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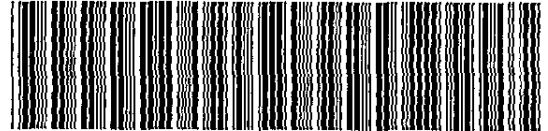
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



James M. Kosmas, P.A.

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111 Live Oak Street
New Smyrna Beach, FL 32168
(386) 428-0055
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April 14, 2004

Mr. Jay Kassees, Director
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314-6327

RE: CALLALISA VILLAS CONDOMINIUM OWNER'S ASSOCIATION, INC.

Dear Mr. McKinnon:

Enclosed please find for filing the below listed documents for the referenced corporation not for profit, along with the following fees:

ARTICLES OF INCORPORATION (with copy)
RESIDENT AGENT/OFFICE (with copy)

| | |
|-----------------|----------|
| Filing Fee: | \$ 35.00 |
| Certified Copy: | 8.75 |
| Resident Agent: | 35.00 |

| | |
|--------|----------|
| TOTAL: | \$ 78.75 |
|--------|----------|

If you have any questions, please feel free to contact me.

Yours very truly,

JAMES M. KOSMAS, P.A.

BY:

James M. Kosmas

JMK/fez
enclosures

ARTICLES OF INCORPORATION
OF
CALLALISA VILLAS CONDOMINIUM OWNER'S ASSOCIATION, INC.

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TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate ourselves together for the purpose of forming a not for profit corporation pursuant to Chapter 617, Florida Statutes.

All terms used in these Articles of Incorporation (the "Articles"), shall have the same meaning as defined in the Declaration of Condominium for CALLALISA VILLAS, a CONDOMINIUM, to be filed in the Public Records of Volusia County, Florida (the "Declaration"), as the same may be amended from time to time, unless these Articles specifically provide otherwise, or unless the context dictates a contrary meaning.

ARTICLE I. NAME AND ADDRESS

The name of this corporation shall be CALLALISA VILLAS CONDOMINIUM OWNER'S ASSOCIATION, INC. (the "Association"). The street and mailing address of the principal office of this Association is 501 North Causeway, New Smyrna Beach, Volusia County, Florida, 32169. The Board of Directors of the Association may from time to time move the principal office to any other address in the State of Florida.

ARTICLE II. PURPOSE

The purpose for which this Association is organized is to act as the association within the meaning of Chapter 718, Florida Statutes (the "Condominium Act"), for CALLALISA VILLAS, a CONDOMINIUM (the "Condominium"), a condominium to be located in New Smyrna Beach, Volusia County, Florida, and to operate and administer the Condominium as set forth in the Declaration, and for any other lawful purposes.

ARTICLE III. QUALIFICATION OF MEMBERS,
THE MANNER OF THEIR ADMISSION, AND VOTING

The Incorporator constitutes the sole member of the Association until the recording of the Declaration naming the Association as the Condominium association thereunder. On the recording of the Declaration, the Developer shall hold all memberships in the Association. When the purchase price is paid and the deed for a Unit is issued and recorded, the Owner thereof shall automatically become a member of the Association.

Ownership of a Unit shall be a prerequisite to exercising any rights as a member of the Association. Ownership may be held by one or more individuals or by a corporation, partnership, trust, or any other appropriate legal entity with the power to hold title.

Membership shall terminate on the transfer of ownership of the Unit provided the transfer is accomplished in accordance with the provisions of the Declaration, or upon dissolution of the Association. The transferor's membership automatically shall transfer and be vested in the new Owner succeeding to the ownership interest in the Unit, subject to a lien for all unpaid assessments, charges, and expenses. The Association may rely on a recorded deed as evidence of the transfer of ownership to terminate the transferor's membership and recognize the membership of the transferee.

An Owner of a Unit is entitled to one (1) vote. The voting rights of Owners shall be as set forth in the Declaration and/or the Bylaws. The share of Owners in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an

appurtenance to their Unit.

ARTICLE IV. TERM OF EXISTENCE

The Association shall exist for the life of the Condominium and shall be terminated by termination of the Condominium.

ARTICLE V. INCORPORATOR

The name and residence address of the incorporator to these Articles is as follows:

Michael Lynn
501 North Causeway
New Smyrna Beach, Florida 32169

ARTICLE VI. DIRECTORS

The affairs of the Association shall be managed and governed by a Board of Directors composed of not less than three nor more than the number specified in the Bylaws. Directors, subsequent to the first Board, shall be elected at the annual meeting of the membership for a term of one year or until their successors shall be elected and shall qualify. Provisions for the election, removal, disqualification and resignation of directors, and for filling vacancies on the Board of Directors, shall be established by the Bylaws.

