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FLORIDA NON-PROFIT CORPORATION

CYPRESS PLAZA OFFICE CONDOMINIUM ASSOCIATION, INC.

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**ARTICLES OF INCORPORATION
OF
CYPRESS PLAZA OFFICE CONDOMINIUM ASSOCIATION, INC.**

We, the undersigned, hereby associate ourselves together for the purpose of forming a corporation, not-for-profit under the laws of the State of Florida, pursuant to Florida Statutes Chapter 617, and hereby certify as follows:

ARTICLE I

NAME

The name of this corporation shall be CYPRESS PLAZA OFFICE CONDOMINIUM ASSOCIATION, INC., whose principal office and mailing address are located at 145 Cypress Point Parkway, Suite 105 Palm Coast, Florida 32164. The registered office address and principal office address are the same.

ARTICLE II

PURPOSE

The general purpose of this corporation not-for-profit shall be as set forth below:

To be the "Association" (as defined in The Condominium Act of the State of Florida, Florida Statutes Chapter 718, for the operation of the condominium known as Cypress Plaza Office Condominium, at 145 Cypress Point Parkway, Suite 105, Palm Coast, Florida, to be created pursuant to the provisions of The Condominium Act, and as such Association, to operate and administer said Condominium and to carry out the functions and duties of said Condominium and its phases.

The Condominium was created under the Declaration of Condominium for Cypress Plaza Office Condominium ("Declaration"). All capitalized terms used in these Articles of Incorporation shall have the meanings given the terms in the Declaration.

ARTICLE III

MEMBERS

Section 1. All persons who are Owners of Condominium Units within said Condominium shall automatically be members of this corporation. Such membership shall automatically terminate when such persons is no longer an Owner of a Condominium Unit. Membership in the corporation shall be limited to such Condominium Unit Owners.

Section 2. Subject to the foregoing, admissions to the and termination of membership shall be governed by the Declaration that shall be recorded for said

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Condominium among the Public Records of Flagler County, Florida.

Section 3. The Association shall have no capital stock and shall make no distribution of income or profit to its members, directors or officers. 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 the members' Unit.

Section 4. Meeting of the members shall be held once a year on a date fixed by the Board of Directors. Special members meetings shall be held whenever called by the President or by a majority of the Board of Directors and must be called upon receipt by the President of a written request from fifty percent (50%) of the members of the Association, unless a different percentage is required by law.

ARTICLE IV

EXISTENCE

The term of the Association shall be the life of the Condominium. The Association shall be terminated by the termination of the Condominium, in accordance with the Declaration.

ARTICLE V

INCORPORATORS

The names and addresses of the subscribers to these Articles of Incorporation are as follows:

Name

Address

Michael Braniff

12412 San Jose Boulevard Suite 104
Jacksonville, Florida 32232

Patricia Cotenero

12412 San Jose Boulevard, Suite 104
Jacksonville, Florida 32232

ARTICLE VI

BOARD OF DIRECTORS

Section 1. The affairs of the corporation shall be managed and governed by a Board of Directors composed of not less than three (3) nor more than the number specified

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in the By-Laws. The Directors, shall be appointed or elected as specified in the By-Laws. Directors shall have terms of one year or until their successors shall be appointed or elected and shall qualify. Provisions for the appointment, election, removal, disqualification and resignation of Directors, to the extent not established by the Declaration, shall be established by the By-Laws.

Section 2. The following persons shall constitute the first Board of Directors and shall serve until their successors are appointed or elected, as set forth in the By-Laws:

Michael Braniff12412 San Jose Boulevard Suite 104
Jacksonville, Florida 32232Patricia Colanero12412 San Jose Boulevard, Suite 104
Jacksonville, Florida 32232Robert W. Richmond, II12412 San Jose Boulevard, Suite 104
Jacksonville, Florida 32232

ARTICLE VII

OFFICERS

The principal officers of the corporation shall be the President, Vice-President, Secretary and Treasurer who shall serve at the pleasure of the Board of Directors. The Secretary and Treasurer may be combined and the positions may be held by one person.

