

State of Florida



Department of State

I certify from the records of this office that TIARA TOWERS CONDOMINIUM ASSOCIATION, INC. is a corporation organized under the laws of the State of Florida, filed on May 19, 1988.

The document number of this corporation is N26503.

I further certify that said corporation has paid all fees due this office through December 31, 1989, and its status is active.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
8th day of August, 1989.



CR2EO22 (6-88)

Jim Smith
Secretary of State

EXHIBIT B
TO
DECLARATION OF CONDOMINIUM

State of Florida

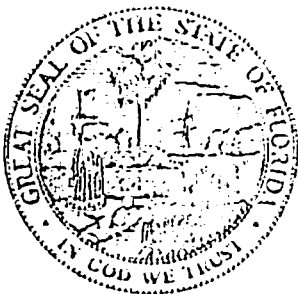


Department of State

I certify that the attached is a true and correct copy of the Articles of Amendment, filed on August 8, 1989, to Articles of Incorporation for TIARA TOWERS NORTH CONDOMINIUM ASSOCIATION, INC., changing its name to TIARA TOWERS CONDOMINIUM ASSOCIATION, INC., a Florida corporation, as shown by the records of this office.

The document number of this corporation is N26503.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
8th day of August, 1989.



CR2EO22 (6-88)

Jim Smith
Secretary of State

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF
TIARA TOWERS NORTH CONDOMINIUM ASSOCIATION, INC.

FILED
RECORDED - 8
JUL 19 1989

WE THE UNDERSIGNED, being the President and Secretary of TIARA TOWERS NORTH CONDOMINIUM ASSOCIATION, INC., a Florida corporation, hereby certify that the following Amendment to the Articles of Incorporation was duly adopted unanimously by all of the Directors at a meeting duly held by them on the 12th day of JULY, 1989:

AMENDMENT

Article I. is amended to read as follows:

I.

NAME OF CORPORATION

The name of this corporation shall be "TIARA TOWERS CONDOMINIUM ASSOCIATION, INC.", (hereinafter referred to as the 'Condominium Association').

In all other respects, the Articles of Incorporation shall remain as they were prior to this Amendment being adopted.

IN WITNESS WHEREOF, we hereby set our hands and seals this 19th day of July, 1989.

BY:

Gerald Q. Nash
GERALD Q. NASH, President

(CORPORATE SEAL)

ATTEST:

Gerald M. DiBartolomeo
GERALD DIBARTOLOMEO, Secretary

STATE OF New Hampshire
COUNTY OF Hillsborough

BEFORE ME, an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgments, personally appeared GERALD Q. NASH, as President, of TIARA TOWERS NORTH CONDOMINIUM ASSOCIATION, INC., to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed same.

WITNESS my hand and official seal in the County and State last aforesaid this 19th day of July, 1989.

Lisa M. Susalla
Notary Public-State of New Hampshire
My Commission Expires:
Lisa M. Susalla
Notary Public
My Commission Expires February 4, 1992

STATE OF FLORIDA
COUNTY OF SAINT LUCIE

BEFORE ME, an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgments, personally appeared GERALD DIBARTOLOMEO, as Secretary, of TIARA TOWERS NORTH CONDOMINIUM ASSOCIATION, INC., to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed same.

WITNESS my hand and official seal in the County and State last aforesaid this 7th day of August, 1989.

Kerene D. Russ
Notary Public-State of Florida
My Commission Expires:

Notary Public, State of Florida
My Commission Expires Feb. 13, 1991
Bonded This Day for the sum of \$10,000

State of Florida



Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of TIARA TOWERS NORTH CONDOMINIUM ASSOCIATION, INC., a corporation organized under the Laws of the State of Florida, filed on May 19, 1988, as shown by the records of this office.

The document number of this corporation is N26503.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
19th day of May, 1988.



CR2E022 (8-87)

Jim Smith

Jim Smith
Secretary of State

ARTICLES OF AMENDMENT
TO THE
ARTICLES OF INCORPORATION
OF

TIARA TOWERS NORTH CONDOMINIUM ASSOCIATION, INC.

FILED
1989 AUG -8 11:11:09
CLERK OF SUPERIOR COURT
HILLBOROUGH

WE THE UNDERSIGNED, being the President and Secretary of TIARA TOWERS NORTH CONDOMINIUM ASSOCIATION, INC., a Florida corporation, hereby certify that the following Amendment to the Articles of Incorporation was duly adopted unanimously by all of the Directors at a meeting duly held by them on the 12th day of JULY, 1989:

AMENDMENT

Article I. is amended to read as follows:

I.

NAME OF CORPORATION

The name of this corporation shall be "TIARA TOWERS CONDOMINIUM ASSOCIATION, INC.", (hereinafter referred to as the "Condominium Association").

