

EXHIBIT "C"

THIS IS NOT A
State of Florida
OFF. REC. 3780 PG 1312
CERTIFIED COPY



Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of

YARDARM CONDOMINIUM ASSOCIATION, INC.

filed on March 11, 1981.

The Charter Number for this corporation is 756704.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
11th day of March, 1981.

George Firestone
Secretary of State

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ARTICLES OF INCORPORATION

OF

YARDARM CONDOMINIUM ASSOCIATION, INC.

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OFF. REC. 3780 PG 1313

We, the undersigned, with other persons being desirous of forming a corporation not for profit, under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

ARTICLE I. NAME

The name of this corporation is YARDARM CONDOMINIUM ASSOCIATION, INC. For convenience the corporation shall be referred to in this instrument as the "Association".

ARTICLE II. PURPOSE

The Association is organized as a corporation not for profit under the terms and provisions of Chapter 617, Florida Statutes, and is a condominium association, as referred to and authorized by Section 718.111, Florida Statutes. The purpose for which the corporation is organized is to provide an entity responsible for the operation of a condominium in Hillsborough County, Florida, known as YARDARM CONDOMINIUMS ("Condominium"). The Declaration of Condominium and any amendments thereto whereby said Condominium has or will be created is herein called the "Declaration".

ARTICLE III. QUALIFICATIONS OF MEMBERS AND MANNER OF ADMISSION

Section 1. The members of the Association shall constitute all the record owners of residential condominium units in the Condominium. After receiving the approval of the Association, as required under the Declaration, change of membership in the Association shall be established by recording in the Public Records of Hillsborough County, Florida, a deed or other instrument establishing record title to a condominium unit and the delivery to the Association of 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 of such condominium unit shall thereupon be terminated.

Section 2. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated, or transferred in any manner whatsoever except as an appurtenance to his condominium unit.

Section 3. The owner of each condominium unit shall be entitled to at least one (1) vote as a member of the Association. The exact number of votes to be cast by owners of a condominium unit and the manner of exercising voting rights shall be determined by the bylaws of the Association.

ARTICLE IV. CORPORATE EXISTENCE

The Association shall commence upon the filing of these Articles of Incorporation with the Secretary of State, State of Florida. The corporation shall exist perpetually.

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ARTICLE V. DIRECTORS AND OFFICERS

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The affairs of the Association shall be managed by its Board of Directors. The directors and officers may lawfully and properly exercise the powers set forth in Article "XI", Sections "3" and "4", notwithstanding the fact that some or all of them who may be directly or indirectly involved in the exercise of such powers and in the negotiations and/or consummation of the agreements executed pursuant to such powers are some or all of the persons with whom the corporation enters into such agreements or who own some or all of the proprietary interest in the entity or entities with whom the corporation enters into such agreements. Disclosure of such agreements by setting forth the same in the Declaration and/or the Amended Declaration of the Condominium, as initially declared or subsequently redeclared or amended, shall stand as an absolute confirmation of such agreements and the valid exercise by the directors and officers of the corporation of the powers pertinent thereto.

ARTICLE VI. BOARD OF DIRECTORS

Section 1. The business affairs of this corporation shall be managed by the Board of Directors.

Section 2. This corporation shall have five (5) members of the Board initially. The number of directors may be changed from time to time as provided by the bylaws, but their number may never be less than three (3).

Section 3. Directors of the Association shall be elected at the annual meeting of members in the manner determined by the bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the bylaws.

Section 4. The first election of directors shall not be held until unit owners other than the developer own fifteen percent (15%) or more of the units in the Condominium that will ultimately be operated by the Association. 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.

Section 5. Directors need not be members of the Association.

Section 6. The names and addresses of the initial Board of Directors are as follows:

R. Donald Mastry
The Tenth Floor, Florida Federal Building
4th Street and Central Avenue
St. Petersburg, Florida 33701

Roy G. Harrell, Jr.
The Tenth Floor, Florida Federal Building
4th Street and Central Avenue
St. Petersburg, Florida 33701

Ernest L. Mascara
The Tenth Floor, Florida Federal Building
4th Street and Central Avenue
St. Petersburg, Florida 33701

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Bob Remke
1312 Apollo Beach Boulevard
Apollo Beach, Florida 33570

Rick Remke
1312 Apollo Beach Boulevard
Apollo Beach, Florida 33570

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ARTICLE VII. OFFICERS

Section 1. The officers of the corporation shall be a President, a Vice President, a Secretary, a Treasurer and such number of additional Vice Presidents and other officers as may be provided in the bylaws. The same person may hold the offices of Secretary and Treasurer simultaneously.

Section 2. The names of the persons who are to serve as officers of the Association until their successors are elected by the Board of Directors are as follows:

<u>Office</u>	<u>Name</u>
President	Bob Remke
Vice President	Rick Remke
Secretary	Rick Remke
Treasurer	Bob Remke

Section 3. 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.

Section 4. The officers shall have such duties, responsibilities, and powers as provided by the bylaws and by Chapter 718, Florida Statutes.

ARTICLE VIII. BYLAWS

The membership shall adopt bylaws for the Association at the first meeting of the Association after the approval of these Articles of Incorporation by the Secretary of State. Additional bylaws or alterations or rescission of the first bylaws shall be enacted by the membership in the manner provided in the bylaws.