The names of the officers who are to serve until the first election of officers, pursuant to the terms of the Declaration and the By-Laws, are as follows:

President

Michael Braniff
12412 San Jose Boulevard
Suite 104
Jacksonville, Florida 32232

Vice President

Robert W. Richmond, II
12412 San Jose Boulevard
Suite 104
Jacksonville, Florida 32232

Secretary/Treasurer

Patricia Colanero
12412 San Jose Boulevard
Suite 104
Jacksonville, Florida 32232

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ARTICLE VII
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 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 their being or having been a director or officer at the time such expenses 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, that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors has approved such settlement and reimbursement as being in the best interest 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.

ARTICLE IX
BY-LAWS

The By-Laws shall be adopted by the Board of Directors and may be altered, amended or rescinded by not less than two-thirds (2/3) of all the directors, until the first election of a majority of directors by Owners other than the Developer. Thereafter, the By-Laws may be altered, amended or rescinded only by the joint action of (i) two-thirds (2/3) or more of all of the directors and (ii) a majority or greater vote of the members of the Association, at a duly called meeting of the Association.

ARTICLE X
AMENDMENTS

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

1. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.
2. Until the first election of a majority of directors by members other than the Developer, proposal of an amendment and approval thereof shall require the affirmative action of two-thirds (2/3) of the Board of Directors, and no meeting of the members nor any approval of members need be had.
3. After the first election of a majority of directors by members other than the Developer, a resolution approving a proposed amendment may be proposed by either the

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Board of Directors or by the members of the Association, and after being proposed and approved by one such bodies, requires the approval of the other body. Except as otherwise provided herein, such approvals must be by not less than two-thirds (2/3) of all the directors and by not less than a three-fourths (3/4) vote of the members of the Association at a duly called meeting of the Association. Directors and the members not present at the meeting considering the amendment may express their approval in writing ten (10) days after such meeting.

4. An amendment when adopted shall be effective when filed with the Secretary of State of the State of Florida and recorded in the Public Records of Flagler County, Florida.

5. Notwithstanding the foregoing, until such time as the Developer no longer owns twenty percent (20%) or more of all Units these Articles may be amended by the Developer as may be required by any governmental entity or as may be necessary to conform these Articles to any governmental statutes or as may be in the best interests of the Association and the Condominium, as determined by the Developer in its sole discretion.

ARTICLE XI

POWERS

Section 1. This corporation shall have all the powers as set forth in Florida Statutes Chapter 617 or its successors, together with all the powers set forth in the Condominium Act of the State of Florida and all powers granted to it by the Declaration with exhibits attached thereto, including without limitation the following powers.

- a. To adopt a budget and make and collect assessments against members to defray the costs of the Condominium.
- b. To use the proceeds of assessments in the exercise of its powers and duties.
- c. To maintain, manage, repair, replace and operate the Condominium Property.
- d. To reconstruct improvements after casualty and construct further improvements to the Condominium Property.
- e. To promulgate and amend the Condominium Rules and Regulations and Floating Use Rules and Regulations respecting the use of Condominium Property.
- f. To enforce by legal means the provisions of the various Condominium Documents, including, without limitation, these Articles, the By-Laws of the Association, the Condominium Rules and Regulations.
- g. To contract for the management of the Condominium and to delegate to such contractor all powers and duties of the Association, except such as are specifically required

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by the various Condominium Documents to have approval of the Board of Directors or the members of the Association.

h. To maintain, manage, repair, replace and operate the property of the single condominium resulting from a merger of this Condominium with another independent and separate condominium pursuant to the merger provisions of the Declaration.

Section 2. All funds and the titles to all property acquired by the Association and the proceeds thereof shall be held only for the benefit of the members in accordance with the provisions of the Condominium Documents.

Section 3. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration.

ARTICLE XII

STOCK

This corporation shall not issue shares of stock and no dividend and no part of the income of the corporation shall be distributed to its members, directors or officers. Excess receipts over disbursements, if any, shall be applied against future expenses and reserves as appropriate. The corporation may compensate in a reasonable manner its members, directors or officers for services rendered, may confer benefits upon its members in conformity with its general purposes and upon dissolution or final liquidation may make distribution to its members as is permitted by the Court having jurisdiction thereof and no payment, benefit or distribution shall be deemed to be a dividend or distribution of income.

