

State of Florida

EXHIBIT C

Secretary of State



I, Tom Adams, Secretary of State of the State of Florida,
Do Hereby Certify That the following is a true and correct copy of

Certificate of Incorporation
of

GOLDEN HORN CONDOMINIUM ASSOCIATION, INC.,

a corporation not for profit organized and existing under the Laws of the
State of Florida, filed on the 13th day of October,
A.D., 19 69 as shown by the records of this office.



Given under my hand and the Great Seal of the
State of Florida, at Tallahassee, the Capital,
this the 15th day of October,
A.D. 19 69.

Tom Adams

Secretary of State

ARTICLES OF INCORPORATION

of

GOLDEN HORN CONDOMINIUM ASSOCIATION, INC.

The undersigned do hereby associate themselves for the purpose of forming a corporation not for profit. Pursuant to the provisions and laws of the State of Florida, we certify as follows:

FILED
MAR 23 1963
HALLANDALE, FLA.

ARTICLE I

The name of the corporation shall be GOLDEN HORN CONDOMINIUM ASSOCIATION, INC. Hereinafter the corporation shall be referred to as the "Association", whose address is 437 Golden Isles Drive, Hallandale, Florida.

ARTICLE II

The purpose for which the Association is organized is to provide an entity pursuant to Section 12, Chapter 711, Florida Statutes 1963, hereinafter called the "Condominium Act", for the operation of GOLDEN HORN CONDOMINIUM, a condominium to be created pursuant to the provisions of the Condominium Act.

ARTICLE III

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

3.1 The Association shall have all of the common law and statutory powers of a corporation not for profit not in conflict with the terms of these Articles of Incorporation or the Condominium Act.

3.2 The Association shall have all of the powers and duties set forth in the Condominium Act except as limited by these Articles of Incorporation and the Declaration of Condominium, and all of the powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration and as it may be amended from time to time.

REC-4288 #4433

3.3 All funds and the 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 of the Association.

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

ARTICLE IV

4.1 The members of the Association shall consist of all of the record owners of apartments in the Condominium, hereinafter referred to as "Condominium Units", and after termination of the Condominium shall consist of those who are members at the time of such termination, and their successors and assigns.

4.2 Membership shall be acquired by recording in the Public Records of Broward County, Florida, a deed or other instrument establishing record title to a Condominium Unit in the Condominium, the owner designated by such instrument thus becoming a member of the Association, and the membership of the prior owner being thereby terminated, provided, however, any party who may own more than one unit shall remain a member of the Association so long as he shall retain title to or a fee ownership interest in any unit.

4.3 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 apartment.

4.4 On all matters upon which the membership shall be entitled to vote, there shall be one vote for each unit, which vote may be exercised or cast in such manner as may be provided in the By-Laws of the Association. Any person or entity owning more than one unit shall be entitled to one vote for each unit he owns.

REC 4288 MR 134

ARTICLE V

The Association shall have perpetual existence.

ARTICLE VI

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

STEPHEN WEISS

Cottage Avenue
Purchase, New York

ARTHUR D. BENJAMIN

20916 - 35th Avenue
Bayside, New York

GEORGE WUAGNEUX

400 Kings Point Drive
North Miami Beach, Florida

ARTICLE VII

The affairs of the Association shall be administered by a President, a Vice-President, a Secretary and a Treasurer, and such Assistant Secretaries and Assistant Treasurers as the Board of Directors may from time to time designate. Any person may hold two offices, excepting that the same person shall not hold the office of President and Vice-President. Officers of the Association 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

STEPHEN WEISS
Cottage Avenue
Purchase, New York

Vice-President

ARTHUR D. BENJAMIN
20916 - 35th Avenue
Bayside, New York

Secretary-Treasurer

GEORGE WUAGNEUX
400 Kings Point Drive
North Miami Beach, Florida

ARTICLE VIII

8.1 The affairs of the Association shall be managed by a Board of Directors who shall be members of the Association, excepting that

*All By Laws
Page 5*

SEC 4288
#4435

the first Board of Directors shall consist of three (3) Directors who need not be members of the Association, and thereafter the membership of the Board shall consist of not less than five (5) Directors; provided, however, that the Board shall consist of an odd number of members, and provided, further, that following the term of office of the first Board of Directors, the Board shall never consist of less than five (5) members.

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

8.3 The first election of Directors shall not be held until after SAGE CORPORATION, d/b/a GOLDEN HORN DEVELOPERS, hereinafter called the Developer, has closed the sale of all of the Condominium Units, or until the Developer elects to terminate its control of the Association, or until the annual membership meeting in November of 1971, whichever occurs first. The Directors named in these Articles shall serve until the first election of Directors, and any vacancies in office occurring before the first election shall be filled by the remaining Directors.

8.4 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:

STEPHEN WEISS

Cottage Avenue
Purchase, New York

ARTHUR D. BENJAMIN

20916 - 35th Avenue
Bayside, New York

GEORGE WUAGNEUX

400 Kings Point Drive
North Miami Beach, Florida

ARTICLE IX

Every Director and every Officer of the Association shall be indemnified by the Association against all expenses and liabilities, in-

cluding 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. The foregoing right of indemnification shall be in addition to and exclusive of all other rights and remedies to which such Director or Officer may be entitled.

ARTICLE X

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

ARTICLE XI

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

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

11.2 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 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:

(a) Such approvals must be by not less than two-thirds of the entire membership of the Board of Directors and by not less than fifty-one (51%) percent of the votes of the entire membership of the Association; or

(b) By not less than two-thirds of the votes of the entire membership of the Association.

11.3 Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of the members, nor any change in Section 3.3 of Article III, without approval in writing by all members and the joinder of all record owners of mortgages on the Condominium Units. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium. No amendment shall be made without the consent and approval of the Developer so long as it shall own two or more Condominium Units in the Condominium.

11.4 A copy of each amendment shall be filed with the Secretary of State, pursuant to the provisions of the applicable Florida Statutes, and a copy certified by the Secretary of State shall be recorded in the Public Records of Broward County, Florida.

IN WITNESS WHEREOF, the Subscribers have affixed their signatures hereto this 23 day of Sept., 1969.

s/ Stephen Weiss
s/ Arthur D. Benjamin
s/ George Wuagneux

STATE OF FLORIDA)
) SS.:
COUNTY OF Broward)

BEFORE ME, the undersigned authority, personally appeared GEORGE WUAGNEUX, who, after being duly sworn, acknowledged that he executed the foregoing Articles of Incorporation for the purposes expressed in such Articles, this 23 day of September, 1969.

Jo Ann Hays
Notary Public, State of Florida

My Commission Expires: 12/18/72 - 6 -

REC-4285 MAR 13 6

STATE OF NEW YORK)
COUNTY OF Westchester) SS.:

BEFORE ME, the undersigned authority, personally appeared
ARTHUR D. BENJAMIN and STEPHEN WEISS, who, after being duly sworn,
acknowledged that they executed the foregoing Articles of Incorporation
for the purposes expressed in such Articles this 18th day of
September, 1969.

s/ Patricia Beyer
Notary Public, State of New York

My Commission Expires:

3/30/70

REC-4288
EX-433