

Division of Corporations

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DIVISION OF CORPORATION

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FLORIDA PROFIT/NON PROFIT CORPORATION**Lost Key Marina Dry Storage Condominium Association,**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
LOST KEY MARINA DRY STORAGE CONDOMINIUM ASSOCIATION, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED INCORPORATOR, being a natural person competent to contract, for the purpose of forming a corporation not-for-profit under the laws of the State of Florida, does hereby adopt, subscribe and acknowledge the following Articles of Incorporation.

ARTICLE I. NAME

The name of the Condominium Association shall be LOST KEY MARINA DRY STORAGE CONDOMINIUM ASSOCIATION, INC. ("Association"). All capitalized terms contained in this instrument shall have the same defined meaning as contained in the Declaration of Condominium for Lost Key Marina Dry Storage Condominium ("Declaration"), unless otherwise provided to the contrary.

ARTICLE II. PURPOSE AND POWERS

Section 1. Purpose. The purpose for which the Association is organized is to provide an entity for the operation and governance of Lost Key Marina Dry Storage Condominium (the "Condominium"), located upon lands in Escambia County, Florida, said property being described in the Declaration.

The Association shall not be operated for profit and shall make no distribution of income to its members, directors or officers.

Section 2. Powers. 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.

The Association shall have all of the powers and duties contemplated in the Declaration and the Florida Condominium Act together with all of the powers and the duties reasonably necessary to operate the Condominium pursuant to the Declaration as it may be amended from time to time, and such other documents or agreements that may exist from time to time pertaining to the Condominium. The powers and duties, which the By-Laws may set forth in more detail, shall include, but shall not be limited to, the following specific powers and duties:

(a) To make and collect Assessments against members as Dry Storage Unit Owners to defray the costs, expenses and losses of the Condominium, and to make such other Special Assessments against Dry Storage Unit Owners as the Declaration shall provide, and to enforce such levy of Assessments through a lien and the foreclosure thereof or by other action pursuant to the Declaration.

(b) To use the proceeds of the Assessments in the exercise of its powers and duties, and as provided in the Declaration.

(c) To maintain, repair, replace and operate the Condominium Property.

(d) To purchase insurance and enter into contracts for services, utilities and other purposes as may be deemed appropriate.

(e) To reconstruct improvements after casualty and further improve the Condominium Property.

(f) To make and amend reasonable rules and regulations.

(g) To perform such functions as may be specified in the Declaration and the By-Laws.

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(h) To enforce by legal means the provisions of the Florida Condominium Act, the Declaration, these Articles, the By-Laws and the Rules and Regulations.

(i) To employ personnel to perform the services required for proper operation of the Condominium.

(j) To lease, maintain, repair and replace the Common Elements as same are defined in the Declaration.

(k) To acquire or enter into agreements acquiring leaseholds, memberships or other possessory or use interests in lands or facilities and to pay the rental, membership fees, operational, replacement and other expenses as Common Expenses.

(l) To purchase a Dry Storage Unit or Dry Storage Units for any purpose and to hold, lease, mortgage or convey such Dry Storage Units on terms and conditions approved by the Board of Directors.

(m) To exercise such other power and authority to do and perform every act and thing necessary and proper in the conduct of its business for the accomplishment of its purposes as set forth herein and as permitted by the applicable laws of the State of Florida.

(n) To contract for the management and maintenance of the Condominium Property and to authorize a management agent to assist the Association in carrying out its powers and duties by performing such functions as the submission of proposals, collection of Assessments, and other sums due from Dry Storage Unit Owners, preparation of records, enforcement of rules and maintenance, repair and the replacement of the Common Elements with funds as shall be made available by the Association for such purposes. The Association and its officers shall, however, retain at all times the powers and duties granted by the Condominium documents and the Florida Condominium Act, including, but not limited to, the making of Assessments, promulgation of rules and execution of contracts on behalf of the Association.

(o) To bring suit as may be necessary to protect the Association's interests, the interests of the Association's Members, or the Condominium Property, and to be sued.

ARTICLE III. DEVELOPER

WCI COMMUNITIES, INC., a corporation organized under the laws of Delaware, shall make and declare or has made and declared the Declaration of Condominium submitting to condominium ownership certain property described therein under the terms, covenants, and conditions expressed more fully therein; the Condominium is to be known as LOST KEY MARINA DRY STORAGE CONDOMINIUM.

ARTICLE IV. TERM

The term for which this Association shall exist shall be perpetual. In the event the Association is dissolved, the Association shall ensure that the maintenance of the surface water management system, which is a Common Element as defined in the Declaration, is delegated, transferred or assigned to a similar not-for-profit corporation.

ARTICLE V. INCORPORATOR

The name and address of the incorporator of this Association is as follows:

Robert S. Freedman
Carlton Fields, P.A.
Corporate Center Three at International Plaza

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4221 West Boy Scout Boulevard, Suite 1000
Tampa, Florida 33607

ARTICLE VI. OFFICERS

The officers of the Association shall be a President, Vice President, Secretary and Treasurer and such other officers as the Board of Directors may from time to time determine. The officers of this Association shall be elected for a term of one year (unless otherwise provided in the By-Laws), and until a successor shall be elected and qualified, by the Board of Directors at their annual meeting and in accordance with the provisions provided therefor in the By-Laws. Until transfer of the control of the Association to the Dry Storage Unit Owners other than the Developer has been accomplished, the officers need not be directors or members.

