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2005 JAN -9 PM 12:11
TALLAHASSEE FLORIDA

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COVER LETTER

2006 JAN -9 PM 12:11

DEPARTMENT OF STATE
TALLAHASSEE FLORIDA

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Grandview Heights Villas Homeowners Association, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Peter L. Breton
Name (Printed or typed)

625 N. Flagler Drive, 9th Floor
Address

West Palm Beach, FL 33401
City, State & Zip

(561) 659-7500
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF
GRANDVIEW HEIGHTS VILLAS
HOMEOWNERS ASSOCIATION, INC.

2006 JAN -9 PM 12: 11
STATE
TALLAHASSEE FLORIDA

The undersigned hereby establishes the following for the purpose of becoming a nonprofit corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation not-for-profit.

ARTICLE I

Name and Address of Corporation

The name of this Corporation (hereinafter the "Corporation" or "Association" shall be GRANDVIEW HEIGHTS VILLAS HOMEOWNERS ASSOCIATION, INC. and the mailing address of the Corporation is c/o LI Realty, Inc., 4524 Gun Club Road, West Palm Beach, FL 33415.

ARTICLE II

Purposes

The purpose of this Corporation is to own, lease, maintain, operate, and/or administer certain property within or related to Grandview Heights Villas, and to carry out its rights and duties set forth in the Declaration of Protective Covenants, of Grandview Heights Villas (hereinafter the "Declaration").

ARTICLE III

Definitions

The definitions set forth in the Declaration of Protective Covenants of Grandview Heights Villas shall apply to these Articles of Incorporation.

ARTICLE IV

Powers and Limitations

- A. The Corporation shall have the power:
1. To own, lease, operate, maintain, and administer the Common Areas, and other property within or related to Grandview Heights Villas in accordance with the Declaration.

2. To establish, through its Board of Directors, reasonable rules and regulations regarding the property within Grandview Heights Villas.

3. To promote the health, safety and welfare of the members of the Corporation.

4. To carry out all the powers and duties vested in the Corporation pursuant to these Articles and the Bylaws of the Corporation, and pursuant to the Declaration.

5. To do all things necessary to carry out the operation of the Corporation as a natural person might or could do and to exercise and enjoy all the powers, rights and privileges granted to or conferred upon corporations of similar character by the provisions of Chapter 617, Florida Statutes.

6. To engage professional management agents to manage its affairs, and pay a fee therefor.

7. To grant easements and leases to any Person or entity over, under, through, and/or across the Common Areas, for or without compensation to this Corporation, without any need to obtain the approval or joinder of any Owner or lienholder.

8. To assess members of the Association, and enforce such assessments in accordance with the Declaration.

B. The Corporation is not organized for profit, nor shall it have the power to issue certificates of stock or pay dividends.

C. All funds and title to all interests in property acquired by the Corporation, whether fee simple or leasehold or otherwise, and the proceeds thereof shall be held in trust for members of the Corporation, subject to the terms of the Declaration.

D. The Corporation shall not be authorized to make any unreasonable accumulations of cash or assets as determined by the Internal Revenue Code or the rules and regulations pursuant thereto.

ARTICLE V

Corporate Existence

This Corporation shall have perpetual existence unless sooner dissolved by law. The Corporation may be dissolved upon unanimous resolution to that effect being adopted by the members of the Board of Directors and approved by an affirmative vote of at least ninety percent (90%) of the total Voting Rights in Grandview Heights Villas, and, after receipt of an appropriate

decree of dissolution, if such decree is necessary at the time of dissolution as set forth in Florida Statutes, Chapter 617, or statute of similar import.

ARTICLE VI

Qualifications for Members and Manner of Admission and Voting Rights

1. All Owners of Parcels in Grandview Heights Villas shall be members of the Corporation. An Owner shall automatically be a member of the Corporation upon the recording in the Public Records of the County of the document evidencing the Owner's fee simple title to a Parcel.

2. Voting Rights shall be based on the formula of one vote for each Parcel; provided however, anything to the contrary herein notwithstanding, that the Declarant shall be entitled to vote one hundred percent (100%) of the Voting Rights in Grandview Heights Villas until three (3) months after ninety percent (90%) of the Parcels have been conveyed to Owners. The Declarant may, at any time and in its sole discretion, voluntarily relinquish the right to vote one hundred percent (100%) of the Voting rights in Grandview Heights Villas, by a written instrument filed with the Secretary of the Association.

ARTICLE VII

Directors

1. The business of this Corporation shall be conducted by a Board of Directors, consisting of three (3) Directors.

2. The election of directors, their removal and the filling of vacancies on the Board of Directors shall be in accordance with the Bylaws of this Corporation.

3. The directors herein named (see Article IX) shall serve until their successors are duly elected and qualified, or until they are removed in the manner elsewhere provided, or until they resign, whichever first occurs, and any vacancies in their number occurring before a successor has been duly elected and qualified shall be filled in accordance with the Bylaws of this Corporation.

ARTICLE VIII

Officers

The affairs of the Corporation shall be managed by a president, vice president, secretary, treasurer, and such other officers as may be authorized by the Board of Directors. A person may

hold more than one office except that the offices of President and Secretary shall not be held simultaneously by the same individual. Said officers shall be elected annually by the Board of Directors at the annual meeting of the Board of Directors and shall hold office until their successors shall be duly elected and qualified, or until they are removed, or until they resign, whichever first occurs. The first officers of the Corporation shall be:

President:	Larry Jakupi
Vice-President:	Dixon Li
Secretary:	Ray Patalano
Treasurer:	Dixon Li

ARTICLE IX

Names and Post Office Addresses of Directors

The names and post office addresses of the members of the first Board of Directors who shall hold office pursuant to the terms and provisions of these Articles of Incorporation and Bylaws of the Corporation shall be:

1. Larry Jakupi	c/o LI Realty, Inc., 4524 Gun Club Road, West Palm Beach, FL 33415
2. Dixon Li	c/o LI Realty, Inc., 4524 Gun Club Road, West Palm Beach, FL 33415
3. Ray Patalano	c/o LI Realty, Inc., 4524 Gun Club Road, West Palm Beach, FL 33415

ARTICLE X

Bylaws

The first bylaws of the Corporation shall be adopted by the Board of Directors named herein and may be altered, amended or rescinded in the manner provided by the Bylaws.

