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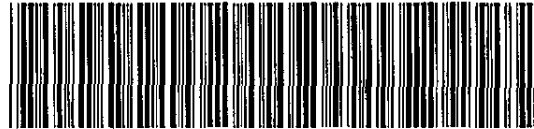
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LEVINE AND BURR, ATTORNEYS

JAY STEVEN LEVINE, P.A.

2500 North Military Trail, Suite 490, Boca Raton, FL 33431 - (561) 999-9925 (561) 999-9958 Fax
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Jay Steven Levine, Esquire
Robert B. Burr, Esquire
Debbie Alspach, CLA

Please reply to:
Boca Raton, Florida

November 2, 2005

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

RE: ARTICLES OF INCORPORATION - CITY VILLAS DOWNTOWN CONDOMINIUM ASSOCIATION, INC.

Dear Sir or Madam:

Enclosed for filing is original and one copy of Articles of Incorporation for City Villas Downtown Condominium Association, Inc. Also enclosed is a check in the amount of \$78.75 for filing fee, designation of registered agent and certified copy. Once filed, please return the certified copy to us in the enclosed self-addressed stamped envelope.

Thank you for your assistance in this matter.

Very truly yours,



Jay Steven Levine

JSL:sh

Enclosures - As Stated

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ARTICLES OF INCORPORATION
OF
CITY VILLAS DOWNTOWN CONDOMINIUM ASSOCIATION, INC.
(a Florida corporation not for profit)

The undersigned by these Articles of Incorporation hereby associates himself for the purpose of forming a corporation not for profit under Chapters 617 and 718, Florida Statutes, and certifies as follows:

ARTICLE I

NAME AND ADDRESS

The name of the corporation is CITY VILLAS DOWNTOWN CONDOMINIUM ASSOCIATION, INC., and its mailing address is 180 East Inlet, Palm Beach, Florida 33480.

ARTICLE II

DEFINITIONS

For convenience, the corporation shall be referred to in this instrument as the "Association"; the Declaration of Condominium, as the "Declaration"; these Articles of Incorporation as the "Articles"; and the By-Laws of the Association as the "By-Laws". All other definitions contained in the Declaration are incorporated by reference into these Articles.

ARTICLE III

PURPOSE AND POWERS

Section 3.1. **Purpose.** The purpose for which the Association is organized is to provide an entity pursuant to the condominium and corporate statutes for the operation of City Villas Downtown, a Condominium located in Palm Beach County, Florida. The Association is organized and shall exist on a non-stock basis as a corporation not for profit under the laws of the State of Florida. No portion of any earnings of the Association shall be distributed or inure to the private benefit of any Member, Director or officer.

THIS INSTRUMENT PREPARED BY:
JAY STEVEN LEVINE, P.A.
3300 PGA Boulevard, Suite 530
Palm Beach Gardens, Florida 33410
(561) 627-3585

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Section 3.2 Powers and Duties.

- A. **General.** For the accomplishment of its purposes, the Association shall have all the common law and statutory powers and duties of a corporation not for profit under the laws of the State of Florida, except as limited or modified by the Declaration, the By-Laws or the Condominium Act and corporate act and such powers as limited or modified by the provisions of Section 3.2.C below. The powers of the Association shall also be as set forth in the Declaration and By-Laws, which shall include the promulgation of rules and regulations with respect to the property in the Condominium, the Units included, and Association property.
- B. **Powers.** The Association shall have all of the powers reasonably necessary to operate the Condominium pursuant to the Declaration and By-Laws as they may hereafter be amended, including, but not limited to:
1. To make and collect annual and special assessments against members of the Association to defray the costs, expenses and losses of the Condominium and the Association, and to use the funds in the exercise of its powers and duties.
 2. To protect, maintain, repair, replace and operate the property in the Condominium pursuant to the Condominium Documents.
 3. To purchase insurance upon the Condominium for the protection of the Association and its members, as required by law.
 4. To make improvements of the property in the Condominium, subject to any limitations contained in the Declaration.
 5. To reconstruct improvements after casualty.
 6. To make, amend, and enforce reasonable rules and regulations governing the use of the Condominium and Association property, inclusive of the Units, the operation of the Association, and including the frequency, time, location, notice and manner of the inspection and copying of official records.
 7. To contract for the management and maintenance of the Condominium, and to delegate any powers and duties of the Association in connection therewith except such as are specifically required by the Declaration to be exercised by the Board of Directors or the membership of the Association.
 8. To employ accountants, attorneys, architects, and other professional

personnel to perform the services required for proper operation of the Condominium and Association property.

