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EXHIBIT B

ARTICLES OF INCORPORATION
OF
SUNSET HARBOR RESORT
CONDOMINIUM ASSOCIATION, INC.

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ARTICLE I

Name

The name of the corporation shall be Sunset Harbor Resort Condominium Association, Inc. For convenience this corporation shall be referred to as the "Association."

ARTICLE II

PURPOSES

1. The purpose for which the Association is organized is to manage, operate and maintain a time-share condominium, to be known as Sunset Harbor Resort, a condominium (the "Condominium") in accordance with the Declaration of Condominium of Sunset Harbor Resort, a condominium (the "Declaration"). All terms used in these Articles of Incorporation shall have the same meaning as the identical terms utilized in the Declaration, unless the context otherwise requires.

2. The Association shall be a nonprofit corporation and shall have no capital stock and shall make no distribution of income or profit to its members, directors or officers.

ARTICLE III

POWERS

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

2. The Association shall have all of the powers reasonably necessary to implement the purpose of the Association, including but not limited to the following:

a. To adopt a budget and make and collect assessments against members to defray the costs of the Condominium.

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b. To use the proceeds of assessments in the exercise of its powers and duties.

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

d. To reconstruct improvements after casualty and construct further improvements to the Condominium Property.

e. To promulgate and amend the Condominium Rules and Regulations respecting the use of Condominium Property.

f. To enforce by legal means the provisions of the various Condominium Documents, these Articles, the Bylaws of the Association and the Condominium Rules and Regulations.

g. To contract for the management of the Condominium and to delegate to such contractor all powers and duties of the Association except such as are specifically required by the various Condominium Documents to have approval of the board of directors or the members of the Association. Notwithstanding any provisions contained in these Articles to the contrary, it is the intent of these Articles that the ability of the board of directors of the Association to independently terminate a contract for the management of the Condominium without a vote of the Owners as provided in Chapter 721 or Chapter 718 shall be governed solely by the terms and conditions of said management contract.

h. To maintain, manage, repair, replace and operate the property of the single condominium resulting from a merger of this Condominium with another independent and separate condominium pursuant to the merger provisions of the Declaration.

i. To operate and manage any reservation system created for the Condominium.

3. All funds and the titles to all property acquired by the Association and the proceeds thereof shall be held only for the benefit of the members in accordance with the provisions of the Condominium Documents.

4. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration.

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REC 1376 PAGE 1155**ARTICLE IV****Members**

The qualifications of members, the manner of their admission, and voting by members shall be as follows:

1. All Owners shall be members of this Association, and no other persons or entities shall be entitled to membership. An Owner shall be entitled to one (1) vote for each Unit Week which he may own. The Owner of a Unit not committed to the Time-Share Plan shall be entitled to fifty-one (51) votes. Owners of Commercial Units are not entitled to any votes.

2. Changes in membership in the Association shall be established by the recording in the Public Records of Monroe County, Florida, of a deed or other instrument establishing a change of record title to a Unit or Unit Week in the Condominium and the delivery to the Association of a copy of such recorded instrument. The new Owner designated by such instrument shall thereby become a member of the Association. The membership of the prior Owner shall be thereby terminated.

3. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to his Unit or Unit Week.

ARTICLE V**Directors**

1. The affairs of the Association will be managed by a board of directors of not less than three (3) nor more than seven (7) directors as shall be determined by the Bylaws, and in the absence of such determination shall consist of three (3) directors.

2. Directors of the Association shall be appointed or elected at the annual meeting of the members in the manner determined by the Bylaws.

3. The following persons shall serve as directors until their successors are elected or appointed as provided in the Bylaws:

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<u>Name</u>	<u>Address</u>
Robert Spottswood	500 Fleming Street Key West, Florida 33040
John M. Burlingame	Madison Plaza, 42nd Floor 200 West Madison Chicago IL 60606
Ian Cheverton	500 Fleming Street Key West, Florida 33040

ARTICLE VI**Officers**

The affairs of the Association shall be administered by a president, a vice-president, a secretary, a treasurer, and as many assistant vice-presidents, assistant secretaries and assistant treasurers as the board of directors shall from time to time determine. Such officers shall be elected by the board of directors at its first meeting following each annual meeting of the members of the Association. Officers shall serve without compensation at the pleasure of the board of directors. The same person may hold two offices, the duties of which are not incompatible; provided, however, that the offices of president and vice-president shall not be held by the same person, nor shall the offices of president and secretary or assistant secretary or treasurer or assistant treasurer be held by the same person. The names and addresses of the officers who shall serve until their successors are designated by the board of directors are as follows:

