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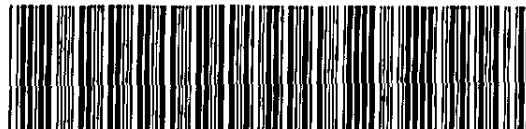
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October 14, 2005

Via Federal Express

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301
Attn: Registration Section

**Re: Morningside Palms Condominium Association, Inc.
Our File No. 2371-11**

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-referenced entity, as well as a check in the amount of \$78.75. Please file these documents and forward to us a copy of the Certificate of Status and the copy of the Articles stamped "FILED" in the enclosed self addressed return envelope.

Very truly yours,

A handwritten signature in black ink, appearing to be 'Sandra M. Ferrera'.

Sandra M. Ferrera, Esq.
SMF/llf

Enclosure

**ARTICLES OF INCORPORATION
OF
MORNINGSIDE PALMS CONDOMINIUM ASSOCIATION, INC.
(A Florida Corporation Not For Profit)**

The undersigned, by these Articles, hereby form this not-for-profit corporation under the laws of the State of Florida, pursuant to Chapter 617, Florida Statutes, and certify as follows:

ARTICLE I - NAME

The name of the corporation shall be **MORNINGSIDE PALMS 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".

ARTICLE II - PURPOSES AND POWERS

A. **General.** The Association does not contemplate pecuniary gain or profit to the members thereof. The specific purposes for which the Association is formed is to provide for maintenance, preservation and architectural control of the condominium units and common elements within that certain Condominium more particularly described in the Declaration of Condominium for MORNINGSIDE PALMS, A CONDOMINIUM (hereafter, "the Declaration"), and to promote the health, safety and welfare of the residents within the Condominium and any additions. The Association shall have all of the common-law and statutory powers of a corporation not for profit under the Laws of Florida, except as expressly limited or restricted by the terms of these Articles, the Declaration, the By-Laws or the Act.

B. **Enumeration.** The Association shall have all of the powers and duties set forth in the Act, except as limited by these Articles, the By-Laws and the Declaration (to the extent that they are not in conflict with the Act), and all of the powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration and as more particularly described in the By-Laws, as they may be amended from time to time, including, but not limited to, the following:

- i. To make and collect Assessments and other charges against members as Unit Owners (whether or not such sums are due and payable to the Association), and to use the proceeds thereof in the exercise of its powers and duties.
- ii. To buy, accept, own, operate, lease, sell, trade and mortgage both real and personal property in accordance with the provisions of the Declaration.
- iii. To maintain, repair, replace, reconstruct, add to and operate the Condominium Property and/or Association Property, and other property acquired or leased by the Association.
- iv. To purchase insurance upon the Condominium Property and Association Property and insurance for the protection of the Association, its officers, directors and Unit Owners.
- v. To make and amend reasonable rules and regulations for the maintenance, conservation and use of the Condominium Property and Association Property and for the health, comfort, safety and welfare of the Unit Owners.
- vi. To approve or disapprove the leasing, transfer, ownership and possession of Units as may be provided by the Declaration.

- vii. To enforce by legal means the provisions of the Act, the Declaration, these Articles, the By-Laws, and the rules and regulations for the use of the Condominium Property and Association Property.
- viii. To contract for the management and maintenance of the Condominium Property and/or Association Property and to authorize a management agent (which may be an affiliate of the Developer) to assist the Association in carrying out its powers and duties by performing such functions as the submission of proposals, collection of Assessments, preparation of records, enforcement of rules and maintenance, repair and replacement of the Common Elements and Association Property with such funds as shall be made available by the Association for such purposes. The Association and its officers shall, however, retain at all times the powers and duties granted by the Condominium Act, including, but not limited to, the making of Assessments, promulgation of rules and execution of contracts on behalf of the Association.
- ix. To employ personnel to perform the services required for the proper operation of the Condominium and the Association Property.
- x. To execute all documents or consents, on behalf of all Unit Owners (and their mortgagees), required by all governmental and/or quasi governmental agencies in connection with land use and development matters (including, without limitation, plats, waivers of plat, unities of title, covenants in lieu thereof, etc.), and in that regard, each Owner, by acceptance of the deed to such Owner's Unit, appoints and designates the Board of Directors of the Association as such Owner's agent and attorney-in-fact to execute, any and all such documents or consents.

ARTICLE III - MEMBERSHIP AND VOTING

A. Membership: The members of the Association shall consist of all of the record title Unit 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. The foregoing does not include persons or entities who hold an interest merely as security for the performance of an obligation. Change of membership in the Association shall be established by recording in the Public Records of Florida, a deed or other instrument establishing a record title to any Unit in a transferee and the delivery to the Association of a certified copy of such instrument. Upon such delivery, the transferee designated by such instrument shall become a member of the Association and the membership of the transferee shall be terminated.

B. Appurtenance to Unit: The share of a member in the funds and assets of the Association shall not be assigned, hypothecated or transferred in any manner except as an appurtenance to his Unit.

C. Voting Rights: Each Owner shall be entitled to one vote for each Unit owned. When more than one person holds an interest or interests in any Unit, the vote for such Unit shall be limited to one vote as the Owners among themselves determine. The manner of exercising voting rights shall be determined by the By-Laws of the Association.

D. Meetings: The By-Laws shall provide for meetings of the members.

ARTICLE IV - BOARD OF DIRECTORS

A. Number and Qualification. The property, business and affairs of the Association shall be managed by a board consisting of the number of directors determined in the manner provided by

the By-Laws, but which shall consist of not less than three (3) directors. Directors need not be members of the Association. Directors must be natural persons who are 18 years of age or older.

B. Duties and Powers. All of the duties and powers of the Association existing under the Act, the Declaration, these Articles and the By-Laws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by Unit Owners when such approval is specifically required.

C. Election; Removal. Directors of the Association shall be elected at the annual meeting of the members in the manner determined by and subject to the qualifications set forth in the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

D. Term of Developer's Directors. The Developer of the Condominium shall appoint the members of the first Board of Directors and their replacements who shall hold office for the periods described in the By-Laws.

E. First Directors. The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have taken office, as provided in the By-Laws, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Michael Blakeman	650 NE 61 Street, #10 Miami, Florida 33137
Dan Blakeman	650 NE 61 Street, #10 Miami, Florida 33137
George Bean	650 NE 61 Street, #10 Miami, Florida 33137

ARTICLE V - OFFICERS

The affairs of the Association shall be administered by the officers holding the offices designated in the By-Laws. The officers shall be elected by the Board of Directors of the Association at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The By-Laws may provide for the removal from office of officers, for filling vacancies and for the duties and qualifications of the officers. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

Dan Blakeman, President
Michael Blakeman, Vice President
George Bean, Secretary/Treasurer

ARTICLE VI - INDEMNIFICATION

Every Director and every 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 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 an Director or Officer of the Association at the time such expenses are incurred, except when the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement, the indemnification shall apply only when the Board approves such settlement and

reimbursement as being in the best interests 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 VII - BY - LAWS

The first By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided in the By-Laws and the Declaration.

ARTICLE VIII - AMENDMENTS

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

A. 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.

B. 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).

ARTICLE IX - TERM

The term of the Association shall be perpetual.

ARTICLE X - DISSOLUTION

In conjunction with the termination of the Condominium as authorized in the Declaration, the Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) percent of the voting members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which the Association was created. In the event that such dedication shall be refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE XI - SUBSCRIBER

The name and address of the subscriber of these Articles of Incorporation is as follows:

Dan Blakeman
650 NE 61 Street, #10
Miami, Florida 33137

ARTICLE XII - RESIDENT AGENT

The name and street address of the Resident Agent of the Corporation is:

Meland, Russin, Hellinger & Budwick, P.A.
200 South Biscayne Boulevard - Suite 3000
Miami, Florida 33131

ARTICLE XIII - MISCELLANEOUS

A. Developer's Rights. So long as the Developer owns a Unit in the ordinary course of business, no amendment of these Articles of Incorporation or the By-Laws shall change Developer's rights and privileges as set forth in the Declaration without the Developer's prior written approval.

B. Stock. The Association shall issue no shares of stock of any kind or nature whatsoever.

C. Severability. Invalidation of any one or more of the provisions hereof shall in no way affect any other provisions, which shall remain in full force and effect.

D. Registered Office. The initial registered office of the Association shall be:

200 South Biscayne Boulevard - Suite 3000
Miami, Florida 33131

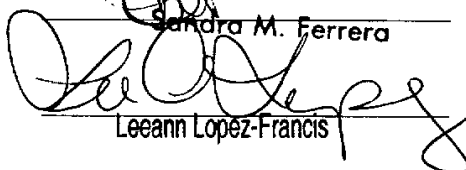
E. Principal Address. The principal address of the Association shall be:

650 NE 61 Street, #10
Miami, Florida 33137

IN WITNESS WHEREOF, the undersigned subscriber has executed this instrument this day
5 of October, 2005.

Signed, Sealed and Delivered
in the presence of:



Sandra M. Ferrera


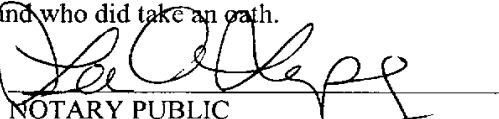
Leeann Lopez-Francis



Dan Blakeman

STATE OF FLORIDA)
)ss:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 5 day of October, 2005,
by Dan Blakeman, who is personally known to me and who did take an oath.



NOTARY PUBLIC
State of Florida at Large
My Commission Expires:



FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

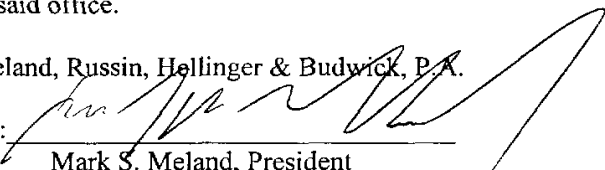
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that **MORNINGSIDE PALMS CONDOMINIUM ASSOCIATION, INC.**, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, named as its agent to accept service of process within this State the following person:

Meland, Russin, Hellinger & Budwick, P.A.
200 South Biscayne Boulevard - Suite 3000
Miami, Florida 33131

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, the undersigned hereby accepts to act in this capacity and agrees to comply with the provision of said Act to keeping open said office.

Meland, Russin, Hellinger & Budwick, P.A.

By: 

Mark S. Meland, President