenience, the corporation shall be referred to in this instrument as the Association.

## ARTICLE II

### Purpose

II.1 The purpose for which the Association is organized is to provide an entity pursuant to Chapter 718, Florida Statutes, for the operation of PORT SIDE VILLAS, A CONDOMINIUM, Phase I, to be located upon the property described in Exhibit "A", and Phases II, III, and IV to be constructed at a later date on lands described in Exhibit "B", "C", and "D", respectively.

II.2 The Association shall make no distributions of income to its members, directors or officers.

## ARTICLE III

### Powers

The powers of the Association shall include and be governed by the following provisions:

III.1 The Association shall have all of the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these articles.

III.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 Declaration of Condominium, and all of the powers and duties reasonably necessary to operate the condominium pursuant to the Declaration as presently drafted and as it may be amended from time to time, including but not limited to the following:

- a. To make and collect assessments against members as unit owners to defray the costs, expenses and losses of the condominium.
- b. To use the proceeds of assessments in the exercising of its powers and duties.
- c. To maintain, repair, replace and operate the condominium property and improvements thereon and to cause such exterior maintenance and repairs to be performed as may be necessary upon parcels subject to assessment as provided for in the Declaration of Condominium.
- d. To purchase insurance upon the condominium property and insurance for the protection of the Association and its members as unit owners.
- e. To reconstruct improvements after casualty and further improvement of the property.
- f. To make and amend reasonable regulations respecting the use of the property in the condominium.
- g. To approve or disapprove the transfer, mortgage and ownership of units as provided by the Declaration of Condominium and the By-laws of the Association.

h. To enforce by legal means the provisions of the Condominium Act; the Declarations of Condominium for PORT SIDE VILLAS, A CONDOMINIUM, those Articles of the By-laws of the Association and the regulations for use of the property in the condominium.

i. To contract for the management of the Condominium and to delegate to such contractor and manager all powers and duties of the Association, except as such as are specifically required by the Declaration of Condominium to have approval of the Board of Directors or the membership of the Association.

j. To contract for management or operation of portions of the common elements susceptible to separate management or operation.

k. To employ personnel to perform services required for proper operation of the condominium.

l. To act for the Association and for all unit owners and members of the Association in all transactions with the Santa Rosa Island Authority and to collect all rental and lease payments due to the Authority from the unit owners and to pay said amounts to the Authority.

m. To represent all unit owners and the Association in negotiating or renegotiation new leases, lease amendments or extensions with the Santa Rosa Island Authority.

III.3 The association shall have the power to purchase a unit or units in the condominium and to hold, lease, mortgage and convey the same.

III.4 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.

#### ARTICLE IV

##### Members

IV.1 The members of the association shall consist of all of the record owners of units in PORT SIDE VILLAS, A CONDOMINIUM as it may exist from time to time, and in the event of termination of the condominium, shall consist of those who are members at the time of such termination and their successors and assigns.

IV.2 After receiving approval of the Association as required by the Declaration of Condominium, change of membership in the Association shall be established by recording in the Public Records of Escambia County, Florida, a deed or other instrument establishing a record title to a unit in PORT SIDE VILLAS, A CONDOMINIUM and the delivery of a certified copy of such instrument to the Association. The owner designated by such instrument thus becomes a member of the Association and the membership of the prior owner is terminated.

IV.3 A share of a member in the funds and assets of the Association can not be assigned, hypothecated or transferred in any manner except as an appurtenance to his unit.

IV.4 The owner of each unit shall be entitled to one vote as a member of the Association. The manner of exercising voting rights shall be determined by the By-laws of the Association.

## ARTICLE V

### Directors

V.1 The affairs of the Association will be managed by a board consisting of the number of directors fixed in the By-laws, but not less than three directors. Directors need not be members of the Association.

V.2 The directors of the Association shall be elected at the annual meeting in the manner specified in the By-laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided in the By-laws.

VF.3 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:

*NAMES NO LONGER CURRENT OR EFFICTIVE ARE LISTED IN THE COPIES OF THE ORIGINAL ARTICLES OF INCORPORATION.*

## ARTICLE VI

### Officers

The affairs of the Association shall be administered by a president, one or more vice-presidents, a secretary, a treasurer, and by an assistant secretary. 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 they 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:

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## ARTICLE VII

### 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 in any settlement of any proceeding to which he may be a party on 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 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 interest 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 VIII

### By-laws

The first By-laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded by the Board of Directors of the membership in the manner provided by the By-laws.

## ARTICLE IX

### Amendments

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

IX.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.

IX.2 A resolution for adoption of a proposed amendment may be proposed either by the Board of Directors or by members of the Association. Directors and members not present in person or by proxy at the meeting to consider the amendment may express their approval in writing, provided such approval is delivered to the Secretary, at or prior to the meeting. Except as hereinafter provided, approval of the proposed amendment must be either by:

- a. Not less than sixty percent (60%) of the entire membership of the Board of Directors and not less than sixty percent (60%) of the members of the Association voting at the particular meeting; or
- b. Not less than seventy five percent (75%) of the votes of the entire membership of the Association; or
- c. Until the first election of the Board of Directors, only by eighty percent (80%) of the Directors of the Association.

IX.3 No amendment shall make any changes in the qualifications for membership nor the voting rights of the members, nor any change in Section III.3 of Article III hereof, without approval in writing by all members and the joinder of all record owners of mortgages upon the condominium. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium.

IX.4 A copy of each amendment shall be certified by the Secretary of State, State of Florida, and be recorded in the Public Records of Escambia County, Florida.

## ARTICLE X

Term

The term of the Association shall be perpetual.

ARTICLE XI

Subscribers

*THE ORIGINAL COPIES OF THE ARTICLES OF CORPORATION ARE  
DULY SUSCRIBED AND NOTORIZED BY THE ORIGINAL DIRECTORS.*