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FLORIDA NON-PROFIT CORPORATION

GreenBriar Condominium Association, Inc.

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**ARTICLES OF INCORPORATION
OF**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

GREENBRIAR CONDOMINIUM ASSOCIATION, INC.

Pursuant to Section 617.0201(4), Florida Statutes, Greenbriar Condominium Association, Inc., a Florida corporation not for profit, is hereby incorporated. The Articles of Incorporation shall henceforth be as follows:

ARTICLE I

NAME: The name of the corporation, herein called the "Association", is Greenbriar Condominium Association, Inc., and its address is 1120 S.E. 46th Street, Cape Coral, Florida 33904.

ARTICLE II

PURPOSE AND POWERS: The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act for the operation of Greenbriar Condominium, located in Lee County, Florida.

The Association is organized and shall exist on a non-stock basis as a corporation not for profit under the laws of the State of Florida, and no portion of any earning of the Association shall be distributed or inure to the private benefit of any member, Director or officer. For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of a corporation not for profit under the laws of the State of Florida and of a condominium association under the Florida Condominium Act, except as expressly limited or modified by these Articles, the Declaration of Condominium, and the Bylaws; and it shall have all of the powers and duties reasonably necessary to operate the Condominium pursuant to the condominium documents as they may hereafter be amended, including but not limited to the following:

- (A) To make and collect assessments against members of the Association to defray the costs, expenses and losses of the Association, and to use the funds in the exercise of its powers and duties.
- (B) To protect, maintain, repair, replace and operate the condominium property and association property.
- (C) To purchase insurance for the protection of the Association and its members.
- (D) To repair and reconstruct improvements after casualty, and to make further improvements of the condominium property.
- (E) To make, amend and enforce reasonable rules and regulations governing the operation of the Association and the use, maintenance, occupancy, alteration, transfer and appearance of units, common elements and limited common elements, subject to any limits set forth in the Declaration of Condominium.
- (F) To approve or disapprove the transfer, leasing and occupancy of units, as provided in the Declaration of Condominium.

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- (G) To enforce the provisions of the Condominium Act, the Declaration of Condominium, these Articles, the Bylaws and any Rules and Regulations of the Association.
- (H) To contract for the management and maintenance of the condominium and the condominium property, and to delegate any powers and duties of the Association in connection therewith except such as are specifically required by law or by the Declaration of Condominium to be exercised by the Board of Directors or the membership of the Association.
- (I) To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Condominium.
- (J) To borrow money as necessary to perform its other functions hereunder.
- (K) To grant, modify or move any easement in the manner provided in the Declaration of Condominium.

All funds and the title to all property acquired by the Association shall be held for the benefit of the members in accordance with the provisions of the Declaration of the Condominium, these Articles of Incorporation and the Bylaws.

ARTICLE III

MEMBERSHIP:

- (A) The members of the Association shall be the record owners of a fee simple interest in one or more units in the Condominium, as further provided in the Bylaws.
- (B) The share of a member in the funds and assets of the Association cannot be assigned or transferred in any manner except as an appurtenance to his unit.
- (C) The owners of each unit, collectively, shall be entitled to one vote in Association matters. The manner of exercising voting rights shall be as set forth in the Bylaws.

ARTICLE IV

TERM: The term of the Association shall be perpetual.

ARTICLE V

INCORPORATOR: The name and residence of the Incorporator is as follows:

Steve Hatfield
1120 SE 46th Street, Unit 2B
Cape Coral, Florida 33904

The rights and interests of the Incorporator shall automatically terminate when these Articles are filed with the Secretary of State.

ARTICLE VI

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BYLAWS: The Bylaws of the Association may be altered, amended, or rescinded in the manner provided therein.

ARTICLE VII

DIRECTORS AND OFFICERS:

- (A) The affairs of the Association shall be administered by a Board of Directors consisting of three (3) Directors
- (B) Directors of the Association shall be elected by the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.
- (C) The business of the Association shall be conducted by the officers designated in the Bylaws. The officers shall be elected each year by the Board of Directors at its first meeting after the annual meeting of the members of the Association, and they shall serve at the pleasure of the Board.

