

EXHIBIT "C"

ARTICLES OF INCORPORATION OF SEASIDE KEY WEST RESIDENCES HOMEOWNERS ASSOCIATION, INC.

The undersigned subscribers, desiring to form a corporation not for profit under Chapter 617, Florida Statutes, hereby adopt the following Articles of Incorporation.

ARTICLE I.

The name of the corporation shall be SeaSide Key West Residences Homeowners Association, Inc. (hereinafter referred to as the "Association"). The principal office shall be at 3685 Seaside Drive, Second Floor, Key West, Florida 33040.

ARTICLE II.

Terms used herein shall have the meanings ascribed to them in the Declaration referred to below, unless the context indicates otherwise.

ARTICLE III.

The purposes for which the Association is formed are:

1. To promote the common good, health, safety and general welfare of all of the Owners;
2. To exercise all of the powers and privileges and to perform all of the duties and obligations of the Association arising from SeaSide Key West Residences' Declaration of Covenants and Restrictions (the "Declaration") as amended and supplemented from time to time and recorded in the Public Records of Monroe County, Florida (the definitions of which are incorporated herein by reference);
3. To have and to exercise any and all powers, rights and privileges, including delegation of powers as permitted by law, which a corporation organized under Chapter 617, Florida Statutes, may now or hereafter have or exercise.

The foregoing statement of purposes shall be construed as a statement both of purposes and of powers, and such purposes and powers in each clause shall not be limited or restricted by reference or inference from the terms or provisions of any other clause, but shall be broadly construed as independent purposes and powers. Notwithstanding any of the above statements of purposes and powers, the Association shall not to a substantial degree engage in any activities or exercise any powers that are not in furtherance of the primary purposes of the Association.

ARTICLE IV.

Every person or entity who is a record owner of a fee or undivided fee interest in any Townhome which is subject under the Declaration to assessment by the Association,

including contract sellers, but excluding persons or entities holding title merely as security for performance of an obligation and excluding contract purchasers, shall be a member of the Association. Membership shall be appurtenant to and may not be separate from ownership of a Townhome that is subject to assessment by the Association. The membership shall also be divided into the classes set forth below:

The Association shall have two (2) classes of voting Members as follows:

Class A The Owner Members shall originally be all Owners with the exception of the Declarant for so long as there exists a Class B exists. Class A Members shall be entitled to a proportionate vote for each Townhome, which is subject to assessment, as further provided in the Declaration. The Declarant shall become a Class A Member with regard to Townhomes owned by the Declarant upon termination of the Class B Membership class as provided below.

Class B The Class B Member shall be the Declarant. The Class B Member shall be entitled to twenty (20) votes for each Townhome owned by the Declarant. The Class B Membership shall cease and be converted to Class A Membership upon the first to occur of any of the following: (1) the arrival of five years from the date of recording the Declaration; (2) the time at which total votes outstanding in the Class A Membership equal the total votes in the Class B Membership; or (3) thirty (30) days after the Declarant elects to terminate the Class B Membership; whereupon, the Class A Members shall assume control of the Association and elect the Board of Directors.

ARTICLE V.

The Association shall have perpetual existence.

ARTICLE VI.

The affairs of the Association shall be managed by a Board of Directors of not less than three (3) persons.

The names and addresses of the members of the first Board of Directors of the Association (which shall be three) who shall hold office until the first election thereafter are as follows:

<u>Name</u>	<u>Address</u>
Robert A. Butler	3685 SeaSide Drive, Second Floor, Key West, FL 33040
Steven L. Johnson	3685 SeaSide Drive, Second Floor, Key West, FL 33040
Jerian M. Winn	3685 SeaSide Drive, Second Floor, Key West, FL 33040

Except for the first Board of Directors and unless otherwise provided in the By-Laws, Directors shall be elected by the members of the Association at the annual meeting of the membership as provided by the By-Laws of the Association, and the By-Laws may provide for the method of voting in the election and for the removal from office of

Directors. Only members of the Association, or authorized representatives, officers or employees of corporate members of the Declarant (or its general partner) may be Directors.

Members elected to the Board of Directors of Association shall hold office until the next succeeding annual meeting of Directors, and thereafter until qualified successors are duly elected and have taken office.

If a Director elected by the general membership shall for any reason cease to be a Director, the remaining Directors so elected may elect a successor to fill the vacancy for the balance of the unexpired term.

ARTICLE VII.

The Association shall have a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time elect. One person may hold more than one office, subject to the limitations set forth in the By-Laws.

The officers of the Association, in accordance with applicable provisions of the By-Laws, shall be elected by the Board of Directors for a term of one year, to be extended until qualified successors are duly elected and have taken office.

