



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

October 20, 2003

KEY ROYAL CONDOMINIUM ASSOCIATION, INC.
8204 KEY ROYAL CIRCLE
NAPLES, FL 34119

The Articles of Incorporation for KEY ROYAL CONDOMINIUM ASSOCIATION, INC. were filed on October 17, 2003, and assigned document number N03000009084. Please refer to this number whenever corresponding with this office.

Enclosed is the certification requested. To be official, the certification for a certified copy must be attached to the original document that was electronically submitted and filed under FAX audit number H03000298757.

A corporation annual report/uniform business report will be due this office between January 1 and May 1 of the year following the calendar year of the file date year. A Federal Employer Identification (FEI) number will be required before this report can be filed. Please apply NOW with the Internal Revenue Service by calling 1-800-829-3676 and requesting form SS-4.

Please be aware if the corporate address changes, it is the responsibility of the corporation to notify this office.

Should you have questions regarding corporations, please contact this office at the address given below.

Doris Brown
Document Specialist
New Filings Section
Division of Corporations

Letter Number: 003A00056946

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of KEY ROYAL CONDOMINIUM ASSOCIATION, INC., a Florida corporation, filed on October 17, 2003, as shown by the records of this office.

I further certify the document was electronically received under FAX audit number H03000298757. This certificate is issued in accordance with section 15.16, Florida Statutes, and authenticated by the code noted below.

The document number of this corporation is N03000009084.

Authentication Code: 003A00056946-102003-N03000009084-1/1

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Twentieth day of October, 2003



Glenda E. Hood
Glenda E. Hood
Secretary of State

**ARTICLES OF INCORPORATION
OF
KEY ROYAL CONDOMINIUM ASSOCIATION, INC.**

Pursuant to Section 617.0202, Florida Statutes, these Articles of Incorporation are created by Frank P. Potestio, Jr., of 7995-B Preserve Circle, Naples, Florida 34119, as sole incorporator, for the purposes set forth below.

ARTICLE I

NAME AND ADDRESS: The name of the corporation, hereinafter referred to as the "Association", is **KEY ROYAL CONDOMINIUM ASSOCIATION, INC.** The initial principal office and mailing address of the corporation is 8204 Key Royal Circle, Naples, Florida, 34119.

ARTICLE II

PURPOSE AND POWERS: The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act (Chapter 718, Florida Statutes) for the operation of **KEY ROYAL**, a Condominium, located in Collier County, Florida.

The Association is organized and shall exist on a non-stock basis as a corporation not for profit under the laws of the State of Florida, and no portion of any earnings of the Association shall be distributed or inure to the private benefit of any member, Director or officer of the Association. For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of a corporation not for profit, except as limited or modified by these Articles, the Declaration of Condominium or the Florida Condominium Act, as they may hereafter be amended, including without limitation, the following:

- A. To make and collect assessments against members of the Association to defray the costs, expenses and losses of the Condominium, and to use the proceeds of assessments in the exercise of its powers and duties.
- B. To protect, maintain, repair, replace and operate the condominium property.
- C. To purchase insurance upon the condominium property and Association property for the protection of the Association and its members.
- D. To reconstruct improvements after casualty and to make further improvements of the property.
- E. To make, amend and enforce reasonable rules and regulations governing the use of the common elements and the association property, and the operation of the Association.

- F. To approve or disapprove the transfer of ownership, leasing and occupancy of units, as provided by the Declaration of Condominium.
- G. To enforce the provisions of the Florida Condominium Act, the Declaration of Condominium, these Articles, and the Bylaws and any Rules and Regulations of the Association.
- H. To contract for the management and maintenance of the Condominium and the condominium property, and to delegate any powers and duties of the Association in connection therewith, except such as are specifically required by the law or by the condominium documents to be exercised by the Board of Directors or the membership of the Association.
- I. To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Condominium.
- J. To enter into agreements, or acquire leaseholds, memberships, and other possessory or use interests in lands or facilities such as country clubs, golf courses, marinas and other recreational facilities. It has the aforementioned powers, whether or not the lands or facilities are contiguous to the lands of the Condominium, if they are intended to provide enjoyment, recreation or other use or benefit to the unit owners.
- K. To borrow money without limit as to amount if necessary to perform its other functions hereunder.
- L. To participate in mergers or consolidations with other condominium(s), or their associations.

All funds and the title to all property acquired by the Association shall be held for the benefit of the members in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation and the Bylaws.

