

BOOK 545 PAGE 43

SANTA ROSA COUNTY, FLA.

EXHIBIT "A"

ARTICLES OF INCORPORATION



Department of State

OR BOOK 545 PAGE 44

SANTA ROSA COUNTY, FLA.

I certify that the attached is a true and correct copy of the Articles of Incorporation of SAILWIND CONDOMINIUM ASSOCIATION OF GULF BREEZE, INC., a corporation not for profit organized under the Laws of the State of Florida, filed on March 16, 1981, as shown by the records of this office.

The charter number for this corporation is 756782.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
18th day of March, 1981.

A handwritten signature in black ink, appearing to read "George J. Trapp".

Secretary of State



CER 101 Rev. 12-80

ARTICLES OF INCORPORATION

OF

SAILWIND CONDOMINIUM ASSOCIATION
OF GULF BREEZE, INC.

FILED
MAR 16 9 54 AM '81
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: BOOK 545 PAGE 45

ARTICLE 1
NAME

SAINT ROSA COUNTY, FLA.

The name of the corporation shall be Sailwind Condominium Association of Gulf Breeze, Inc. For convenience the corporation shall be referred to in this instrument as the Association.

ARTICLE 2
PURPOSE

2.1 The purpose for which the Association is organized is to provide an entity pursuant to Chapter 718, Florida Statutes, for the operation of Sailwind, a condominium, located upon the following lands in Santa Rosa County, Florida.

The West 1,010 feet of Fractional Section 10, Township 3 South, Range 29 West, Santa Rosa County, Florida, lying North of Shoreline Drive (State Road #399, 100 foot right-of-way).

2.2 The Association shall make no distribution of income to its members, directors or officers.

ARTICLE 3
POWERS

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

3.1 The Association shall have all of the common-law powers of a corporation not for profit not in conflict with the terms of these Articles and not in conflict with the Condominium Statute.

3.2 The Association shall have all of the powers and duties set forth in the Condominium Act (F.S. §718) and all of the powers and duties reasonably necessary to operate the condominium pursuant to the Declaration and as it may be amended from time to time, if not inconsistent with the Condominium Act, 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 exercise of its powers and duties.

(C) The maintenance, repair, replacement and operation of the condominium property.

(D) The purchase of insurance upon the condominium property and insurance for the protection of the Association and its members as unit owners.

(E) The reconstruction of improvements after casualty and the further improvement of the property.

(F) To make and amend reasonable regulations respecting the use of the property in the condominium; provided, however, that all such regulations and their amendments shall be approved by not less than 75% of the votes of the entire membership of the Association before such shall become effective.

SANTA ROSA COUNTY, FLA.

(G) To approve or disapprove the mortgage of units as may be provided by the Declaration of Condominium and the By-Laws.

(H) To enforce by legal means the provisions of the Condominium Act, the Declaration of Condominium, these Articles, the By-Laws of the Association and the Regulations for the use of the property in the condominium.

(I) To contract for the management of the condominiums and to delegate to such contractor all powers and duties of the Association except 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 employ personnel to perform the services required for proper operation of the condominium.

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

3.4 All funds and the titles of 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.

3.5 The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration of Condominium and the By-Laws.

ARTICLE 4 MEMBERS

4.1 The members of the Association shall consist of all of the record owners of units in the condominium, and after termination of the condominium shall consist of those who are members at the time of such termination and their successors and assigns.

4.2 After receiving approval of the Association required by the Declaration of Condominium, change of membership in the Association shall be established by recording in the public records of Santa Rosa County, Florida, a deed, lease or other instrument establishing a record title to a unit in the condominium and the delivery to the Association of a certified copy of such instrument. The owner designated by such instrument thus becomes a member of the Association and the membership of the prior owner is terminated.

4.3 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.

4.4 The owner of each unit shall be entitled to at least one vote as a member of the Association. The exact number of votes to be cast by owners of a unit and the manner of exercising voting rights shall be determined by the By-Laws of the Association.

ARTICLE 5 DIRECTORS

5.1 The affairs of the Association will be managed by a board consisting of the number of directors determined by the By-Laws, but not less than three directors, and in the absence of such determination shall consist of three directors. Directors need not be members of the Association.

5.2 Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

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5.3 When unit owners other than the developer own 15 percent or more of the units in a condominium that will be operated ultimately by an association, the unit owners other than the developer shall be entitled to elect no less than one-third of the members of the board of directors of the association. Unit owners other than the developer are entitled to elect not less than a majority of the members of the board of directors of an association: (a) three years after 50 percent of the units that will be operated ultimately by the association have been conveyed to purchasers; (b) three months after 90 percent of the units that will be operated ultimately by the association have been conveyed to purchasers; (c) When all the 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; or (d) when some of the 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, whichever occurs first. The directors named in these Articles shall serve until the first election of directors, and any vacancies occurring before the first election shall be filled by the remaining directors.

