

EXHIBIT C

ARTICLES OF INCORPORATION

OF

SEMINOLE-ON-THE-GREEN, CAVALIER BUILDING ONE ASSOCIATION, INC.

1. Name and Place of Business. The name of the Corporation is SEMINOLE-ON-THE-GREEN, CAVALIER BUILDING ONE ASSOCIATION, INC. The place of business shall be Seminole, Pinellas County, Florida.

2. Purpose. The Corporation is organized as a corporation not for profit under the provisions of Chapter 617, Florida Statutes, and is a Condominium Association, as referred to and authorized by Section 711.12 Florida Statutes. The purpose for which the Corporation is organized is to provide an entity responsible for the operation of a Condominium in Pinellas County, Florida, known as SEMINOLE-ON-THE-GREEN, CAVALIER BUILDING ONE. Said Condominium is herein called "Condominium" and the Declaration of Condominium whereby the same has or will be created is herein called "Declaration".

3. Qualification of Members and Manner of Admission. The members of this Corporation shall constitute all the record owners of condominium units of the Condominium. After receiving the approval of the Corporation, as required under the Declaration, change of membership of this Corporation shall be established by recording in the Public Records of Pinellas County, Florida, a deed or other instrument establishing record title to a condominium unit and the delivery to the Corporation of a certified copy of such instrument, the owner designated by such instrument thereby becoming a member of the Corporation. The membership of the prior owner of such condominium unit shall be thereby terminated.

4. Term. The existence of the Corporation shall be perpetual unless the Condominium is terminated pursuant to the provisions of its Declaration and in the event of such termination, the Corporation shall be dissolved in accordance with law.

5. Names and Residences of Incorporators. The names and residences of the Incorporators to these Articles of Incorporation are:

John W. Hamilton
2208 Horan Way, South
St. Petersburg, Florida

Stephen D. Thomas
4888-20 Avenue, North #36
St. Petersburg, Florida

Virginia S. Anderson
5025 Seventh Avenue, North
St. Petersburg, Florida

6. Directors and Officers. The affairs of the Corporation shall be managed by its Board of Directors. The officers of the Corporation shall be a President, Vice President and Secretary-Treasurer, which officers shall be elected annually by the Board of Directors. The directors and officers may lawfully and promptly exercise the powers set forth in Section 11, particularly those set forth in Sections 11.3 and 11.5, 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 negotiation 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 enter into such agreements. Disclosure of such agreements by setting forth the same in the Declaration of Condominium of SEMINOLE-ON-THE-GREEN, CAVALIER BUILDING ONE 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 this Corporation of the powers pertinent thereto.

7. Names of Officers. The names of the officers who are to serve until the first election or appointment, are as follows:

President	David E. Rhame 7212 Augusta Boulevard Seminole, Florida
Vice President	Chale Thomas (Same address)
Secretary-Treasurer	William W. Creighton (Same address)

8. Board of Directors. The Board of Directors shall consist of four persons, and the names and addresses of the persons who are to serve as such until the first election thereof, are as follows:

David E. Rhame	7212 Augusta Boulevard Seminole, Florida
William W. Creighton	(Same address)
Casey Y. Ingram, Jr.	(Same address)
Mario Avalos	(Same address)

9. Bylaws. The original Bylaws are to be made by the Board of Directors and/or declared under such Declaration. The same may thereafter be amended, altered or rescinded only in accordance with the provisions of such Bylaws and the Declaration relating to amendment.

10. Amendment of Articles. The Articles of Incorporation may only be amended in accordance with the provisions of the Declaration relating to amendment.

11. Powers. The Corporation shall have all the following powers:

.1 Section 617.021. All the powers set forth and described in Section 617.021 of the Florida Statutes not repugnant to any of the provisions of Chapter 711, Florida Statutes.

.2 Chapter 711. All the powers of an association as set forth in Chapter 711, Florida Statutes.

.3 Leaseholds. 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, and other recreational facilities, whether or not contiguous to the lands of the Condominium, intended to provide for the enjoyment, recreation or other use of benefit to the unit owners.

.4 Management. To contract with a third party for the management or otherwise condominium units of the Condominium, subject, nevertheless, to the provisions of the Declaration and/or Bylaws relative thereto.

.5 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.

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 14th day of September, 1970.

/s/ John W. Hamilton (SEAL)

/s/ Virginia S. Anderson (SEAL)

/s/ Stephen D. Thomas (SEAL)

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME the undersigned authority, personally appeared John W. Hamilton,
Virginia S. Anderson and Stephen D. Thomas, well known to me, and they
acknowledged before me that they executed the above and foregoing Articles for
the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at
St. Petersburg, Florida, this 14th day
of September, 1970.

/s/ Sandra A. Parker

Notary Public

My Commission expires: August 22, 1971.

(NOTARIAL SEAL)



GEORGE FIRESTONE
SECRETARY OF STATE

Secretary of State

STATE OF FLORIDA
THE CAPITOL
TALLAHASSEE 32304
(904) 488-8472

April 3, 1980

Martin F. Fahey, Esq.
8950 Park Blvd., Apt. 606
Seminole, FL 33543

Re: Charter Number 719368
Ref #: 131

Dear Mr. Fahey:

An Amendment to the Articles of Incorporation of SEMINOLE-ON-THE-GREEN, CAVALIER BUILDING ONE ASSOCIATION, INC., a corporation not for profit, was filed on April 2, 1980. Your remittance totaling \$20.00 has been deposited. Enclosed please find 1 certified copy.

Should you have any questions regarding this matter, please telephone (904) 487-1322, the Word Processing section.