ARTICLE III

MEMBERSHIP:

- A. The members of the Association shall consist of all record owners of legal title to one or more units in the Condominium, as further provided in the Bylaws.
- B. The share of a member in the funds and assets of the Association cannot be assigned or transferred in any manner except as an appurtenance to his or her unit.
- C. The owners of each unit, collectively, shall be entitled to one (1) vote in Association matters, as further set forth in the Declaration of Condominium and the Bylaws. The manner of exercising voting rights shall be as set forth in the Bylaws.

ARTICLE IV

TERM: The term of the Association shall be perpetual.

ARTICLE V

BYLAWS. The Bylaws of the Association may be altered, amended or rescinded in the manner provided therein.

ARTICLE VI

DIRECTORS AND OFFICERS.

- A. The affairs of the Association will be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws, but not less than three (3) Directors, In the absence of a Bylaw provision to the contrary, the Board shall consist of three (3) Directors.
- B. Directors of the Association shall be elected by the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.
- C. The business of the Association shall be conducted by the officers designated in the Bylaws. The officers shall be elected each year 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.

ARTICLE VII

AMENDMENTS. Amendments to these Articles shall be proposed and adopted in the following manner:

- A. Prior to the recording of the Declaration of Condominium of Key Royal, a condominium in the Public Records, these Articles may be amended by an instrument in writing signed by the President or Vice President and the Secretary or an Assistant Secretary and filed with the Secretary of State of the State of Florida. The instrument amending these Articles shall identify the particular Articles or Articles being amended, give the exact language of such amendment and give the date of adoption of the amendment by the Board of Directors. A certified copy of each such amendment shall always be attached to any certified copy of these Articles or a certified copy of the Articles as restated to include such amendments, and shall be an exhibit to the Declaration of Condominium upon the recording of such Declaration. This Article VII is intended to comply with Chapter 617, Florida Statutes.

B. After the recording of the Declaration of Condominium of Key Royal, a condominium, in the Public Records of Collier County, these Articles may be amended in the following manner:

1. Proposal. Amendments to these Articles may be proposed by a majority of the Board or by petition of the owners of one-fourth (1/4) of the units by instrument, in writing, signed by them.
2. Procedure. Upon any amendment or amendments to these Articles being proposed by said Board or unit owners, such proposed amendment or amendments shall be submitted to a vote of the members not later than the next annual meeting for which proper notice can be given.
3. Vote Required. Except as otherwise required by Florida law, these Articles of Incorporation may be amended by vote of a majority of the voting interests at any annual or special meeting, or by approval in writing of a majority of the voting interests without a meeting, provided that notice of any proposed amendment has been given to the members of the Association, and that the notice contains the full text of the proposed amendment.
4. Effective Date. An amendment shall become effective upon filing with the Secretary of State and recording a certified copy in the Public Records of Collier County, Florida.

ARTICLE VIII

INITIAL REGISTERED AGENT.

The initial registered office of the Association shall be at:

c/o Conroy Coleman & Hazzard, P.A.
2640 Golden Gate Parkway, Suite 115
Naples, Florida 34105

The initial registered agent at said address shall be:

J. Thomas Conroy III

ARTICLE IX

INDEMNIFICATION:

To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director and every officer of the Association against all expenses and liabilities, including attorneys fees, actually and reasonably incurred by or imposed on him in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he or she may be a party because of his or her being or

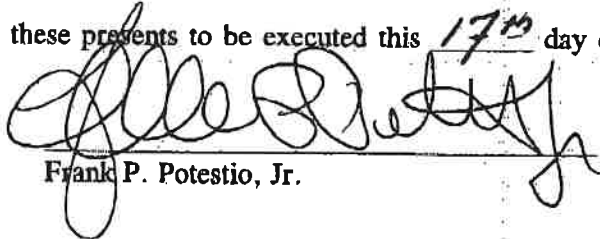
having been a Director or officer of the Association. The foregoing right of indemnification shall not be available if a judgment or other final adjudication establishes that his or her actions or omissions to act were material to the cause adjudicated and involved:

- A. Willful misconduct or a conscious disregard for the best interests of the Association, in a proceeding by or in the right of the Association to procure a judgment in its favor.
- B. A violation of criminal law, unless the Director or officer had no reasonable cause to believe his action was unlawful or had reasonable cause to believe his action was lawful.
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In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approves such settlement as being in the best interests of the Association. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which a Director or officer may be entitled.

The indemnification hereby afforded to Directors and officers shall also extend to any entity other than the Association found responsible or liable for the actions of such individuals in their capacity as Directors or officers, including without limitation, Developer.