In all other respects, the Articles of Incorporation shall remain as they were prior to this Amendment being adopted.

IN WITNESS WHEREOF, we hereby set our hands and seals this 19th day of July, 1989.

BY:

Gerald Q. Nash
GERALD Q. NASH, President

(CORPORATE SEAL)

ATTEST:

Gerald D. Bartolomeo
GERALD D. BARTOLOMEO, Secretary

STATE OF New Hampshire
COUNTY OF Hillsborough

BEFORE ME, an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgments, personally appeared GERALD Q. NASH, as President, of TIARA TOWERS NORTH CONDOMINIUM ASSOCIATION, INC., to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed same.

WITNESS my hand and official seal in the County and State last aforesaid this 19th day of July, 1989.

Lisa M. Susalla
Notary Public-State of New Hampshire
My Commission Expires:

Lisa M. Susalla
Notary Public

My Commission Expires February 4, 1992

STATE OF FLORIDA
COUNTY OF SAINT LUCIE

BEFORE ME, an officer duly authorized in the State aforesaid and in the County aforesaid, to take acknowledgments, personally appeared GERALD D. BARTOLOMEO, as Secretary, of TIARA TOWERS NORTH CONDOMINIUM ASSOCIATION, INC., to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed same.

WITNESS my hand and official seal in the County and State last aforesaid this 7th day of August, 1989.

Karen B. Russ
Notary Public-State of Florida
My Commission Expires:

Karen B. Russ
Notary Public, State of Florida
My Commission Expires Feb. 18, 1991
Bonds: \$100,000.00

ARTICLES OF INCORPORATION

OF

TIARA TOWERS NORTH CONDOMINIUM ASSOCIATION, INC.

FILED
MAY 19 AM 10:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(A Florida Corporation not for Profit)

We, the undersigned, hereby associate ourselves together for the purpose of forming a corporation not-for-profit under the laws of the State of Florida, pursuant to Florida Statutes, Chapter 617, and hereby certify as follows:

I.

NAME OF CORPORATION

The name of this corporation shall be "TIARA TOWERS NORTH CONDOMINIUM ASSOCIATION, INC." (hereinafter referred to as the "Condominium Association").

II.

PURPOSE

The purpose of the Condominium Association shall be to be the "Association" as said term is defined in the Florida Condominium Act, Florida Statutes Chapter 718 (the "Condominium Act"), for TIARA TOWERS NORTH, A CONDOMINIUM ("condominium"), which Condominium shall be created by the recordation by Evergreen Property Development, Inc. (hereinafter referred to together with its successors and assigns, as "Developer") of a certain "Declaration of Condominium of TIARA TOWERS NORTH, A CONDOMINIUM" (the "Declaration of Condominium"), and as such the Condominium Association shall operate the Condominium and perform all of the functions assigned to the Condominium Association by the Condominium Act and the Declaration of Condominium.

III.

POWERS

The Condominium Association shall have all of the common law and statutory powers of a corporation not for profit which are reasonably necessary to implement the purposes of the Condominium Association, including, but not limited to, the power to engage from time to time a manager or management firm or other agent to assist the Condominium Association in carrying out its duties and responsibilities, the power to purchase, sell or lease Units in the Condominium, the power to borrow money and to create mortgages on Units in the Condominium owned by the Condominium Association and the power to perform its obligations and exercise its rights under the Declaration of Condominium.

IV.

MEMBERSHIP

O. R. BOOK 663 PAGE 763

The qualification of members of the Condominium Association (the "Members"), the manner of their admission to membership, the manner of the termination of such membership and voting by Members shall be as follows:

1. All record owners of Condominium Units in the Condominium ("Units") shall be Members and no other persons or entities shall be entitled to membership in the Condominium Association.

2. Membership in the Condominium Association shall be established automatically and without further action upon the acquisition of ownership of fee title or to fee interest in a Unit, whether by conveyance, devise, or judicial decree, whereupon the membership in the Condominium Association of the prior owner of such Unit shall terminate automatically and without further notice.

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

4. Voting by the Members in the affairs of the Condominium Association shall be in accordance with the provisions of Article 5.03 of the Declaration of Condominium and the By-Laws of the Condominium Association (the "By-Laws").

V.

TERM

The term of which the Condominium Association is to exist shall be perpetual.

VI.

SUBSCRIBERS

The name and address of the subscribers to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Paul Frischkorn	1451 Binney Drive Ft. Pierce, FL 34949
Tom Freese	728 St. Lucie Crescent Stuart, FL 33497
Linda Norburn	5080 West Virginia Dr. Ft. Pierce, FL 34981

VII.

