

FRESE, NASH & HANSEN, P.A.
ATTORNEYS AT LAW

Gary B. Frese † ♦
Charles Ian Nash * §
Gregory S. Hansen †
J. Patrick Anderson †
Laura L. Anderson *
Patrick F. Roche
Stephen P. Heuston *
Allan P. Whitehead
Lisa L. Hogreve
Christina B. Sutch

**930 S. Harbor City Boulevard
Suite 505
Melbourne, Florida 32901**

Tel: (321) 984-3300
Fax: (321) 951-3741

- † Board Certified in Tax Law
- * Board Certified in Wills,
Trusts and Estates Law
- ‡ Board Certified in Civil Trial Law
- ◇ Board Certified in Real Estate Law
- § Fellow, American College of Trust
and Estate Counsel

April 24, 2000

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Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Penthouse Residences at Marina Pointe, A Condominium, Inc.
Our File No. 200-2788

FILED
00 APR 26 AM 5:47
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Dear Sir or Madam:

Enclosed please find an original plus one copy of Articles of Incorporation for the above-referenced corporation. Also enclosed is this firm's check in the amount of \$78.75 representing the required filing fee. I would appreciate receiving a certified copies of these Articles after they have been filed.

Should you have any questions, please do not hesitate to contact my office.

Sincerely,

FRESE, NASH & HANSEN, P.A.

J. Patrick Anderson.

JPA:sld
Enclosures

S. Thompson APR 27 2000

FILED
00 APR 26 AM 9:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
PENTHOUSE RESIDENCES AT MARINA POINTE, A CONDOMINIUM, INC.
(a corporation not-for-profit)

In order to form a corporation under and in accordance with the provisions of the laws of the State of Florida for the formation of corporations not-for-profit, we, the undersigned, hereby associate ourselves into a corporation for the purpose and with the powers hereinafter mentioned; and to that end we do, by these Articles of Incorporation, set forth:

ARTICLE I
NAME

The name of the corporation shall be Penthouse Residences at Marina Pointe, a Condominium, Inc. The corporation shall be hereinafter referred to as the "Association".

ARTICLE II
PURPOSE

The purposes and objects of the Association shall be to administer the operation and management of a condominium to be established by THREE MILE HIGH, L.L.C., a Florida limited liability company, hereinafter called Developer, the condominium complex to be established in accordance with the laws of the State of Florida upon part or all of the following described property, situate, lying and being in Brevard County, Florida, to-wit:

A Parcel of land lying in Government Lot 6 and Government Lot 7, Section 11, Township 27 South, Range 37 East, Brevard County, Florida, said Parcel being the Southwesterly portion of Parcel 264 as recorded in Official Records Book 627, Pages 961 through 962 of the Public Records of Brevard County, Florida,

said Parcel more particularly described by metes and bounds as follows:

COMMENCE at the northwest corner of "Parcel B", Harbour Isles Second Addition, a subdivision as recorded in Plat Book 18, Page 81 of the Public Records of Brevard County, Florida, said corner lying on the south right of way line of State Road No. 3 (100 foot wide public right of way); Thence South 75°19'31" West, along the said south right of way line, a distance of 54.19 feet; Thence North 14°40'29" West, a distance of 100.00 feet to the north right of way line of said State Road No. 3; Thence South 75°19'31" West, along the said north right of way line, a distance of 29.04 feet to the POINT OF BEGINNING; Thence continue along said north right of way line, South 75°19'31" West, a distance of 195.42 feet to the waterline of the Banana River; Thence along the said waterline and seawall the following courses and distances; North 14°32'52" West, 214.84 feet, North 76°28'16" East, 181.34 feet, North 19°40'17" West, 1.56 feet; Thence leave said waterline run North 76°29'45" East, a distance of 12.00 feet; Thence North 76°56'25" East, a distance of 1.92 feet to the west right of way line of Marina Isles Boulevard (a private street also known as Ingress and Egress Easement "C" as described in Official Records Book 2553, Page 1185 of the Public Records of Brevard County, Florida; Thence South 22°25'09" East, along the said west right of way line of said Marina Isles Boulevard, a distance of 184.43 feet; Thence leave said west right of way line, run South 75°19'31" West, a distance of 25.00 feet, along the north line of Parcel "D", as described in Official Records Book 2475, Page 2026, of the Public Records of Brevard County, Florida; Thence South 14°40'29" East, along the west line of said Parcel "D" a distance of 29.73 feet to the said north line of said State Road No. 3 and the POINT OF BEGINNING, containing within these calls 1.0 acres more or less.