ARTICLE XI

Indemnification

1. The Corporation shall indemnify and hold harmless any Director, Officer or member of a corporate committee created or arising under these Bylaws or the Articles of Incorporation of the Corporation, or the Declaration, collectively referred to herein as the "Indemnities" and

individually referred to herein as an "Indemnitee," made a party or threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding as follows. This indemnification shall extend to any action of a judicial, administrative, criminal, or investigative nature (including, but not limited to, any action by the Corporation), brought by or against an Indemnitee, based on an act, or acts, alleged to have been committed by such Indemnitee, in his or her capacity as an Officer, Director or member of a corporate committee. In any such action, the Corporation shall indemnify and hold the Indemnitee harmless from and against judgments, losses, liabilities, costs, fines, amounts paid in settlement, and reasonable expenses, including, but not limited to, attorneys' fees, actually incurred by the Indemnitee as a result of such action, suit, or proceeding or any appeal therein, provided such Indemnitee did not act with gross negligence or willful misconduct. The termination of any such action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, in itself, create a presumption that any such Indemnitee acted with gross negligence or willful misconduct.

2. Indemnification as provided in this Article shall continue as to a person who has ceased to be a Director, Officer, or member of a corporate committee, and shall inure to the benefit of the heirs, executors, and administrators of such Indemnitee. References herein to Directors, Officers and members of corporate committees shall include not only current Directors and Officers, but former Directors, former Officers and former members of corporate committees as well.

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

4. 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 Corporation shall also indemnify (and advance costs to) the Indemnitees to the full extent allowed under any applicable statute (including, but not limited to, §617.0831, Fla. Stats.).

ARTICLE XII

Transactions in Which Directors or Officers Are Interested

1. No contract or other transaction between the Corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested shall be either void or voidable because of such relationship or interest, because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or because his or their votes are counted for such purpose, if:

(a) The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors;

(b) The fact of such relationship or interest is disclosed or known to the members entitled to vote on such contract or transaction, if any, and they authorize, approve, or ratify it by vote or written consent; or

© The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board, a committee, or the members.

2. Common or interested directors may be counted in determining the presence of quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction.

3. No director or officer of the Corporation shall incur liability merely by reason of the fact that he or she is or may be interested in any such contract or transaction.

ARTICLE XIII

Amendments

1. These Articles of Incorporation may be amended upon:
 - a. the affirmative consent of at least two-thirds (2/3) of the Board of Directors and of at least a majority of all of the Voting Rights in Grandview Heights Villas; or,
 - b. the affirmative consent of at least two-thirds (2/3) of all of the Voting Rights in Grandview Heights Villas.

2. A copy of each amendment to the Articles of Incorporation as approved must be accepted by the Secretary of State of the State of Florida, or such other person required by Florida law, and shall be recorded in the Public Records of Palm Beach County, Florida.

ARTICLE XIV

Incorporator


The name and post office address of the Incorporator of these Articles of Incorporation is Peter L. Breton, P.O. Box 3888, West Palm Beach, FL 33402.

ARTICLE XV

Initial Registered Office and Agent

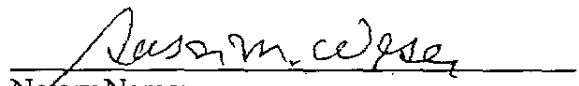
The street address of the initial registered office of this Corporation is 625 NORTH FLAGLER DRIVE, NINTH FLOOR, WEST PALM BEACH, FLORIDA 33401, and the name of the initial registered agent of this Corporation is PETER L. BRETON, ESQUIRE.

IN WITNESS OF THE FOREGOING, the undersigned has hereunto set his hand and seal in acknowledgment of the foregoing Articles of Incorporation, this 6th day of January, 2006, which Articles are to be filed in the Office of the Secretary of State.


PETER L. BRETON, Incorporator

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 6th day of January, 2006, by PETER L. BRETON, and he is personally known to me, OR has produced _____ as identification.


Notary Name: _____
Notary Public
Serial (Commission) Number
(if any) _____

(NOTARY STAMP)



· CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to §§48.091 and 617.0501, Florida Statutes, the following is submitted in compliance with said Statutes:

THAT, GRANDVIEW HEIGHTS VILLAS HOMEOWNERS ASSOCIATION, INC., a Florida Corporation Not-For-Profit, desiring to organize under the laws of the State of Florida, with its initial principal offices at 625 NORTH FLAGLER DRIVE, WEST PALM BEACH, FLORIDA 33401, has named PETER L. BRETON, ESQUIRE, whose address is 625 NORTH FLAGLER DRIVE, NINTH FLOOR, WEST PALM BEACH, FLORIDA 33401, as its duly authorized Registered Agent to accept service of process for the Corporation within the State of Florida.

ACKNOWLEDGMENT

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

DATED this 6th day of January, 2006.


PETER L. BRETON, REGISTERED AGENT

2006 JAN - 9 PM 12: 11
TALLAHASSEE FLORIDA