OFFICERS

The affairs of the Condominium Association shall be managed by a President, Vice-President, Secretary, Treasurer and such other officers as may be authorized by the Board of Directors. Said officers shall be elected annually by the Board of Directors as provided in the By-Laws and no officer need be a Member. The names of the officers of the Condominium Association who shall serve until such time as they resign, are removed or their successors are elected, shall be:

Tom Freese	-	President
Paul Frischkorn	-	Vice President, Treasurer
Linda Norburn	-	Secretary

VIII.

DIRECTORS

1. The affairs of the Condominium Association shall be directed by a Board of Directors. The number of Directors on the first Board of Directors (the "First Board"). shall be three (3). The number of Directors subsequent to the First Board shall be as provided hereinafter in this Article VIII. No Director need be a Member.

2. The names and residences of the persons who are to serve as the First Board is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Paul Frischkorn	1651 Binney Drive Ft. Pierce, FL 34949
Tom Freese	728 St. Lucie Crescent Stuart, FL 33497
Linda Norburn	5080 West Virginia Dr. Ft. Pierce, FL 34981

Developer reserves the right to designate successor Directors to serve on the First Board for so long as the First Board is to serve as hereinabove provided.

3. Thirty (30) days after the conveyance by Developer to Owners other than Developer (which conveyance shall be evidenced by the recording of instruments of conveyance to the respective Owners in the public records of St. Lucie County, Florida) of fifteen percent of the Units which will be operated ultimately by the Association, the First Board shall be succeeded by the "Initial Elected Board". The number of Directors on the Initial Elected Board shall be three. Members other than the Developer ("Purchase Members") shall be entitled to elect one Director and the Developer shall designate and select the remaining two Directors. The Purchaser Members shall elect their one Director at a special meeting to be called by the Condominium Association for such purpose (the "Initial Election Meeting"), and the Developer shall designate the remaining two Directors at such Initial Election Meeting. The Initial Elected Board shall succeed the First Board upon their election or designation. Subject to the provisions of paragraph 4 of this Article VIII, the Initial Elected Board shall serve until the next Annual Members Meeting (as defined in the By-Laws) whereupon the members of the Board of Directors shall be elected or designated in the same manner as the Initial Board, to-wit: one-third (1/3) by Purchaser Members and two-thirds (2/3) by the Developer.

4. Upon the occurrence of the "Turnover Date" (as hereinafter defined), one of the Developer's two designated Directors shall be succeeded by a Director elected by the Purchaser Members. The "Turnover Date" is the earliest to occur of the following:

(A) Three years after sales of fifty percent of the Units that will be operated ultimately by the Association have been closed with Owners other than Developer, which closings shall be evidenced by the recording of instruments of conveyance to the respective Purchaser Members in the public records of St. Lucie County, Florida; or

(B) Three months after sales of ninety percent of the Units that will be operated ultimately by the Association have been closed with Owners other than Developer, which closings shall be evidenced by the recording of instruments of conveyance to the respective Purchaser Members in the public records of St. Lucie County, Florida;

(C) When the total number of Units in the Condominium have been completed (as evidenced by the issuance of a Certificate of Occupancy for all of same) and none are being offered for sale by the Developer in the ordinary course of business; or

(D) When some of the Units in the Condominium have been conveyed to Purchaser Members and none of the other Units are being constructed or offered for sale by the Developer in the ordinary course of business.

Within sixty days of the Turnover Date, the Board of Directors shall call a special meeting of the Members (the "Majority Election Meeting") for the purpose of the election by the Purchaser Members of a Director to succeed one of the Developer's designated Directors so that the Directors elected by the Purchaser Members shall comprise two of three of the Board of Directors. The notice of the meeting shall be given not less than thirty (30) days nor more than forty (40) days prior to the date of the meeting.

5. Sixty days prior to the first Annual Members Meeting after the Majority Election Meeting, the Board shall determine the total number of Directors of the Board of Directors which total number shall not be less than five (5) nor more than seven (7) members.

6. Until the time set forth in Paragraph 7 of this Article VIII, at each Annual Members Meeting held subsequent to the Majority Election Meeting, all of the Directors except one shall be elected by the Purchaser Members and one Director shall be designated by the Developer.

7. Upon the earlier to occur the following events ("Developer's Resignation Event"), the Developer shall cause its designation Director to resign:

(A) When the Developer no longer holds for sale any Unit in the ordinary course of business; or

(B) The voluntary resignation of the designated Director without his vacancy being filled by an appointee of Developer.

Upon the Developer's Resignation Event, the members of the Board of Directors elected by Purchaser Members shall elect successor Directors to fill the vacancies caused by the resignation or removal of the Developer's designated Directors. These successor Directors shall serve until the next Annual Members Meeting and until their successors are elected and qualified.

