

EXHIBIT "C" TO DECLARATION
ARTICLES OF INCORPORATION

ARTICLES OF INCORPORATION
OF
LANDS END OF PERDIDO KEY CONDOMINIUM ASSOCIATION, INC.

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

ARTICLE I - NAME

The name of the corporation shall be LANDS END OF PERDIDO KEY CONDOMINIUM ASSOCIATION, INC., and for convenience the corporation shall be referred to in this instrument as the "Association."

ARTICLE II - PURPOSE

II.1 The purpose for which the Association is organized is to provide an entity pursuant to Chapter 718 Florida Statutes for the operation of LANDS END OF PERDIDO KEY CONDOMINIUM to be located upon the property described in Exhibit "A" to the Declaration of Condominium.

II.2 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:

III.1 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.

III.2 The Association shall have all of the powers and duties set forth in the Condominium Act, and all of the powers and duties reasonably necessary to operate the condominium pursuant to the Declaration as presently drafted and as it may be amended from time to time, including but not limited to the following:

- A. To make and collect assessments against members as unit owners to defray the costs, expenses and losses of the condominium.
- B. To use the proceeds of assessments in the exercising of its powers and duties.
- C. To maintain, repair, replace and operate the condominium property.
- D. To purchase insurance upon the condominium property and insurance for the protection of the Association and its members as unit owners.
- E. To reconstruct improvements after casualty and the further improvement of the property.
- F. To make and amend reasonable regulations respecting the use of the property in the condominium.
- G. To approve or disapprove the transfer, mortgage and ownership of units as provided by the Declaration of Condominium and the By-Laws of the Association.
- H. To enforce by legal means the provisions of the Condominium Act, the Declaration of Condominium for Lands End of Perdido Key Condominium, these Articles, the Bylaws of the Association and the regulations for use of the property in the Condominium.
- I. To contract for the management of the condominium and to delegate to such contractor and manage all powers and duties of the Association except as are specifically required by the Declaration of Condominium to have approval by the Board of Directors or the membership of the Association.
- J. To contract for the management or operation of portions of the common elements susceptible to separate management or operation and to lease such portions.

K. To employ personnel to perform the services required for proper operation of the condominium.

III.3 The Association shall have the power to purchase a unit or units in the condominium and to hold, lease, mortgage and convey the same.

III.4 All funds and titles to all properties acquired by the Association and their proceeds shall be held in trust for the members in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation, and the By-Laws.

ARTICLE IV - MEMBERS

IV.1 The members of the Association shall consist of all of the record owners of units in Lands End of Perdido Key Condominium as it may exist from time to time and in the event of termination of the condominium shall consist of those who are members at the time of such termination and their successors and assigns.

IV.2 After receiving approval of the Association as required by the Declaration of Condominium, change of membership in the Association shall be established by recording in the public records of Escambia County, Florida a deed or other instrument establishing a record title to a unit in Lands End of Perdido Key Condominium and the delivery of a certified copy of such instrument to the Association. The owner designated by such instrument thus becomes a member of the Association and the membership of the prior owner is terminated.

IV.3 The share of the member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to his unit.

IV.4 The owner of each unit shall be entitled to one (1) vote as a member of the Association. The manner of exercising the voting right shall be determined by the By-laws of the Association.

ARTICLE V - DIRECTORS

V.1 The affairs of the Association will be managed by a

board consisting of the number of directors fixed in the By-laws, not less than three (3) directors. Directors need not be members of the Association.

V.2 The directors of the Association shall be elected at the annual meeting of the members in the manner specified in 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.

V.3 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:

Carter S. Kennedy
Suite 116, 3125 Montgomery Highway
Birmingham, Alabama 35209

I. L. O'Sullivan, Jr.
601 Saint Patrick Circle
Irondale, Alabama 35210

Brenda L. Beumer
10115 Sinton Drive
Pensacola, Florida 32507

ARTICLE VI - OFFICERS

The affairs of the Association shall be administered by a president, one or more vice presidents, a secretary, a treasurer, and by an assistant secretary. 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 they 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 & Treasurer	Carter S. Kennedy Suite 116, 3125 Montgomery Highway Birmingham, Alabama 35209
Vice President	I. L. O'Sullivan, Jr. 601 Saint Patrick Circle Irondale, Alabama 35210
Secretary	Brenda L. Beumer 10115 Sinton Drive Pensacola, Florida 32507

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 interests 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 by the Board of Directors or the membership 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:

IX.1 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.

