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FLORIDA NON-PROFIT CORPORATION
ARTIST COLONY CONDOMINIUM ASSOCIATION, INC.

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**ARTICLES OF INCORPORATION
OF
ARTIST COLONY CONDOMINIUM ASSOCIATION, INC.**

The undersigned subscribers by these Articles associate themselves for the purpose of forming a **corporation not-for-profit** and hereby adopt under Chapter 617, Florida Statutes, the following Articles of Incorporation:

ARTICLE I

NAME AND ADDRESS

The name of the corporation shall be **ARTIST COLONY CONDOMINIUM ASSOCIATION, INC.** For convenience, the corporation shall be referred to in this instrument as the "Association," these Articles of Incorporation shall be referred to as the "Articles", and the Bylaws of the Association shall be referred to as the "Bylaws." The address of the Association shall be 1708 Morningside Drive Orlando, FL 32806.

ARTICLE II

PURPOSE

The Association is formed for the purpose of maintaining, operating and managing a condominium established under Chapter 718, Florida Statutes, known as **ARTIST COLONY CONDOMINIUM ASSOCIATION, INC.** The Association is formed for the purpose of undertaking all of the functions contained herein, in the Declaration of Condominium, and all of the functions allocated to such associations by The Florida Condominium Act, Chapter 718, F.S., and the Florida Not-For-Profit Corporation Act, Chapter 617, F.S.

ARTICLE III

DEFINITIONS

The terms used in these Articles shall have the same definitions and meaning as those set forth in the Declaration of Condominium (the "Declaration") creating the condominium which is

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to be recorded in the Public Records of Broward County, Florida, unless herein provided to the contrary, or unless the context otherwise requires.

ARTICLE IV

POWERS

The powers of the Association shall include and be governed by the following:

- 4.1 General. The Association shall have all of the common law and statutory powers of a corporation not-for-profit under the Laws of Florida that are not in conflict with the provisions of these Articles, the Declaration, the Bylaws or the Act.
- 4.2 Enumeration. The Association shall have all of the powers and duties set forth in the Act, except as limited by these Articles, the Bylaws and the Declaration (to the extent such limitations are not inconsistent with the Act), and all of the powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration and as more particularly described in the Bylaws and these Articles, as they may be amended from time to time, including, but not limited to, the following:
 - (a) To make and collect Assessments and other charges against members as Unit Owners, and to use the proceeds thereof in the exercise of its powers and duties.
 - (b) To buy, own, operate, lease, sell, trade and mortgage both real and personal property.
 - (c) To maintain, repair, replace, reconstruct, add to and operate the Condominium Property, and other property acquired, or leased by the Association.
 - (d) To purchase insurance upon the Condominium Property and insurance for the protection of the Association, its Officers, directors and Unit Owners.
 - (e) To make and amend reasonable rules and regulations for the maintenance, conservation and use of Units' and the Condominium Property and for the health, comfort, safety and welfare of the Unit Owners.
 - (f) To approve or disapprove the leasing, transfer, Ownership and possession of Units as may be provided by the Declaration of Condominium and the Bylaws.
 - (g) To enforce by legal means the provisions of the Florida Condominium Act, the

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Declaration of Condominium, these Articles, the Bylaws, and the rules and regulations for the use of the Condominium Property.

(h) To contract for the management and maintenance of the Condominium Property and to authorize a management agent (who may be an affiliate of the Developer) to assist the Association in carrying out its powers and duties.

(i) To employ personnel to perform the services required for the proper operation of the Condominium.

(j) To acquire (by gift, purchase or otherwise) own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association.

(k) To borrow money, and mortgage, pledge, deed in trust or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.

ARTICLE V

MEMBERSHIP AND VOTING

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

A. The members of the Association shall be all record owners of a fee simple interest in one or more units in the Condominium, as further provided in the Bylaws; after termination of the Condominium, the members shall consist of those who are members at the time of such termination.