President:	Robert Spottswood	500 Fleming Street Key West, Florida 33040
Vice-President:	John M. Burlingame	Madison Plaza, 42nd Floor 200 West Madison Chicago IL 60606
Secretary/Treasurer:	Ian Cheverton	500 Fleming Street Key West, Florida 33040

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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 attorneys' fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved by reason of his being or having been a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided, that in the event of a settlement, the indemnification herein shall apply only when the board of directors has approved such settlement and reimbursement as being in the best interests of the Association. The foregoing indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE VIII**Bylaws**

The Bylaws shall be adopted by the board of directors and may be altered, amended or rescinded by not less than two-thirds (2/3rds) of all the directors until the first election of a majority of directors by Owners other than the Developer. Thereafter, the Bylaws may be altered, amended or rescinded by not less than two-thirds (2/3rds) of all the directors and by not less than a majority vote of the members of the Association at a duly called meeting of the Association.

ARTICLE IX**Amendments**

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

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.

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2. Until the first election of a majority of directors by members other than the Developer, proposal of an amendment and approval thereof shall require the affirmative action of three-fourths (3/4) of the entire membership of the board of directors, and no meeting of the members nor any approval thereof need be had.

3. After the first election of a majority of directors by members other than the Developer, a resolution approving a proposed amendment may be proposed by either the board of directors or by the members of the Association, and after being proposed and approved by one of such bodies, requires the approval of the other body. Except as otherwise provided herein, such approvals must be by not less than three-fourths (3/4) of all the directors and by not less than a three-fourths (3/4) vote of the members of the Association at a duly called meeting of the Association. Directors and the members not present at the meeting considering the amendment may express their approval in writing ten (10) days after such meeting.

4. An amendment when adopted shall be effective when filed with the Secretary of State of the State of Florida and recorded in the Public Records of Monroe County, Florida.

5. Notwithstanding the foregoing, these Articles may be amended by the Developer as may be required by any governmental entity or as may be necessary to conform these Articles to any governmental statutes or as may be in the best interests of the Association or as it may deem appropriate, in its sole discretion, to carry out the purposes of the project and to expand or enhance the Time-Share Plan or Multisite Time-Share Plan.

ARTICLE X

Term

The term of the Association shall be the life of the Condominium. The Association shall be terminated by the termination of the Condominium in accordance with the Declaration.

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ARTICLE XI**Special Meetings**

Special members' meetings shall be held whenever called by the president or vice-president or by a majority of the board of directors and must be called by such officers upon receipt of a written request from fifty percent (50%) of the members of the Association, unless otherwise provided by law.

ARTICLE XII**Incorporator**

The name and residence of the incorporator to these Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
A.G.C. Co.	200 S. Orange Avenue, 2300 Sun Bank Center, Orlando, Florida 32801

ARTICLE XIII**Registered Agent**

The Association hereby appoints A.G.C. Co. as its Registered Agent to accept service of process within this state, with the Registered Office located at 200 S. Orange Avenue, 2300 Sun Bank Center, Orlando, Florida 32801.

ARTICLE XIV**Principal Office**

The address of the principal office of the Association is 500 Fleming Street, Key West, Florida 33040.

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IN WITNESS WHEREOF the incorporator has hereto affixed his signature this 12th day of October, 1994.

A.G.C. CO.

By: [Signature]
KEVIN C. WRIGHT
As its: Vice-President

STATE OF FLORIDA)
COUNTY OF ORANGE) SS:

The foregoing instrument was acknowledged before me this 12th day of October, 1994, by KEVIN C. WRIGHT, as Vice-President of A.G.C. CO., on behalf of the corporation. He/she is personally known to me or has produced as identification.

(NOTARY SEAL)

[Signature]
(Notary Signature)

BARBARA S WALLACE
(Notary Name Printed)
NOTARY PUBLIC
Commission No. _____



BARBARA S. WALLACE
MY COMMISSION # CC 201400 EXPIRES
June 23, 1998
BRUNNEN TRUST TRUST FARM INSURANCE, INC.

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REGISTERED AGENT CERTIFICATE

In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That SUNSET HARBOR CONDOMINIUM ASSOCIATION, INC. desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Orlando, County of Orange, State of Florida, has named A.G.C. Co., located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named to accept service of process and serve as registered agent for the above-stated Corporation, at the place designated in this Certificate, the undersigned, by and through its duly elected officer, hereby accepts to act in this capacity, and agrees to comply with the provision of said statute relative in keeping open said office, and further states that it is familiar with §607.0501, Florida Statutes.

A.G.C. CO.

By:


Vice President

DATED: 10/12/94

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09/03/94