ARTICLE VIII

BOARD OF DIRECTORS: The persons constituting the first Board of Directors shall be the following:

Stephen P. Hatfield, President
1120 SE 46th Street, Unit 2B
Cape Coral, Florida 33904

Tom Loxler, Vice President, Secretary
3532 SE 17th Avenue
Cape Coral, Florida 33904

Albert Eastman, Treasurer
1120 SE 46th Street, Unit 1C
Cape Coral, Florida 33904

ARTICLE IX

REGISTERED AGENT: The street address of the initial registered office of this association is 1415 Hendry Street, Fort Myers, Florida, 33901 and the name of the initial registered agent of this association at that address is Richard D. DeBost II, Esq.

ARTICLE X

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

- (A) **Proposal.** Amendments to these Articles may be proposed by a majority of the Board or by a written petition to the Board, signed by at least one-fourth (1/4th) of the voting interests of the Association.

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- (B) Procedure. Upon any amendment to these Articles being proposed by said Board or unit owners, such proposed amendment shall be submitted to a vote of the owners not later than the next annual meeting for which proper notice can be given.
- (C) Vote Required. Except as otherwise provided by Florida law, a proposed amendment shall be adopted if it is approved by at least eight (8) of the voting interests present and voting, in person or by proxy, at any annual or special meeting called for the purpose. Amendments may also be approved by written consent of ten (10) of the voting interests in the Condominium. These Articles shall be deemed amended by virtue of revisions to laws, regulations and judicial decisions which control over conflicting provisions set forth herein. The Board of Directors shall have the authority to amend these Articles in order to conform the provisions thereof with such revisions to laws, regulations and judicial decisions. In addition, the Board of Directors may amend these Articles to correct scrivener's errors or omissions, and amend and restate the Articles in order to consolidate into one document amendments previously adopted by the members or the Board. Amendments adopted by the Board shall occur at a duly noticed Board meeting (with adoption of the amendments set forth on the agenda).
- (D) Effective Date. An amendment shall become effective upon filing with the Secretary of State and recording a Certificate of Amendment in the Public Records of Lee County, Florida, with the formalities required by the Condominium Act.

ARTICLE XI

INDEMNIFICATION: To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every Director and every officer, committee member or employee of the Association against all expenses and liabilities, including attorney fees, actually and reasonably incurred by or imposed on him in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he may be a party because of his being or having been a Director or officer, committee member or employee of the Association. The foregoing right of indemnification shall not be available if a judgement or other final adjudication establishes that his actions or omissions to act were material to the cause adjudicated and involved:

- (A) Willful misconduct or a conscious disregard for the best interests of the Association, in a proceeding by or in the right of the Association to procure a judgement in its favor.
- (B) A violation of criminal law, unless the individual had no reasonable cause to believe his action was unlawful or had reasonable cause to believe his action was lawful.
- (C) A transaction from which the individual derived an improper personal benefit.

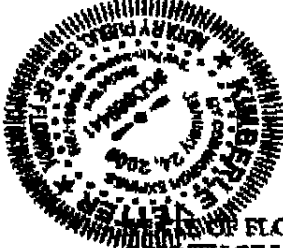
In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approves such settlement as being in the best interest of the Association. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which an individual may be entitled.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 14 day of June, 2005.

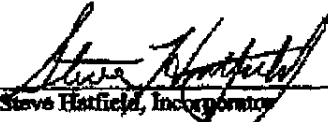
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STATE OF FLORIDA
COUNTY OF LEE


Steve Hatfield, Incorporator

Before me, the undersigned authority, personally appeared Steve Hatfield, who is personally known to me or produced FLDL as identification and who was sworn and says that the foregoing is true.

Sworn to before me on JUNE 14, 2005


NOTARY PUBLIC

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for the Greenbair Condominium 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.


RICHARD D. DEBOEST II
June 20, 2005

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA