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FLORIDA NON-PROFIT CORPORATION

Marina Village Condominium Association of Brevard, Inc.

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|-----------------------|---------|
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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

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TALLAHASSEE FLORIDA

April 5, 2005

MOSLEY WALLIS & WHITEHEAD PA

SUBJECT: MARINA VILLAGE CONDOMINIUM ASSOCIATION OF BREVARD, INC.
REF: W05000017001

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

In Article VI you list the address in Merritt Island, but on the certificate of registered agent you list the principal office in Melbourne. Which city is correct? — Merritt Island

If you have any further questions concerning your document, please call (850) 245-6855.

Tammy Hampton
Document Specialist
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OF
MARINA VILLAGE CONDOMINIUM ASSOCIATION OF BREVARD, INC.

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EXHIBIT C
EXHIBIT 2 TO THE PROSPECTUS

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**ARTICLES OF INCORPORATION
OF
MARINA VILLAGE CONDOMINIUM ASSOCIATION OF BREVARD, 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 MARINA VILLAGE CONDOMINIUM ASSOCIATION OF BREVARD, 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 HARBOR HOMES, L.L.C., a Florida Limited Liability Corporation, hereinafter called Developer, the condominium complex to be established in accordance with the laws of the State of Florida upon the following described property, situate, lying and being in the City of Merritt Island, Brevard County, Florida, to-wit:

SEE SHEET 2 OF EXHIBIT "A" ATTACHED HERETO AND MADE A PART
HEREOF FOR LEGAL DESCRIPTION.

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 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 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. To make and establish 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. To levy and collect 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, and otherwise trading and dealing with such property, whether real or personal, including the 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. To maintain, repair, replace, operate and manage 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. To contract 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. To enforce 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 75 percent 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.

8. The Association shall operate, maintain and manage the surface water or stormwater management system(s) in a manner consistent with the St. Johns River Water Management District requirements and applicable District rules, and shall assist in the enforcement of the Declaration of Condominium which relate to the surface water or stormwater management system.

9. The Association shall levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the surface water or stormwater management system.

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.

B. Membership shall be established by the acquisition of fee title to a 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 unit in the condominium, which vote shall be exercised or cast by the owner or owners of each unit in such manner as may be provided in the By-Laws hereafter adopted. Should any member own more than one (1) unit, such member shall be entitled to exercise or cast as many votes as he owns units, in the manner provided in said By-Laws.

ARTICLE V

EXISTENCE AND DURATION

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Association shall exist in perpetuity.

ARTICLE VI

LOCATION

The principal office of the Association shall be located at 582 S. Banana River Drive, Merritt Island, Brevard County, FL, 32952 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 three (3). The members of the Board or Administration shall be elected as provided by the By-Laws of the Association. 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 Article VI of the Declaration of Condominium of MARINA VILLAGE, A CONDOMINIUM. 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 61B.23.0021, F.A.C.

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:

Mike McPhillips

1575 Worley Avenue
Merritt Island, FL 32952

Steve Kaplan

1575 Worley Avenue
Merritt Island, FL 32952

Cheryl McPhillips

1575 Worley Avenue
Merritt Island, FL 32952

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:

Mike McPhillips
President

1575 Worley Avenue
Merritt Island, FL 32952

Steve Kaplan
Vice President

1575 Worley Avenue
Merritt Island, FL 32952

Cheryl McPhillips
Secretary

1575 Worley Avenue
Merritt Island, FL 32952

ARTICLE IX

SUBSCRIBERS

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

CURTIS R. MOSLEY, Esquire

1221 East New Haven Avenue
Melbourne, FL 32901

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 XIINDEMNIFICATION

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 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 in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his 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 Directors 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. The intent of this indemnification is to afford protection to the Directors and Officers of the Association to the maximum extent allowed by law.

ARTICLE XIIAMENDMENTS


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 the members of the Association owning a majority of the condominium units in the condominium, whether meeting as members or by instrument in writing signed by them. Upon any amendment or amendments to these Articles being proposed by said Board of Administration or members, such proposed amendment or amendments shall be transmitted to the President of the Association or other 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 with 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 not be recognized, if such member is not in attendance at such meeting or represented thereat by proxy.

