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TALLAHASSEE, FLORIDA

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FLORIDA NON-PROFIT CORPORATION

Grove Townhouses at Bird Condominium Association, In

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ARTICLES OF INCORPORATION
OF
GROVE TOWNHOUSES AT BIRD CONDOMINIUM ASSOCIATION, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation not for profit pursuant to the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE 1
NAME

The name of the corporation shall be GROVE TOWNHOUSES AT BIRD CONDOMINIUM ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Association", these Articles of Incorporation as the "Articles", and the By-Laws of the Association as the "By-Laws". The principal office and mailing address of the Association shall be at c/o G&T Developers LLC, 23420 Mirabella Circle, Boca Raton, FL 33433, or at such other address as may be subsequently designated by the Board of Directors. All books and records of the Association shall be kept at its principal office or at such other place as may be permitted by the Act.

ARTICLE 2
PURPOSE

The purpose for which the Association is organized is to provide an entity pursuant to the Florida condominium Act as it exists on the date hereof (the "Act") for the operation of that certain condominium located in Miami-Dade County, Florida, and known as GROVE TOWNHOUSES AT BIRD, A CONDOMINIUM (the "Condominium").

ARTICLE 3
DEFINITIONS

The terms used in these Articles shall have the same definitions and meanings as those set forth in the Declaration of the Condominium to be recorded in the Public Records of Miami-Dade County, Florida, unless herein provided to the contrary, or unless the context otherwise requires.

ARTICLE 4
POWERS

The Association shall have all the common law and statutory powers of a corporation not for profit which are not in conflict with these Articles, and further shall have all the powers to accomplish all purposes and goals authorized and set forth herein and in the Declaration, as amended from time to time. By way of example and not of limitation, such powers shall include the power to:

- A. Own and convey property.
- B. Establish rules and regulations.

- C. Assess members and enforce assessments.
- D. Sue and be sued.
- E. Contract for services of a maintenance or management company.
- F. Require all the Unit Owners to be members.
- G. Take any other action necessary for the purposes for which the Association is organized.

4.1 Condominium Property. All funds and the title to all properties acquired by the Association and their proceeds shall be held for the benefit and use of the members in accordance with the provisions of the Declaration, these Articles and the By-Laws.

4.2 Distribution of Income, Dissolution. The Association shall make no distribution of income to its members, directors or officers, and upon dissolution, all assets of the Association shall be transferred only to another non-profit corporation or a public agency or as otherwise authorized by the Florida not for Profit Corporation Statute.

4.3 Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions hereof and of the Declaration, the By-Laws and the Act, provided that in the event of conflict, the provisions of the Act shall control over those of the Declaration and By-Laws.

ARTICLE 5

MEMBERS

5.1 Membership. The members of the Association shall consist of all of the record title owners of Units in the Condominium from time to time, and after termination of the Condominium, shall also consist of those who were members at the time of such termination, and their successors and assigns.

5.2 Voting. On all matters upon which the membership shall be entitled to vote, there shall be only one vote for each Unit, which vote shall be exercised or cast in the manner provided by the Declaration and Bylaws. Any person or entity owning more than one Unit shall be entitled to one vote for each Unit owned.

ARTICLE 6

TERM OF EXISTENCE

The Association shall have perpetual existence.

ARTICLE 7

INCORPORATOR

The name and address of the Incorporator of this Corporation is: Cynthia C. Spall, Esq., c/o Gunster, Yoakley & Stewart, P.A., 777 South Flagler Drive, Suite 500 East, West Palm Beach, Florida 33401.

ARTICLE 8 **OFFICERS**

The names and addresses of the officers of the Association who shall serve until their successors are designated by the Board of Directors are as follows:

<u>President</u>	Rodolfo E. Gonzalez 23420 Mirabella Circle South Boca Raton, FL 33433
<u>Secretary</u>	Nicolas Le Maresquier 4197 Laurel Ridge Circle Weston, FL 33331
<u>Treasurer</u>	Lisette Nazarewsky 1360 SW 82 nd Terrace, #621 Plantation, FL 33324