C. Limitation on Corporate Powers. The following limitations on the following powers of the Association as set forth in the corporate statute, shall apply:

1. No Directors, officers or committee members shall receive compensation for their services as Directors, officers and committee members. The foregoing shall not preclude Directors, officers and committee members from being (and who shall be) reimbursed for all actual and proper out-of-pocket expenses relating to the proper discharge of their respective duties.
2. All funds and the title to all property acquired by the Association and their proceeds shall be held for the benefit and use of the Owners in accordance with the provisions of the Declaration, these Articles, and the By-Laws.

All powers of the Association conferred by the Declaration and By-Laws are incorporated into these Articles by reference.

D. Duties.

1. The Association shall adopt a Rule and Regulation concerning the posting of notices of Board meetings and the annual meeting.
2. The Association shall prepare a Question and Answer Sheet and shall update it at least annually if and as required by the Condominium Act and Administrative Rules as amended from time to time.
3. The Association shall maintain an adequate number of copies of the Condominium Documents and Rules and Regulations, and all amendments to the foregoing, as well as the Question and Answer Sheet referred to above, and the most recent year-end financial information on the Condominium or Association property, to ensure their availability to Owners. The Association may charge its actual costs for preparing and furnishing the foregoing to those requesting same.
4. The Association shall ensure that the following contracts shall be in writing:
 - (a) Any contract for the purchase, lease or renting of materials or equipment, which is not to be fully performed within one year from the date of execution of the contract.

- (b) Any contract, regardless of term, for the provision of services; other than contracts with employees of the Association, and contracts for attorneys and accountants services, and any other service contracts exempted from the foregoing requirement by the Condominium Act or Administrative Rules as amended from time to time.
- 5. The Association shall obtain competitive bids for materials, equipment and services where required by the Condominium Act and Administrative Rules as amended from time to time. This provision shall not require the Association to accept the lowest bid.
- 6. The Association shall obtain and maintain fidelity bonding as required by the Condominium Act and Administrative Rules.
- 7. The Association shall keep a roster of Owners and their addresses and mortgagees and their addresses based on information supplied in writing by the Owners from time to time to the Association.

ARTICLE IV

MEMBERSHIP AND VOTING IN THE ASSOCIATION

Section 4.1. Membership. The members of the Association shall be as provided in Section 2.1 of the By-Laws.

Section 4.2. Voting. The Owners of each Unit, collectively, shall be entitled to that vote as set forth in the By-Laws. Fractional voting is absolutely prohibited. The manner of exercising voting rights shall be as set forth in the By-Laws.

ARTICLE V

DIRECTORS

Section 5.1. Number and Qualifications. The property, business and affairs of the Association shall be managed by a Board in the manner and accordance with the relevant provisions specified in the By-Laws. Qualifications of Directors are contained in the By-Laws.

Section 5.2. Duties and Powers. All of the duties and powers of the Association existing under Chapters 718 and 617, Florida Statutes and the Condominium Documents shall be exercised exclusively by the Board of Directors, its agents, contractors, or employees, subject only to approval by Owners, when such approval is specifically required in the law or Condominium Documents.

Section 5.3. Election; Removal. Director(s) of the Association shall be elected in the manner determined by and subject to the terms and provisions set forth in 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.

Section 5.4. First Board of Directors. The names and addresses of the members of the first Board of Directors, who shall hold office until their successors are elected and have taken office, as provided for in the By-Laws, are as follows:

Kevin McGann
180 East Inlet
Palm Beach, Florida 33480

Joseph Biggins
322 Mercia Drive
Jupiter, Florida 33458

Christopher Biggins
322 Mercia Drive
Jupiter, Florida 33458

ARTICLE VI

OFFICERS

Section 6.1. Offices. The affairs of the Association shall be administered by the Officers holding the offices designated in the By-Laws.

Section 6.2. Duties and Powers. The powers and duties of the officers are as provided in the By-Laws.

Section 6.3. Election; Removal. The Officers shall be elected by the Board of Directors of the Association at its first meeting after the election meeting of the members of the Association and shall serve at the pleasure of the Board of Directors.

Section 6.4. First Officers. The names and addresses of the first officers who shall serve until their successors are designated by the Board of Directors are as follows:

President: Kevin McGann
180 East Inlet
Palm Beach, Florida 33480

Vice President: Joseph Biggins
322 Mercia Drive
Jupiter, Florida 33458

Secretary: Christopher Biggins
322 Mercia Drive
Jupiter, Florida 33458

Treasurer: Christopher Biggins
322 Mercia Drive
Jupiter, Florida 33458

ARTICLE VII

BY-LAWS

The By-Laws of the Association may be altered, amended or rescinded by the vote of both the Board of Directors and members of the Association in the manner provided in the By-Laws; with the vote of the Board alone permitted only if and as permitted in the By-Laws.

