

FILED
SEP 5 12 30 PM '79
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT D

O.R. 5048 PAGE 593

ARTICLES OF INCORPORATION

-of-

OCEAN SANDS CONDOMINIUM ASSOCIATION, INC.

A Non-Profit Corporation

The undersigned hereby associate themselves for the purpose of forming a corporation not for profit under and pursuant to Chapter 617, Florida Statutes as enacted upon the date of filing hereof ("Non-Profit Corporations Act") and do hereby state as follows:

ARTICLE I

NAME AND ADDRESS

The name of this corporation shall be OCEAN SANDS CONDOMINIUM ASSOCIATION, INC. ("Association"). The principal address of the Association shall be 7820 38th Avenue North, St. Petersburg, Florida 33710, or at such other place as may be subsequently designated by the Board of Directors of the Association.

ARTICLE II

PURPOSES

A. The Association is formed for the purpose of managing the affairs of OCEAN SANDS ONE and OCEAN SANDS TWO condominiums as required by Chapter 718, Florida Statutes ("Condominium Act"). The Condominium Act requires that the operation and administration of a condominium be by an association. In furtherance of this purpose, the Association shall have all of the powers granted by the:

1. Florida common law and statutes,
2. Non-Profit Corporations Act,
3. Condominium Act, and
4. The individual Declarations of Condominium of OCEAN SANDS ONE, and OCEAN SANDS TWO (collectively referred to as "Declaration").

B. The powers granted hereinabove shall be liberally construed and limited only by these Article of Incorporation and the By-Laws of the Association, hereinafter described, as either are amended from time to time.

ARTICLE IIIMEMBERS

A. All Unit Owners in the Condominium shall automatically become Members of the Association upon receipt of title to their Units and their memberships shall automatically terminate when said title is conveyed. If a Member conveys title to its Unit under the provisions of the Declaration, the new Owner shall automatically acquire membership in the Association. Membership certificates are not required and will not be issued.

B. Each Unit collectively shall have one (1) vote in all elections of the Association. An individual, corporation or other entity owning an interest in more than one Unit may be designated as the voting Member for each Unit in which it owns an interest.

C. 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 its Unit. No part of the income of the Association shall be distributed to its Members, directors or officers.

ARTICLE IVEXISTENCE

This Association shall have perpetual existence.

ARTICLE VSUBSCRIBERS

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

<u>Name</u>	<u>Residence</u>
Charles K. Cheezem	866 Placido Way N.E. St. Petersburg, Florida 33704
Sara Ann Yeary	7401 19th Avenue North St. Petersburg, Florida 33710
John D. Corbet	13452 Coronado Drive Largo, Florida 33540

ARTICLE VIDIRECTORS

A. The affairs of the Association shall be managed, operated, and administered by a Board of Directors ("Board") composed of not less than three (3) persons ("Directors"). The first Board shall have three (3) members and, in the future, the number shall be determined from time to time in accordance with the By-Laws.

B. The Directors named in Article VII shall serve until the first election of a Director or Directors as provided in the By-Laws and any vacancies in their number occurring before the first election shall be filled by the remaining Directors and a successor Director approved by the remaining Directors. Thereafter, Directors shall be elected by the Members in accordance with the By-Laws at the regular annual meetings of the membership of the Association. Directors shall be elected to serve for a term of one (1) year and, in the event of a vacancy, the remaining Directors may appoint a Director to serve the balance of said unexpired term.

ARTICLE VIIFIRST BOARD OF DIRECTORS

The following persons shall constitute the first Board of Directors and shall serve until the first election of the Board at the first regular meeting of the membership:

<u>Name</u>	<u>Residence</u>
Charles K. Cheezen	866 Placido Way N.E. St. Petersburg, Florida 33704
Sara Ann Yeary	7401 19th Avenue North St. Petersburg, Florida 33710
John D. Corbet	13452 Coronado Drive Largo, Florida 33540

ARTICLE VIIIOFFICERS

A. The affairs of the corporation are to be managed by a President, a Vice-President, a Secretary and a Treasurer. These officers shall be appointed annually by the Board at the annual meeting of the Board.