Sincerely,

D. W. McKinnon
D. W. McKinnon, Director
Division of Corporations

DWM/rr

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Martin railey 8950 Park Blvd. Apt 606 Seminole, Fla. 33543

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State of Florida

PAUL H. J. J. J. J.
CLERK CIRCUIT COURT



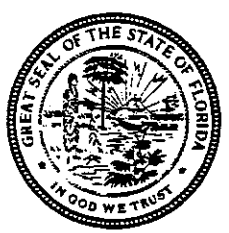
MAY 15 12 57 PM '80

Department of State

I certify that the attached is a true and correct copy of Certificate of Amendment to the Articles of Incorporation of SEMINOLE-ON-THE-GREEN, CAVALIER BUILDING ONE ASSOCIATION, INC., a Florida corporation not for profit, filed on April 2, 1980, as shown by the records of this office.

The charter number of this corporation is 719368.

01 Cash 11 Chg
40 Rec 7.00
41 DS _____
43 Int _____
Tot 7.00
DH



CER 101 Rev. 3-79

Given under my hand and the Great Seal of the State of Florida, at Tallahassee, the Capital, this the 3rd day of April, 1980.

George Firestone
Secretary of State

AMENDMENT TO THE
ARTICLES OF INCORPORATION OF
SEMINOLE-ON-THE-GREEN, CAVALIER BUILDING ONE ASSOCIATION, INC.

This is to certify that, after due written notice to all members of Seminole-On-The-Green, Cavalier Building One Association, Inc., of the proposed change in Article 8 of the Articles of Incorporation, a meeting of the membership was held on February 28, 1980 at 7:30 P.M. to vote on said amendment.

By a vote of fifty (50) in favor of the amendment to three (3) opposed to the amendment, representing a favorable vote of over seventy-five (75) percent of the total membership, Article 8 was amended to read as follows:

"THE NUMBER OF DIRECTORS SHALL CONSIST OF
SEVEN (7) MEMBERS TO BE ELECTED AT THE
ANNUAL MEETING BY THE MEMBERS OF THE
ASSOCIATION."

IN WITNESS WHEREOF, the amendment was approved on the 28th day of February, 1980 in compliance with the provisions of the Articles of Incorporation.

SEMINOLE-ON-THE-GREEN, CAVALIER
BUILDING ONE ASSOCIATION, INC.

BY: Martin F. Fahy
MARTIN F. FAHEY, PRESIDENT

CERTIFICATION

I HEREBY CERTIFY, that the foregoing is a true and exact copy of the amendment of Article 8 of the Articles of Incorporation of Seminole-On-The-Green, Cavalier Building One Association, Inc., adopted at a Special Meeting of Seminole-On-The-Green, Cavalier Building One Association, Inc., held on Thursday, February 28, 1980, at the hour of 7:30 P.M., at the Recreation Room of the Cavalier Building One, 8950 Park Boulevard, Seminole, Florida.

ATTEST:

Martin F. Fahy
MARTIN F. FAHEY, PRESIDENT

Lydia C. Carlson
LYDIA C. CARLSON, Secretary

MINUTES OF THE SPECIAL MEETING OF
SEMINOLE-ON-THE-GREEN, CAVALIER BUILDING ONE ASSOCIATION, INC.

The Special Meeting of the Seminole-On-The-Green, Cavalier Building One Association, Inc., was held on Thursday, February 28, 1980, at the hour of 7:30 P.M., at the Recreation Room of the Cavalier Building One, 8950 Park Boulevard, Seminole, Florida, pursuant to the written notices of such Special Meeting duly mailed to all Owner/Members of the Association.

Martin Manlon, President of the Association served as Chairman of the meeting and called the meeting to order at the hour of 8:00 P.M.

The minutes of the Annual Meeting held on January 28, 1980, were read by the Secretary and approved as read.

The only order of business to be conducted at this Special Meeting was the voting on the Amendments to the Articles of Incorporation and the By-laws of the Association as submitted by Mr. Martin Fahey at the Annual Meeting and as furnished in writing to all owner/members prior to this Special Meeting as follows:

Article 8 of the Articles of Incorporation be amended to read:---"The number of Directors shall consist of seven (7) members to be elected at the Annual Meeting by the members of the Association".

ARTICLE II, Section 1 of the By-laws be amended to read:---"The number of Directors who shall constitute the whole Board shall be seven (7) in number. The immediate past President shall be ex officio a member of the Board without voting rights".

ARTICLE III, Section 3 of the By-laws be amended to read:---"A secretary and a Treasurer which office and duties may be combined. The President and the Vice President must be members of the Board in order to qualify. The Secretary and the Treasurer need not be members of the Board".

ARTICLE III, Section 6A of the By-laws be amended to read:---"This office may be separated or combined with one Secretary and one Treasurer elected at the discretion of the Board. If separated, the Secretary shall perform the duties outlined below which come within the scope of the ordinary duties of a Secretary, and the Treasurer shall perform the duties outlined below which come within the scope of the ordinary duties of a Treasurer".

The Chairman announced the results of the balloting on the amendments as follows:

50 voted for the Amendments.
3 voted against the Amendments.

for a total of 53 voting members, thus complying with Article 5, Section 7 of the By-laws "quorum".

There being no further business to be transacted at this Special Meeting, upon motion duly made by Mr. Fahey and seconded by Mrs. Zadebaugh, the Chairman adjourned the meeting at 8:15 P.M.

ATTEST:

President

Secretary

CERTIFICATION

I HEREBY CERTIFY, that the foregoing is a true and exact copy of the minutes of the Special Meeting of Seminole-On-The-Green, Cavalier Building One Association, Inc., held on Thursday evening, February 28, 1980, at the hour of 7:30 P.M., at the Recreation Room of the Cavalier Building One, 8950 Park Boulevard, Seminole, Florida.


PRESIDENT

ATTEST:


SECRETARY