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GARDEN BAY CONDOMINIUM ASSOCIATION, INC.

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CAPITAL CONNECTION

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Florida Dept of State



September 18, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

YOUR CAPITAL CONNECTION INC.

SUBJECT: GARDEN BAY CONDOMINIUM ASSOCIATION, INC.
REF: W06000040830

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The principal address must be at a street address. A post office box is not acceptable.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

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Tammy Hampton
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT "D"
ARTICLES OF INCORPORATION
FOR
GARDEN BAY CONDOMINIUM ASSOCIATION, INC.

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 GARDEN BAY 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
OFFICE

The principal office and mailing address of the Association shall be at Garden Bay Condominium of Cocoa Beach, 191 Seminole Lane, Cocoa Beach, Florida 32931, or at such other place 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 3
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 Brevard County, Florida, and known as GARDEN BAY CONDOMINIUM (the "Condominium").

ARTICLE 4
SPECIAL ASSESSMENT

Special Assessment for Surface Water or Storm Water Management System: The Association shall operate, maintain and manage the surface water or storm water management system in a manner consistent with the St. John's River Water Management District's permit no.42-009-92527-1 and applicable District rules, and shall assist in the enforcement of the Declaration of Condominium which relate to the surface water or Storm water management system.

The Association shall levy and collect adequate assessments against members of the Association for the cost of maintenance and operation of the surface water or storm water management system.

In the event of termination, dissolution, or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or storm water management system must be transferred to and accepted by the entity taking title, which would comply with Section 40C-42.027, F.A.C., and be approved by the St. John's River Water Management District prior to such termination, dissolution or liquidation.

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ARTICLE 5
DEFINITIONS

The terms used in these Article shall have the same declinations and meanings 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 6
POWERS

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

- 6.1 **General.** 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.
- 6.2 **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
- (a) 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
 - (b) To buy, accept, own, operate; lease, sell, trade and mortgage both real and personal property in accordance with the provisions of the Declaration
 - (c) 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
 - (d) To purchase insurance upon the Condominium Property and Association Property land insurance for the protection of the Association, its officers, directors and Unit Owners.
 - (e) 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
 - (f) To approve or disapprove the leasing, transfer, ownership and possession of Units as may be provided by the Declaration.
 - (g) 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.
 - (h) 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

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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

- (i) To employ personnel to perform the services required for the proper operation of the Condominium and the Association Property
- (j) 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.

6.3 Association 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.

6.4 Distribution of Income. The Association shall not pay a dividend to its members and shall make no distribution of income to its members, directors or officers, unless otherwise authorized by the Florida Not For Profit Corporation Act (Chapter 617, Florida Statutes).

6.5 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, provided that in the event of conflict, the provisions of the Act shall control over those of the Declaration and By-laws.

ARTICLE 7 MEMBERS

7.1 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.

7.2 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.

7.3 Voting. On all matters upon which the membership shall be entitled to vote, there shall be only one vote for each Unit. All votes 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 cast the aggregate number of votes attributable to all Units owned.

7.4 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.

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ARTICLE 8
TERM OF EXISTENCE

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

ARTICLE 9
INCORPORATOR

The name and address of the Incorporator of this Corporation is:

NAME

ADDRESS

Samuel Block, Esq.

Law Offices of Samuel Block
21 Royal Palm Pointe, Suite 100
Vero Beach, Florida 32960

ARTICLE 10
OFFICERS

The affairs of the Association shall be administered by the officers holding the office 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:

President

Address

Yane F. Zana

66 North Atlantic Avenue,
Suite 205
Cocoa Beach, Florida 32931

Vice President

Robert Joseph Scales

66 North Atlantic Avenue,
Suite 205
Cocoa Beach, Florida 32931

Treasurer

Yane F. Zana

66 North Atlantic Avenue,
Suite 205
Cocoa Beach, Florida 32931

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Secretary

Samuel A. Block

21 Royal Palm Pointe,
Suite 100
Vero Beach, Florida 32960

ARTICLE 11
BOARD OF DIRECTORS

The affairs of the Corporation shall be conducted, managed and controlled by the Board of Directors. The initial Board of Directors shall consist of three (3) directors. The Directors shall be elected or appointed as stated in the By-Laws.