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 members 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.

**ARTICLE XII
DISSOLUTION**

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.

IN WITNESS WHEREOF, the subscribers have hereunto set their hands and seals this 4 day of April, 2005.



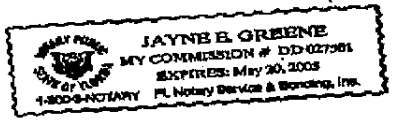
CURTIS R. MOSLEY

STATE OF FLORIDA)
COUNTY OF BREVARD)

BEFORE ME, the undersigned authority, personally appeared CURTIS R. MOSLEY, who being by me first duly sworn, acknowledged that he executed the foregoing Articles of Incorporation for the purposes therein expressed on this 5 day of April, 2005.



NOTARY PUBLIC
My Commission Expires:



CERTIFICATE OF REGISTERED AGENT

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

MARINA VILLAGE CONDOMINIUM ASSOCIATION OF BREVARD, 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 Merritt Island, County of Brevard, State of Florida, has named CURTIS R. MOSLEY, ESQ., 1221 East New Haven Avenue, 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.



CURTIS R. MOSLEY

2005 APR -5 AM 9:08
CLERK OF STATE
TALLAHASSEE FLORIDA

FILED

MARINA VILLAGE, A CONDOMINIUM PHASE 1

SURVEYOR'S NOTES CONCERNING THE GRAPHIC PLOT PLAN :

1. Marina Village, A Condominium shall contain a 4-story Building with a total of 15 living units; 35 garage parking spaces. Marina Village, A Condominium shall also contain walkways, parking areas and open landscaped areas.
2. All areas and improvements exclusive of the units are common elements of the condominium, as set forth in the declaration of condominium.
3. The graphic plot plan was prepared from an Engineering Site Plan, prepared by Allen Engineering, Inc.

SURVEYOR'S NOTES:

1. The bearings shown hereon are based on an assumed bearing of East for the South line of Government Lot 7, as said line is monumented and shown on the sketch of survey.
2. The elevations shown are based on National Coast and Geodetic Survey Benchmark O-205, Elevation 6.201 National Geodetic Vertical Datum of 1929 (N.G.V.D. 1929).
3. The subject parcel lies within Flood Insurance Rate Map (FIRM) Zone "AE", Base Flood Elevations 3 feet, 4 feet and 5 feet as shown. The FIRM Zone boundaries shown on this sketch are scaled from a Federal Emergency Management Agency FIRM Community Panel Number 125092-0360-E, dated November 19, 1987.

PARENT PARCEL DESCRIPTION: MARINA VILLAGE

All of Lots 1 through 5, J. J. COVEY'S UNRECORDED SUBDIVISION as described in Deed Book 369, Page 175 of the Public Records of lying within Section 31, Township 24 South, Range 37 East, Brevard County, Florida, being more particularly described as follows:

Begin at the intersection of the South line of said Section 31 and the East line of S. Banana River Drive (a 50.00 foot wide right of way), said point being the Southwest corner of said Lot 1; thence N02°38'47"W, along the East line of said S. Banana River Drive, a distance of 200.21 feet, to the Northwest corner of said Lot 4, and the Southwest corner of lands described in Official Records Book 1180, Page 202 of the Public Records of Brevard County, Florida; thence EAST, along the North line of said Lot 4, and along the South line of said lands, a distance of 109.55 feet, to the Southeast corner of said lands; thence N00°32'20"W, along the East line of said lands, a distance of 100.00 feet, to the Northeast corner of said lands, and a point on the South line of said Lot 7; thence WEST, along the North line of said lands and along the South line of said Lot 7, a distance of 113.26 feet, to the Northwest corner of said lands and the Southwest corner of said Lot 7; thence N02°38'47"W, along the East line of said S. Banana River Drive, a distance of 100.11 feet, to the Northwest corner of said Lot 8; thence EAST, along the North line of said Lot 8, a distance of 381.63 feet, to a point on the Mean High Water Level Line of the Banana River; thence the following 7 courses along said Mean High Water Level Line: (1) S28°32'15"E, a distance of 24.22 feet; (2) S52°45'06"E, a distance of 15.31 feet; (3) S42°24'31"E, a distance of 47.39 feet; (4) S25°25'26"E, a distance of 34.94 feet; (5) S26°57'18"W, a distance of 8.56 feet; (6) N89°27'49"E, a distance of 24.18 feet; (7) S04°19'27"W, a distance of 81.52 feet; thence S03°24'04"W, across the opening of the existing marina basin, a distance of 42.34 feet, to a point on the Mean High Water Level Line of the Banana River; thence S04°28'25"W, along said Mean High Water Level Line, a distance of 70.13 feet; thence S01°02'04"W, along said Mean High Water Level Line, a distance of 104.87 feet, to a point on the South line of said Lot 1 and the South line of said Section 31; thence WEST, along said South line, a distance of 435.55 feet, to the POINT OF BEGINNING; Containing 4.05 acres, more or less.