The names of the persons who shall serve as the first officers are:

Greg Jones	President
Tim Pyle	Vice President
Marci Tiebout-Touron	Secretary and Treasurer

ARTICLE VII. DIRECTORS

The affairs of the Association shall be managed by a Board of Directors composed of not less than 3 directors. Until control of the Association is transferred to unit owners other than the Developer, the Developer shall be entitled to designate non-member directors to the extent permitted by the Florida Condominium Act. Except for non-member directors appointed by the Developer, all directors shall be elected at the annual membership meeting of the Association.

The first Board of Directors shall be comprised of three persons who shall serve until their respective successors are elected (or designated) and qualified. The names and addresses of the members of the Board of Directors who shall serve as the first Directors are:

Wanda Cross	13587 Perdido Key Drive Pensacola, Florida 32507
Tim Pyle	10045 Sinton Drive Pensacola, Florida 32507
Marci Tiebout-Touron	24301 Walden Center Drive Bonita Springs, Florida 34134

Notwithstanding anything in these Articles of Incorporation, or the By-Laws to the contrary, the Developer shall be entitled to elect or designate from time to time all or a part of the directors that will manage the affairs of the Association until such time as the Developer is no longer entitled to elect or designate directors or a director pursuant to the Condominium Act in effect on the date of the creation of the Association. The Developer shall be entitled to elect or designate all of the directors of the Association as long as members other than the Developer own less than 15% of the Dry Storage Units that will be operated ultimately by the Association. Dry Storage Unit Owners other than the Developer, at such time as such Dry Storage Unit Owners own 15% or more of the Dry Storage Units in the Condominium, are entitled to elect not less than one-third (1/3) of the members of the Board of Directors. Dry Storage Unit

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Owners other than the Developer are entitled to elect not less than a majority of the members of the Board of Directors (a) three years after 50% of the Dry Storage Units in the Condominium have been conveyed to purchasers; (b) three months after 90% of the Dry Storage Units in the Condominium have been conveyed to purchasers; (c) when all the Dry Storage Units that will be operated ultimately by the Association have been completed, some of them have been conveyed to purchasers, and none of the others are being offered for sale by the Developer in the ordinary course of business; (d) when some of the Dry Storage Units have been conveyed to purchasers and none of the others are being constructed or offered for sale by the Developer in the ordinary course of business; or (e) seven years after recordation of the Declaration.

ARTICLE VIII. BY-LAWS

The initial By-Laws of the Association shall be attached as an exhibit to the Declaration and shall be adopted by the first Board of Directors.

ARTICLE IX. MEMBERS

Membership in the Association shall automatically consist of and be limited to all of the record owners of the Dry Storage Units. Transfer of ownership of a Dry Storage Unit, either voluntary or by operation of law, shall terminate membership in the Association and said membership is to become vested in the transferee. If ownership of a Dry Storage Unit is vested in more than one person then all of the persons so owning said Dry Storage Unit shall be members eligible to hold office, attend meetings, etc., but the owner(s) of each Dry Storage Unit shall only be entitled to one vote as a member of the Association. The manner of designating voting members and exercising voting rights shall be determined by the By-Laws.

ARTICLE X. AMENDMENTS

Amendments to these Articles of Incorporation shall be made in the following manner:

(a) The Board of Directors shall adopt a resolution setting forth the proposed amendment and, if there are members of the Association, the Board shall direct that it be submitted to a vote at a meeting of the members, which may be either the annual or a special meeting. If there are no members of the Association, the amendment shall be adopted by a vote of the majority of directors and the provisions for adoption by members shall not apply.

(b) Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each member of record entitled to vote thereon within the time and in the manner provided herein for the giving of notice of meetings of members. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

(c) At such meeting, a vote of the members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of a majority of the total voting interests in the Association.

No amendment to these Articles of Incorporation shall be made which affects any of the rights and privileges provided to the Developer in the condominium documents without the written consent of the Developer.

ARTICLE XI. PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Association shall be 24301 Walden Center Drive, Suite 300, Bonita Springs, Florida 34134, or at such other place or places as may be designated from time to time.

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ARTICLE XII. REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation and the name of the initial registered agent at that address are:

Vivien N. Hastings
24301 Walden Center Drive, Suite 300
Bonita Springs, Florida 34134

ARTICLE XIII. INDEMNIFICATION

The Association shall indemnify every director and every officer, his heirs, executors and administrators, against all loss, cost and expense reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a director or officer of the Association, including reasonable counsel fees, except as to matters wherein he shall be finally adjudged in such action, suit or proceedings to be liable for or guilty of gross negligence or willful misconduct. The foregoing rights shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

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IN WITNESS WHEREOF, the subscribing Incorporator has hereunto set his hand and seal and caused these Articles of Incorporation to be executed this 8th day of September, 2008

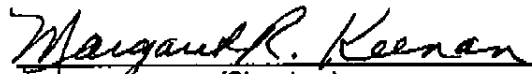

Robert S. Freedman, Incorporator

STATE OF FLORIDA
COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 8th day of September, 2008 by Robert S. Freedman, being known to me to be the person who executed the foregoing Articles of Incorporation of LOST KEY MARINA DRY STORAGE CONDOMINIUM ASSOCIATION, INC. He is personally known to me.

My Commission Expires:



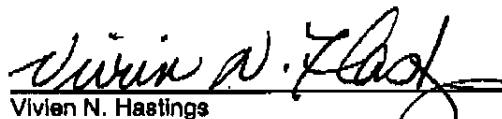

(Signature)

Name: _____
(Legibly Printed)

Notary Public, State of Florida

(Commission Number, if any)**ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT**

The undersigned, having been named as registered agent and to accept service of process for LOST KEY MARINA DRY STORAGE CONDOMINIUM ASSOCIATION, INC., hereby accepts the appointment as registered agent and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of her duties and is familiar with and accepts the obligations of her position as registered agent.


Vivien N. Hastings

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