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FLORIDA NON-PROFIT CORPORATION

Interstate Center Property Owners Association, Inc.

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**ARTICLES OF INCORPORATION
OF
INTERSTATE CENTER PROPERTY OWNERS ASSOCIATION, INC.**

(A Corporation Not For Profit)

The undersigned incorporator, being a natural person competent to contract, hereby adopts these Articles of Incorporation in order to form a not for profit corporation without stock under the laws of the State of Florida.

ARTICLE I - NAME

The name of this Corporation is **INTERSTATE CENTER PROPERTY OWNERS ASSOCIATION, INC.** (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 the surface water or storm water management system and to maintain and repair such areas and facilities of the Interstate Center which are described in any document recorded in the Public Records of Brevard County, for which the responsibility is granted to this Corporation. "Management of the surface water or storm water management system" shall mean the exercise or practices which allow the systems to provide drainage, water storage, conveyance or other surface water or storm water management capabilities as permitted by the St. John's River Water Management District. Any repair or reconstruction of the surface water or storm water management system shall be as permitted, or if modified, as approved by the St. John's River Water Management District.

ARTICLE III - POWERS

The Association shall have the following powers:

1. The Association shall have all of the powers and duties granted to corporations not for profit under the laws of the State of Florida except as limited by these Articles of Incorporation and the Declaration.

2. The Association shall have all of the powers reasonably necessary to implement and effectuate the purposes of the Association, including, but not limited to, the following:

(a) To make and establish reasonable rules and regulations governing the use of Common Areas for which the Association is granted responsibility.

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(b) To buy, sell, lease, mortgage, convey, acquire, or otherwise deal with any of the property belonging to or to be acquired by the Association, whether real or personal, and any and all property owned by or desired to be owned by the Association, whether real or personal.

(c) To operate, maintain and manage the surface water or storm water management system(s) in a manner consistent with the requirements of the applicable St. Johns River Water Management District permit and applicable district rules; and to assist in the enforcement of those provisions of the Declaration which relate to the surface water or storm water management system(s).

(d) To levy and collect assessments against members of the Association to defray the cost of the Association's maintenance and repair duties hereinbefore stated, including the right to levy and collect assessments for the cost of maintenance and operation of the surface water or storm water management system.

(e) To maintain, repair, replace, operate and manage the areas for which the Association has been granted responsibility, and the right to reconstruct improvements after casualty and to make further improvements as deemed necessary or desirable.

(f) To contract for third parties to aid the Association in carrying out its responsibilities.

(g) To enforce the provisions of any document recorded in the Public Records of Brevard County which grants the Association the power and authority to do so.

(h) To execute, undertake and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the Association pursuant to any document recorded in the Public Records of Brevard County.

(i) All funds and the titles to all property acquired by the Association, and their proceeds shall be held in trust for the members in accordance with these Articles, Bylaws, and any applicable documents recorded in the Public Records of Brevard County.

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:

1. Every Person defined as an Owner in any document recorded in the Public Records of Brevard County which has an association with the responsibilities aforesaid, shall be a member of the Association.

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2. 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 and in the Bylaws which may be hereafter adopted.

ARTICLE V - TERM

Existence of the Association shall commence upon execution of these Articles of Incorporation. The Association shall exist in perpetuity. In the event of termination, dissolution, or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or storm water 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.

ARTICLE VI - LOCATION

The principal office of the Association shall be located at 1275 N. Atlantic Avenue, Cocoa Beach, Florida 32931, 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 Directors; furthermore, the Board of Directors may from time to time relocate the aforesaid principal office.

ARTICLE VII - DIRECTORS

1. The affairs of the Association shall be managed by a Board of Directors. The number of persons which will constitute the entire Board of Directors shall not be less than three (3) nor more than seven (7), except as may be changed from time to time as provided in the Bylaws. The manner of electing directors shall be provided for in the Bylaws of the Association.

2. The number of directors constituting the initial Board of Directors of the Association is three (3). The names and addresses of said persons who are to serve on the initial Board of Directors are:

JOHN TURK

1275 N. Atlantic Avenue
Cocoa Beach, Florida 32931

RAY JIRUSKA

1275 N. Atlantic Avenue
Cocoa Beach, Florida 32931

MAURICE BOUDREAU

1275 N. Atlantic Avenue
Cocoa Beach, Florida 32931

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ARTICLE VIII - OFFICERS

The affairs of the Association shall be administered by the officers in accordance with the Bylaws. The president and such other officers and assistant officers as the Board of Directors may from time to time designate shall constitute the officers of the Association. The officers of the Association 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:

President: **JOHN TURK**
1275 N. Atlantic Avenue
Cocoa Beach, Florida 32931

Vice-President: **RAY JURUSKA**
1275 N. Atlantic Avenue
Cocoa Beach, Florida 32931

Secretary: **MAURICE BOUDREAU**
1275 N. Atlantic Avenue
Cocoa Beach, Florida 32931

Treasurer: **MAURICE BOUDREAU**
1275 N. Atlantic Avenue
Cocoa Beach, Florida 32931

ARTICLE IX - BYLAWS

The first Bylaws of the Association shall be adopted by the Board of Directors and may, thereafter, be altered, amended or rescinded only as provided in said Bylaws.

ARTICLE X - 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/her in connection with any proceeding to which he/she may be a party, or in which he/she may become involved, by reason of his/her being or having been 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/her duties; provided that any claim for reimbursement or 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 directors or officers may be entitled.

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The Board of Directors may, and shall if the same is reasonably available, purchase liability insurance to insure all directors, officers or agents, past and present, against all expenses and liabilities as set forth above. The premiums for such insurance should be paid by the Parcel Owners as part of the common expense.

ARTICLE XI - AMENDMENTS

These Articles of Incorporation may be amended by the members of the Association owning a majority of the Parcels whether meeting as members or by instrument in writing signed by them. Provided, however, that no amendment shall make changes in the qualifications for membership nor the voting rights of the members without approval in writing of all members and the joinder of all record owners of mortgages on the Parcels. Furthermore, no amendment shall be made that is in conflict with the Florida Statutes or the Declaration.

ARTICLE XII - CONFLICTS OF INTEREST

In the absence of fraud, no contract or other transaction between the Association and any other person, firm, corporation or partnership shall be affected or invalidated by reason of the fact that any director or officer of the Association is pecuniarily or otherwise interested therein.

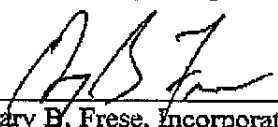
ARTICLE XIII - INCORPORATOR

The name and address of the initial incorporator is as follows: Gary B. Frese, 930 S. Harbor City Boulevard, Suite 505, Melbourne, Florida 32901.

ARTICLE XIV - REGISTERED AGENT

The initial registered agent of the Association is Gary B. Frese and the street address of the initial registered office of the Association is 930 S. Harbor City Blvd., Suite 505, Melbourne, Florida 32901. This corporation shall have the right to change such registered agent and office from time to time as provided by laws.

IN WITNESS WHEREOF, the undersigned has made and subscribed to these Articles of Incorporation in Melbourne, Brevard County, Florida, this 19th day of April, 2002.



Gary B. Frese, Incorporator

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I hereby declare that I am familiar with and accept the duties and responsibilities as registered agent for said corporation.




Gary B. Frese, Registered Agent

STATE OF FLORIDA
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State and County aforesaid, to take acknowledgments, personally appeared, **GARY B. FRESE**, who is personally known to me and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed and subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid this 19th day of April, 2002.





Notary Public
State of Florida at Large
My Commission Expires:

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02 APR 19 AM 10:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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