ARTICLE 9 **DIRECTORS**

The affairs of the Association shall be managed and conducted by a Board of Directors consisting of not less than three (3) members. The method of election of directors is as stated in the Bylaws. The number of directors may be increased or decreased from time to time as the Board of Directors may determine; however, the number of directors shall not be less than three (3). The names and addresses of the members of the first Board of Directors, who shall hold office until their successors are elected, qualified and seated, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Rodolfo E. Gonzalez	23420 Mirabella Circle South Boca Raton, FL 33433
Nicolas Le Maresquier	4197 Laurel Ridge Circle Weston, FL 33331
Lisette Nazarewsky	1360 SW 82 nd Terrace, #621 Plantation, FL 33324

ARTICLE 10 **INDEMNIFICATION**

The Association shall and does hereby indemnify and hold harmless every director and every officer, their heirs, executors and administrators (the "Indemnitees"), against all loss, cost and expenses reasonably incurred in connection with any action, suit or proceeding to which such director or officer may be made a party by reason of being or having been a director or officer of the Association, including reasonable counsel fees and paraprofessional fees at all

levels of proceeding. This indemnification shall not apply to matters wherein the director or officer shall be finally adjudged in such action, suit or proceeding to be liable for or guilty of gross negligence or willful misconduct.

Indemnification as provided in this Article 10 shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs, executors, and administrators of such person. References herein to directors and officers shall include not only current directors and officers, but former directors and former officers as well.

The Association shall have the power to purchase and maintain insurance on behalf of any person who is a director or officer of the Association against any liability asserted against him/her and incurred by him/her in any such capacity or arising out of his/her status as such whether or not the Association would have the power to indemnify him/her against such liability under the provisions of this Article 10.

The aforementioned rights shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled under Florida law. In particular, the Association shall also indemnify and advance costs to the Indemnitees to the full extent allowed under any applicable Florida statutes.

Anything to the contrary herein notwithstanding, no amendment to the provisions of this Article 10 shall be applicable as to any Indemnitee who has not given his prior written consent to such amendment.

ARTICLE 11 **AMENDMENTS**

Amendments to the Articles shall be proposed and adopted in the following manners:

11.1 Notice. Notice of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered and shall be otherwise given in the time and manner provided in Chapter 617, Florida Statutes. Such notice shall contain the proposed amendment or a summary of the changes to be affected thereby.

11.2 Adoption. Amendments shall be proposed and adopted in the manner provided in Chapter 617, Florida Statutes and in the Act (the latter to control over the former to the extent provided for in the Act).

11.3 Limitation. No amendment shall be made that is in conflict with the Act, the Declaration or the By-Laws, nor shall any amendment make any changes which would in any way affect any of the rights, privileges, powers or options herein provided in favor of or reserved to the Developer, or an affiliate of the Developer, unless the Developer shall join in the execution of the amendment. No amendment to this paragraph shall be effective without the prior written consent of Developer.

11.4 Developer Amendments. To the extent lawful, the Developer may amend these Articles consistent with the provisions of the Declaration allowing certain amendments to be effected by the Developer alone.

11.5 Recording. A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of applicable Florida law, and a copy certified by the Secretary of State shall be recorded in the public records of Miami-Dade County, Florida.

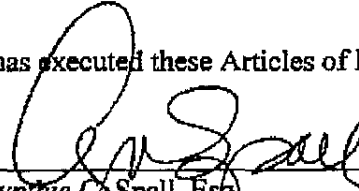
11.6 Conflicts. In the event of any conflict between the provisions of these Articles and the Declaration and/or the By-Laws, the Declaration shall have priority over these Articles and these Articles shall have priority over the By-Laws.

ARTICLE 12

INITIAL REGISTERED OFFICE: ADDRESS AND NAME OF REGISTERED AGENT

The initial registered office of the Association shall be at 777 S. Flagler Drive, Suite 500E, West Palm Beach, FL 33401 The initial registered agent of the Association shall be Valdes-Fauli Corporate Services, Inc.

IN WITNESS WHEREOF the Incorporator has executed these Articles of Incorporation as of the 18th day of July, 2005.


Cynthia C. Spall, Esq.
Incorporator

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, Valdes-Fauli Corporate Services, Inc. hereby accepts the appointment as registered agent and agrees to act in this capacity. Valdes-Fauli Corporate Services, Inc. further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and Valdes-Fauli Corporate Services, Inc. is familiar with and accepts the obligations of its position as registered agent.

VALDES-FAULI CORPORATE
SERVICES, INC.

By: 
Print Name: LEWIS F. CRIPPEN
Title: VICE PRESIDENT
Date: 7/18, 2005