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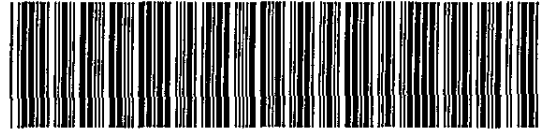
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
BRICK HOUSES CONDOMINIUM ASSN., INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(A CORPORATION NOT-FOR-PROFIT)

In order to form a corporation under and in accordance with the provisions of the Laws of the State of Florida for the formation of corporations not-for-profit, We, the undersigned, hereby associate ourselves into a corporation for the purpose and with the powers hereinafter mentioned; and to that end we do, by these Articles of Incorporation, set forth:

ARTICLE I.

The name of this corporation shall be as indicated in the title of this instrument. This corporation shall hereinafter be referred to as the "Association". The mailing address of the corporation shall be 618 NW 60th Street, Suite A, Gainesville, Florida 32607.

ARTICLE II.

The purpose for which the Association is organized is to provide an entity pursuant to Chapter 718, Florida Statutes, hereinafter referred to as the "Condominium Act", to operate BRICK HOUSES CONDOMINIUM (hereinafter referred to as the "Condominium"), at Gainesville, Alachua County, Florida.

ARTICLE III.

The Association shall have the following powers:

1. The Association shall have the powers and privileges granted to corporations not-for-profit except where the same are in conflict with the Declaration of Condominium and Exhibits attached hereto.

2. The Association shall have all the powers reasonably necessary to implement and effectuate the purposes of the Association, except as limited herein, as specified in the Declaration of Condominium and F.S. 718.111 including, but not limited to:

(a) To make and establish Rules and Regulations governing the use of the Condominium Property.

(b) To levy and collect assessments against members of the Association to defray the Expenses of the Condominium as provided for in the Declaration of Condominium and Exhibits attached thereto, and to use the proceeds of assessments and charges in the exercise of its powers and duties.

(c) To maintain, improve, repair, reconstruct, replace, operate and manage the Condominium property.

(d) To contract for the management of the Condominium and to delegate in such contract all or any part of the powers and duties of the Association.

(e) To enforce the provisions of said Declaration of Condominium, and Exhibits attached thereto and the Rules and Regulations governing the use of said Condominium.

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(f) To exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to, or imposed upon the Association.

(g) As provided in the Declaration of Condominium, to acquire and enter into agreements whereby the Association acquires leaseholds, membership and other possessory or use interests in lands or facilities, whether or not contiguous to the lands of the Condominium intended to provide for the enjoyment, recreation or other use or benefit of the members.

(h) To purchase insurance upon the Condominium Property and insurance for the protection of the Association and its members as unit owners.

(i) To reconstruct and repair improvements after casualty and to construct additional improvements to the Condominium property.

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

(k) To operate, maintain and manage the surface water or stormwater management system(s) in a manner consistent with the applicable St. Johns River Water Management District permit requirements and applicable District rules, and shall assist in the enforcement of the Declaration of Covenants and Restrictions which relate to the surface water or stormwater management system

(l) To levy and collect adequate assessments against members of the Association for the costs or maintenance and operation of the surface water or stormwater management system.

The provisions of the Declaration of Condominium and Exhibits attached thereto which provide for the conduct of the affairs of the Association and create, divide, limit and regulate the powers of the Association, directors, and members shall be deemed provisions hereof.

ARTICLE IV.

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

1. The owners of all Units in the Condominium and the Subscribers to this Certificate of Incorporation shall be members of the Association. No other persons or entities shall be entitled to membership. Membership of the subscribers shall terminate upon the control of the Association being turned over to the members.

2. Subject to the provisions of the Declaration of Condominium and the By-Laws of this Association, membership shall be established by the acquisition of fee title to a Unit in the Condominium. The membership of any party shall be automatically terminated upon being divested of title to all Units owned by such member of the Condominium.

3. On all matters on which the membership shall be entitled to vote, each member shall have one vote for each Unit in the Condominium owned by such member. Such vote may be exercised or cast by the owner or owners of each Unit in such manner as is provided for the Declaration, or in the By-Laws adopted by the Association.

ARTICLE V.

