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**FLORIDA PROFIT/NON PROFIT CORPORATION
1016 CLARE AVENUE COMMERCIAL CONDOMINIUM
OWNERS' ASS**

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

**1016 CLARE AVENUE COMMERCIAL CONDOMINIUM
OWNERS' ASSOCIATION, INC.**

A Corporation Not For Profit

In order to form a corporation under the Laws of Florida for the formation of corporations not for profit, we, the undersigned, hereby associate ourselves into a corporation for the purposes and with the powers herein specified; and to that end we do, by these Articles of Incorporation, set forth:

I.

The name of the corporation shall be:

**1016 CLARE AVENUE COMMERCIAL CONDOMINIUM OWNERS'
ASSOCIATION, INC. (the "Association")**

whose mailing address is 13205 U.S. Highway One, Suite 301, Juno Beach, Florida 33408

II.

The purposes and objects of the Association shall be to administer the operation and management of the 1016 Clare Avenue Commercial Condominium (the "Condominium"), to be established as a condominium in accordance with the Florida Condominium Act (the "Act") upon land situated in Palm Beach County, Florida (the "Land"), described in the attached Exhibit "A" and to perform the acts and duties incident to operation and management of the Condominium in accordance with the provisions of these Articles of Incorporation, the By-Laws of the Association which will be adopted (the "By-Laws"), and the Declaration of Condominium (the "Declaration"), which will be recorded in the Public Records of Palm Beach County, Florida, if, as and when the portions of the Land, and the improvements constructed thereon, are submitted to the condominium form of ownership; and to own, operate, encumber, lease, manage, sell, convey, exchange, and otherwise deal with the lands in the Condominium, the improvements and such other property, real and/or personal, as may be or become part of the Condominium (the "Condominium Property") to the extent necessary or convenient in the administration of the Condominium. The Association shall be conducted as a non-profit organization for the benefit of its members.

III.

The Association shall have the following powers:

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A. All of the powers and privileges granted to corporations not for profit under the laws pursuant to which this Corporation is chartered.

B. All of the powers reasonably necessary to implement and effectuate the purposes of the Association, including, without limitation, the power, authority and right to:

1. Make and establish reasonable rules and regulations governing use of the units, Common Elements, and Limited Common Elements in and of the Condominium, as such terms are defined in the Declaration.

2. Levy and collect assessments against members of the Association to defray the Common Expenses of the Condominium, as provided in the Declaration and the By-Laws; including the right to levy and collect assessments for the purpose of acquiring, owning, holding, operating, leasing, encumbering, selling, conveying, exchanging, managing and otherwise dealing with the Condominium Property, including the units, which may be necessary or convenient in the operation and management of the Condominium and in accomplishing the purposes set forth in the Declaration.

3. Maintain, repair, replace, operate and manage the Condominium Property, including the right to reconstruct improvements after casualty and further to improve and add to the Condominium Property.

4. Contract for the management of the Condominium and, in connection therewith, to delegate powers and duties of the Association to the extent and in the manner permitted by the Declaration, the By-Laws, and the Act.

5. Enforce the provisions of these Articles of Incorporation, the Declaration, the By-Laws, and all rules and regulations governing use of the Condominium which may from time to time be established.

6. Exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the Association in the Declaration and the Act.

IV.

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

A. The record Owners (as defined in the Declaration) of all units in the Condominium shall be members of the Association, and no other persons or entities shall be entitled to membership, except as provided for in Paragraph E, Article IV, hereof.

B. Membership shall be established by the acquisition of fee title to a unit in any of the Condominium, or by acquisition of a fee ownership interest therein, by voluntary conveyance or operation of law, and the membership of any person or entity shall be automatically terminated when such person or entity is divested of all title or his entire fee ownership in such unit; provided, that nothing herein contained shall be construed as terminating the membership of

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any person or entity owning fee title to or a fee ownership interest in two or more units at any time while such person or entity shall retain fee title to or a fee ownership interest in any unit.

