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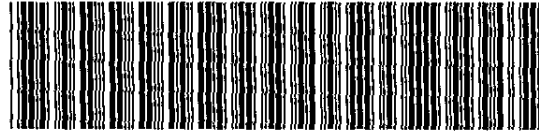
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FILED
OCT 27 2004
04 OCT 27 AM 11:12
SECRETARY OF STATE
TALLAHASSEE, FL

Amend, Rest.
C. G. Collins OCT 27 2004

CORPORATE
ACCESS,
INC.

236 East 6th Avenue, Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666, Fax (850) 222-1666

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Amend

1.) Pride And Joy Environmental Condos North Association, Inc

2.) (CORPORATE NAME & DOCUMENT #)

3.) (CORPORATE NAME & DOCUMENT #)

4.) (CORPORATE NAME & DOCUMENT #)

5.) (CORPORATE NAME & DOCUMENT #)

SPECIAL INSTRUCTIONS

FILED
04 OCT 27 AM 11:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
PRIDE AND JOY ENVIRONMENTAL CONDOS NORTH ASSOCIATION INC.,
(A Non-Profit Condominium Association)**

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

ARTICLE I. NAME

The name of this corporation shall be PRIDE AND JOY ENVIRONMENTAL CONDOS NORTH ASSOCIATION, INC. (a Condominium Association). For convenience, the corporation shall be referred to in this instrument as "the Association".

ARTICLE II. PURPOSE

A. The purpose for which the Association is organized is to provide an entity pursuant to Chapter 718, Florida Statutes, for the operation of a condominium known as PRIDE AND JOY ENVIRONMENTAL CONDOS NORTH, a Condominium Plan, which condominium is located at 5685 S. A1A, Melbourne Beach, FL 32951.

B. 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:

A. 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.

B. The Association shall have all of the powers and duties set forth in the Condominium Act, and those set forth in these Articles and the Declaration of Condominium, if not inconsistent with the Condominium Act. It is intended to grant all the powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration of Condominium and as it may be amended from time to time, including but not limited to the following:

1. To make and collect assessments against dwelling Unit Owners to defray the costs, expenses and losses of the condominium.
2. To use the proceeds of assessments in the exercise of its powers and duties.

3. To maintain repair, replace and operate the property of the condominium.
4. To purchase insurance upon the property of the condominium and insurance for the protection of the Association and its members as dwelling unit Owners.
5. To reconstruct the improvements after casualty and to further improve the property.
6. To make and amend reasonable regulations regarding the use of the property of the condominium; provided, however, that all such regulations and their amendments shall be approved by not less than eighty percent (80%) of the votes of the entire membership of the Association before such shall become effective.
7. To approve or disprove the transfer, mortgage and ownership of dwelling units as may be provided in the Declaration of Condominium and the By-Laws.
8. To enforce by legal means the provisions of the Condominium Act, the Declaration of Condominium, the Articles and By-Laws of the Association and the Regulations for the use of the property of the condominium.
9. To contract for the management of the condominium and to delegate to such contractors all powers and duties of the Association except such as are specifically required by the Declaration of Condominium to have the approval of the Board of Directors or the membership of the Association.
10. To contract for the management or operation of portions of the common elements susceptible to separate management or operation, and to lease such portions.
11. To employ personnel to perform the services required for proper operation of the condominium.

C. The Association shall not have the power to purchase a dwelling Unit of the condominium except at sales in foreclosure of liens for assessments for common expenses, at which sales the Association shall bid no more than the amount secured by its lien and as allowed by the Declaration of Condominium concerning termination. This provision shall not be changed without the unanimous approval of the members and the joinder of all record owners of mortgages upon the condominium.

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

E. 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. MEMBERS

A. The members of the Association shall consist of all of the record owners of dwelling units in the condominium or Development as defined in the Declaration of Condominium for PRIDE AND JOY ENVIRONMENTAL CONDOS NORTH, a Condominium, and after termination of the condominium(s), shall consist of those who are members at the time of such termination and their successors and assigns.

B. Change of membership in the Association shall be established by recording in the Public Records of Brevard County, Florida, a deed or other instrument establishing a record title to a dwelling unit in the condominium 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 is terminated.

C. 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 dwelling unit.

D. The Owner of each dwelling unit shall be entitled to at least one vote as a member of the Association. The manner of exercising voting rights shall be determined by the By-Laws of the Association.

ARTICLE V. DIRECTORS

A. The affairs of the Association will be managed by a board of directors consisting of the number of directors as determined by the By-Laws, but not less than three (3) directors. Directors need not be members of the Association.

B. Directors of the Association shall be elected at the annual meeting of the members in the manner determined by 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.

C. When Unit Owners, other than the Developer, own fifteen (15%) or more of the Units that will be operated ultimately by the Association, no less than one-third (33.3%) of the Board must be non-developer owners. At that time, the Unit Owners, other than the Developer,

shall be entitled to elect not less than one-third (1/3) of the members of the Board of Directors of the Association. Unit Owners, other than the Developer, are entitled to elect not less than a majority of the members of the Board of Directors of the Association three (3) years after fifty percent (50%) of the Units that will be operated ultimately by the Association have been conveyed to purchasers and three (3) months after ninety percent (90%) of the Units that will be operated ultimately by the Association have been conveyed to purchasers; when all of the Units that will be operated ultimately by the Association have been completed, some of them have been conveyed to purchasers, and none of the others are being offered for sale by the Developer in the ordinary course of business; or when some of the Units have been conveyed to purchasers and none of the others are being constructed or offered for sale by the Developer in the ordinary course of business, whichever occurs first. Within seventy-five (75) days after unit owners, other than the Developer, are entitled to elect a member or members of the Board of the Association, the Association shall call and give not less than sixty (60) days notice of a meeting of the Unit Owners for this purpose. Such meeting may be called and the notice given by any Unit Owner if the Association fails to do so. The Developer shall be entitled to elect at least one member of the Board of Directors of the Association so long as the Developer holds for sale in the ordinary course of business at least five percent (5%) of the Units in the condominium operated by the Association.

D. 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:

1. Robert Damiano, 5685 S. A1A, Melbourne Beach, FL 32951
2. Phillip Ward, 5685 S. A1A, Melbourne Beach, FL 32951
3. Robert V. Damiano, 5685 S. A1A, Melbourne Beach, FL 32951

ARTICLE VI. OFFICERS

The affairs of the Association shall be administered by the officers designated in the By-Laws. 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. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

1. Robert Damiano, President
2. Phillip Ward, Secretary, Treasurer
3. Robert V. Damiano, Vice President

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 interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such directors or officers 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 Directors or the members of the Association 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:

A. 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.

B. A resolution for the adoption of a proposed amendment may be 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 agreement or disagreement in writing, provided such agreement is delivered to the secretary at or prior to the meeting and not considered a vote or to establish a quorum. Except as elsewhere provided,

1. such approvals must be by more than fifty percent (50%) of the entire membership of the Board of Directors and by more than Eighty percent (80%) of the votes of the entire membership of the Association; or

2. by more than eighty percent (80%) of the votes of the entire membership.

C. Provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of members, nor any change in Section C of ARTICLE III 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.

D. A copy of each amendment shall be recorded in the Public Records of Brevard County, Florida.

ARTICLE X

The term of the Association shall be perpetual.

ARTICLE XI INITIAL REGISTERED OFFICE, AGENT AND ADDRESS

The principal office of the Association shall be at 5685 S. Highway A1A, Melbourne Beach, FL or at such other place, within or without the State of Florida as may be subsequently designated by the Board of Directors. The initial registered office of the Association shall be at 5685 S. Highway A1A, Melbourne, FL , and the initial registered agent there shall be James L. Reinman, Esquire .

ARTICLE XI SUBSCRIBERS

The name and address of the subscriber(s) to these Articles of Incorporation are:

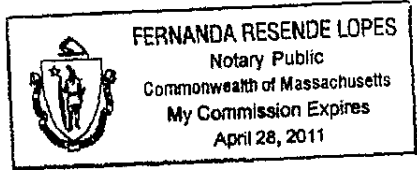
Robert Damiano
5685 S. Highway A1A
Melbourne Beach, FL 32951

IN WITNESS WHEREOF, the subscriber has affixed his signature this 31st day of August, 2004.

[Signature]
Fernanda Resende Lopes

[Signature] (SEAL)

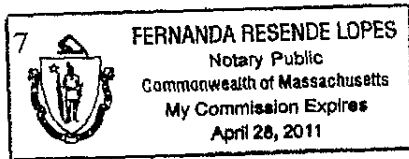
STATE OF FLORIDA)
Massachusetts.) SS:
COUNTY OF Suffolk)



Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared ROBERT L. DAMIANO known to me and known by me to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid this 31 day of August, 2004.

[Signature] (Seal)
NOTARY PUBLIC
State of Florida at Large
My Commission Expires: April 28, 2011



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

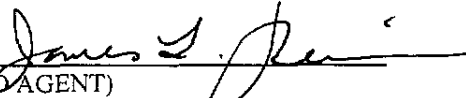
IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST - PRIDE AND JOY ENVIRONMENTAL CONDOS NORTH ASSOCIATION, INC DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS LOCATED AT 5685 S. HIGHWAY A1A, MELBOURNE BEACH, FL, AT THE CITY OF MELBOURNE, FLORIDA, HAS NAMED JAMES L. REINMAN, ESQUIRE, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA at the following location: 1825 Riverview Drive, Melbourne, Florida 32901.

SIGNATURE 
TITLE: ROBERT DAMIANO, PRESIDENT

DATE 10.26.04

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.

SIGNATURE 
(REGISTERED AGENT)

DATE 10-26-04