The names and addresses of the first officers of the Association, who shall hold office until successors are duly elected and have taken office, shall be as follows:

<u>Name</u>	<u>Address</u>
President: Robert A. Butler	3685 SeaSide Drive, Second Floor, Key West, FL 33040
Vice President: Steven L. Johnson	3685 SeaSide Drive, Second Floor, Key West, FL 33040
Secretary/Treasurer: Jerian M. Winn	3685 SeaSide Drive, Second Floor, Key West, FL 33040

ARTICLE VIII.

The By-Laws of the Association may be made, altered, or rescinded at any annual meeting of the Association, or any special meeting duly called for such purpose, upon the vote of the Members as provided in the By-Laws, except that the initial By-Laws of the Association shall be made and adopted by the first Board of Directors.

ARTICLE IX.

Amendments to these Articles of Incorporation may be proposed by a member of the Board of Directors of the Association or Members of the Association holding thirty (30%) percent of the voting rights in the Class A MembershipOwner Members class. These Articles may be amended at any annual meeting of the Association, or at any special meeting duly called and hold for such purpose, on the affirmative vote of seventy-five (75%) percent of the entire membership present in person or by proxy at a meeting at

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which a quorum is present. No amendment may be made without consent of the Declarant.

ARTICLE X.

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

<u>Name</u>	<u>Address</u>
Robert A. Butler	3685 SeaSide Drive, Second Floor, Key West, FL 33040
Steven L. Johnson	3685 SeaSide Drive, Second Floor, Key West, FL 33040
Jerian Winn	3685 SeaSide Drive, Second Floor, Key West, FL 33040

ARTICLE XI.

The Association shall indemnify or bond any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Association) by reason of the fact that they are or were a director, employee, officer or agent of the Association, against expenses (including attorney's fees and appellate attorney's fees), judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by them in connection with such action, suit or proceeding, unless (a) a court of competent jurisdiction determines after all available appeals have been exhausted or not pursued by the proposed indemnitee, that they did not act in good faith or in a manner they reasonably believed to be in good faith, or not opposed to, the best interests of the Association; and, with respect to any criminal action or proceeding, that they had no reasonable cause to believe their conduct was unlawful; and (b) such court further specifically determines that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which they reasonably believed to be in good faith or not opposed to the best interests of the Association, and with respect to any criminal action or proceeding, had reasonable cause to believe that their conduct was unlawful.

To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to hereinabove or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorney's fees and appellate attorney's fees) actually and reasonably incurred by them in connection therewith.

Any indemnification under the first paragraph of this Article XI (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because they have met the applicable standard of conduct set forth hereinabove. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit

or proceeding, or (b) if such quorum is not obtainable, or, even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or by a majority of the members of the Association.

Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount less it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized in this Article XI.

The indemnification provided by this Article shall not be deemed exclusive of any other right to which those seeking indemnification may be entitled under any By-Law, agreement, vote of members or otherwise, both as to action in their official capacity while holding such office or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and personal representatives of such person.

The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving, at the request of the Association, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against them and incurred by them in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify them against such liability under the provisions of this Article.

ARTICLE XII.

The initial registered office of this corporation shall be at 3685 SeaSide Drive, Second Floor, Key West, FL 33040, with the privilege of having its office and branch offices at other places within or without the State of Florida.

The Resident Agent of the Association for purposes of accepting service of process shall be Robert A. Butler, having offices at 3685 SeaSide Drive, Second Floor, Key West, FL 33040.

ARTICLE XIII.

Upon dissolution of the Association, all of its assets shall be conveyed to another non-profit corporation, unincorporated association or public agency.

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IN WITNESS WHEREOF, the said subscribers have hereto set their hands this 20
day of December, 2004.

[Signature]

Robert A. Butler

[Signature]

Steven L. Johnson

[Signature]

Jerian Winn

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

[Signature]

Robert A. Butler, Resident Agent

STATE OF FLORIDA)
) SS:
COUNTY OF MONROE)

I HEREBY CERTIFY that on this day before me, the undersigned authority,
personally appeared Robert A. Butler, Steven L. Johnson, and Jerian M. Winn, to me
known to be the subscribers to the Articles of Incorporation, and Robert A. Butler, to me
known to be the named Resident Agent of the Association named herein, and they
acknowledged before me that they executed the same for the purposes therein expressed.

WITNESS my hand and official seal at said County and State this 20 day of
December, 2004.

[Signature]

NOTARY PUBLIC

My Commission Expires:



Sherryl E. Thomas
Commission #DD204232
Expires: Apr 16, 2007
Bonded Thru
Atlantic Bonding Co., Inc.