ARTICLE XIII

REGISTERED AGENT

The street address of the initial registered office of this corporation is Atrium Suite 1 Florida Park Drive South, Palm Coast, Florida and the name of the initial registered agent of this corporation at that address is B. Paul Katz.

IN WITNESS WHEREOF, the subscribers, hereto have set their hands and seals this ____ day of _____, 2005.

(Seal)

(Seal)

(Seal)

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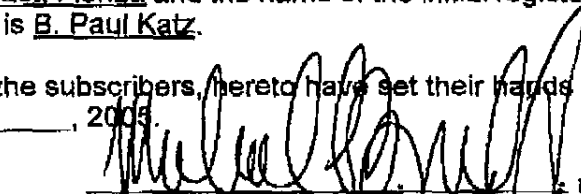
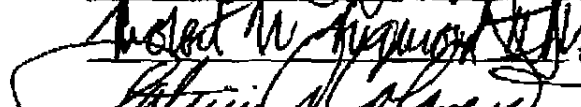
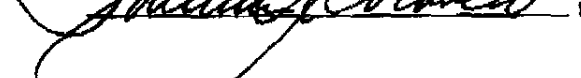
ARTICLE XIISTOCK

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ARTICLE XIIIREGISTERED AGENT

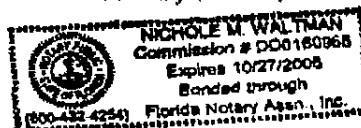
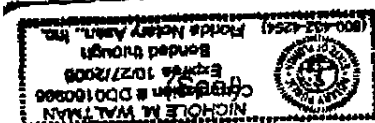
The street address of the initial registered office of this corporation is Atrium Suite 1 Florida Park Drive South, Palm Coast, Florida and the name of the initial registered agent of this corporation at that address is B. Paul Katz.

IN WITNESS WHEREOF, the subscribers, hereto have set their hands and seals this 5 day of May, 2005.

 (Seal)
 (Seal)
 (Seal)

STATE OF FLORIDA
COUNTY OF FLADEX

May The foregoing instrument was acknowledged before me this 5 day of May, 2005, by MICHAEL BRANTZ, who is personally known to me or who has produced _____ as identification.



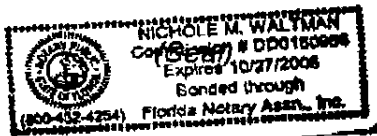
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Print Name: Nichole Waltman
My Commission Expires: 2006

STATE OF FLORIDA
COUNTY OF FLAGLER

The foregoing instrument was acknowledged before me this 5 day of MAY, 2005, by ROBERT W. RICHMOND IV, who is personally known to me or who has produced _____ as identification.



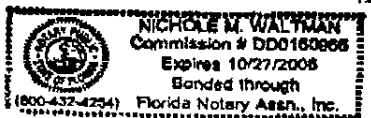
Nichole Waltman
Notary Public, State of Florida at Large

Print Name: Nichole Waltman
My Commission Expires: 2006

STATE OF FLORIDA
COUNTY OF FLAGLER

The foregoing instrument was acknowledged before me this 5 day of MAY, 2005, by PATRICIA CALANERO, who is personally known to me or who has produced _____ as identification.

(Seal)



Nichole Waltman
Notary Public, State of Florida at Large

Print Name: Nichole Waltman
My Commission Expires: 2006

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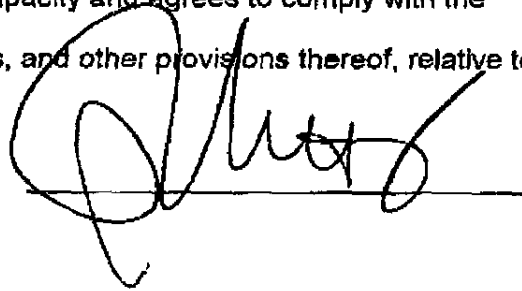
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ACCEPTANCE BY REGISTERED AGENT

THE UNDERSIGNED, having been named to accept service of process for the above stated corporation, at the place designated in the foregoing Articles of Incorporation, hereby accepts to act in this capacity and agrees to comply with the provisions of Section 48.091, Florida Statutes, and other provisions thereof, relative to keeping open said office.

A handwritten signature in dark ink, appearing to be "John", is written over a horizontal line.

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