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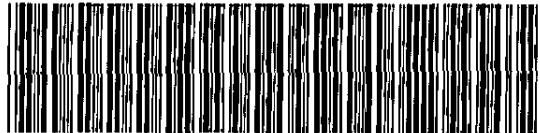
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CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 278957 10690A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : March 25, 2005

ORDER TIME : 12:09 PM

ORDER NO. : 278957-005

CUSTOMER NO: 10690A

CUSTOMER: John L. Soileau, Esq
Watson, Soileau, Deleo,
Burgett & Pickles, P.a.
3490 North U.s. Highway 1

Cocoa, FL 32926

DOMESTIC FILING

NAME: FIRST AND BEST PROPERTIES
CONDOMINIUM ASSOCIATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 2956

EXAMINER'S INITIALS: _____

Law Offices
WATSON, SOILEAU, DeLEO, BURGETT & PICKLES
A PROFESSIONAL ASSOCIATION
3490 NORTH US HIGHWAY 1
COCOA, FLORIDA 32926

VICTOR M. WATSON†
JOHN L. SOILEAU†
JOSEPH E. DeLEO
STACY L. BURGETT
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LUIS D. CARREJA
BENNETT M. MILLER

†BOARD CERTIFIED IN REAL PROPERTY LAW

TELEPHONE
(321) 631-1550

FACSIMILE
(321) 631-1567

March 25, 2005

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Re: First and Best Properties Condominium Association, Inc.
Our File No: 04-6195

Dear Sir/Madam:

Enclosed herewith please find the original executed and one copy of the Articles of Incorporation with designation of Registered Agent/Registered Office for the above-referenced corporation. Also enclosed is this firm's check in the amount of \$78.75 to cover the following fees associated with filing:

Articles of Incorporation	\$ 35.00
Registered Agent Designation	35.00
Certified Copy	<u>8.75</u>
Total Amount	<u>\$ 78.75</u>

Should you have any questions regarding this corporation, please do not hesitate to contact the undersigned.

Sincerely,



John L. Soileau

lsj

Enclosures as stated

**ARTICLES OF INCORPORATION
OF
FIRST AND BEST PROPERTIES CONDOMINIUM ASSOCIATION, INC.**
A Not-for-Profit Corporation

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2008 JUN 25 P 13 34

The undersigned hereby associate themselves for the purpose of forming a corporation not for profit under and pursuant to Chapter 617, Florida Statutes, and do hereby state as follows:

**ARTICLE I
NAME**

The name of this corporation shall be **FIRST AND BEST PROPERTIES CONDOMINIUM ASSOCIATION, INC.** ("Association"). The terms contained in these Articles of Incorporation shall have the same meaning as set forth in the Declaration unless otherwise defined herein.

**ARTICLE II
PURPOSES**

The purposes for which this Association is formed are as follows:

A. To form an "Association" as defined in Chapter 718, Florida Statutes, ("Condominium Act"), and, as such, to operate, maintain, repair, improve, reconstruct and administer the Condominium Property of, and to perform the acts and duties necessary and desirable for the management of the Units and Common Elements in **FIRST AND BEST PROPERTIES, A CONDOMINIUM** (the "Condominium"); and to own, operate, lease, sell and trade property, whether real or personal, including Units in the Condominium, as may be necessary or convenient in the administration of the Condominium Property.

B. To carry out the duties and obligations and receive the benefits given the Association by the Declaration of Condominium ("Declaration") of each Unit.

C. To establish by-laws for the operation of the Condominium Property ("ByLaws"), provide for the administration of the Association and rules and regulations for governing the same, and enforce the provisions of the Declaration, these Articles of Incorporation and the By-Laws.

D. The Association shall have all of the common law and statutory powers provided under the laws of the State of Florida,

and those powers provided by the Condominium Act, the Declaration, these Articles and the By-Laws of the Association.

ARTICLE III

MEMBERS

A. All Unit Owners in the Condominium shall automatically be members of the Association and membership shall automatically terminate when title to their Unit is conveyed. If a member conveys title to a Unit under the provisions of the Declaration, the new Unit Owner shall automatically acquire membership in the Association. Membership certificates are not required and will not be issued.

B. Each Unit shall have a vote equal to its percentage of ownership of the Common Elements.

C. The share 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 his unit.

ARTICLE IV

EXISTENCE

This Association shall have perpetual existence.

ARTICLE V

INCORPORATOR

The name and street address of the incorporator of these Articles of Incorporation are as follows:

John L. Soileau
3490 N. Hwy US 1
Cocoa, Fl. 32926

ARTICLE VI

DIRECTORS

A. The affairs and property of the Association shall be managed and governed by a Board of Administration composed of not less than three (3) persons ("Directors"). The first Board of Administration shall have three (3) members and, in the future, the number shall be determined from time to time in accordance with the Association's By-Laws.

