

CERTIFICATE OF INCORPORATION

OF

TROPICAL BAY PROPERTY OWNERS ASSOCIATION, INC.

We, the undersigned, do hereby associate ourselves together for the purpose of becoming a corporation not for profit of and under the laws of the State of Florida and more particularly under and by virtue of Part I, Chapter 617, of the statutes of said State made and provided, regulating the formation of a non-profit corporation.

ARTICLE I

NAME: The name of this corporation shall be **TROPICAL BAY PROPERTY OWNERS ASSOCIATION, INC.**

ARTICLE II

The purpose and/or purposes for which this corporation is organized are to do any and all things herein mentioned as fully and to the same extent as natural persons might or could do, viz:

(a) To sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.

(b) To adopt and use a common corporate seal and alter the same; provided, however, that such seal shall always contain the words "corporation not for profit."

(c) To elect or appoint such officers and agents as its affairs shall require and allow them reasonable compensation.

(d) To adopt, change, amend and repeal by-laws not inconsistent with law or its articles of incorporation for the administration of the affairs of the corporation and the exercise of its corporate powers.

(e) To increase, by a vote of its members cast as the by-laws may direct, the number of its directors, managers or trustees so that the number shall be not less than three but may be any number in excess thereof.

(f) To make contracts and incur liabilities, to borrow money at such rates of interest as the corporation may determine, to issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage and pledge of all or any of its property, franchises or income.

(g) To conduct its affairs, carry on its operations, and have offices and exercise the powers granted by Part I of Chapter 617 of the statutes of the State of Florida applicable to corporations not for profit, including any powers granted by any territory, district or possession of the United States or any foreign country applicable to corporations not for profit.

(h) To purchase, take, receive, lease, take by gift, devise or bequest, or otherwise acquire, own, hold, improve, use, or otherwise deal in and with real or personal property or any interest therein wherever situated.

(i) To acquire, enjoy, utilize, and dispose of patents, copy-rights and trademarks and any licenses and other rights or interests thereunder or therein.

(j) To sell, convey, mortgage, pledge, lease, exchange, transfer or otherwise dispose of all or any part of its property and assets.

(k) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of and otherwise use and deal in and with, shares and other interests in, or obligations of, other domestic or foreign corporations, whether for profit or not for profit, associations, partnerships or individuals, or direct or indirect obligations of the United States or any other government, state, territory, governmental district, municipality or of any instrumentality thereof.

(l) To lend money for its corporate purposes, invest and re-invest its funds and take and hold real and personal property as security for the payment of funds so loaned or invested in, to make donations for the public welfare or for religious, charitable, scientific, educational or other and similar purposes.

(n) To have and exercise all powers necessary or convenient to effect any or all of the purposes for which this corporation is organized.

ARTICLE III

Any person who shall own or have any interest, whether by way of fee, mortgage, leasehold or otherwise in real property located in TROPICAL BAY ESTATES on Big Pine Key, Monroe County, Florida, shall be qualified to become a member of this corporation by requesting membership in writing and by paying any qualification fees and dues required of members at the time of admission.

ARTICLE IV

~~This corporation shall have perpetual membership unless sooner revoked or terminated by the membership or according to law.~~

ARTICLE V

The names and residences of the subscribers hereto and who shall serve as officers until the first election or appointment hereunder are as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>POST OFFICE ADDRESS</u>
MR. NEIL E. MAY	President	Route 1, Box 394, Big Pine Key, Florida
MR. ROBERT HANSON	Vice President	Route 1, Big Pine Key, Florida
MRS. PHYLLIS LADEMANN	Recording Secretary	Route 1, Big Pine Key, Florida
MR. THOMAS E. FARMER	Treasurer	Route 1, Big Pine Key, Florida

ARTICLE VI

The affairs of this corporation may be handled by any one or more of the officers elected or appointed by the membership who shall constitute a quorum at any meeting called for that purpose.

ARTICLE VII

The Board of Directors, managers or trustees which shall direct and manage the affairs of this corporation shall be not less than three in number and the names and addresses of the persons who are to serve as such directors, managers or trustees until the first election thereof shall be as follows:

<u>NAME</u>	<u>ADDRESS</u>
MR. NEIL E. MAY	Route 1, Big Pine Key, Florida
MR. ROBERT HANSON	Route 1, Big Pine Key, Florida
MRS. PHYLLIS LADENACI	Route 1, Big Pine Key, Florida
MR. THOMAS E. FARMER	Route 1, Big Pine Key, Florida
MR. GEORGE H. BROWN, JR.	Route 1, Big Pine Key, Florida
MR. HAROLD L. WILKINS	Route 1, Big Pine Key, Florida
MR. HOWARD E. SCOTT	Route 1, Big Pine Key, Florida

ARTICLE VIII

The by-laws of this corporation shall be made, altered or rescinded by a majority of the Board of Directors at any meeting called for that purpose by the President, and a quorum shall constitute fifty-one (51%) percent of the membership.

ARTICLE IX

The Articles of Incorporation may be amended by the proposal of any three members and adopted by a plurality of such members.

ARTICLE X

There shall be two classes of membership which shall be divided as follows:

(a) Members who own the fee simple title to property within TROPICAL BAY SUBDIVISION who shall have the sole right to vote upon matters pertaining to regulation of property rights within the corporation and matters pertaining to the purchase, sale and use of equipment and the employment of personnel to use said equipment in the subdivision.

(b) Lessees, mortgagees and those having interests in the property within the subdivision less than the freehold estate.

IN WITNESS OF THE FOREGOING we have hereunto set our hands and seals and acknowledged and filed with the Department of State the foregoing Certificate of Incorporation this _____ day of _____ A. D., 1971.

(SEAL)

(SEAL)

(SEAL)

(SEAL)

(SEAL)

STATE OF FLORIDA)
)
COUNTY OF MONROE)

I HEREBY CERTIFY that on this _____ day of _____
A. D., 1971, personally appeared before me, the undersigned authority duly
authorized to administer oaths and take acknowledgments, _____

to me well known to be the persons described in and who signed the fore-
going Articles of Incorporation of Tropical Bay Property Owners Association,
and severally acknowledged before me that they executed the same for the
purposes therein expressed.

WITNESS my hand and official seal in Marathon in said County
and State this _____ day of _____, A. D., 1971.

Notary Public

My commission expires: _____