ARTICLE IX. AMENDMENT TO ARTICLES

The Articles of Incorporation may be amended at any special or regular meeting by approval of not less than 75 percent of the entire membership of the Board of Directors and 75 percent of the members of the Association, or by not less than 80 percent of the votes of the entire membership of the Association. Any amendment to these Articles will be voted upon only after notice of any meeting as required by the bylaws of the Association.

ARTICLE X. INITIAL REGISTERED OFFICER AND AGENT

The street address of the initial registered office of the Association is:

The Tenth Floor, Florida Federal Building
Fourth Street and Central Avenue
St. Petersburg, Florida 33701

and the name of the initial registered agent of the Association at the address is:

Roy G. Harrell, Jr.

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ARTICLE XI. POWERS

The Association shall have the following additional powers:

Section 1. All the powers set forth and described in Section 617.021, Florida Statutes, not repugnant to any of the provisions of Chapter 718, Florida Statutes.

Section 2. All the powers of an association as set forth in Chapter 718, Florida Statutes.

Section 3. To acquire and enter into agreements whereby it acquires leaseholds, membership or other possessory or use interests in lands or facilities including, but not limited to, country clubs, golf courses, marinas, tennis clubs, and other recreational facilities, whether or not contiguous to the lands of the Condominium intended to provide for the enjoyment, recreation or other use or benefit to the unit owners.

Section 4. To contract for the management and maintenance of the condominium property and to authorize a management agent to assist the association in carrying out its powers and duties by performing such functions as the submission of proposals, collection of assessments, preparation of records, enforcement of rules and maintenance, repair and replacement of the common elements with funds as shall be made available by the association for such purposes. The association and its officers shall, however, retain at all times the powers and duties granted by the condominium documents and the Condominium Act, including but not limited to the making of assessments, promulgation of rules and execution of contracts on behalf of the association.

Section 5. To acquire by purchase or otherwise, condominium units of the Condominium, subject, nevertheless, to the provisions of the Declaration and/or Bylaws relative thereto.

Section 6. To operate and manage the Condominium in accordance with the sense, meaning, direction, purpose, and intent of the Declaration as the same may from time to time be amended, and to otherwise perform, fulfill and exercise the powers, privileges, options, rights, duties, obligations, and responsibilities entrusted to or delegated to it by the Declaration and/or Bylaws.

ARTICLE XII. SUBSCRIBERS

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

R. Donald Mastry
The Tenth Floor, Florida Federal Building
Fourth Street and Central Avenue
St. Petersburg, Florida 33701

Roy G. Harrell, Jr.
The Tenth Floor, Florida Federal Building
Fourth Street and Central Avenue
St. Petersburg, Florida 33701

Ernest L. Mascara
The Tenth Floor, Florida Federal Building
Fourth Street and Central Avenue
St. Petersburg, Florida 33701

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We, the undersigned, being each of the subscribers hereto, do hereby subscribe to these Articles of Incorporation, and in witness whereof, we have hereunto set our hands and seals this 10th day of March, 1981.

R. Donald Masty
R. DONALD MASTRY

Roy G. Harrell, Jr.
ROY G. HARRELL, JR.

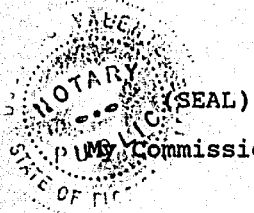
Ernest L. Mascara
ERNEST L. MASCARA

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STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this day of March, 1981, by R. DONALD MASTRY.

Dolores Valente
Notary Public

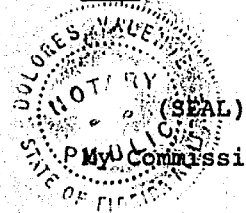


Notary Public, State of Florida at Large
My Commission Expires OCT. 2, 1982

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this day of March, 1981, by ROY G. HARRELL, JR.

Dolores Valente
Notary Public

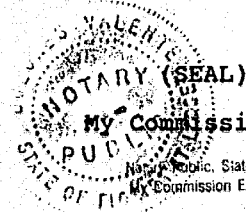


Notary Public, State of Florida at Large
My Commission Expires OCT. 2, 1982

STATE OF FLORIDA)
COUNTY OF PINELLAS)

The foregoing instrument was acknowledged before me this day of March, 1981, by ERNEST L. MASCARA.

Dolores Valente
Notary Public



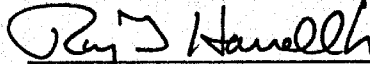
Notary Public, State of Florida at Large
My Commission Expires OCT. 2, 1982

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

OFF
REC 3780 71318

In compliance with Section 48.091, Florida Statutes, the following is submitted:

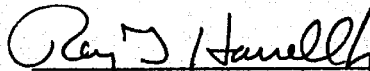
That YARDARM CONDOMINIUM ASSOCIATION, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at Apollo Beach, State of Florida, has named ROY G. HARRELL, JR., located at The Tenth Floor, Florida Federal Building, Fourth Street and Central Avenue, St. Petersburg, Florida 33701, as its agent to accept service of process within Florida.



ROY G. HARRELL, JR., Incorporator
of YARDARM CONDOMINIUM ASSOCIATION, INC.

Dated this 10th day of March, 1981.

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.



ROY G. HARRELL, JR., Resident Agent
for YARDARM CONDOMINIUM ASSOCIATION, INC.

Dated this 10th day of March, 1981.