8. At each Annual Members Meeting held subsequent to the year in which the Developer's Resignation Event occurs, all of the Directors shall be elected by the Members of the Condominium Association. The Board of Directors may, at its option, select a nominating committee consisting of five members to nominate candidates for the directorships to be filled at the next Annual Members Meeting. A list of any such nominations shall be delivered to each Member at least thirty (30) days prior to the Annual Members Meeting. Any Member can make nominations from the floor of the Annual Members Meeting.

IX.

INDEMNIFICATION

Every Director and every officer of the Condominium Association (and the Directors and/or officers as a group) shall be indemnified by the Condominium Association against all expenses and liabilities, including counsel fees (at all trial and appellate levels) reasonably incurred by or imposed upon him or them in connection with any proceeding or litigation or settlement in which he may become involved by reason of his being or having been a Director or officer of the Condominium Association. The foregoing provisions for indemnification shall apply whether or not he is a Director or officer at the time such expenses are incurred. Notwithstanding the above, in the event of a settlement, the indemnification provisions herein shall not be automatic and shall apply only when the Board of Directors (with the affected member abstaining if he is then a member of the Board of Directors) approves such settlement and authorized reimbursement for the costs and expenses of the settlement are in the best interest of the Condominium Association. and in instances where a Director or officer admits or is adjudged guilty of willful misconduct or gross negligence in the performance of his duties, the indemnification provisions of these Articles shall not apply. Otherwise, the foregoing rights to indemnification shall be in addition to and not exclusive of any and all right of indemnification to which a Director or officer may be entitled whether by Statute, common law or under the Declaration of Condominium.

X.

BY-LAWS

The By-Laws of the Condominium Association shall be adopted by the First Board and thereafter may not be altered or amended except by the affirmative vote of not less than two-thirds (2/3) of the total votes of all Members present at a regular or special meeting of the Membership and the affirmative approval of a majority of the Board of Directors at a regular or special meeting of the Board of Directors. The right to modify, amend or rescind may be restricted in the manner provided for in the By-Laws.

XI.

AMENDMENTS

1. Subject to the provisions of Article XI, 2 and 3 hereof, these Articles of Incorporation may be amended at any meeting of the Members by an affirmative vote of two-thirds (2/3) of the total votes cast by the Members.

2. No amendment shall be made to these Articles of Incorporation which would in any manner reduce, amend, affect or modify the terms, conditions, provisions, rights and obligations set forth in the Declaration of Condominium.

3. There shall be no amendment to these Articles of Incorporation which shall, in the judgment of the Developer, be detrimental to the sales of Condominium Units by the Developer, without prior written consent of the Developer.

XII.

DISSOLUTION OF CORPORATION

The assets and income of this non-profit corporation shall be utilized to promote its purposes. No salaries or fees shall be paid to the Directors or officers of this corporation for their capacity as Director or officer, but nothing contained herein shall prevent the hiring of employees or engaging of others including a Director or an officer to perform services of the corporation or to present the reimbursements of any person who makes outlays for the reasonable expenses of the corporation. In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501 (c) (3) and 170(c) (2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal, State or local government for exclusive public purpose. Notwithstanding any other provision of these Articles, this corporation will not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal Income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 or corresponding provision of any future United States Internal Revenue Law or (b) a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 or any other corresponding provision of any future United States Internal Revenue Law.


XIII.

INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office for this corporation is 3201 North A-1-A, Fort Pierce, Florida, 34949 and the name of the initial registered agent of this corporation at that address is Paul Frischkorn.

IN WITNESS WHEREOF, the Subscribers have hereunto set their hands and seals this 18th day of May, 1988.


PAUL FRISCHKORN


TOM FREESE


LINDA NORBURN

STATE OF FLORIDA
COUNTY OF ST. LUCIE

BEFORE ME, the undersigned authority personally appeared PAUL FRISCHKORN, TOM FREESE and LINDA NORBURN, who, after being duly sworn by me acknowledge that they have executed the foregoing Articles of Incorporation for TIARA TOWERS NORTH CONDOMINIUM ASSOCIATION, INC., a Florida not-for-profit corporation, for the purposes therein expressed.

WITNESS my hand and official seal this 18th day of May, 1988.

Karman Schandler
Notary Public
My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA
MY COMMISSION EXP SEPT 12, 1988
BONDED THRU GENERAL INS. UND.

**ACKNOWLEDGMENT OF
INITIAL RESIDENT AGENT**

Having been named Initial Resident Agent to accept process of service for TIARA TOWERS NORTH CONDOMINIUM ASSOCIATION, INC., at the place designated in the Articles of Incorporation, I hereby accept this designation as Registered Agent and agree to comply fully with all provisions in Chapter 48, Florida Statutes, as amended.

Paul Frischkorn
REGISTERED RESIDENT AGENT
PAUL FRISCHKORN

FILED
1988 MAY 19 AM 10:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA