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FLORIDA NON-PROFIT CORPORATION

via palma delray condominium association, inc.

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FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

September 30, 2004

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ARTICLES OF INCORPORATION OF

VIA PALMA DELRAY CONDOMINIUM ASSOCIATION, INC.

We, the undersigned natural persons competent to contract, acting as incorporators of a corporation not for profit under Chapter 617 of the Florida Statutes, hereby adopt the following articles of incorporation:

ARTICLE I. NAME

The name of the corporation is VIA PALMA DELRAY CONDOMINIUM ASSOCIATION, INC., hereinafter referred to as the "Association".

ARTICLE II. PURPOSES

The purposes and objects of the corporation are such as are authorized under Chapter 617 of the Florida Statutes and include providing for the maintenance, preservation, administration, and management of VIA PALMA DELRAY CONDOMINIUM, a condominium under the Florida Condominium Act pursuant to Declaration of Condominium thereof, which shall be recorded in the Public records of Palm Beach County, Florida.

The corporation is organized and operated solely for administrative and managerial purposes.

ARTICLE III. MEMBERS

Each condominium unit shall have appurtenant thereto a membership in the corporation, which membership shall be held by the person or entity, or in common by the persons or entities owning such unit, except that no person or entity holding title to a unit as security for performance of an obligation shall acquire the membership appurtenant to such unit by virtue of such title ownership. In no event may any membership be severed from the unit to which it is appurtenant.

Each membership in the corporation shall entitle the holder or holders thereof to exercise that proportion of the total voting power of the corporation corresponding to the proportionate undivided interest in the common elements appurtenant to the unit to which such membership corresponds, as established in the declaration.

ARTICLE IV. DURATION

The period of duration of the corporation is perpetual.

ARTICLE V. SUBSCRIBERS

The names and residences of the subscribers are:

VIA PALMA DELRAY CONDOMINIUM ASSOCIATION

Name  
ANTHONY SIRAVO

Address  
14300 Arlington Place  
Davie, Florida 33324

JAMES M. BEESON, JR.

7099 East Tropical Way  
Plantation, Florida 33324

#### ARTICLE VI. OFFICERS

The affairs of the corporation are to be managed by a president, vice-president, secretary, and treasurer who will be accountable to the governing board. Officers will be in the manner set forth in the bylaws.

The names of the officers who are to serve until the first election of officers are as follows: FRANK GUERRIERI, President, JAMES M. BEESON, JR., Vice-President, ANTHONY SIRAVO, Secretary and DANIEL GUERRIERI, Treasurer.

#### ARTICLE VII. DIRECTORS

The affairs of the Association shall be managed by a Board of Directors. The number of persons constituting the first board of directors is four. The names and addresses of the directors who are to serve until the Developer has relinquished control for the first election for members of the Board or until their successors are elected and qualify are:

Name/Address

ANTHONY SIRAVO  
14300 Arlington Place  
Davie, Florida 33324

FRANK GUERRIERI  
14340 Arlington Place  
Davie, Florida 33324

JAMES M. BEESON, JR.  
7099 East Tropical Way  
Plantation, Florida 33324

DANIEL GUERRIERI  
1220 Danbury Avenue  
Davie, Florida 33325

At the first meeting after the Developer has relinquished control, the members shall elect from among the members of the Association, five directors for a term of one year each at each annual meeting thereafter.

## ARTICLE VIII BYLAWS

Bylaws regulating operation of the corporation are annexed to the declaration. The bylaws may be amended by the first board of directors until the first annual meeting of members. Thereafter, the bylaws shall be amended by the members in the manner set forth in the bylaws.

## ARTICLE IX. AMENDMENTS TO ARTICLES

Amendments to these articles of incorporation may be proposed by at least one-quarter of the directors or by members entitled to exercise at least one-third of the then authorized membership voting power. Amendments may be adopted by the affirmative vote of those members exercising not less than a majority of the total voting power of the corporation. Additional requirements concerning proposal and adoption of amendments to the articles shall be set forth in the bylaws.