ARTICLE VIII

AMENDMENTS TO THE ARTICLES OF INCORPORATION

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

Section 8.1. Proposal. Amendments to these Articles may be proposed by a majority of the entire membership of the Board of Directors or by written petition signed by a majority of the voting interests of the members of the Association. Only one co-owner of a Unit need sign the petition for that Unit.

Section 8.2 Procedure; Notice and Format. In the event that any amendment is proposed by the Board of Directors, then the Board may propose the amendment to be considered at the annual or a special members' meeting. In the event that any amendment was proposed by written petition of the members, then the Board shall have forty (40) days from its receipt of the petition or ten (10) days after its next regular meeting, whichever time period is greater, to certify that the proper number of owners executed the petition. Once certified, the Board shall call a meeting of the members to vote on the amendments within sixty (60) days after certification of the signatures. An amendment may be considered at the annual or a special members' meeting. The full text of any amendment to the Articles shall be included in the notice of the members' meeting of which a proposed amendment is considered by the Owners members.

Section 8.3 Vote Required. Except as otherwise provided by Florida law, or by specific provision of these Articles, these Articles may be amended by concurrence of not less than a majority of the entire membership of the Board of Directors then serving and by two-thirds (2/3) of the voting interests of all members. If the amendments were proposed by a written petition signed by the members pursuant to Section 8.1 above, then the concurrence of the Board of Directors shall not be required.

Section 8.4. Recording and Effective Date. A copy of each amendment shall be filed with the Department of State pursuant to the provisions of applicable Florida law, and a copy bearing the filing stamp of the Department of State shall be recorded in the public records of the County. The Certificate of Amendment shall, on the first page, state the book and page of the public records where the Declaration is recorded. The Certificate shall be executed by any officer with the formalities required for the recording of a deed. The amendment shall be effective upon recording in the public records of the County. Exception. As to any amendment to Article X of these Articles, this Section 8 shall not apply.

Section 8.5. Provisos. Notwithstanding any provision contained in these Articles to the contrary:

- A. An amendment to these Articles that adds, changes, or deletes a greater or lesser quorum or voting requirement must meet the same quorum requirement and be adopted by the same vote required to take action under the quorum and voting requirements then in effect or proposed to be adopted, whichever is greater.
- B. Article X of these Articles may be amended by the vote of a majority of the entire Board of Directors, without the need for membership approval, if a statement of change of registered agent and/or office is on file with the Department of State.
- C. Except for matters under F.S. 718.110(4) and 718.110(8): The Developer shall be permitted to unilaterally amend these Articles, without the approval of any Owner and the Association, so long as the Developer is in control of the Board of Directors of the Association, and thereafter, so long as the Developer holds any Unit in the ordinary course of business, no amendment which would be detrimental to sales of Units by the Developer or which impairs or removes any reservation, right, or privilege of the Developer or its designees shall be effective unless the Developer shall join and consent to the amendment. The approval of the Developer alone shall be permitted, without the approval of any owner or the Association, where it is specifically provided for in these Articles as reserved to the Developer.

ARTICLE IX

TERM

The term of the Association shall be perpetual.

ARTICLE X

REGISTERED AGENT AND REGISTERED OFFICE

The Registered Agent for the Association is Jay Steven Levine, Esquire and the Registered Office is 2500 North Military Trail, Suite 490, Boca Raton, Florida 33431.

ARTICLE XI

INCORPORATOR

The name and address of the Incorporator of these Articles of Incorporation are Joseph Biggins 322 Mercia Drive, Jupiter, Florida 33458.

IN WITNESS WHEREOF, the incorporator has affixed his signature on this 21 day of OCT, 2005.

WITNESSES:

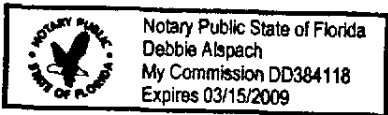
Sign [Signature]
 Print Kevin Decker
 Sign [Signature]
 Print Jay Steven Levine

[Signature]
 JOSEPH BIGGINS, Incorporator

STATE OF FLORIDA)
) ss
 COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this 21 day of October, 2005, before me personally appeared JOSEPH BIGGINS, who is personally known to me or who has produced _____ (if left blank, personal knowledge existed) as identification and who did not take an oath and who executed the aforesaid as his free act and deed.

WITNESS my signature and official seal at PB Adams in the County of Palm Beach, State of Florida, the day and year last aforesaid.



NOTARY PUBLIC
 Sign: [Signature]
 Print: Debbie Alspach

ACCEPTANCE OF REGISTERED AGENT

Having been named as Registered Agent to accept service of process of CITY VILLAS DOWNTOWN CONDOMINIUM ASSOCIATION, INC., at the place designated in these Articles, I agree to act in the capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATED THIS 21 day of Oct, 2005.


JAY STEVEN LEVINE, Registered Agent

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STATE OF CALIFORNIA
COUNTY OF SAN DIEGO