IX.2 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 to consider the amendment may express their approval in writing, provided such approval is delivered to the secretary at or prior to the meeting. Except as hereinafter provided, approval of the proposed amendment must be either by:

a. Not less than sixty percent (60%) of the entire membership of the Board of Directors and not less than sixty percent (60%) of the members of the Association voting at the particular meeting; or

b. Not less than seventy-five percent (75%) of the votes of the entire membership of the Association; or

c. Until the first election of the Board of Directors, only by all of the Directors of the Association.

IX.3 No amendment shall make any changes in the qualifications for membership nor the voting rights of members, nor any change in Section III.3 of Article III hereof, without approval in writing by all members and the joinder of all record owners of mortgages upon the condominium. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium.

IX.4 A copy of each amendment shall be certified by the Secretary of State, State of Florida, and be recorded in the public records of Escambia County, Florida.

ARTICLE X - TERM

The term of the Association shall be perpetual.

ARTICLE XI - SUBSCRIBERS

The subscribers are as follows:

Carter S. Kennedy	Suite 116, 3125 Montgomery Highway Birmingham, Alabama 35209
I. L. O'Sullivan, Jr.	601 Saint Patrick Circle Irondale, Alabama 35210
Brenda L. Beumer	10115 Sinton Drive Pensacola, Florida 32507

ARTICLE XII - RESIDENT AGENT

Brenda L. Beumer, whose business address is 10115 Sinton Drive, Pensacola, Florida 32507, is hereby appointed as the initial registered agent of this Association.

IN WITNESS WHEREOF, the subscribers have hereunto affixed their signatures this 7th day of May, 1985.

Carter S. Kennedy
CARTER S. KENNEDY

I. L. O'Sullivan, Jr.
I. L. O'SULLIVAN, JR.

Brenda L. Beumer
BRENDA L. BEUMER

STATE OF FLORIDA
COUNTY OF ESCAMBIA

BEFORE ME, the undersigned authority, a notary public in and for the County and State aforesaid, on this day personally appeared BRENDA L. BEUMER, known to me and known to me to be the person who made and subscribed the foregoing Articles of Incorporation and she acknowledged before me that she made, subscribed and executed said Articles of Incorporation for the uses and purposes therein expressed.

WITNESS my signature and official seal this 7th day of May, 1985.

E. Ann Ford
Notary Public
My Commission expires: 6-22-86

STATE OF
COUNTY OF

BEFORE ME, the undersigned authority, a notary public in and for the County and State aforesaid, on this day personally appeared CARTER S. KENNEDY, known to me and known to me to be the person who made and subscribed the foregoing Articles of Incorporation and he acknowledged before me that he made, subscribed and executed said Articles of Incorporation for the uses and purposes therein expressed.

WITNESS my signature and official seal this 7th day of May, 1985.

E. Ann Ford
Notary Public
My Commission expires: 6-22-86

STATE OF
COUNTY OF

BEFORE ME, the undersigned authority, a notary public in and for the County and State aforesaid, on this day personally appeared I. L. O'SULLIVAN, JR., known to me and known to me to be the person who made and subscribed the foregoing Articles of Incorporation and he acknowledged before me that he made, subscribed and executed said Articles of Incorporation for the uses and purposes therein expressed.

WITNESS my signature and official seal this 7th day of

May, 1985.

[Signature]
Notary Public

My Commission expires: 12-8-88

Prepared by:
Margaret T. Stopp
MOORE, HILL & WESTMORELAND, P.A.
P. O. Box 13290
Pensacola, FL 32591

**CERTIFICATE OF AMENDMENT TO
ARTICLES OF INCORPORATION AND BY-LAWS OF
LANDS END OF PERDIDO KEY CONDOMINIUM ASSOCIATION, INC.**

NOTICE IS GIVEN that at a duly called meeting of the Board of Directors on the 24th day of February, 2020, by not less than 60% of the entire Board of Directors, and after notice to the membership at a meeting on the 16th day of May, 2020, 60% the votes of all members of the Association represented at the meeting at which a quorum was attained, adopted an amendment to the Articles of Incorporation pursuant to Article IX of the Articles of Incorporation of Lands End Condominium Association, Inc., as recorded in O.R. Book 2060 at Page 908 *et seq.* of the public records of Escambia County, Florida. The Amendment is attached as Schedule A.