## ARTICLE X. POWERS OF CORPORATION

To promote the health, safety, and welfare of the residents of VIA PALMA DELRAY CONDOMINIUM, the corporation may:

(1) Exercise all of the powers and perform all of the duties of the Association as set forth in the Declaration of Condominium and in the By-Laws of the Association annexed to the Declaration of Condominium of VIA PALMA DELRAY CONDOMINIUM, as those documents may from time to time be amended.

(2) Determine, levy, collect, and enforce payment by any lawful means of all assessments for common expenses, and pay such common expenses as the same become due.

(3) Engage the services of a professional corporate management agent and delegate to such agent those powers or duties granted to the Association of unit owners under the Declaration or Bylaws other than the power to engage or discharge such agent; the power to adopt, amend, and repeal the provisions hereof, or of the declaration, bylaws, or rules and regulations of the condominium or any non-delegable powers or duties provided for in Chapter 718, Florida Statutes.

(4) Take and hold by lease, gift, purchase, grant, devise or bequest any property, real or personal, including any unit in the condominium, borrow money and mortgage any such property to finance the acquisition thereof on the vote of not less than sixty-six and two thirds per cent (66.66%) of members, and transfer, lease, and convey any such property.

(5) Dedicate or otherwise transfer all or any portion of the common areas to any municipality, public agency, authority or utility on the approval of not less than fifty-one per cent (51%) of the members.

(6) To undertake the maintenance, repair, replacement and operation of the condominium and the properties of the condominium for the benefit of the members.

(7) Have and exercise any and all rights, privileges and powers which may be held or exercised by corporations not for profit generally under Chapter 617 of the Florida Statutes, of

by Associations of unit owners under the Condominium Act all in accordance with the declaration of condominium and By-Laws.

ARTICLE XI. DISSOLUTION

This corporation may be dissolved at any time with the written consent of the owners of not less than seventy-five percent (75%) of the common elements and of the record owners of all mortgages upon the units. On dissolution, the assets of the corporation shall be conveyed or assigned to any nonprofit corporation Association, or other organization devoted to purposes similar to those for which this corporation is organized.

Executed by the undersigned incorporators at Fort Lauderdale, Florida on Sept 21, 2004.

[Signature]  
[Signature]

STATE OF FLORIDA )  
COUNTY OF BROWARD )

BEFORE ME, the undersigned authority, on this day personally appeared JAMES M. BEESON, JR. and ANTHONY SIRAVO, personally known to me, described in and who executed the foregoing Articles of Incorporation of VIA PALMA DELRAY CONDOMINIUM ASSOCIATION, INC. and they acknowledged that they executed the same freely and voluntarily for the uses and purposes therein expressed, and that they executed the foregoing instrument as the act and deed of the said corporation.

SWORN TO AND SUBSCRIBED before me this 29 day of September, 2004.

My commission expires:

[Signature]  
Notary Public  
Print Name:



Eva Wagner Rosen  
Commission # DD 047443  
Expires Sep. 16, 2005  
Benedict Thru  
Atlantic Bonding Co., Inc.

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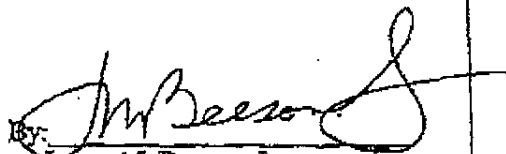
**Certificate Designating Place of Business or Domicile for  
the Service of Process Within this State, Naming Agent Upon  
Whom Process May Be Served**

In compliance with the laws of Florida, the following is submitted:

First, that desiring to organize under the laws of the State of Florida with its principal office at 1937 East Atlantic Boulevard, Suite 9, Fort Lauderdale, Florida 33360, the corporation named in the attached Articles has named James M. Beeson, Jr., State of Florida, as its statutory registered agent, whose address is 1937 East Atlantic Blvd., Ste. 9, Fort Lauderdale, FL 33360.

Second, pursuant to §607.0502, Florida Statutes, the undersigned acknowledges and accepts its appointment as registered agent of VIA PALMA DELRAY CONDOMINIUM ASSOCIATION, INC., and agrees to act in that capacity and to comply with the provisions of the Florida Business Corporation Act (1989), relative to keeping open the registered office at the address specified above. The undersigned is familiar with, and accepts the obligations of, §607.0505, Florida Statutes.

Dated this 25 day of Sept, 2004.

By:   
James M. Beeson, Jr.

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