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

Yane F. Zana

66 North Atlantic Avenue,
Suite 205
Cocoa Beach, Florida 32931

Robert Joseph Scales

66 North Atlantic Avenue,
Suite 205
Cocoa Beach, Florida 32931

Samuel A. Block

Samuel A. Block
21 Royal Palm Pointe, Suite 100
Vero Beach, Florida 32960

ARTICLE 12
INDEMNIFICATION AND WAIVER OF CLAIMS

- 12.1 Indemnification. The Association shall indemnify any person, who was or is a party to any proceeding by or in the right of the Association to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee, or agent of the Association against expenses and amounts paid in settlement not exceeding. In the judgment of the Board of Directors, the estimated expense of litigating the proceeding to conclusion, actually and reasonably incurred in connection with the defense or settlement of such proceeding, including any appeal thereof. Such indemnification shall be authorized if such person acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Association, except that no indemnification shall be made under this subsection in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable unless, and only to the extent that, the court in which such proceeding was brought, or any other court of competent jurisdiction shall determine upon Application that, despite the adjudication of liability but in view of all

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circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

12.2 Indemnification for 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 proceeding referred to in subsection 12.1 or 12.2, or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses actually and reasonably incurred by him in connection therewith.

12.3 Determination of Applicability. Any indemnification under subsection 12.1 or subsection 12.2, unless pursuant to a determination by a court, shall be made by the association only as authorized in the specific case upon a determination that indemnification of the director, officer, employee, or agent is proper under the circumstances because he has the applicable standard of conduct set forth in subsection 12.1 or subsection 12.2. Such determination shall be made:

- (a) By the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such proceeding;
- (b) If such a quorum is not obtainable, by majority vote of a Committee duly designated by the Board of Directors (In which Directors who are parties may participate) consisting solely of two or more Directors not at the time parties to the proceeding;
- (c) By independent legal counsel:
 - 1. selected by the Board of Directors prescribed in paragraph (a) or the Committee prescribed in paragraph (b); or
 - 2. if a quorum of the Directors cannot be obtained for paragraph (a) and the Committee cannot be designated under paragraph (b), then by a majority of the voting interests of the members of the Association who were not parties to such proceeding.

12.4 Determination Regarding Expenses. Evaluation of the reasonableness of expenses and authorization of indemnification shall be made in the same manner as the determination that indemnification is permissible. However, if the determination of permissibility is made by independent legal counsel, persons specified by paragraph 12.4(c) shall evaluate the reasonableness of expenses and may authorize indemnification.

12.5 Advancing Expenses. Expenses incurred by an officer or Director in defending a civil or criminal proceeding may be paid by the Association in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such Director or officer to repay such amount, if he is ultimately found not to be entitled to indemnification by the Association pursuant to this section. Expenses incurred by other employees and agents may be paid in advance upon such terms or conditions that the Board of Directors deems appropriate.

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- 12.6 Exclusivity: Exclusions. The indemnification and advancement of expenses provided pursuant to this section are not exclusive, and the Association may make any other or further indemnification or advancement of expenses of any of its directors, officers, employees, or agents, under any bylaw, agreement, vote of Unit Owners or disinterested Directors, or otherwise. However, indemnification or advancement of expenses shall not be made to or on behalf of any Director, officer, employee, or agent if a judgment or other final adjudication establishes that his actions, or omissions to act, were material to the cause of action so adjudicated and constitute:
- (a) A violation of the criminal law, unless the Director, officer, employee, or agent had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful;
 - (b) A transaction from which the Director, officer, employee, or agent derived an improper personal benefit; or
 - (c) Willful misconduct or a conscious disregard for the best interests of the Association in a proceeding by or in the right of the Association to procure a judgment in its favor or in a proceeding by or in the right of the members of the Association.
- 12.7 Continuing Effect. Indemnification and advancement of expenses as provided in this section shall continue to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person, unless otherwise provided when authorized or ratified.
- 12.8 Application to Court. Notwithstanding the failure of the Association to provide indemnification in any specific case, a director, officer, employee, or agent of the association who is or was a party to a proceeding may apply for indemnification or advancement of expenses, or both to the court conducting the proceeding, to the circuit court, or to another court of competent jurisdiction. On receipt of an application, the court, after giving any notice that it considers necessary, may order indemnification and advancement of expenses, including expenses incurred in seeking court ordered indemnification or advancement of expenses. If it determines that:
- (a) The Director, officer, employee, or agent is entitled to mandatory indemnification under subsection 12.3, in which case the court shall also order the Association to pay the Director reasonable expenses incurred in obtaining court ordered indemnification or advancement of expenses;
 - (b) The Director, officer, employee, or agent is entitled to indemnification or advancement of expenses, or both, by virtue of