NOTICE IS FURTHER GIVEN that at a duly called meeting of the Board of Directors on the 24th day of February, 2020, by not less than 60% of the entire Board of Directors, and after notice to the membership at a meeting on the 16th day of May, 2020, 66-2/3% the votes of all members of the Association represented at the meeting at which a quorum was attained, adopted amendments to the By-Laws pursuant to section 13.2 of the By-Laws of Lands End Condominium Association, Inc., as recorded in O.R. Book 2060 at Page 908 *et seq.* and as amended in O.R. Book 3357 at Page 411 *et seq.*, all in the public records of Escambia County, Florida. The Amendments are attached as Schedule B.

IN WITNESS WHEREOF, Lands End of Perdido Key Condominium Association, Inc. has caused this Certificate of Amendment to be executed this 27 day of May, 2020.

Witnesses:

**Lands End of Perdido Key
Condominium Association, Inc.**

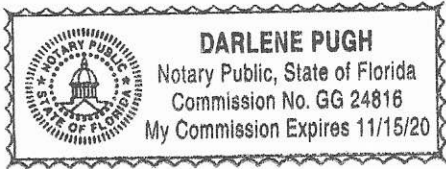
[Signature]
Print Darlene Pugh

[Signature]
By Patricia H Lew
Its President

[Signature]
Print Darlene Pugh

STATE OF Florida
COUNTY OF Escambia

The foregoing document was acknowledged before me by means of physical presence or online notarization, this 27th day of May, 2020 by Patricia H. Lew, as President of the Lands End of Perdido Key Condominium Association, Inc., a Florida non-profit corporation, who is personally know to me, or who produced FLPK as identification.



[Signature]
Notary Public
My commission expires 11.15.2020

SCHEDULE A
AMENDMENT TO
ARTICLES OF INCORPORATION
FOR
LANDS END OF PERDIDO KEY CONDOMINIUM ASSOCIATION, INC.

ARTICLE V -- DIRECTORS, of the Articles of Incorporation for Lands End of Perdido Key Condominium Association, Inc., recorded in O. R. Book 2060 at Page 966 of the public records of Escambia County, Florida is amended as follows:

ARTICLE V – DIRECTORS

V.1. The affairs of the Association will be managed by a board consisting of the number of directors fixed in the By-laws, not less than three (3) directors. Directors ~~need not~~ must be members of the Association.

SCHEDULE B
AMENDMENTS TO
BY-LAWS OF
LANDS END OF PERDIDO KEY CONDOMINIUM ASSOCIATION, INC.

Amendment Part 1. The By-Laws of Lands End of Perdido Key Condominium Association, Inc., recorded in O.R. Book 3357 at page 411 of the public records of Escambia County, Florida are amended as follows:

3. Members.

- 3.1 Annual Meeting. The annual members' meeting shall be held on the date, at the place and at the time determined by the Board of Directors from time to time, provided that there shall be an annual meeting every calendar year and, to the extent possible, no later than twelve (12) months after the last preceding annual meeting. The purpose of the meeting shall be, except as provided herein to the contrary, to elect Directors, and to transact any other business authorized to be transacted by the members, or as stated in the notice of the meeting sent to Unit Owners in advance thereof. Unless changed by the Board of Directors, the annual meeting shall be held ~~the last Saturday in the month of March at 3PM in the Cabana at Lands End~~ within 60 days of the end of the fiscal year.

Amendment Part 2. The By-Laws of Lands End of Perdido Key Condominium Association, Inc., recorded in O.R. Book 3357 at page 411 of the public records of Escambia County, Florida are amended as follows:

- 4.1 Membership: The affairs of the Association shall be governed by a Board of ~~not less than three (3) nor more than nine (9)~~ five (5) directors, the exact number to be determined in the first instance in the Articles, and, thereafter, except as provided herein, from time to time upon majority vote of the membership. Directors must be natural persons who are 18 years of age or older. Directors may not vote at Board meetings by proxy or by secret ballot.

Amendment Part 3. The By-Laws of Lands End of Perdido Key Condominium Association, Inc., recorded in O.R. Book 3357 at page 411 of the public records of Escambia County, Florida are amended as follows:

- 4.4 Term. Except as provided herein to the contrary, the term of each Director's service shall extend until the next annual meeting of the members and subsequently until his successor is duly elected and has taken office, or until ~~he~~ the Director is removed in the manner elsewhere provided. The term for Directors is two years as provided for herein.

To maintain continuity, no more than three board positions will be available for election each year. Staggered terms will begin as of the 2021 annual meeting at which time two Directors as determined by majority vote of the Board shall be elected for a two-year term and in 2022, the three Director positions that were one-year terms will become two-year terms.

No person shall serve more than eight consecutive years except as provided for by Chapter 718 of the Florida Statutes, as it may be amended from time to time.