8. The names of the officers who are to serve until the first appointment of officers under these Articles of Incorporation are:

President	Charles K. Cheezem
Vice-President	John D. Corbet
Secretary/Treasurer	Sara Ann Yeary

ARTICLE IX

BY-LAWS

A. The By-Laws of this Association shall be made and adopted by the Board and attached to the Declaration to be filed among the Public Records of Pinellas County, Florida. The By-Laws may be altered or amended by the Members in the manner provided in said By-Laws.

B. No amendment to the By-Laws shall be passed which would change the rights and privileges of the Developer referred to in the Declaration, and the Exhibits attached thereto, without the Developer's written approval.

C. No amendment to the By-Laws shall be passed which would operate to impair or prejudice the rights or liabilities of any mortgagee of any of the property referred to in the Declaration.

ARTICLE X

AMENDMENTS OF ARTICLES

A. Proposals for amendments to these Articles of Incorporation which do not conflict with the Condominium Act or the Declaration may be made by resolution of ten percent (10%) of the Members. Such proposals shall be in writing and shall be delivered to the President of the Association who shall thereupon call a special meeting of the Members not less than ten (10) days nor more than sixty (60) days following his, her, or its receipt of the proposed amendment. Should the President fail to call such special meeting, the Members proposing the amendment may, in lieu thereof, call a special meeting. Notice of such special meeting shall be given and posted in the manner provided in the By-Laws. The notice shall state the purpose or purposes of the proposed amendment(s). An affirmative vote of fifty-one

percent (51%) of the Members shall be required for approval of the proposed amendment or amendments.

B. Any Member may waive any or all of the requirements of this Article X as to the submission of proposed amendments to these Articles of Incorporation to the President or notice of special meetings to vote thereon, either before, at or after a membership meeting at which a vote is taken to amend same.

ARTICLE XI

INDEMNIFICATION

The Association shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

IN WITNESS WHEREOF, we have hereunto set our hands and seals at St. Petersburg, Pinellas County, Florida, on the dates specified below.

Signed, Sealed and Delivered
in the Presence of:

Ruth C. Hubert
Juan E. Dequena
Ruth C. Hubert
Juan E. Dequena
Ruth C. Hubert
Juan E. Dequena

Charles K. Cheezem
Charles K. Cheezem

Sara Ann Yeary
Sara Ann Yeary

John D. Corbet
John D. Corbet

STATE OF FLORIDA
COUNTY OF PINELLAS

} SS

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Charles K. Cheezem, known to me and known by me to be one of the subscribers described in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 24th day of August, 1979.

Ruth C. Hubert
NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

My Commission Expires: Notary Public, State of Florida at Large
My Commission Expires April 13, 1982
Bonded By American Fidelity & Guaranty Company

STATE OF FLORIDA
COUNTY OF PINELLAS

} SS

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared Sara Ann Yeary, known to me and known by me to be one of the subscribers described in and who executed the foregoing Articles of Incorporation and she acknowledged before me that she executed the same freely and voluntarily for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 24th day of August, 1979.

Ruth C. Hubert
NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

My Commission Expires: Notary Public, State of Florida at Large
My Commission Expires April 13, 1982
Bonded By American Fidelity & Guaranty Company

STATE OF FLORIDA
COUNTY OF PINELLAS

} SS

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared John D. Corbat, known to me and known by me to be one of the subscribers described in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 24th day of August, 1979.

Ruth C. Hubert
NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE

My Commission Expires: Notary Public, State of Florida at Large
My Commission Expires April 13, 1982
Bonded By American Fidelity & Guaranty Company

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED:

FIRST -- AMERICAN DESIGN & DEVELOPMENT CORP., DESIRING TO
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF
BUSINESS AT CITY OF ST. PETERSBURG, STATE OF FLORIDA, HAS NAMED JOHN D. CORBET
LOCATED AT 7820 38th AVENUE NORTH, ST. PETERSBURG, FLORIDA, AS ITS AGENT TO
ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE

(CORPORATE OFFICER) Charles H. Chering

TITLE President

DATE August 24, 1979

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT
IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL
STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE

(RESIDENT AGENT) JOHN D. CORBET

DATE August 24, 1979