However, notwithstanding the above, at any annual meeting after the Developer has relinquished control of the Association, and in order to provide a continuity of experience, the members may vote to create classes of directorships having a term of one, two, or three years so that a system of staggered terms will be initiated.

The names and residence addresses of the initial Directors who shall serve until election of the Board of Directors at the first regular meeting of the membership are as follows:

| | |
|--------------|---|
| Michael Lynn | 501 North Causeway New Smyrna Beach, Florida 32169 |
| Harvin Clark | 52 Richmond Drive New Smyrna Beach, Florida 32169 |
| Paul Ashe | 4860 South Atlantic Avenue, Unit 206 New Smyrna Beach, Florida 32169 |

ARTICLE VII. OFFICERS

The principal officers of the Association shall be the President, the Vice-President, the Secretary and the Treasurer, or such other officers as the Board of Directors may from time to time deem appropriate. Officers shall be elected in the manner set forth in the Bylaws. The names of the officers who are to serve until the first election of officers are as follows:

| | |
|--------------|----------------------|
| Michael Lynn | President; Treasurer |
| Harvin Clark | Vice-President |
| Paul Ashe | Secretary |

ARTICLE VIII. BYLAWS AND PROCEDURES FOR AMENDMENT

The Bylaws of the Association shall initially be made and adopted by the first Board of Directors. Prior to the time the Declaration is filed in the Public Records of Volusia County, Florida, the first Board of Directors shall have full power to amend, alter or rescind said Bylaws by a majority vote. After the Declaration is so filed, the Bylaws may be amended, altered, supplemented or modified by the membership at the annual meeting, or at a duly convened special meeting, as follows:

The Board shall adopt a resolution setting forth the proposed amendment. Written notice setting forth the proposed amendment in accordance with section 718.112(2)(h)2, Florida Statutes, shall be given to each member of record entitled to vote thereon within the time and in the manner provided in the Bylaws for the giving of notice of meetings of members. At such meeting having a quorum in attendance in person or by proxy, a vote of the members entitled to vote thereon shall be taken on the proposed amendment.

If the proposed change has been approved by the unanimous vote of the Board of Directors, then it shall require only a majority vote of the total membership to be adopted.

If the proposed change has not been approved by the unanimous vote of the Board of Directors, then the proposed change must be approved by 75% of the total vote of the membership.

ARTICLE IX. AMENDMENTS TO THE ARTICLES OF INCORPORATION

Amendments to these Articles may be proposed by any member or director, and shall be adopted in the same manner as provided for the amendment of the Bylaws as set forth in Article VIII above. Said amendment(s) shall be effective when a copy thereof, together with an attached certificate of approval by the membership, sealed, with the corporate seal, signed by the Secretary or Assistant Secretary, and executed and acknowledged by the President or Vice-President, has been filed with the Secretary of State, State of Florida, and all filing fees have been paid.

Notwithstanding anything in these Articles to the contrary, no amendment shall make any change in the qualifications for membership in the Association without approval in writing of all of the members and the consent of all record holders of mortgages on any Condominium Property or other property held by the Association. No amendment shall be made that is in conflict with the Condominium Act or the Declaration. No amendment which affects the rights and privileges provided to the Developer in the Condominium Act or the Declaration shall be effective without the written consent of the Developer.

Notwithstanding the foregoing, these Articles may be amended by the Developer as may be required by any governmental entity, as may be necessary to conform these Articles to any governmental statutes, or as may be in the best interests of the Association.

ARTICLE X. POWERS OF THE ASSOCIATION

This Association shall have all of the powers and duties set forth in the Condominium Act, and, unless expressly limited by the Condominium Act, those set forth in the Declaration, the Bylaws, and Chapters 607 and 617, Florida Statutes, as applicable.

ARTICLE XI. DIVIDENDS

There shall be no dividends paid to any of the members, nor shall any part of the income of the Association be distributed to its Board of Directors or officers. In the event there are any excess receipts over disbursements as a result of performing services, such excess may be applied against future expenses. The Association may pay compensation in a reasonable amount to its members, directors and officers for services rendered, may confer benefits upon its members in conformity with its purposes, and upon dissolution or liquidation, may make distribution to its members as is permitted by the court having jurisdiction thereof, and no such payment, benefit or distribution shall be deemed to be a dividend or distribution of income. The Association shall issue no shares of stock of any kind or nature whatsoever.