Subject to a 10 foot Florida Power & Light Company Easement as recorded in Official Records Book 2556, Page 1316 of the Public Records of Brevard County, Florida.

and to undertake the performance of the acts and duties incident to the administration of the operation and management of said condominium and in accordance with the terms, provisions, conditions and authorizations contained in these articles and which may be contained in the Declaration of Condominium which will be recorded in the Public Records of Brevard County, Florida, at the time said property, and the improvements now or hereafter situate thereon are submitted to a plan of condominium ownership; and to own, operate, lease, sell, trade and otherwise deal with such property, whether real or personal, as may be necessary or convenient in the administration of said condominium. The Association shall operate, maintain and manage the surface water or stormwater management system in a manner consistent with the St. Johns River Water Management District permit requirements and applicable District rules, and shall assist in the enforcement of the Declaration of Covenants and Restrictions which relate to the surface water or stormwater management system. The Association shall be conducted as a non-profit organization for the benefit of its members.

ARTICLE III POWERS

The Association shall have the following powers:

A. All of the powers and duties granted to corporations and corporations not for profit as set forth in Chapters 607 and 617, Florida Statutes, except as expressly limited or restricted by the Florida Condominium Act, and all of the powers and privileges which may be granted unto said Association or exercised by it under any other applicable laws of the State of Florida.

B. All of the powers reasonably necessary to implement and effectuate the purposes of the Association, including, but not limited to:

1. Making and establishing reasonable rules and regulations governing the use of condominium units and the common elements in the condominium as said terms may be defined in the Declaration of Condominium.

2. Levying and collecting assessments against members of the Association to defray the common expenses of the condominium as may be provided in the Declaration of Condominium and in the By-Laws of the Association which may be hereafter adopted, including the right to levy and collect assessments for the purposes of acquiring, operating, leasing, managing and otherwise trading and dealing with such property, whether real or personal, including the condominium units in the condominium, which may be necessary or convenient in the operation and management of the condominium and in accomplishing the purposes set forth in the Declaration of Condominium.

3. Maintaining, repairing, replacing, operating and managing the condominium and the property comprising same, including the right to reconstruct improvements after casualty and to make further improvement of the condominium property.

4. Contracting for the management and maintenance of the condominium and to authorize a management agent to assist the Association in carrying out its powers and duties by performing such functions as the collection of assessments, preparation of records, enforcement of rules and maintenance of the common elements. The Association shall, however, retain at all times the powers and duties granted them by the Condominium Act, including, but not limited to the making of assessments, promulgation of rules and execution of contracts on behalf of the Association.

5. Enforcing the provisions of the Declaration of Condominium, these Articles of Incorporation, the By-Laws of the Association which may be hereafter adopted, and the rules and regulations governing the use of the condominium as the same may be hereafter established.

6. To acquire title to property or otherwise hold, convey, lease, and mortgage Association property for the use and benefit of its members. The power to acquire personal property shall be exercised by the Board of Administration. Except as otherwise permitted in subsections (8) and (9) of Section 718.111, Florida Statutes, and in Section 718.114, Florida Statutes, no association may acquire, convey, lease, or mortgage association real property except in the manner provided in the declaration, and if the declaration does not specify the procedure, then approval of seventy-five percent (75%) of the total voting interests shall be required.

7. To exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the Association pursuant to the Declaration of Condominium.

ARTICLE IV MEMBERS

The qualification of the members, the manner of their admission to membership and termination of such membership, and voting by members shall be as follows:

A. The owners of all condominium units in the condominium shall be members of the Association, and no other persons or entities shall be entitled to membership, except as provided in Item E of this Article IV.

B. Membership shall be established by the acquisition of fee title to a condominium unit in the condominium or by acquisition of a fee ownership interest therein, whether by conveyance, devise, judicial decree or otherwise, and the membership of a party shall be automatically terminated

upon his being divested of all title to or his entire fee ownership interest in all units in the condominium.

C. The interest 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 condominium unit. The funds and assets of the Association shall belong solely to the Association, subject to the limitation that the same be expended, held or used for the benefit of the membership and for the purposes authorized herein, in the Declaration of Condominium, and in the said By-Laws.

D. On all matters on which the membership shall be entitled to vote, there shall be only one (1) vote for each condominium unit in the condominium, which vote shall be exercised or cast by the owner or owners of each condominium unit in such manner as may be provided in the By-Laws hereafter adopted. Should any member own more than one (1) condominium unit, such member shall be entitled to exercise or cast as many votes as he owns condominium units, in the manner provided in said By-Laws.

E. Until such time as the property described in Article II hereof is submitted to a plan of condominium ownership by the recordation of said Declaration of Condominium, the membership of the Association shall be comprised of the subscribers of these Articles, each of which subscribers shall be entitled to cast one (1) vote on all matters on which that membership shall be entitled to vote.

ARTICLE V TERM

The Association shall have perpetual existence. However, in the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or stormwater management system must be transferred to and accepted by an entity which would comply with Section 40C-42.027, F.A.C., and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

ARTICLE VI LOCATION

The principal office of the Association shall be located at 158 N. Harbor City Boulevard, Melbourne, Florida 32934, but the Association may maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the Board of Administration.

ARTICLE VII DIRECTORS

The affairs of the Association shall be managed by the Board of Administration. The number of members of the Board of Administration of the Association shall be a minimum of three (3) with the exact number determined by a vote of the members. The members of the Board of Administration

shall be elected as provided by the By-Laws of the corporation. The Board of Administration shall be members of the Association or shall be authorized representatives, officers or employees of a corporate member of this Association. Notwithstanding the foregoing, the first election of directors will be held in accordance with the Declaration of Condominium of Penthouse Residences at Marina Pointe. Any vacancies in the Board of Administration occurring before the first election will be filled by the remaining directors, unless the vacancy occurs when both the Developer and unit owners other than the Developer are entitled to representation in which event the vacancy shall be filled by an election as provided in rule 7D.23.001(12) F.A.C. The first election of directors shall be held sixty (60) days from the date of recording of the Declaration of Condominium; thereafter, elections of directors shall be held once a year at the annual membership meeting.

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

RICHARD P. LOVE, JR.	158 N. Harbor City Boulevard Melbourne, FL 32935
ALAN THOMAS	158 N. Harbor City Boulevard Melbourne, FL 32935
J. PATRICK ANDERSON	930 S. Harbor City Boulevard Suite 505 Melbourne, FL 32901

ARTICLE VIII OFFICERS

The Board of Administration shall elect a President, a Secretary and a Treasurer and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board of Administration shall determine. The President shall be elected from among the membership of the Board of Administration but no other officer needs to be a director. The same person may hold two (2) offices, the duties of which are not incompatible; provided, however, that the office of the President and Vice President shall not be held by the same person, nor shall the office of President, Secretary or Assistant Secretary be held by the same person.

The affairs of the Association shall be administered by the officers designated in the By-Laws of the Association. Said officers will be elected by the Board of Administration at its first meeting following the annual meeting of the members of the Association and with the approval of the Board of Administration, may employ a managing agent and/or such other managerial and supervisory personnel or entities to administer or assist in the administration of the operation and management of the condominium, and the affairs of the Association, and any such person or entity may be so employed without regard to whether such person or entity is a member of the Association or a director of the Association.

The names and addresses of the officers who will serve until their successors are designated are as follows:

President/Secretary:

RICHARD P. LOVE, JR.
158 N. Harbor City Boulevard
Melbourne, FL 32935

Vice President/Treasurer:

ALAN THOMAS
158 N. Harbor City Boulevard
Melbourne, FL 32935

ARTICLE IX SUBSCRIBERS

The subscribers to these Articles of Incorporation are the two (2) persons herein named to act and serve as members of the first Board of Administration of the Association, the names of which subscribers and their respective addresses are more particularly set forth in Article VII above.

ARTICLE X BY-LAWS

The original By-Laws of the Association shall be adopted by the Board of Administration and thereafter, such By-Laws may be altered or rescinded by the Board of Administration only in such manner as said By-Laws may provide.