WHEREFORE the incorporator has caused these presents to be executed this 17th day of October, 2003.

BY: 
Frank P. Potestio, Jr.

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 17th day of October, 2003, by Frank P. Potestio, Jr., who () is personally known to me or who () has produced _____ as identification.



Diane Whitacre
MY COMMISSION # DD228065 EXPIRES
August 10, 2007
BONDED THRU TROY FAIN INSURANCE INC


Signature of Notary Public

Printed Name of Notary Public
Commission Expires:

{NOTARY SEAL}

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for KEY ROYAL CONDOMINIUM ASSOCIATION, INC., at the place designated in these Articles of Incorporation, I hereby accept the appointment to act in this capacity and acknowledge that I am familiar with and agree to accept the obligations imposed upon registered agents under the Florida Not For Profit Corporation Act.



J. Thomas Conroy III



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

October 20, 2003

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8204 KEY ROYAL CIRCLE
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Authentication Code: 003A00056946-102003-N03000009084-1/1

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Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Twentieth day of October, 2003



Glenda E. Hood
Glenda E. Hood
Secretary of State

H03000298757 3

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The Association is organized and shall exist on a non-stock basis as a corporation not for profit under the laws of the State of Florida, and no portion of any earnings of the Association shall be distributed or inure to the private benefit of any member, Director or officer of the Association. For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of a corporation not for profit, except as limited or modified by these Articles, the Declaration of Condominium or the Florida Condominium Act, as they may hereafter be amended, including without limitation, the following:

- A. To make and collect assessments against members of the Association to defray the costs, expenses and losses of the Condominium, and to use the proceeds of assessments in the exercise of its powers and duties.
- B. To protect, maintain, repair, replace and operate the condominium property.
- C. To purchase insurance upon the condominium property and Association property for the protection of the Association and its members.
- D. To reconstruct improvements after casualty and to make further improvements of the property.
- E. To make, amend and enforce reasonable rules and regulations governing the use of the common elements and the association property, and the operation of the Association.

H03000298757 3

- F. To approve or disapprove the transfer of ownership, leasing and occupancy of units, as provided by the Declaration of Condominium.
- G. To enforce the provisions of the Florida Condominium Act, the Declaration of Condominium, these Articles, and the Bylaws and any Rules and Regulations of the Association.
- H. To contract for the management and maintenance of the Condominium and the condominium property, and to delegate any powers and duties of the Association in connection therewith, except such as are specifically required by the law or by the condominium documents to be exercised by the Board of Directors or the membership of the Association.
- I. To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Condominium.
- J. To enter into agreements, or acquire leaseholds, memberships, and other possessory or use interests in lands or facilities such as country clubs, golf courses, marinas and other recreational facilities. It has the aforementioned powers, whether or not the lands or facilities are contiguous to the lands of the Condominium, if they are intended to provide enjoyment, recreation or other use or benefit to the unit owners.
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H03000298757 3

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H03000298757 3

B. After the recording of the Declaration of Condominium of Key Royal, a condominium, in the Public Records of Collier County, these Articles may be amended in the following manner:

1. Proposal. Amendments to these Articles may be proposed by a majority of the Board or by petition of the owners of one-fourth (1/4) of the units by instrument, in writing, signed by them.
2. Procedure. Upon any amendment or amendments to these Articles being proposed by said Board or unit owners, such proposed amendment or amendments shall be submitted to a vote of the members not later than the next annual meeting for which proper notice can be given.
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J. Thomas Conroy III

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H03000298757 3

having been a Director or officer of the Association. The foregoing right of indemnification shall not be available if a judgment or other final adjudication establishes that his or her actions or omissions to act were material to the cause adjudicated and involved:

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The indemnification hereby afforded to Directors and officers shall also extend to any entity other than the Association found responsible or liable for the actions of such individuals in their capacity as Directors or officers, including without limitation, Developer.

WHEREFORE the incorporator has caused these presents to be executed this 17th day of October, 2003.

BY:

[Handwritten Signature]

Frank P. Potestio, Jr.

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 17th day of October, 2003, by Frank P. Potestio, Jr., who is personally known to me or who has produced _____ as identification.



Diane Whitacre
MY COMMISSION # DD228845 EXPIRES
AUGUST 10, 2007
BONDED THROUGH TROY FAIR INSURANCE, INC.

[Handwritten Signature]
Signature of Notary Public

Printed Name of Notary Public
Commission Expires:

{NOTARY SEAL}

Sent By: CONROY, COLEMAN & HAZZARD;

2396498140;

Oct-17-03 10:08AM;

Page 7/7

H03000298757 3

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for KEY ROYAL CONDOMINIUM ASSOCIATION, INC., at the place designated in these Articles of Incorporation, I hereby accept the appointment to act in this capacity and acknowledge that I am familiar with and agree to accept the obligations imposed upon registered agents under the Florida Not For Profit Corporation Act.



J. Thomas Conroy III



CORPORATION SERVICE COMPANY

CSC - TALLAHASSEE
1201 Hays Street
Tallahassee FL 32301

800-342-8086
850-521-1010 FAX

FAX COVER SHEET

DATE: October 20, 2003

TO: Diane Whitacre

CUSTOMER: Conroy, Coleman & Hazzard, PA

FAX NO.: 239-649-8140

FROM: Jeanine Reynolds/dew

TOTAL PAGES: 9 (including cover sheet)

This transmission is confidential and may contain legally privileged information. It is intended for the use of the named recipient only. No other person is authorized to read, copy or distribute this document. If you have received this transmission in error, please notify the sender immediately and mail it to the sender at the above address.

Re: KEY ROYAL CONDOMINIUM ASSOCIATION, INC.
Client Ref#: KEY ROYAL CONDOMINIUM
Our Order#: 284206-005

HP LaserJet 3100
Printer/Fax/Copier/Scanner

SEND CONFIRMATION REPORT for
CONROY, COLEMAN & HAZZARD
2396498140
Oct-17-03 10:08AM

Job	Start Time	Usage	Phone Number or ID	Type	Pages	Mode	Status
476	10/17 10:06AM	1'53"	8505211010	Send.....	7/ 7	EC144	Completed.....

Total 1'53" Pages Sent: 7 Pages Printed: 0

CONROY, COLEMAN & HAZZARD, P.A.

Attorneys At Law
2640 Golden Gate Parkway, Suite 115
Naples, Florida 34109
(239) 649-5200 (phone)
(239) 649-8140 (fax)

NAME: Jeanine Reynolds

FIRM: CSC

FAX NO.: (850) 521-1010

FROM: Diane Whitacre

DATE: October 17, 2003

TOTAL NUMBER OF PAGES INCLUDING THIS PAGE: 7

REMARKS: Please file the attached Articles for a non-profit corporation AS SOON AS POSSIBLE. It is critical that these be filed preferably before noon today. Our account # is 82724A.

Please request a Certified Copy of the filed Articles.

Please fax a copy of the filed Articles to me at the above fax number and to "Holly Harmon - at (239) 659-3812" as soon as they are available.

The filed Articles may then be mailed me at the above-address.

THE INFORMATION CONTAINED IN THIS TRANSMISSION MAY BE ATTORNEY-CLIENT PRIVILEGED AND IS UNLAWFULLY CONFIDENTIAL. THIS INFORMATION IS INTENDED ONLY FOR THE USE OF THE INDIVIDUAL OR ENTITY NAMED ABOVE. IF THE RECIPIENT OF THIS MESSAGE IS NOT THE INTENDED RECIPIENT, YOU ARE HEREBY NOTIFIED THAT ANY DISSEMINATION, DISTRIBUTION OR COPY OF THIS COMMUNICATION IS STRICTLY PROHIBITED. IF YOU INTERVIEW THIS TRANSMISSION BY TELEPHONE OR IF YOU ARE NOT THE INDIVIDUAL OR ENTITY NAMED ABOVE, THE SENDER OF THIS TRANSMISSION IS NOT INTENDING TO AND DOES NOT HAVE ANY PRIVILEGE, ATTORNEY-CLIENT OR OTHERWISE. IF YOU HAVE RECEIVED THIS COMMUNICATION IN ERROR, PLEASE NOTIFY US BY TELEPHONE, CALLING, AND RETURN THE ORIGINAL MESSAGE TO US AT THE ABOVE ADDRESS VIA U.S. POSTAL SERVICE. YOU WILL BE RESPONSIBLE FOR ANY POSTAGE OR ANY OTHER CHARGES ASSOCIATED WITH THE RETURN OF THIS DOCUMENT. THANK YOU.

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- A. The affairs of the Association will be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws, but not less than three (3) Directors, In the absence of a Bylaw provision to the contrary, the Board shall consist of three (3) Directors.
- B. Directors of the Association shall be elected by the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.
- C. The business of the Association shall be conducted by the officers designated in the Bylaws. The officers shall be elected each year 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.

ARTICLE VII

AMENDMENTS. Amendments to these Articles shall be proposed and adopted in the following manner:

- A. Prior to the recording of the Declaration of Condominium of Key Royal, a condominium in the Public Records, these Articles may be amended by an instrument in writing signed by the President or Vice President and the Secretary or an Assistant Secretary and filed with the Secretary of State of the State of Florida. The instrument amending these Articles shall identify the particular Articles or Articles being amended, give the exact language of such amendment and give the date of adoption of the amendment by the Board of Directors. A certified copy of each such amendment shall always be attached to any certified copy of these Articles or a certified copy of the Articles as restated to include such amendments, and shall be an exhibit to the Declaration of Condominium upon the recording of such Declaration. This Article VII is intended to comply with Chapter 617, Florida Statutes.

B. After the recording of the Declaration of Condominium of Key Royal, a condominium, in the Public Records of Collier County, these Articles may be amended in the following manner:

1. Proposal. Amendments to these Articles may be proposed by a majority of the Board or by petition of the owners of one-fourth (1/4) of the units by instrument, in writing, signed by them.
2. Procedure. Upon any amendment or amendments to these Articles being proposed by said Board or unit owners, such proposed amendment or amendments shall be submitted to a vote of the members not later than the next annual meeting for which proper notice can be given.
3. Vote Required. Except as otherwise required by Florida law, these Articles of Incorporation may be amended by vote of a majority of the voting interests at any annual or special meeting, or by approval in writing of a majority of the voting interests without a meeting, provided that notice of any proposed amendment has been given to the members of the Association, and that the notice contains the full text of the proposed amendment.
4. Effective Date. An amendment shall become effective upon filing with the Secretary of State and recording a certified copy in the Public Records of Collier County, Florida.

ARTICLE VIII

INITIAL REGISTERED AGENT.

The initial registered office of the Association shall be at:

c/o Conroy Coleman & Hazzard, P.A.
2640 Golden Gate Parkway, Suite 115
Naples, Florida 34105

The initial registered agent at said address shall be:

J. Thomas Conroy III

ARTICLE IX

INDEMNIFICATION:

To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director and every officer of the Association against all expenses and liabilities, including attorneys fees, actually and reasonably incurred by or imposed on him in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he or she may be a party because of his or her being or

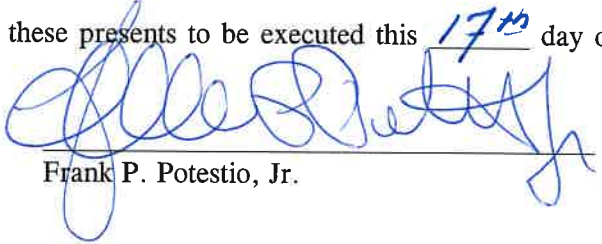
having been a Director or officer of the Association. The foregoing right of indemnification shall not be available if a judgment or other final adjudication establishes that his or her actions or omissions to act were material to the cause adjudicated and involved:

- A. Willful misconduct or a conscious disregard for the best interests of the Association, in a proceeding by or in the right of the Association to procure a judgment in its favor.
- B. A violation of criminal law, unless the Director or officer had no reasonable cause to believe his action was unlawful or had reasonable cause to believe his action was lawful.
- C. A transaction from which the Director or officer derived an improper personal benefit.

In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approves such settlement as being in the best interests of the Association. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which a Director or officer may be entitled.

The indemnification hereby afforded to Directors and officers shall also extend to any entity other than the Association found responsible or liable for the actions of such individuals in their capacity as Directors or officers, including without limitation, Developer.

WHEREFORE the incorporator has caused these presents to be executed this 17th day of October, 2003.


BY: 
Frank P. Potestio, Jr.

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 17th day of October, 2003, by Frank P. Potestio, Jr., who () is personally known to me or who () has produced _____ as identification.



Diane Whitacre
MY COMMISSION # DD228065 EXPIRES
August 10, 2007
BONDED THRU TROY FAIN INSURANCE, INC


Signature of Notary Public

Printed Name of Notary Public
Commission Expires:

{NOTARY SEAL}

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for KEY ROYAL CONDOMINIUM ASSOCIATION, INC., at the place designated in these Articles of Incorporation, I hereby accept the appointment to act in this capacity and acknowledge that I am familiar with and agree to accept the obligations imposed upon registered agents under the Florida Not For Profit Corporation Act.



J. Thomas Conroy III