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FLORIDA PROFIT/NON PROFIT CORPORATION

Breakwater Villas Condominium Association, Inc.

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**ARTICLES OF INCORPORATION OF
BREAKWATER VILLAS CONDOMINIUM ASSOCIATION, INC.
(A CORPORATION NOT-FOR-PROFIT)**

The undersigned subscriber by these articles associate themselves for the purpose of forming a corporation not-for-profit pursuant to the laws of the State of Florida (Chapter 617, Florida Statutes) and hereby adopt the following articles of incorporation:

I.

The name of the corporation is BREAKWATER VILLAS CONDOMINIUM ASSOCIATION, INC. which corporation shall hereinafter be referred to as the "Association".

II.

The purpose for which the Association is organized is to provide an entity pursuant to Chapter 718, Florida Statutes, hereinafter referred to as the "Condominium Act", to operate that certain Condominium, bearing the same name as the Association, (hereinafter referred to as the "Condominium"), at 301 12TH Street, Vero Beach, Florida 32960, on the property legally described on Exhibit "A" attached hereto. The Developer is Breakwater Villas, LLC, a Delaware limited liability company, and is hereinafter referred to as "Developer."

III.

The Association shall have the following powers:

1. The Association shall have all of the powers and privileges granted to corporations not for profit except where the same are in conflict with the Declaration of Condominium and Exhibits attached thereto.

2. The Association shall have all of the powers reasonably necessary to implement and effectuate the purposes of the Association, except as limited herein, as specified in the Declaration of Condominium and F.S. 718.111 including, but not limited to the following:

(a) To levy and collect assessments against members of the Association to defray the expenses of the Condominium as provided for in the Declaration of Condominium and Exhibits attached thereto.

(b) To maintain, improve, repair, reconstruct, replace, operate and manage the Condominium Property.

(c) To contract for the management of the Condominium Property and to delegate in such contract all or any part of the powers and duties of the Association provided in these Articles, the Declaration of Condominium and Exhibits attached thereto.

(d) To enforce the provisions of said Declaration of Condominium and Exhibits attached thereto and the Rules and Regulations governing the use of said Condominium.

(e) To exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to, or imposed upon the Association.

(f) As provided in the Declaration of Condominium, to acquire and enter into agreements whereby the Association acquires leaseholds, membership and other possessory or use interests in lands or facilities, whether or not contiguous to the lands of the Condominium intended to provide for the enjoyment, recreation or other use or benefit of the members.

(g) To approve or disapprove of the transfer, mortgage, ownership, leasing and occupants of Condominium Units.

(h) The Association shall have the right, when determined by the Board of Directors to be in the best interests of the Association, to grant exclusive licenses, easements, permits, leases or privileges to any individual or entity, including non-Unit Owners, which affect the Common Elements or Limited Common Elements, and to alter, add to, relocate or improve the Common Elements and Limited Common Elements, provided, however, if any Limited Common Elements are affected, the consent of the Owner(s) of the Unit(s) to which such Limited Common Elements are appurtenant must be obtained by the Association.

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The provisions of the Declaration of Condominium and Exhibits attached thereto which provide for the conduct of the affairs of the Association and create, divide, limit and regulate the powers of the Association, directors, and members shall be deemed provisions hereof.

IV.

The qualification of members, the manner of their admission, termination of such membership, and voting by members shall be as follows:

1. The owners of all Units in the Condominium and the Subscriber to these Articles of Incorporation shall be members of the Association. No other persons or entities shall be entitled to membership. Membership of the subscriber shall terminate upon the Developer being divested of all units in the condominium and control of the Association is turned over to the members.

2. Subject to the provisions of the Declaration of Condominium and the By-Laws of this Association, membership shall be established by the acquisition of fee title to a Unit in the Condominium. The membership of any party shall be automatically terminated upon his being divested of title to all Units owned by such member in the Condominium. Membership is non-transferable except as an appurtenance to a Unit.

3. On all matters on which the membership shall be entitled to vote, each Unit Owner, which is current with respect to payment of assessments and does not owe any late fees, shall be entitled to one (1) Vote (the "Voting Interests") for each Unit owned.

Voting by Unit Owners shall be governed by the provisions of the By-Laws.

4. Until such time as the Condominium Property which this Association is intended to operate is submitted to Condominium ownership by the recordation of the Declaration of Condominium, the membership of the Association shall be comprised of the Subscriber to these Articles, which shall be entitled to cast one vote on all matters on which the membership shall be entitled to vote.

V.