ARTICLE XII. REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Association is 501 North Causeway, New Smyrna Beach, Volusia County, Florida 32169, and the name of the initial registered agent of this Association at that address is Michael Lynn.

ARTICLE XIII. QUORUM

Thirty percent (30%) of the members entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the members. The affirmative vote of a majority of the members represented at a meeting at which a quorum is present, and entitled to vote on the subject matter, shall be the act of the members, unless the vote of a greater number is required by the Declaration, these Articles or the Bylaws.

ARTICLE XIV. STORM WATER SYSTEM

The Association shall operate, maintain and manage any surface water or storm water management system(s) in the Condominium in a manner consistent with applicable St. Johns River Water Management District permits and District rules, and shall assist in the enforcement of the restrictions and covenants contained herein and in the Declaration.

The Association shall levy and collect adequate assessments against members of the Association for the cost of maintenance and operation of any surface water or storm water management system.

The assessments as referenced above shall be used for the maintenance and repair of the surface water or storm water management systems including, but not limited to, work within retention areas, drainage structures and drainage easements.

In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of any surface water or storm water management system must be transferred to and accepted by an entity which would comply with the applicable provisions of the Florida Administrative Code then in effect, and be approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

ARTICLE XV. ADDITIONAL PROVISIONS

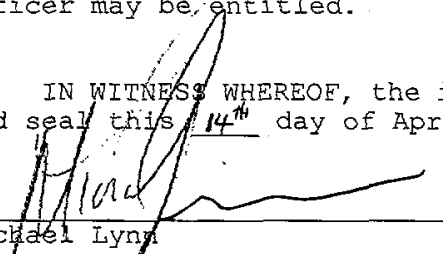
When the context of these Articles permits, the use of plural shall include the singular and the singular shall include the plural, and the use of any gender shall be deemed to include all genders.

Should any paragraph, sentence, phrase, or portion of any provision of these Articles be held invalid or held inapplicable to certain circumstances, it shall not affect the validity of the remaining parts, remaining instruments, or the application of such provisions to different circumstances.

ARTICLE XVI. INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorneys' and other professionals' fees, reasonably incurred by or imposed on such officer or director in connection with any proceeding to which he or she may be a party, or in which such officer or director may become involved by reason of his or her being or having been a director or officer at the time such expenses are incurred, except in such cases in which the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties; provided that in the event of a settlement, the indemnification herein shall apply only when the Board has approved such settlement and reimbursement as being in the best interests of the Association. The foregoing indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

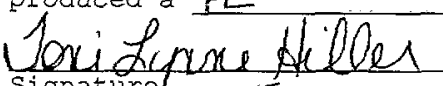
IN WITNESS WHEREOF, the incorporator hereto has hereunto set his hand and seal this 14th day of April, A.D., 2004.



Michael Lynn

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 14th day of April, 2004, by Michael Lynn, who is personally known to me or who has produced a FL Driver's license as identification.



Signature

Notary Name: Toni Lynne Hiller
Title/Rank: Notary Public, State of Florida
Serial No.: DD 083675
My commission expires: 3/19/2006



Toni Lynne Hiller
MY COMMISSION # DD083675 EXPIRES
March 19, 2006
BONDED THRU TROY FAIR INSURANCE, INC.

This instrument prepared by:

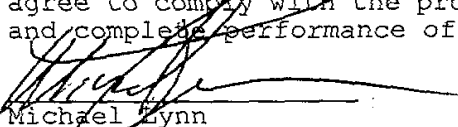
James M. Kosmas, Attorney at Law
JAMES M. KOSMAS, P.A.
111 Live Oak Street
New Smyrna Beach, Florida 32168
386-428-0055

Pursuant to section 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First - CALLALISA VILLAS CONDOMINIUM OWNER'S ASSOCIATION, INC., desiring to organize under the laws of the State of Florida, with its principal office at 501 North Causeway, New Smyrna Beach, Volusia County, Florida, 32169, has named Michael Lynn located at 501 North Causeway, New Smyrna Beach, Volusia County, Florida, 32169, as its agent to accept service of process within this state.

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for CALLALISA VILLAS CONDOMINIUM OWNER'S ASSOCIATION, INC., at the place designated in these Articles, I agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Michael Lynn

Date: April 14, 2004

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TALLAHASSEE, FLORIDA