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 the unit(s) owned by such member. The funds and assets of the Association shall be expended, held or used only for the benefit of the membership and, for the purposes authorized herein, in the Declaration, and in the By-Laws.

D. On all matters on which the membership shall be entitled to vote, there shall be only one vote for each unit, which vote may 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 by the Association. 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 the By-Laws to be adopted.

E. Until such time as the first parcel of real property within the Land, and the improvements now and/or to be constructed thereon, are submitted to the condominium form of ownership by recordation of a Declaration of Condominium therefor in the Public Records of Palm Beach County, Florida, the membership of the Association shall be comprised of the subscribers to these Articles, each of whom shall be entitled to cast a vote on all matters upon which the membership would be entitled to vote.

V.

The Association shall have perpetual existence.

VI.

The principal office of the Association shall be located in Florida, but the Association may maintain offices and transact business in such places, within or without the State of Florida, as may from time to time be designated by the Board of Directors.

VII.

The affairs of the Association shall be managed by the President of the Association assisted by the Vice President(s), Secretary and Treasurer and, if any, the Assistant Secretaries and Assistant Treasurers, subject to the directions of the Board of Directors. The Board of Directors, or the President with the approval of the Board of Directors, may employ a managing agent, agency, and/or other managerial and supervisory personnel or entity to administer or assist in the administration of the operation and management of the Condominium and the affairs of the Association, and any and all such persons and/or entity or entities may be so employed without regard to whether any such person or entity is a member of the Association or a Director or officer of the Association, as the case may be.

VIII.

The number of members on the first Board of Directors, who shall serve until the first annual meeting of the Association following the recordation of the Declaration of Condominium

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shall be three (3). The number of members of succeeding Boards of Directors shall also be three (3), or as otherwise provided for from time to time by the By-Laws, and they shall be elected by the members of the Association at the annual meetings of the membership as provided by the By-Laws. At least a majority of the members of all Boards of Directors shall be members of the Association or shall be authorized representatives, officers or employees of a corporate member of the Association.

When (but not before) Unit Owners other than 1016 CLARE AVENUE, LLC, a Florida limited liability company, (the "Developer"), authorized to transact business in the state of Florida, own at least fifteen percent (15%) of the units that ultimately will be operated by the Association, the Unit Owners other than the Developer shall be entitled to elect, in a manner to be provided in the By-Laws, one-third (1/3) of the members of the Board of Directors. Unit Owners other than the Developer shall be entitled to elect, in a manner to be provided in the By-Laws, a majority of the members of the Board of Directors upon the earlier to occur of the following:

(a) Three years after 50 percent of the units that will be operated ultimately by the Association have been conveyed to purchasers;

(b) Three months after 90 percent of the units that will be operated ultimately by the Association have been conveyed to purchasers;

(c) When all 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

(d) 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. The Developer shall have the right to elect all members of the Board of Directors of the Association which Unit Owners other than the Developer are not entitled to elect as long as the Developer holds for sale in the ordinary course of business any unit(s) in the Condominium; and the Developer shall be entitled to elect not less than one (1) member of the Board of Directors of the Association as long as the Developer holds for sale in the ordinary course of business at least five percent (5%) of the units in the Condominium. Notwithstanding the foregoing, the Developer shall be entitled at any time to waive in writing its rights hereunder, and thereafter to vote in elections for members of the Board of Directors of the Association in the same manner as any other Unit Owner of the Association. Not more than sixty (60) days after Unit Owners other than the Developer elect a majority of the members of the Board of Directors, the Developer shall, within a reasonable time and in a manner to be provided in the By-Laws, relinquish control of the Association and shall deliver to the Association, at the Developer's expense, all property of the Unit Owners and of the Association held or controlled by the Developer.

Within sixty (60) days after the Unit Owners other than the Developer are entitled to elect a member or members of the Board of Directors, the Association shall call, and give not less than thirty (30) days nor more than forty (40) days notice of a meeting at which such Directors are to

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be elected, which elections will otherwise be held in accordance with the provisions of the By-Laws.

IX.

The Board of Directors shall elect and may by majority vote separate or remove from office the President, Secretary, Treasurer, and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board of Directors shall deem advisable from time to time. The President shall be elected from the membership of the Board of Directors, but no other officer need be a Director. The same person may hold two offices, the duties of which are not incompatible; provided, however, that the office of President and Vice President shall not be held by the same person, nor shall the office of President and Secretary or Assistant Secretary be held by the same person.

X.

The names and addresses of the members of the first Board of Directors, who, subject to the provisions of the laws of Florida, these Articles of Incorporation and the By-Laws, shall hold office until the first annual meeting of the Association after recordation of the first Declaration of Condominium in the Land, and thereafter until their successors are selected and have qualified, are as follows:

Victor Hernandez, III
13205 U.S. Highway One, Suite 301
Juno Beach, Florida 33408

Victor Hernandez, Jr.
13205 U.S. Highway One, Suite 301
Juno Beach, Florida 33408

Magda Hernandez, Jr.
13205 U.S. Highway One, Suite 301
Juno Beach, Florida 33408

XI.

The name and address of the subscriber to these Articles of Incorporation is:

Alan J. Ciklin
Ciklin Lubitz Martens & O'Connell
515 N. Flagler Drive, 20th Floor
West Palm Beach, FL 33401

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XII.

The officers of the Corporation, who shall hold office until their successors are elected pursuant to these Articles of Incorporation and the By-Laws, and have qualified, shall be the following:

President
Vice President
Secretary/Treasurer

Victor Hernandez, III
Victor Hernandez, Jr.
Magda Hernandez

XIII.

The original By-Laws of the Association shall be adopted by the approval of a majority of the subscribers to these Articles of Incorporation at a meeting at which each of the subscribers are present, and, thereafter, the By-Laws may be amended, altered or rescinded only by affirmative vote of seventy-five percent (75%) of the votes entitled to be cast by members of the Association at a duly called and held meeting thereof.

XIV.

Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorney's 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 apply only 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.

XV.

An amendment or amendments to these Articles of Incorporation may be proposed by the Board of Directors 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 units in the Condominium, whether meeting as members or by instrument in writing signed by them. Upon any amendment or amendments to these Articles of Incorporation being proposed by the Board of Directors or members, such proposed amendment or amendments shall be transmitted to the President of the Association, or the acting chief executive officer 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 or 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 each member written 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 given in the same

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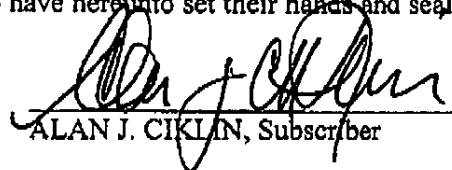
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manner as notice of the call of a special meeting of the members as the procedure for giving such notice is described in the By-Laws; provided, that proposed amendments to these Articles of Incorporation may be considered and voted upon at annual meetings of the members. If mailed, such notice shall be deemed to be properly given when deposited in the United States mail, addressed to the member at its post office address as it appears on the records of the Association, with postage thereon prepaid. 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, during 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 not less than the owners of seventy-five percent (75%) of those units in the Condominium which are represented in person or by proxy at any meeting at which a quorum is present in order for such amendment or amendments to become effective. Thereupon, such amendment or amendments of these Articles of Incorporation shall be transcribed and certified in such form as may be necessary to file the same in the office of the Secretary of State of the State of Florida. A certified copy of each such amendment of these Articles of Incorporation shall be recorded in the Public Records of Palm Beach County, Florida, within thirty (30) days from the date on which the same is filed in the office of the Secretary of State. Notwithstanding the foregoing provisions of this Article XV, no amendment to these Articles of Incorporation which shall abridge, amend or alter the right of Developer to designate and select members of the Board of Directors of the Association, as provided in Article VIII hereof, may be adopted or become effective without the prior written consent of Developer.

XVI.

