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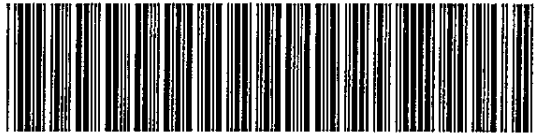
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TALLAHASSEE, FLORIDA

C.L. 11/9

*The Law Offices of
James V. Facciolo, III, P.A.*

1975 East Sunrise Blvd., Suite 701
Fort Lauderdale, Florida 33304

Office: (954) 779-7805; (954) 779-7815

Facsimile: (954) 713-0730

Monday, November 01, 2004

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

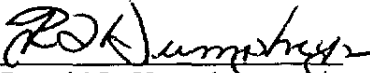
Re: Articles of Incorporation of Victoria Grand Town homes Homeowner's Association, Inc.

To Whom It May Concern:

Enclosed please find a check for \$87.50 towards the Articles of Incorporation for the above named entity. This office is requesting a certified copy and a certificate. To this end we have enclosed the original and a duplicate copy of the Articles of Incorporation.

Thank you.

The Law Offices of
James V. Facciolo, III, P.A.

By: 
Ronald L. Humphreys
Paralegal for the Firm

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Victoria Grand Townhomes Homeowners
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)
Association, Inc

(Not for Profit Homeowner's Association)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: James V. Facciale III
Name (Printed or typed)

1975 E. Sunrise Blvd, Ste 701
Address

Ft. Lauderdale, FL 33304
City, State & Zip

954 779-7815
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF
VICTORIA GRAND TOWNHOMES HOMEOWNER'S ASSOCIATION, INC.

(a Florida Corporation Not-For-Profit)

The undersigned incorporator for the purpose of forming a corporation not-for-profit under chapter 617, Florida statutes as amended hereby adopts these articles incorporation.

ARTICLE I - NAME

The name of the corporation is VICTORIA GRAND TOWNHOMES HOMEOWNER'S ASSOCIATION, INC. hereinafter the "Association".

ARTICLE II - PRINCIPAL ADDRESS

The initial place of business and mailing address of the Association shall be 5201 Bayview Drive, Fort Lauderdale, Florida 33308.

ARTICLE III - PURPOSES

The purposes for which the Association is formed are to bring about civic and social improvements (a) by providing for the preservation of the architecture and appearance of the residential development known as VICTORIA GRAND TOWNHOMES (the "community") located in Broward County, Florida and (b) by managing common areas, if any, for the enjoyment and the use of all residents of the community.

ARTICLE IV - DEFINITIONS

The terms used in these articles shall have the same definitions and meanings as those set forth in the Declaration of covenants, restrictions and easements for VICTORIA GRAND TOWNHOMES residences applicable to the community (the "Declaration") unless herein provided to the contrary or unless the context otherwise requires.

ARTICLE V - POWERS AND DUTIES

In furtherance of its purposes the Association shall have the powers and duties expressed or implied existing under these articles the by laws adopted by the Association ("Bylaws") the Declaration or as otherwise provided by stature or law.

ARTICLE VI - MEMBERSHIP

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TALLAHASSEE, FLORIDA

The members of the Association (the Members) shall consist of all of the record owners of townhome units within the community. Transfer of membership in the Association shall be in the manner provided by in the Bylaws.

ARTICLE VII – BOARD OF DIRECTORS

The affairs of the Association shall be administered by the officers designated in the Bylaws. The officers shall be elected by the board at its first meeting and following each annual meeting of the members and they shall serve at the board's pleasure. The Bylaws may provide for the removal of officers, the filling of vacancies, and the duties of the officers. The names and addresses of the initial officers who shall serve until their successors are duly elected and qualified are:

President: Charles Bradford
5201 Bayview Drive, Fort Lauderdale, FL 33308

Secretary:

Treasurer:

ARTICLE IX – INDEMNIFICATION

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including legal fees reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of 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. However said indemnification will not apply if the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties. In the event of a settlement, the indemnification shall apply only when the Board approves such settlement and reimbursement as being in the best interest 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.

ARTICLE X – BYLAWS

The first Bylaws of the Association shall be adopted by the members of the board designated herein. Thereafter the Bylaws may be altered amended or rescinded by the directors and members in the manner provided by the Bylaws. There shall be no charge to the Bylaws however which shall abridge amend or alter the rights of any Institutional

Mortgagee, as such term is defined in the Declaration without the prior written consent of such institutional lender.

ARTICLE XI - AMENDMENTS

These articles of incorporation may be amended in the following manner:

11.1 The board of directors by majority vote shall adopt a resolution setting forth the proposed amendment and direct that it be submitted to vote at a meeting of the members.

11.2 Notice of the subject matter of the proposed amendment shall be included in the notice of any meeting special or annual at which such proposed amendment is to be considered by the members. Such notice shall set out full the proposed amended article section subsection or paragraph of a subsection.

11.3 Such proposed amendment shall be submitted to and approved by the members at such meeting. Any number of amendments may be submitted to the members and voted upon at one (1) meeting. The proposed amendment shall be adopted upon receiving the affirmative vote of at least a majority of the members present at such meeting or represented by proxy.

11.4 An amendment to these Articles of Incorporation may be made without a meeting by a written statement signed by all members eligible to vote in lieu of the above procedure.

11.5 These articles shall not be amended in any manner which shall prejudice the rights of any institutional mortgagee without the prior written consent of such institutional mortgagee.

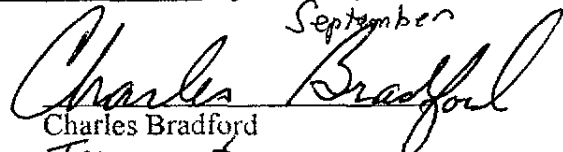
ARTICLE XIII - DURATION

The Association shall exist perpetually.

ARTICLE XIII - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent is Charles Bradford, 5201 Bayview Drive, Fort Lauderdale, Florida 33308

IN WITNESS WHEREOF, the undersigned incorporator has affixed his signature to these articles of Incorporation, this 13 day of ~~April~~ ^{September}, 2004.


Charles Bradford
Incorporator

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Charles Bradford

Date: ~~April~~ _____, 2004
September 13

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TALLAHASSEE, FLORIDA