Together With:

Lots 47 through 50 and Lot 50.1, J. J. COVEY'S UNRECORDED SUBDIVISION as described in Deed Book 369, Page 175 of the Public Records of lying within Section 31, Township 24 South, Range 37 East, Brevard County, Florida, being more particularly described as follows:

Commence at the intersection of the South line of said Section 31 and the East line of S. Banana River Drive (a 50.00 foot wide right of way); thence WEST, along the South line of said Section 31, a distance of 50.05 feet, to a point on the West line of said S. Banana River Drive; thence N02°38'47"W, along the West line of said S. Banana River Drive, a distance of 25.03 feet, to the Southeast corner of said Lot 50.1, and the POINT OF BEGINNING of the herein described parcel; thence WEST, a distance of 200.00 feet; thence N02°38'47"W, parallel with the West line of said S. Banana River Drive, a distance of 225.24 feet, to the Northwest corner of said Lot 47; thence EAST, along the North line of said Lot 47, a distance of 200.00 feet, to the Northeast corner of said Lot 47; thence S02°38'47"E, along the West line of said S. Banana River Drive, a distance of 225.24 feet, to the POINT OF BEGINNING; Containing 1.03 acres, more or less.

| ABBREVIATION | DEFINITION |
|--------------|-----------------------------------|
| BLDG. | BUILDING |
| C.B. | CONCRETE BLOCK |
| C.B.S. | CONCRETE BLOCK STRUCTURE |
| CCCL | COASTAL CONSTRUCTION CONTROL LINE |
| CONC. | CONCRETE |
| DNR | DEPARTMENT OF NATURAL RESOURCES |
| DRAINAGE MH | DRAINAGE MANHOLE |
| F.I.R.M. | FLOOD INSURANCE RATE MAP |

| ABBREVIATION | DEFINITION |
|--------------|--------------------------|
| O.R.B. | OFFICIAL RECORDS BOOK |
| P. | PLAT |
| PED XING | PEDESTRIAN CROSSING |
| PG. | PAGE |
| RCF | REINFORCED CONCRETE PIPE |
| SANITARY MH | SANITARY MANHOLE |
| VCP | VITRIFIED CONCRETE PIPE |
| WM | WATER METER |

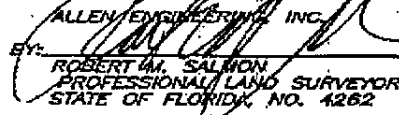
NOTES:

1. SEE SHEET 3 FOR THE SKETCH TO ACCOMPANY THE LEGAL DESCRIPTION.

CERTIFICATION:

I hereby certify the Sketch of Survey shown on Sheet 3 of 11 is an accurate representation of a survey performed under my direction and completed on July 12, 2002 in accordance with the Minimum Technician Standards for Land Surveying in the State of Florida, described in Chapter 81G17-6, Florida Administrative Code, pursuant to Chapter 47, 027, Florida Statutes

Not valid without the signature and the original raised seal of a Florida Licensed Surveyor and Mapper

ALLEN ENGINEERING, INC.
 BY: 
 ROBERT M. SALMON
 PROFESSIONAL LAND SURVEYOR
 STATE OF FLORIDA, NO. 4262

ALLEN ENGINEERING, INC.
 106 DIXIE LANE
 COCOA BEACH, FLORIDA
 REVISED MARCH 23, 2005

MARINAVILLAGE001.DWG