ALAN J. CIKLIN, a member of good standing of the Florida Bar, is hereby designated as the registered agent of the Association, and 515 North Flagler Drive, 20th Floor, West Palm Beach, FL 33401 is hereby designated as the registered office of the Association.

IN WITNESS WHEREOF, the subscribers hereto have hereunto set their hands and seals this 8th day of July, 2013.

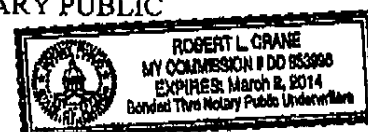

ALAN J. CIKLIN, Subscriber

STATE OF FLORIDA)
) §
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 8th day of July, 2013, by ALAN J. CIKLIN, who is personally known to me, or who produced _____ as identification

NOTARY PUBLIC

My Commission Expires:



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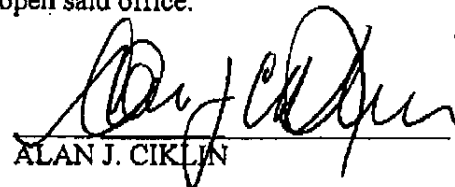
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First - - That 1016 CLARE AVENUE COMMERCIAL CONDOMINIUM OWNERS' ASSOCIATION, INC. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at the City of West Palm Beach, County of Palm Beach, and State of Florida, has named ALAN J. CIKLIN, ESQUIRE, located at 515 North Flagler Drive, 20th Floor, West Palm Beach, FL 33401, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


ALAN J. CIKLIN

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EXHIBIT A

Lots 7 to 32, inclusive, Monroe Block, SADLER'S BONNYVIEW ADDITION, to the City of West Palm Beach, according to the map or plat thereof as recorded in Plat Book 7, pages 78 and 79, Public Records of Palm Beach County, Florida.

And

Lots 1 to 8, inclusive, Lincoln Block, SADLER'S BONNYVIEW ADDITION, to the City of West Palm Beach, according to the map or plat thereof as recorded in Plat Book 7, pages 78 and 79, Public Records of Palm Beach County, Florida.

And

That part of Terminal Way East of Clare Avenue, bounded on the North by the South line of Lot 32, Monroe Block, and bounded on the South by the North line of Lot 1, Lincoln Block, SADLER'S BONNYVIEW ADDITION, to the City of West Palm Beach, according to the map or plat thereof as recorded in Plat Book 7, pages 78 and 79, Public Records of Palm Beach County, Florida.

Above parcels also described as follows:

A parcel of land lying in Section 28, Township 43 South, Range 43 East, Palm Beach County, Florida, being more particularly described as follows:

Beginning at the Northwest corner of Lot 7, Monroe Block, Sadler's Bonnyview Addition, according to the Plat thereof as recorded in Plat Book 7, pages 78 and 79, Public Records of Palm Beach County, Florida; thence N 90 degrees 00 minutes 00 seconds E along the North line thereof, as distance of 125.00 feet to the Northeast corner of said Lot 7; thence S 00 degrees 00 minutes 00 seconds W along the East line of said Monroe Block, a distance of 700.00 feet to a point of curvature; thence along a curve to the right (also being the East line of Lincoln Block, Sadler's Bonnyview Addition, as recorded in said Plat Book 7, pages 78 and 79), having a radius of 2411.12 feet, a central angle of 05 degrees 12 minutes 58 seconds and an arc length of 219.50 feet to the Southeast corner of Lot 8 of said Lincoln Block; thence N 84 degrees 47 minutes 02 seconds W along the South line thereof, a distance of 125.00 feet to the Southwest corner of aforesaid Lot 8; thence along a curve to the left (also being the West line of aforesaid Lincoln Block) whose radius point bears N 84 degrees 47 minutes 02 seconds W, having a radius of 2286.12 feet, a central angle of 05 degrees 12 minutes 58 seconds and an arc distance of 208.12 feet to a point of tangency; thence N 00 degrees 00 minutes 00 seconds E along the West line of aforesaid Monroe Block, a distance of 700.00 feet to the point of beginning.

Said lands situate in the City of West Palm Beach, Palm Beach County, Florida.

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