B. The Directors named in Article VII shall serve until the first election of a director or directors as provided in the

By-Laws and any vacancies in their number occurring before the first election shall be filled by the remaining Directors. Thereafter, Directors shall be elected by the Members in accordance with the By-Laws at the regular annual meetings of the membership of the Association. Directors shall be elected to serve for a term of one (1) year and, in the event of a vacancy, the remaining Directors may appoint a Director to serve the balance of said unexpired term.

C. All officers shall be elected by the Board in accordance with the By-Laws at the regular annual meeting of the Board as established by the By-Laws. The Board shall elect from among the Members a President, Vice President, Secretary, Treasurer and such other officers as it shall deem desirable. The President shall be elected from among the membership of the Board but no other officer need be a Director.

ARTICLE VII

FIRST BOARD OF ADMINISTRATION

The following persons shall constitute the first Board of Administration and shall serve until the first election of the Board of Administration at the first regular meeting of the membership:

Name

Address

William Grillo

3777 Sunward Dr.
Merritt Island, FL 32953

Justin Nichols

c/o 3777 Sunward Dr.
Merritt Island, FL 32953

William Grillo, Jr.

1125 Mai Kai
Merritt Island, FL 32953

ARTICLE VIII

OFFICERS

Subject to the direction of the Board of Administration, the affairs of the Association shall be administered by officers who shall be elected by and serve at the pleasure of said Board of Administration. The following persons shall constitute the initial officers of the Association and they shall continue to

serve as such officers until removed by the Board of Administration:

<u>Name</u>	<u>Office</u>
William Grillo	President
Justin Nichols	Vice President
William Grillo, Jr.	Secretary / Treasurer

ARTICLE IX

BY-LAWS

A. The By-Laws of this Association shall be adopted by the Board of Administration and attached to the Declaration to be filed in the Public Records of Brevard County, Florida. The By-Laws may be amended by the Members in the manner provided in said By-Laws.

B. No amendment to the By-Laws shall be passed which would change the rights and privileges of the Developer referred to in the Declaration, and the Exhibits attached thereto, without the Developer's written approval.

C. No amendment to the By-Laws shall be passed which would operate to impair or prejudice the rights or liabilities of any Mortgagee.

ARTICLE X

AMENDMENTS

A. Proposals for amendments to these Articles of Incorporation which do not conflict with the Declaration may be made by ten percent (10%) of the members. Such proposals shall be in writing and shall be delivered to the President who shall thereupon call a special meeting of the members not less than ten (10) days or more than sixty (60) days following his receipt of the proposed amendment. Should the President fail to call such special meeting, the members may, in lieu thereof, call a special meeting. Such request shall state the purpose or purposes of the proposed amendment(s). Notice of such special meeting shall be given and posted in the manner provided in the By-Laws. An affirmative vote of a majority of the votes of the members shall be required for approval of the proposed amendment or amendments.

B. Any member may waive any or all of the requirements of this Article as to the submission of proposed amendments to these Articles of Incorporation to the President or notice of special meetings to vote thereon either before, at or after a membership meeting at which a vote is taken to amend these Articles.

C. Notwithstanding anything herein to the contrary, these Articles may be amended only by the Developer of the Condominium during such time as the Developer shall own any unit in the Condominium.

ARTICLE XI
INDEMNIFICATION

Every Director and 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, in connection with any proceedings or any settlement thereof, 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, except in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided, that all settlements must be approved by the Board of Administration 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.

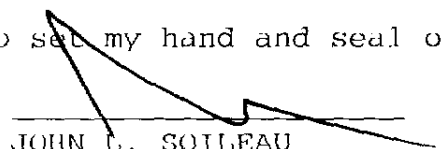
ARTICLE XII
ADDRESS

The principal office, and the mailing address, of the Association shall be 3345 N. Courtenay Parkway, Merritt Island, FL 32953.

ARTICLE XIII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 3490 North US Highway 1, Cocoa, FL 32926 and the name of the Association's initial registered agent at that address is John L. Soileau.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 24th day of March 2005.


JOHN L. SOILEAU
("Incorporator")

STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, the undersigned authority, personally appeared JOHN L. SOILEAU, who is personally known to me, and who being by me first duly sworn, acknowledged that he executed the foregoing Articles of Incorporation for the purposes therein expressed on this 24th day of March, 2005.



Lora S. Jones
MY COMMISSION # DD138988 EXPIRES
August 5, 2006
BONDED THROUGH TROY FAIR INSURANCE, INC.

Lora S. Jones
Notary Public
My Commission Expires:

CERTIFICATE OF RESIDENT AGENT

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act: **FIRST AND BEST PROPERTIES CONDOMINIUM ASSOCIATION, INC.**, a corporation not for profit, desiring to organize under the laws of the state of Florida, with its principal office, as indicated in the Articles of Incorporation, in the county of Brevard, State of Florida, has named, as its agent to accept service of process for the above-stated corporation, at the place designated in this Certificate. I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

[Signature]

John L. Soileau

Date: 3/24/05

FILED
MAR 25 PM 12:34
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA