

Exhibit C

**Articles
of
Incorporation**

EXHIBIT C

ARTICLES OF INCORPORATION

OF

TEQUESTA GARDEN CONDOMINIUM ASSOCIATION, INC.
(a condominium association)

The undersigned by these Articles associate themselves for the purposes of forming a corporation not for profit under Chapter 617, Florida Statutes, 1967, and certify as follows:

ARTICLE I

NAME AND ADDRESS

The name of the corporation shall be TEQUESTA GARDEN CONDOMINIUM ASSOCIATION, INC., (a condominium association). For convenience, the corporation shall be referred to in this instrument as the Association. The business address of the corporation shall be 10 Westwood Avenue, Tequesta, Palm Beach County, Florida.

ARTICLE II

PURPOSE

A. The Purpose for which the Association is organized is to provide an entity pursuant to Section 12 of the Condominium Act, which is Chapter 711 Florida Statutes 1967, for the operation of several condominiums known and to be known collectively as TEQUESTA GARDEN APTS., which condominiums are to be located in the Village of Tequesta, Palm Beach County, Florida.

B. The Association shall make no distributions of income to its members, directors or officers.

ARTICLE III

POWERS

The powers of the Association shall include and be governed by the following provisions:

A. The Association shall have all of the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles.

B. The Association shall have all of the powers and duties set forth in the Condominium Act, except as limited by these Articles and Declarations of Condominium, and all of the powers and duties reasonably necessary to operate the condominiums pursuant to the Declarations of Condominium and as they may be amended from time to time, including but not limited to the following:

1. To make and collect assessments against Dwelling Unit owners to defray the costs, expenses and losses of the condominiums.

2. To use the proceeds of assessments in the exercise of its powers and duties.
3. To maintain, repair, replace and operate the property of the condominiums.
4. To purchase insurance upon the property of the condominiums and insurance for the protection of the Association and its members as Dwelling Unit owners.
5. To reconstruct the improvements after casualty and to further improve the property.
6. To make and amend reasonable regulations regarding the use of the property of the condominiums; provided, however, that all such regulations and their amendments shall be approved by not less than seventy-five percent (75%) of the votes of the entire membership of the Association before such shall become effective.
7. To approve or disapprove the transfer, mortgage and ownership of Dwelling Units as may be provided in the Declarations of Condominiums and the By-Laws.
8. To enforce by legal means the provisions of the Condominium Act, the Declarations of Condominium, these Articles, the By-Laws of the Association, and the Regulations for the use of the property of the condominiums.
9. To contract for the management of the condominiums and to delegate to such contractors all powers and duties of the Association except such as are specifically required by the Declarations of Condominium to have the approval of the Board of Directors or the membership of the Association.
10. To contract for the management or operation of portions of the common elements susceptible to separate management or operation, and to lease such portions.
11. To employ personnel to perform the services required for proper operation of the condominiums.

C. The Association shall not have the power to purchase a Dwelling Unit of the condominiums except at sales in foreclosure of liens for assessments for common expenses, at which sales the Association shall bid no more than the amount secured by its lien. This provision shall not be changed without the unanimous approval of the members and the joinder of all record owners of mortgages upon the condominiums.

D. All funds and the titles of all properties acquired by the Association and their proceeds shall be held in trust for the members in accordance with the provisions of the Declarations of Condominium, these Articles of Incorporation and the By-Laws.

E. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declarations of Condominium and the By-Laws.

ARTICLE IV

MEMBERS

A. The members of the Association shall consist of all of the record owners of Dwelling Units in the condominiums; and after termination of the condominiums shall consist of those who are members at the time of such termination and their successors and assigns.

B. After receiving the approval of the Association required by the Declarations of Condominium, change of membership in the Association shall be established by recording in the Public Records of Palm Beach County, Florida, a deed or other instrument establishing a record title to a Dwelling Unit in the condominiums and the delivery to the Association a certified copy of such instrument. The owner designated by such instrument thus becomes a member of the Association and the membership of the prior owner is terminated.

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 his Dwelling Unit.

D. The owner of each Dwelling Unit shall be entitled to one vote as a member of the Association. The manner of exercising voting rights shall be determined by the By-Laws of the Association.

ARTICLE V

DIRECTORS

A. The affairs of the Association will be managed by a board consisting of the number of directors determined by the By-Laws, but not less than three directors, and in the absence of such determination shall consist of five directors. Directors need not be members of the Association.

B. Notwithstanding any provision hereof to the contrary, the By-Laws shall provide that each and every condominium known as TEQUESTA GARDEN APTS, which is to be operated and/or administered by this Association, shall have representation on the Board of Directors of the Association through the election to the Board of Directors of at least one of the apartment owners of each of said several condominiums. The By-Laws may contain detailed provisions regarding the apportionment of directors.

C. Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

D. The first election of directors shall not be held until after the Developer has closed the sales of all of the apartments of the condominiums, or until Developer elects to terminate its control of the condominiums, or until four years from the date of recording of the Declarations of Condominium in the Public Records of Palm Beach County, Florida, whichever occurs first. The directors named in these Articles shall serve until the first election of directors and any vacancies in their number occurring before the first election shall be filled by the remaining directors.

E. The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

WILLIAM E. SCHLUSEMEYER	295 River Drive, Tequesta, Fla.
ADELE R. SCHLUSEMEYER	295 River Drive, Tequesta, Fla.
HELEN M. MEHIGAN	1501 Treemont Ave., Jupiter, Fla.
LUCYLLLE H. DAVENPORT	716 N. E. 17th Way, Ft Lauderdale, Fla.
GEORGE W. REED	267 River Drive, Tequesta, Fla.

ARTICLE VI

OFFICERS

The affairs of the Association shall be administered by the officers designated in the By-Laws. The officers shall be elected 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 of Directors. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

President	WILLIAM E. SCHLUSEMEYER	295 River Drive Tequesta, Florida
Vice President	HELEN M. MEHIGAN	1501 Treemont Ave. Jupiter, Florida
Secretary/Treasurer	ADELE R. SCHLUSEMEYER	295 River Drive Tequesta, Florida

ARTICLE VII

INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a director or officer of the Association, whether or not he is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE VIII

BY-LAWS

The first By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the By-Laws.

ARTICLE IX

AMENDMENTS

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

A. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

B. A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing such approval is delivered to the secretary at or prior to the meeting. Except as elsewhere provided,

1. such approvals must be by not less than 75% of the entire membership of the Board of Directors and by not less than 75% of the votes of the entire membership of the Association; or

2. by not less than 80% of the votes of the entire membership of the Association.

C. Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of members, nor any change in Section C of ARTICLE III without approval in writing by all members and the joinder of all record owners of mortgages upon the condominiums. No amendment shall be made that is in conflict with the Condominium Act or the Declarations of Condominium.

D. A copy of each amendment shall be recorded in the Public Records of Palm Beach County, Florida.

ARTICLE X

TERM

The term of the Association shall be perpetual.

ARTICLE XI

SUBSCRIBERS

The names and addresses of the subscribers of these Article of Incorporation are as follows:

WILLIAM E. SCHLUSEMEYER	295 River Drive, Tequesta, Florida
ADELE R. SCHLUSEMEYER	295 River Drive, Tequesta, Florida
HELEN M. MEHIGAN	1501 Treemont Ave., Jupiter, Fla.
LUCYLLE H. DAVENPORT	716 N. E. 17th Way, Ft. Lauderdale, Fla.
GEORGE W. REED	267 River Drive, Tequesta, Florida

IN WITNESS WHEREOF, the subscribers have affixed their signatures this 11th day of December, 1968.

Witnesses:

William E. Schlusemeyer (SEAL)
WILLIAM E. SCHLUSEMEYER

Adele R. Schlusemeyer (SEAL)
ADELE R. SCHLUSEMEYER

Helen M. Mehigan (SEAL)
HELEN M. MEHIGAN

Lucy H. Davenport (SEAL)
LUCYLLE H. DAVENPORT

George W. Reed (SEAL)
GEORGE W. REED

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authority, personally appeared WILLIAM E. SCHLUSEMEYER, ADELE R. SCHLUSEMEYER, HELEN M. MEHIGAN, LUCYLLE H. DAVENPORT and GEORGE W. REED, who, after being duly sworn, acknowledged before me that they executed the foregoing Articles of Incorporation freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal this 11th day of December, 1968.

John J. Slock
Notary Public, State of Florida at Large
My Commission expires: _____