The Association shall have perpetual existence. If the Association shall ever be dissolved, the assets shall be conveyed to an appropriate agency of the local government or to a not-for-profit corporation with similar purposes as the Association.

VI.

The principal office of the Association shall be located on the Condominium Property, 301 12th Street, Vero Beach, Florida 32960. The registered office of the Association shall be located at c/o Alan W. Levine, Esq., Levine & Partners, P.A., 1110 Brickell Avenue, Seventh Floor, Miami, Florida 33131 and the registered agent at such address shall be Alan W. Levine, Esq.

VII.

The affairs of the Association will be managed by a Board of Administration initially consisting of three (3) directors who need not be members of the Association. Directors of the Association shall be elected at the annual meeting in the manner provided by the By-Laws. Directors may be removed and vacancies on the Board shall be filled in the manner provided by the By-Laws.

The Directors named in these Articles shall serve pursuant to the By-Laws and the Condominium Act and any vacancies in their number occurring shall be filled as the By-Laws provide.

The names and addresses of the members of the first Board who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

Name: Paul R. Steinfurth	Address: 3250 Mary Street, Suite 306 Miami, Florida 33133
Name: Paul C. Steinfurth	Address: 3250 Mary Street, Suite 306 Miami, Florida 33133
Name: Carol A. Ogden	Address: 3250 Mary Street, Suite 306 Miami, Florida 33133

The Board of Directors shall have the power to adopt the budget of the Association and Condominium.

The transfer of control from the Developer to the Unit Owners shall be in accordance with the provisions of F.S. 718.301 and the By-Laws.

The Board shall be subject to recall as provided in F.S. 718.112 (to the extent legally valid).

VIII

Subject to the provisions of the By-Laws, the officers of the Association shall be elected by the Board at their first meeting following the members annual meeting. Officers shall serve at the pleasure of the Board. The names of the initial officers who shall serve until their successors are elected are as follows:

President:	Paul R. Steinfurth
Vice President:	Paul C. Steinfurth
Secretary and Treasurer:	Paul R. Steinfurth

IX.

The Incorporator of these Articles of Incorporation is Alan W. Levine, Esq. whose address is 1110 Brickell Avenue, Seventh Floor, Miami, Florida 33131.

X.

The original By-Laws of the Association shall be adopted by a majority vote of the Directors of the Association. The By-Laws may be altered or rescinded by the Board and the voting interests in the Association subject to the provisions thereof.

XI.

These Articles of Incorporation may be amended in the following manner:

1. **Proposal.** Amendments to these Articles may be proposed upon a vote of a majority of the entire Board adopting a resolution setting forth the proposed amendment to these Articles, directing that it be submitted to a vote at a meeting of members, or amendments may be proposed by the members of the Association upon a vote of a majority (51%) of the voting interests entitled to vote at a meeting for which notice of the proposed amendment has been given.

2. **Call For Meeting.** Upon the adoption of a resolution proposing any amendment or amendments to these Articles by said Board or members, such proposed amendment or amendments shall be transmitted to the President of the Association, or other officer of the Association in absence of the President, who shall thereupon call a special joint meeting of the Board and the membership. It shall be the duty of the Secretary to give each member written notice stating the place, day and hour of the meeting and setting forth the proposed amendment or a summary of the changes to be effected thereby and an identification of agenda items for which the meeting is called. Notice shall be delivered not less than fourteen (14) or more than sixty (60) days before the date of the meeting either personally or by first class mail. Notice shall additionally be posted at a conspicuous location on the Condominium Property. If the notice is mailed with postage thereon prepaid, at least twenty (20) days before the date of meeting, it may be done by a class of United States mail other than first class. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the membership books.

3. **Vote Necessary.** In order for such amendment or amendments to become effective, the same must be approved, at a duly called meeting, by an affirmative vote of two of the Board and seventy-five percent (75%) of the voting interests entitled to vote thereon.

4. **Filing.** The Articles of Amendment containing said approved amendment or amendments shall be executed by the corporation by its President or Vice President and by its Secretary or Assistant Secretary and acknowledged by one of the officers signing such Articles. The Articles of Amendment shall set forth:

- (a) The name of the corporation
- (b) The amendments so adopted.

