State of Florida

Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of SEAWATCH ON-THE-BEACH CONDOMINIUM ASSOCIATION, INC., a corporation not for profit organized under the Laws of the State of Florida, filed on June 15, 1981, as shown by the records of this office.

The charter number for this corporation is 758742.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
16th day of June, 1981.

George Firestone
Secretary of State

GREAT SEAL OF THE STATE OF FLORIDA
IN GOD WE TRUST

CER 101 Rev 12-80

EXHIBIT NO. 3
TO DECLARATION

JUN 15 C 12 ... 81
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

We, the undersigned, hereby associate ourselves together for the purpose of forming a non-profit Corporation under the laws of the State of Florida, pursuant to Florida Statutes 617 Et Seq., and hereby certify as follows:

ARTICLE I.

The name of this Corporation shall be:

SEAWATCH ON-THE-BEACH CONDOMINIUM ASSOCIATION, INC.

ARTICLE II.

The general purpose of this non-profit Corporation shall be as follows: To be the "Association" (as defined in the Condominium Act of the State of Florida, F.S. 718 Et Seq.), for the operation of the Condominium known as Seawatch On-The-Beach, a Condominium, on Estero Island, Lee County, Florida to be created pursuant to the provisions of the Condominium Act, and as such Association, to operate and administer said Condominium, as set forth in the Declaration of Condominium establishing said Condominium and Exhibits annexed thereto.

ARTICLE III.

All persons who are Owners of Condominium Parcels within said Condominium shall automatically be members of this Corporation. Such membership shall automatically terminate when such person is no longer Owner of a Condominium Parcel. Membership in the Corporation shall be limited to such Condominium Parcel Owners.

Persons who own interests in Condominium Parcels under a plan of Interval Ownership, as defined in the By-Laws of this Corporation, shall be members of this Corporation, their rights and duties to be as defined in the Declaration of Condominium.

Subject to the foregoing, admission to and termination of membership shall be governed by the Declaration of Condominium that shall be filed for said Condominium among the Public Records of Lee County, Florida.

ARTICLE IV.

This Corporation shall have perpetual existence.

ARTICLE V.

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

Allen G. Ten Broek	6535 McGregor Boulevard No. 12 Fort Myers, Florida 33907
Robert M. Taylor	6535 McGregor Boulevard No. 12 Fort Myers, Florida 33907
Timothy R. Bogott	6535 McGregor Boulevard No. 12 Fort Myers, Florida 33907

ARTICLE VI.

Section 1. The affairs of the Corporation shall be managed and governed by a Board of Directors composed of not less than three (3) nor more than the number specified in the By-Laws. The Directors, subsequent to the first Board of Directors, shall be elected at the annual meeting of the membership, for a term of one (1) year, or until their successors shall be elected and shall qualify. Provisions for such election, and provisions respecting the removal, disqualification and resignation of Directors and for filling vacancies on the Directorate, shall be established by the By-Laws.

Section 2. The principal Officers of the Corporation shall be: President; Vice-President; Secretary; Treasurer (the last two Officers may be combined) who shall be elected from time to time, in the manner set forth in the By-Laws adopted by the Corporation.

ARTICLE VII.

The names of the Officers who are to serve until the first election of Officers, pursuant to the terms of the Declaration of Condominium and By-Laws, are as follows:

Allen G. Ten Broek	-	President
Robert M. Taylor	-	Vice-President
Timothy R. Bogott	-	Secretary/Treasurer

ARTICLE VIII.

The following persons shall constitute the first Board of Directors and shall serve until the first election of the Board of Directors at the first regular meeting of the membership:

Allen G. Ten Broek

Robert M. Taylor

Timothy R. Bogott

ARTICLE IX.

The By-Laws of the Corporation shall initially be made and adopted by its first Board of Directors.

Prior to the time the property described in Article II, hereinabove has been submitted to Condominium Ownership by the filing of the Declaration of Condominium, said first Board of Directors shall have full power to amend, alter or rescind said By-Laws by a majority vote.

After the property described in Article II, hereinabove has been submitted to Condominium Ownership by filing of the Declaration of Condominium, the By-Laws may be amended, altered, supplemented or modified by the membership at the annual meeting, or at a duly convened special meeting of the membership, by vote, as follows:

A. If the proposed change has been approved by the unanimous approval of the Board of Directors, then it shall require only a majority vote of the total membership to be adopted.

B. If the proposed change has not been approved by the unanimous vote of the Board of Directors, then the proposed change must be approved by three-fourths (3/4ths) of the total vote of the membership.

ARTICLE X.

Amendments to these Articles of Incorporation may be proposed by any member or Director and shall be adopted in the same manner as is provided for the Amendment of the By-Laws as set forth in Article IX, above. Said Amendment(s) shall be effective when a copy thereof, together with an attached Certificate of its approval by the membership, sealed with the Corporate Seal, signed by the Secretary or an Assistant Secretary, and executed and acknowledged by the President or Vice-President, has been filed with the Secretary of State, and all filing fees paid.

ARTICLE XI.

This Corporation shall have all of the powers set forth in Florida Statute 617.021, all of the powers set forth in the Condominium Act of the State of Florida, and all powers granted to it by the Declaration of Condominium and Exhibits annexed thereto, including the power to contract for the management of the Condominium and recreational facilities.

ARTICLE XII.

There shall be no dividends paid to any of the members, nor shall any part of the income of the Corporation be distributed to its Board of Directors or Officers. In the event there are any excess receipts over disbursements as a result of performing services, such excess shall be applied against future expenses. The Corporation may pay compensation in a reasonable amount to its members, Directors and Officers for services rendered, may confer benefits upon its members in conformity with its purposes, and upon dissolution or final liquidation, may make distribution to its members as is permitted by the Court having jurisdiction thereof, and no such payment, benefit or distribution shall be deemed to be a dividend or distribution of income.

This Corporation shall issue no shares of stock of any kind or nature whatsoever. Membership in the Corporation and the transfer thereof, as well as, the number of members, shall be upon such terms and conditions as provided for in the Declaration of Condominium and By-Laws. The voting rights of the Owners of Parcels in said Condominium Property shall be as set forth in the Declaration of Condominium and/or By-Laws.

ARTICLE XIII.

The street address of the initial registered office of this Corporation is 6535 McGregor Boulevard, No. 12, Fort Myers, Florida 33907 and the name of the initial registered agent of this Corporation at that address is Allen G. Ten Broek.

IN WITNESS WHEREOF, the Subscribers hereto have hereunto set their hands and seals this 6 day of [illegible], 19[illegible].

(SEAL)
Allen G. Ten Broek

(SEAL)
Robert M. Taylor

(SEAL)
Timothy R. Bogott

STATE OF FLORIDA)
SS:
COUNTY OF Lee)

BEFORE ME, the undersigned authority, personally appeared ALLEN G. TEN BROEK, ROBERT M. TAYLOR and TIMOTHY R. BOGOTT, being by me first duly sworn, acknowledged that they executed the foregoing Articles of Incorporation of Seawatch On-The-Beach Condominium 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 [illegible] day of [illegible], 19[illegible].

(SEAL)
Notary Public, State of Florida

My Commission Expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

JUN 13 8 12 AM '81

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First--That Seawatch On-The-Beach Condominium Association, Inc. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at City of Fort Myers County of Lee, State of Florida has named Allen G. Ten Broek located at 6535 McGregor Boulevard, No. 12
(Street address and number of building, Post Office Box address not acceptable)

City of Fort Myers, County of Lee, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By Allen G. Ten Broek
Allen G. Ten Broek
(Resident Agent)