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FLORIDA PROFIT/NON PROFIT CORPORATION

Palms Eight Condominium Association, Inc.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
PALMS EIGHT CONDOMINIUM ASSOCIATION, INC.**

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

ARTICLE 1

Name

The name of the corporation shall be PALMS EIGHT 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 2

Purpose

The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act (the "Act") as it exists on the date hereof for the operation of a condominium located in Brevard County, Florida known as PALMS EIGHT, A CONDOMINIUM.

ARTICLE 3

Definitions

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

ARTICLE 4

Powers

The powers of the Association shall include and be governed by the following:

4.1 General. The Association shall have all of the common-law and statutory powers of a not for profit corporation under the laws of Florida that are not in conflict with the provisions of these Articles, the Declaration, the By-Laws or the Act.

THIS INSTRUMENT PREPARED BY:
DALE A. DETTMER, ESQ.
304 S. Harbor City Boulevard, Suite 201
Melbourne, Florida 32901
(321) 723-5646
Florida Bar Number: 172988

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4.2 Enumeration. The Association shall have all of the powers and duties set forth in 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 and these Articles, as they may be amended from time to time, including, but not limited to, the following:

4.2.1 To buy, own, operate, lease, sell, trade and mortgage both real and personal property.

4.2.2 To maintain, repair, replace, reconstruct, add to and operate the Common Elements and other property acquired or leased by the Association.

4.2.3 To purchase insurance upon the Condominium Property and insurance for the protection of the Association, its officers, directors and Unit Owners.

4.2.4 To make and amend reasonable rules and regulations for the maintenance, conservation and use of the Condominium Property and for the health, comfort, safety and welfare of the Unit Owners.

4.2.5 To approve or disapprove the leasing, transfer, ownership and possession of Units as may be provided by the Declaration.

4.2.6 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.

4.2.7 To contract for the management and maintenance of the Condominium Property and to authorize a management agent (who 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 with 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 Act including, but not limited to, the making of Assessments, promulgation of rules and execution of contracts on behalf of the Association.

4.2.8 To employ personnel to perform the services required for the proper operation of the Condominium.

4.2.9 To allocate expenses of the Condominium in the manner contemplated by the By-Laws.

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

4.4 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, except in the event of a termination of the Condominium.

4.5 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.

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 their successors and assigns.

5.2 Assignment. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the Unit for which that share is held.

5.3 Voting. On all matters upon which the membership, or any appropriate constituency thereof, shall be entitled to vote, there shall be only one (1) vote for each Unit, which vote shall be exercised or cast in the manner provided by the Declaration and By-Laws. Any person or entity owning more than one Unit shall be entitled to one (1) vote for each Unit owned.

5.4 Meetings. The By-Laws shall provide for an annual meeting of members and may make provision for regular and special meetings of members other than the annual meeting.

ARTICLE 6

Term of Existence

Existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary of State, Tallahassee, Florida. The Association shall have perpetual existence.

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ARTICLE 7
Incorporator

The name and address of the incorporator of the Association are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Michael Coffey	2240 Front Street Melbourne, Florida 32901

ARTICLE 8
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 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:

President: Charles Wahlen
2240 Front Street
Melbourne, Florida 32901

Secretary: Michael Coffey
2240 Front Street
Melbourne, Florida 32901

Treasurer: Laura Coffey
2240 Front Street
Melbourne, Florida 32901

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ARTICLE 9
Directors

9.1 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 or residents of Units in the Condominium.

9.2 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 all or appropriate portions of the Unit Owners when such approval is specifically required and except as provided in the Declaration.

9.3 Election; Removal. Directors of the Association shall be elected at their 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.

9.4 Term of Developer's Director. 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.

9.5 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 qualified, as provided in the By-Laws, are as follows:

Charles Wahlen
2240 Front Street
Melbourne, Florida 32901

Michael Coffey
2240 Front Street
Melbourne, Florida 32901

Laura Coffey
2240 Front Street
Melbourne, Florida 32901

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ARTICLE 10
Indemnification

10.1 Indemnity. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, employee, officer or agent of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless (i) a court of competent jurisdiction finally determines, after all appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or in a manner he reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful; and (ii) such court also determines specifically that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the Association, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

10.2 Expenses. To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in paragraph 10.1 above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorney's fees) actually and reasonably incurred by him in connection therewith.

10.3 Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the affected director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized in this Article 10.

10.4 Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking may be entitled under any by-law, agreement, vote of members or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and personal representatives of such person.

10.5 Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving, at the request of the Association, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise,

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against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

10.6 Amendment. Anything to the contrary herein notwithstanding, the provisions of this Article 10 may not be amended without the approval in writing of all persons whose interest would be adversely affected by such amendment.

ARTICLE 11

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 12

Amendments

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

12.1 Notice and Adoption. Amendments to these Articles shall be proposed by the Board of Directors and, after notice to members within the time and in the manner provided for in Chapters 617 and 718 of the Florida Statutes setting forth the proposed amendment or a summary of the changes to be effected thereby, thereafter shall be submitted to a meeting of the membership of the Association. The proposed amendment shall be adopted upon receiving the affirmative vote of a majority of the votes of members entitled to vote thereon.

12.2 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 Brevard County, Florida.

ARTICLE 13

Initial Registered Office; Address and Name of Registered Agent

The initial registered office of this corporation shall be at 2240 Front Street, Melbourne, Florida 32901, with the privilege of having its office and branch offices at other places within or without the state of Florida. The initial registered agent at that address shall be Michael Coffey. The principal address shall be the same.

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IN WITNESS WHEREOF, the incorporator has affixed his signature the day and year set forth below.

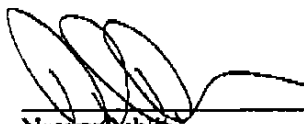

Michael Coffey

STATE OF FLORIDA
COUNTY OF BREVARD

THE FOREGOING INSTRUMENT was acknowledged before me this 8th day of September, 2006, by Michael Coffey, who is personally known to me, or who has provided _____ as identification.



Dale A. Dettmer
Commission # DD549852
Expires July 28, 2010
Dated Tray Falm - Insurance, Inc. 800-385-7019


Notary Public
My Commission Expires:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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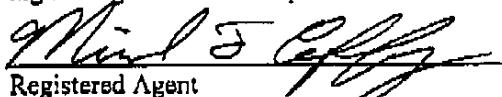
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR
THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with the laws of Florida, the following is submitted:

First - - That desiring to organize under the laws of the state of Florida with its principal office located in Melbourne, Brevard County, Florida, the corporation named in the Articles has named Michael Coffey, whose office address is 2240 Front Street, Melbourne, Florida 32901, as its statutory Registered Agent.

Having been named the statutory agent of said corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.


Registered Agent

DATED this 8th day of September, 2006.