(c) The date of the adoption of the amendment by the members

Such Articles of Amendment shall be filed, along with the appropriate filing fees, within ten (10) days from said approval with the office of the Secretary of the State of Florida for approval. Notwithstanding the foregoing provisions of this Article, for so long as Developer holds Units for sale in the ordinary course of business at the Condominium, no action shall be taken by the Association which would be detrimental to sales of Units by Developer without approval in writing by Developer, accordingly, for so long as Developer holds Units for sale in the ordinary course of business in the Condominium, prior to the approval of any amendment to these Articles of Incorporation, ten (10) day written notification of the proposed amendment shall first be provided to Developer for determination by Developer if the same would be detrimental to sales of Units by Developer. No amendment shall be made that is in conflict with the Condominium Act, the Declaration of Condominium, or which causes the Association or its members to violate any of the same.

XII.

The share of any member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to a Unit. The funds and assets of the Association shall belong solely to the Association and are subject to the limitation that the same be expended, held, or used for the benefit of the membership and for the purposes authorized in the Declaration of Condominium and Exhibits attached thereto.

XIII.

The Association may enter into contracts or transact business with any firm, corporation, or other concern in which any or all officers, directors or members of the Association may have an interest of any nature whatsoever. No contract, including those entered or to be entered into with Developer shall be invalidated in whole or part by the Association, any subsequent officers, director and/or member(s) on the grounds that the officers, directors and/or member(s) had an interest, whether adverse or not, in the party contracted with or the subject matter of the contract or profited thereby regardless of the fact that the vote of the directors, officers or member(s) with an interest was necessary to obligate the Association.

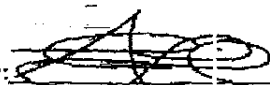
At any meeting of the Board which shall authorize or ratify any such contract or transaction, any interested director or directors may vote or act thereat, with full force and effect, as if he had no such interest (provided that in such case the nature of such interest [though not necessarily the extent or details thereof] shall be disclosed, or shall have been known to the directors or a majority thereof). A general notice that a director or officer is interested in any corporation or other concern of any kind above referred to shall be a sufficient disclosure thereof. No director shall be disqualified from holding office as director or officer of the Association by reason of any such adverse interests. No director, officer, or member having such adverse interest shall be liable to the Association or to any member or creditor thereof or to any other person for any loss incurred by it under or by reason of such contract or transaction, nor shall any such director, officer, member or entity in which said member is involved be accountable for any gains or profits realized thereby.

All the provisions of the Declaration and Exhibits attached thereto shall be deemed ratified and fully disclosed hereunder.

XIV.

The Association does, and shall indemnify its officers and directors as provided in the By-Laws.

IN WITNESS WHEREOF, the Incorporator has affixed his signature this 7th day of Feb., 2006.

By: 

Alan W. Levine, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated non-profit corporation, at the place designated in the Article VI of these Articles of Incorporation, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his duties.

Dated this 7th day of Feb., 2006.


Alan W. Levine

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

} SS:

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared Alan W. Levine, personally known to me to be the person described in and who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily.

WITNESS my hand and official seal in the County and State last aforesaid this 7th day of Feb., 2006.

My Commission Expires:


Notary Public, State of Florida at Large
Print Name: GRACE RUBIN



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EXHIBIT "A"
LEGAL DESCRIPTION

That portion of the Southwest 1/4 of Section 7, Township 33 South, Range 40 East, lying South of the Southerly Right-of-Way line of 12th Street, and West of the Westerly Right-of-Way line of Indian River Boulevard, described as follows:

Commence at the Northwest corner of the Southwest 1/4 of said Section 7 and run South 00 degrees 29'17" West along the West line of the Southwest 1/4 of said Section 7 for 35.00 feet to the Point of Beginning of the South right of way line of said 12th Street; thence for the next four courses run along the South right of way line of said 12th Street as follows: South 89 degrees 44'19" East for 153.02 feet to the Point of curve of a circular curve to the right, concave southerly, having a radius of 340.00 feet, through a central angle of 31 degrees 13'35" for an arc length of 185.30 feet, to the point of tangent; South 58 degrees 30'43" East for 23.61 feet; South 13 degrees 31'44" East for 35.36 feet to the Westerly right of way line of said Indian River Boulevard; thence run South 31 degrees 29'16" West along the Westerly right of way line of said Indian River Boulevard for 410 feet to the point of curve of a circular curve to the left, concave Easterly, thence continue along the aforesaid right of way line along the arc of said curve, having a radius of 1029.93 feet, through a central angle of 31 degrees 00'00", for an arc length of 557.25 feet to the point of tangent on the west line of the Southwest 1/4 of said Section 7; thence run North 00 degrees 29'17" East along the West line of the Southwest 1/4 of said Section 7 for 976.32 feet to the Point of Beginning; lying and being in Indian River County, Florida.

Said lands situate, lying and being in Indian River County, Florida.