5.4 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:

Eugene W. Lambert	4114 Village Road Memphis, TN 38117
Eugene W. Lambert, Jr.	673 Kenesaw Avenue Knoxville, TN 37919
Robert C. Seaver	Bank of Mt. Juliet Mt. Juliet, TN

ARTICLE 6 OFFICERS

The affairs of the Association shall be administered by the officers designated in the By-Laws. 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 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:

President:	Eugene W. Lambert 4114 Village Road Memphis, TN 38117
Vice President:	Eugene W. Lambert, Jr., 673 Kenesaw Avenue Knoxville, TN 37919
Secretary:	Judy Wilburn 1100 Shoreline Drive, #219 Gulf Breeze, FL 32561
Treasurer:	Judy Wilburn 1100 Shoreline Drive, #219 Gulf Breeze, FL 32561

ARTICLE 7 INDEMNIFICATION

Every director and 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 any settlement of 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 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 lawful misfeasance or malfeasance 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 interests 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, and may purchase officers and directors' insurance at Association expense.

ARTICLE 8
BY-LAWS

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

ARTICLE 9
AMENDMENTS

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

9.1 Notice of subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

9.2 A resolution for the adoption of a proposed amendment may be provided either by the Board of Directors or by the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may exercise their approval in writing, provided such approval is delivered to the Secretary at or prior to the meeting. Except as elsewhere provided,

(A) Such approvals must be by not less than 75% of the entire membership of the Board of Directors and by not less than 75% of the votes of the entire membership of the Association; or

(B) By not less than 80% of the votes of the entire membership of the entire Association.

(C) Until the first election of the Board of Directors, only by all of the directors of the Association.

9.3 Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of members, nor any change in Section 3.3 of Article 3, 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.

9.4 A copy of each amendment shall be certified by the Secretary of State and be recorded in the public records of Escambia County, Florida.

ARTICLE 10
TERM

The term of the Association shall be perpetual.

ARTICLE 11
SUBSCRIBERS

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

Eugene W. Lambert

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4114 Village Road
Memphis, TN 38117
SANTA ROSA COUNTY, FLA.

Eugene W. Lambert, Jr.

673 Kenesaw Avenue
Knoxville, TN 37919

Robert C. Seaver

Bank of Mt. Juliet
P. O. Box 130
Mt. Juliet, TN 37122

IN WITNESS WHEREOF these subscribers have affixed
their signatures this 29th day of January, 1981.

Signed, sealed and
delivered in the
presence of:

Two
Witnesses

✓ James M. Weber
✓ Charles N. McDonald
As to Lambert, Sr.

Two
Witnesses

✓ James M. Weber
✓ Dudley L. Wilburn
As to Lambert, Jr.

Two
Witnesses

✓ James M. Weber
✓ Dudley L. Wilburn
As to Seaver

STATE OF ✓ Tennessee
COUNTY OF ✓ Blount

✓ 29th The foregoing instrument was acknowledged before me this
day of January, 1981 by Eugene W. Lambert, Sr.

✓ James M. Weber
Notary Public
State and County Shown Above

My Commission Expires: ✓ July 1, 1983
(Notary Seal)

STATE OF ✓ Tennessee
COUNTY OF ✓ Blount

✓ 29th The foregoing instrument was acknowledged before me this
day of January, 1981 by Eugene W. Lambert, Jr.

✓ Dudley L. Wilburn
Notary Public
State and County Shown Above

My Commission Expires: ✓ 5-2-82
(Notary Seal)

STATE OF ✓ Tennessee
COUNTY OF ✓ Blount

✓ 29th The foregoing instrument was acknowledged before me this
day of January, 1981 by Robert C. Seaver.

✓ William Miller
Notary Public
State and County Shown Above

My Commission Expires: ✓ 5-2-82
(Notary Seal)

FILED
MAR 16 9 54 AM '74
1 SEC 9 54 AM '74
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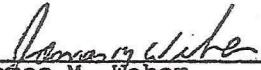
CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN THE STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091 and Chapter 617.023, Florida Statutes, the following is submitted, in compliance with said Acts:

SAILWIND CONDOMINIUM ASSOCIATION OF GULF BREEZE, INC., desiring to organize under the laws of the State of Florida with its principal office at 1100 Shoreline Drive, Gulf Breeze, Florida, has designated James M. Weber, of Beggs & Lane, as its Registered Agent and has designated 7th Floor, Blount Building, Corner of Palafox and Garden Streets, Pensacola, Florida, as its Registered Office, for accepting service of process within the State.

ACKNOWLEDGMENT: (Must be signed by designated Agent)

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



James M. Weber
Registered Agent

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