B. After receiving approval of the Association as required by the Declaration of Condominium, change of membership shall be established by recording in the Public Records of Broward County, Florida, a deed or other instrument of conveyance and by delivery to the Association of a copy of such recorded instrument.

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 Bylaws.

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D. On all matters on which the membership shall be entitled to vote, there shall be one (1) vote for each Unit in the Condominium (the "Voting Interest") which Voting Interest may be exercised or cast by the Owner(s) of each Unit as will be provided for in the Bylaws.

Should any member own more than one Unit, such member shall be entitled to exercise or cast one Voting Interest for each such Unit, in the manner provided by the Bylaws.

ARTICLE VI

TERM OF EXISTENCE

The term of the Association shall be perpetual.

ARTICLE VII

INCORPORATOR

The names and address of the sole incorporator is Todd W. Kliston, 8211 W. Broward Blvd. Suite 375, Plantation, FL 33324.

ARTICLE VIII

OFFICERS AND DIRECTOR

A. The affairs of the Association shall be administered by a Board of Directors consisting of the number of Directors determined by the Bylaws, but not less than three (3) Directors, and in the absence of such determination shall consist of three (3) Directors. Except for Directors appointed by the Developer, all Directors must be members of the Association, or the spouse of a member. The term of the Directors shall be as provided in the Bylaws.

B. Directors of the Association shall be elected by the Members in the manner determined in the Bylaws. Directors may be removed and vacancies of the Board of Directors shall be filled in the manner provided in the Bylaws.

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C. The business of the Association shall be conducted by its Officers. The Officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association.

ARTICLE IX

INITIAL 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 qualified, as provided in the Bylaws, are as follows:

NAME	ADDRESS
Betty Vernon	11 N. Summerlin Orlando, FL 32801
Mary Waite	1827 Illinois Orlando, FL 32803
James Savko	1708 Morningside Drive Orlando, FL 32806

ARTICLE X

INDEMNIFICATION

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 or her in connection with any proceeding to which he or she may be a party, or in which he or she may become involved, by reason of being or having been a Director or Officer of the Association, whether or not he or she 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 or her duties; provided, however, 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

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herein shall apply only if the Board of Directors approves such settlement and reimbursement as being in the best interests of the Association. Such indemnification shall apply to both Developer-appointed and Association-elected directors. 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.

ARTICLE XI

BYLAWS

The original Bylaws of the Association shall be adopted by a majority vote of the Directors of this Association at a meeting at which a majority of the Directors is present, and, thereafter, the Bylaws may be altered or rescinded only as provided therein.

ARTICLE XII

REGISTERED AGENT

The name and address of the Registered Agent is Todd W. Kliston, Esq. 8211 W. Broward Blvd. Suite 375, Plantation, FL 33324

ARTICLE XIII

AMENDMENTS

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

A. Amendments to these Articles may be proposed by a majority of the Board of Directors or upon petition of one-fourth (1/4) of the voting interests, and shall be submitted to a vote of the Members not later than the next annual meeting.

B. Except as otherwise required by Florida law, these Articles of Incorporation may be amended by vote of two-thirds (2/3) of the voting interests present, in person or by proxy, and voting at any annual or special meeting.

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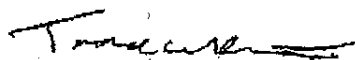
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C. An amendment shall become effective upon filing with the Secretary of the State.

Date: July 11, 2003



Todd W. Kliston

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

IN COMPLIANCE WITH SECTION 607.0403, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST -ARTIST COLONY CONDOMINIUM ASSOCIATION, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF ORLANDO, STATE OF FLORIDA, HAS NAMED TODD W. KLISTON, LOCATED AT 8211 WEST BROWARD BOULEVARD, SUITE 375, CITY OF PLANTATION, FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY STATE THAT I AM FAMILIAR WITH, AND ACCEPT THE OBLIGATIONS OF THIS POSITION.

SIGNATURE: _____

Todd W. Kliston

DATE: July 11, 2003

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