ARTICLE XI 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/her in connection with any proceeding to which he/she may be a party, or in which he/she may become involved, by reason of his/her being or having been a director or officer of the Association, whether or not he/she is a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his/her duties; provided, that in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the director or officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the Board of Administration approves such settlement and reimbursement as being in 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.

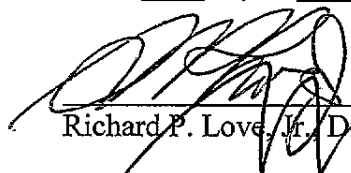
ARTICLE XII AMENDMENTS

Any amendment or amendments to these Articles of Incorporation may be proposed by the Board of Administration of the Association acting upon a vote of the majority of the directors, or by

officer of the Association in the absence of the President, who shall thereupon call a special meeting of the members of the Association for a date not sooner than twenty (20) days nor later than sixty (60) days from the receipt by him of the proposed amendment or amendments, and it shall be the duty of the Secretary to give to each member written or printed notice of such meeting, stating the time and place of the meeting and reciting the proposed amendment or amendments in reasonably detailed form, which notice shall be mailed or presented personally to each member not less than ten (10) days nor more than thirty (30) days before the date set for such meeting. If mailed, the notice of the membership meeting shall be sent by certified mail, return receipt requested, which mailing shall be deemed notice. Any member may, by written waiver of notice signed by such member, waive such notice, and such waiver when filed in the records of the Association, whether before or after the holding of the meeting, shall be deemed equivalent to the giving of such notice to such member. At such meeting, the amendment or amendments proposed must be approved by an affirmative vote of the members owning a majority of the condominium units in the condominium in order for such amendment or amendments to become effective. Thereupon, such amendment or amendments of these Articles shall be transcribed and certified in such form as may be necessary to register the same in the office of the Secretary of State of Florida; and upon the registration of such amendment or amendments which said Secretary of State, a certified copy thereof shall be recorded in the Public Records of Brevard County, Florida, within ten (10) days from the date on which the same are so registered. No amendment is valid until it is recorded in the Public Records. At any meeting held to consider such amendment or amendments of these Articles, the written vote of any member of the Association shall be recognized, if such member is not in attendance at such meeting or represented thereat by proxy, provided such written vote is delivered to the Secretary of the Association at or prior to such meeting.

Notwithstanding the foregoing provisions of this Article XII, no amendment or amendments to these Articles which shall abridge, amend or alter the right of the Developer to designate and select directors of each Board of Administration of the Association, as provided in Article VII hereof, may be adopted or become effective without the prior consent of the Developer.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation in Melbourne, Brevard County, Florida, this 21st day of March, 2000.



Richard P. Love, Jr., Director



Alan Thomas, Director

STATE OF FLORIDA
COUNTY OF BREVARD

FILED
00 APR 26 AM 11
TALLAHASSEE
SECRETARY OF STATE

BEFORE ME, the undersigned authority, personally appeared RICHARD P. LOVE, JR. who is personally known to me and who being by me first duly sworn, acknowledged that he executed the foregoing Articles of Incorporation for the purposes therein expressed on this 21st day of March, 2000.

My Commission Expires:

Hally M. Douglas
NOTARY PUBLIC

STATE OF FLORIDA
COUNTY OF BREVARD

 Hally M Douglas
My Commission CC882364
Expires October 24, 2003

BEFORE ME, the undersigned authority, personally appeared ALAN THOMAS who is personally known to me and who being by me first duly sworn, acknowledged that he executed the foregoing Articles of Incorporation for the purposes therein expressed on this 21st day of March, 2000.

My Commission Expires:

Hally M. Douglas
NOTARY PUBLIC

 Hally M Douglas
My Commission CC882364
Expires October 24, 2003

CERTIFICATE OF REGISTERED AGENT

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

PENTHOUSE RESIDENCES AT MARINA POINTE, A CONDOMINIUM, INC., a corporation not-for-profit, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, in the City of Melbourne, County of Brevard, State of Florida, has named J. PATRICK ANDERSON, ESQ., 930 S. Harbor City Blvd., Suite 505, Melbourne, Florida 32901, as its agent to accept service of process for the above-stated corporation, at the place designated in this certificate, and he hereby accepts to act in this capacity and agrees to comply with the provisions of said Act relative to keeping open said office.

J. Patrick Anderson
J. PATRICK ANDERSON

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