The Association shall have perpetual existence and shall commence upon the filing of these Articles of Incorporation with the Florida Secretary of State. In the event of termination, dissolution or final liquidation of the Association, the responsibility for the for the operation and maintenance of the surface water or stormwater management system must be transferred to and accepted by an entity which would comply with Section 40C-42.027, F.A.C., and the approved by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

ARTICLE VI.

The principal office of the Association shall be located on the Condominium Property, Gainesville, Florida. The registered office of the Association shall be located at 618 NW 60th Street, Suite A, Gainesville, Florida 32607, and the registered agent at such address shall be MERRILL PUGH.

ARTICLE VII.

The affairs of the Association will be managed by a Board of Directors initially consisting of three (3) directors who need not be members of the Association.

At such time as the members are entitled to elect all Directors as set forth in F.S. 718.301, and subject to the provisions of the By-Laws, the Board of Directors shall consist of three (3) members.

Directors of the Association shall be elected at the annual meeting in the manner provided in the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided in the By-Laws.

The Directors named in these Articles shall serve pursuant to the By-Laws and the Condominium Act and any vacancies in their number occurring shall be filled as the By-Laws provide.

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, or until removed, are as follows:

MERRILL PUGH	618 NW 60 th Street, Suite A , Gainesville, FL 32607
SUZANNE ELLIOTT	618 NW 60 th Street, Suite A Gainesville, FL 32607
CARL L. JOHNSON	4421 NW 39 th Avenue, Suite 1-2 Gainesville, FL 32606

ARTICLE VIII.

Subject to the provisions of the By-Laws, the officers of the Association shall be elected by the Board of Directors at their first meeting following the members annual meeting. Officers shall serve at the pleasure of the Board. The names of the officers who shall serve until their successors are elected are as follows:

President:	MERRILL PUGH
Vice-President:	MERRILL PUGH
Secretary & Treasurer:	MERRILL PUGH

ARTICLE IX.

The Subscriber to these Articles of Incorporation is Merrill Pugh, 618 NW 60th Street, Suite A, Gainesville, Florida 32607.

ARTICLE X.

The original By-Laws of the Association shall be adopted by a majority vote of the Directors of the Association. the By-Laws may be altered or rescinded by the Board of Directors and the members of the Association subject to the provisions thereof.

ARTICLE XI.

These Articles of Incorporation may be amended in the following manner:

1. The Board of Directors shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of members, which may be either the annual or a special meeting.

2. Within the time and in the manner provided in the By-Laws for the giving of notice of meetings of members, written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each member of record entitled to vote thereon. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

3. At such meeting, a vote of the members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of a majority of the votes of members entitled to vote thereon, and the approval of eligible holders holding mortgages on Units which have at least 51 percent of the votes of units subject to eligible holder mortgages. Such amendment shall be filed within ten (10) days from said approval with the Office of the Secretary of State of Florida.

4. A copy of each amendment shall be accepted and certified by the Secretary of State of Florida and recorded in the Public Records of Alachua County, Florida.

5. Amendments may also be made as otherwise provided by Florida law.

NOTWITHSTANDING the foregoing provisions of this Article, no amendment to these Articles of Incorporation may be adopted or become effective which makes any changes in the qualifications for membership nor in the voting rights or property rights of members without approval in writing by all members and the joinder of all record owners of mortgages upon units. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium.

ARTICLE XII.

The share of any member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to a Unit. The funds and assets of the Association shall belong solely to the Association and are subject to the limitation that the same be expended, held, or used for the benefit of the membership and for the purposes authorized in the Declaration of Condominium, and Exhibits attached hereto.

The Association does and shall indemnify its officers and directors as provided in the By-Laws.

IN WITNESS WHEREOF, the subscribers have affixed their signatures this
1st day of July, 2004.

(SEAL)

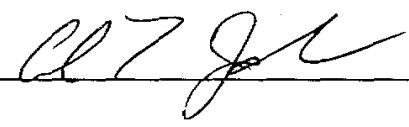

MERRILL PUGH

I HEREBY ACCEPT the designation as Registered Agent as set forth in these Articles of Incorporation.


MERRILL PUGH

STATE OF FLORIDA
COUNTY OF ALACHUA

Before me, the undersigned authority, personally appeared MERRILL PUGH, who, after being duly sworn, acknowledged that he executed the foregoing Articles of Incorporation for the purposes expressed in such Articles, this 1st day of July, 2004.


Notary Public
My Commission Expires:



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