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the exercise by the Association of its power pursuant to subsection 12.6; or

- (c) The Director, officer, employee, or agent is fairly and reasonably entitled to indemnification or advancement of expenses, or both, in view of all the relevant circumstances, regardless of whether such person met the standard of conduct set forth in subsection 12.1, subsection 12.2, or subsection 12.6.

12.9 Definitions. For purposes of this Article 12, the term "expenses" shall be deemed to include attorneys' fees, including those for any appeals; the term liability shall be deemed to include obligations to pay a judgment, settlement, penalty, fine, and expenses actually and reasonably incurred obligations to pay a judgment, settlement, penalty, fine, and expenses actually and reasonably incurred with respect to a proceeding; the term "proceeding" shall be deemed to include any threatened, pending, or completed action, suit, or other type of proceeding, whether civil, criminal, administrative or investigative, and whether formal or informal; and the term "agent" shall be deemed to include a volunteer; the term "serving at the request of the Association" shall be deemed to include any service as a Director, officer, employee or agent of the Association that imposes duties on such person.

12.10 Amendment. Anything to the contrary herein notwithstanding, no amendment to the provision of this Article 12 shall be applicable as to any party eligible for indemnification hereunder who has not given his prior written consent to such amendment.

ARTICLE 13 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 14 AMENDMENTS

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

- 14.1 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.
- 14.2 Adoption. Amendments shall be proposed and adopted in a 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).

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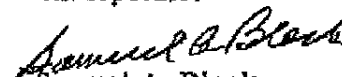
- 14.3 Limitation. No amendment shall make any changes in the qualifications for membership, nor in the voting rights or property rights of members, nor, any changes in sections 6.3, 6.4 and 6.5 of Article 6, entitled "Powers", without the approval in writing of all members and the joinder of all record owners of mortgage upon units. 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 and/or Institutional First Mortgagees, unless the Developer and/or the institutional First Mortgagees, as applicable, shall join in the execution of the amendment. No amendment of this paragraph 14.3 shall be effective.
- 14.4 Developed Amendments. To the extent lawful, the Developer may amend These Article consistent with the provisions of the Declaration allowing certain amendments to be effected by the Developer alone.
- 14.5 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 Brevard County, Florida with an identification on the first page thereof of the book and page of said public records where the Declaration was recorded which contains, as an exhibit, the initial recording of these Articles.

ARTICLE 15
INITIAL REGISTERED OFFICE:
ADDRESS AND NAME OF REGISTERED AGENT

The initial registered office of this corporation shall be 66 North Atlantic Avenue, Suite 205, Cocoa Beach, Florida 32931, with the privilege of having its office within Brevard County, in the State of Florida.

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

Incorporator


Samuel A. Block

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**CERTIFICATION DESIGNATING PLACE OF BUSINESS 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, as indicated in the foregoing Articles of Incorporation, in the County of Brevard, State of Florida, the Association named in the said Articles has named Mr. Samuel Block, Law Offices of Samuel Block, at 3339 Cardinal Drive, Suite 205, Vero Beach, Florida 32963, as its statutory registered agent.

Having been named the statutory agent of said Association at the place designated in this certificate, I am familiar with the obligations of that position, and 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.

Samuel A. Block

Name:

Registered Agent

DATED this 15th day of
Sept., 2006

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TALLAHASSEE, FLORIDA