

CERTIFICATE OF INCORPORATION
OF
OCEANA OF HUTCHINSON ISLAND, INC.

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

ARTICLE I

The name of this corporation shall be:

OCEANA OF HUTCHINSON ISLAND, INC.,
a Condominium Association,

and shall hereinafter be referred to as the "Condominium Association".

ARTICLE II

The purpose for which the Condominium Association is organized is to manage, operate and maintain a condominium to be known as an "Oceana Oceanfront Condominium One". Said Condominium shall be operated on a non-profit basis for the mutual use, benefit, enjoyment and advantage of the individual residents of said Condominium; to make such improvements, additions and alterations to said Condominium as may be necessary or desirable from time to time as authorized by the respective Declaration of said Condominium and the Bylaws of the Condominium Association; to purchase and own personal property; and to conduct and transact all business necessary and proper in management,

operation and maintenance of said Condominium; all as agents of the owners of the Condominium Parcels of the said Condominium.

ARTICLE III

All owners of Condominium Parcels in Oceana Oceanfront Condominium One shall be eligible for membership in the Condominium Association and shall automatically become members upon acquisition of such ownership interest, all as more fully provided in the Declaration of Condominium of said Condominium and the Bylaws of the Condominium Association.

ARTICLE IV.

The Condominium Association shall have perpetual existence. The principal office of this corporation shall be at 9700 A-1-A, Hutchinson Island, Jensen Beach, Florida 33457.

ARTICLE V.

The names and addressed of the subscribers of this Certificate of Incorporation are as follows:

Ronald P. Anselmo
1415 East Sunrise Boulevard
Fort Lauderdale, FL 33304

Christopher C. Wheeler
1415 East Sunrise Boulevard
Fort Lauderdale, FL 33304

Josephine Mancuso
1415 East Sunrise Boulevard
Fort Lauderdale, FL 33304

ARTICLE VI.

The affairs of the Condominium Association shall be managed by the Board of Directors which shall elect a President, Vice President, Secretary and Treasurer, and such assistants as may be desirable. Directors of the Condominium Association shall be elected at the annual meeting of the membership and officers shall be elected at the first meeting of the Board of Directors following the annual meeting of the membership.

ARTICLE VII

The affairs of the Condominium Association shall be managed by the Board of Directors. From and after the "first effective annual meeting" of the members, the affairs of the Condominium Association shall be managed by a Board of Directors which shall consist of five (5) persons elected by the membership from the membership (or the spouse of a member).

ARTICLE VIII

The Bylaws of the Condominium Association shall be adopted by the Board of Directors and may be amended, altered or rescinded by a majority vote of such Board prior to the relinquishment of control of the Board by the Developer. Thereafter, the Bylaws may be amended, altered or rescinded by an

affirmative vote of sixty six percent (66%) of the members present, in person or by proxy, at a meeting of the members at which at least a quorum is present, in the manner provided in the Bylaws; provided, however, that written notice of the text of the proposed amendment, as well as the provisions of the Articles proposed to be modified, amended or deleted has been given with notice of the meeting.

ARTICLE IX

Prior to the relinquishment of control of the Board of Directors by the Developer, this Certificate of Incorporation may be amended by a majority vote of the Board of Directors. Thereafter, amendments to the Certificate of Incorporation may be proposed by any member, or director or officer of the Association when approved by not less than a majority vote of the Board of Directors and confirmed by an affirmative vote of sixty six percent (66%) of the membership present, in person or by proxy, at any annual or special meeting of members at which at least a quorum is present, or by written ballot, as set forth in these Bylaws: provided, however, that written notice of the text of the proposed amendment, as well as the provisions of the Articles proposed to be modified, amended or deleted, has been given with notice of the meeting.

ARTICLE XI

The Condominium Association shall have all of the powers and authority granted to corporations not for profit under Chapter 617 of Florida Statutes,

granted to condominium associations under Chapter 718 of Florida Statutes, as amended from time to time, and in addition thereto and not by way of limitation, the Association shall also have the following authority to-wit:

(a) To exercise complete and exclusive control in the management, operation and maintenance of Oceana Oceanfront Condominiums for the use and benefit, and as agent of the individual owners of the Condominium Parcels.

(b) To perform all duties and functions as required by this Certificate of Incorporation, the Declaration of Condominium of said Condominiums, and the Bylaws of the Condominium Association, and as may be necessary or desirable in carrying out the objectives of the Condominium Association.