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DEAN MEAD, EGERTON

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FLORIDA PROFIT/NON PROFIT CORPORATION

Turtle Creek Business Condominium Association, Inc.

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10/3/2006

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ARTICLES OF INCORPORATION
FOR
TURTLE CREEK BUSINESS CONDOMINIUM ASSOCIATION, INC.

THE UNDERSIGNED INCORPORATOR, for the purpose of forming a corporation not for profit, pursuant to the Florida Not For Profit Corporation Act (Chapter 617, Florida Statutes), to serve as the condominium association for Turtle Creek Business Condominium (the "Condominium"), located in Brevard County, Florida, which has or is being created pursuant to that certain Declaration of Condominium for Turtle Creek Business Condominium recorded or to be recorded in the Public Records of Brevard County, Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I
NAME OF CORPORATION

The name of the corporation shall be TURTLE CREEK BUSINESS 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 Bylaws of the Association as the "Bylaws."

ARTICLE II
PRINCIPAL OFFICE OF THE ASSOCIATION

The principal office and mailing address of the Association shall be 4195 S. Highway U.S. 1, Rockledge, Florida 32955 or at such other place as may be subsequently designated by the Board of Directors of the Association.

ARTICLE III
PURPOSE

The purpose for which the Association is formed is to serve as the Condominium Association for the Condominium, and to provide a corporate entity pursuant to the Florida Condominium Act, as it exists on the date hereof (the "Condominium Act"), for the operation of the Condominium.

ARTICLE IV
DEFINITIONS

The term "Declaration" shall mean that certain Declaration of Condominium for Turtle Creek Business Condominium recorded or to be recorded in the Public Records of Brevard County, Florida, as it may be amended from time to time, which encumbers the property more particularly described in the Declaration. All other terms used in these Articles shall have the same definitions and meanings as those set forth in the Declaration, unless herein provided to the contrary, or unless the context otherwise requires.

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ARTICLE V
POWERS

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

Section 1. General. The Association shall have all of the common law and statutory powers and duties of a corporation not for profit under the Laws of Florida (including without limitation the Condominium Act), except as expressly limited or restricted by the terms of these Articles, the Declaration, the Bylaws or the Condominium Act.

Section 2. Association Property. All funds and the title to all properties owned or 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 Bylaws.

Section 3. Assessments. The Association may make and collect assessments against members, and may use the proceeds of assessments in the exercise of its powers and duties.

Section 4. Distribution of Income: Dissolution. The Association shall not pay a dividend to its members and 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 or as otherwise authorized by the Florida Not For Profit Corporation Act (Chapter 617, Florida Statutes).

ARTICLE VI
MEMBERSHIP

Section 1. Members. The members of the Association shall consist of all of the Unit Owners of Units in the Condominium from time to time, as more particularly set forth in the Declaration.

Section 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.

Section 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, the Bylaws and the Condominium Act. Any person or entity owning more than one Unit shall be entitled to cast the aggregate number of votes attributable to all Units owned.

Section 4. Meetings. The Bylaws 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 VII
TERM OF EXISTENCE

The Association shall have perpetual existence.

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ARTICLE VIII
INCORPORATOR

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

<u>NAME</u>	<u>ADDRESS</u>
R. Mason Blake	8240 Devereux Dr., Ste. 100 Viera, Florida 32940

ARTICLE IX
OFFICERS

The affairs of the Association shall be administered by the officers holding the offices designated in the Bylaws. The officers shall be appointed by the Board of Directors of the Association and shall serve at the pleasure of the Board of Directors. The Bylaws 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 appointed by the Board of Directors are as follows:

Chairman:

Andrew C. Barber
4195 S. Highway U.S. 1
Rockledge, Florida 32955

Vice Chairman:

John W. Walker
4195 S. Highway U.S. 1
Rockledge, Florida 32955

Secretary:

Christine Barber
2600 Newfound Harbor Drive
Merritt Island, Florida 32952

Treasurer:

Andrew C. Barber
4195 S. Highway U.S. 1
Rockledge, Florida 32955

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ARTICLE X
DIRECTORS

Section 1. Number and Qualification. The property, business and affairs of the Association shall be managed by a Board of Directors consisting of three (3) directors. Directors need not be members of the Association. The Board of Directors shall constitute the "Board of Administrators" as such term is used in the Condominium Act.

Section 2. Duties and Powers. All of the duties and powers of the Association existing under the Condominium Act, the Declaration, these Articles and the Bylaws shall be exercised exclusively by the Board of Directors, its agents, managers, contractors or employees, subject only to approval by members when such approval is specifically required.

Section 3. Election; Removal. Directors of the Association shall be elected in the manner determined by and subject to the qualifications set forth in the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

Section 4. Initial Directors. The names and addresses of the members of the initial Board of Directors who shall hold office until their successors are elected and have taken office, as provided in the Bylaws, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Andrew C. Barber	4195 S. Highway U.S. 1 Rockledge, Florida 32955
John W. Walker	4175 S. Highway U.S. 1 Rockledge, Florida 32955
Christine Barber	2600 Newfound Harbor Drive Merritt Island, Florida 32952

Section 5. Standards. A director shall discharge his or her duties as a director, including any duties as a member of a committee, in good faith, with the care an ordinary prudent person in a like position would exercise under similar circumstances and in a manner reasonably believed to be in the best interests of the Association. Unless a director has knowledge concerning a matter in question that makes reliance unwarranted, a director, in discharging his or her duties, may rely on information, opinions, reports or statements, including financial statements and other data, if prepared or presented by one or more officers or employees of the Association whom the director reasonably believes to be reasonable and competent in the matters presented; legal counsel, public accountants or other persons as to matters the director reasonably believes are within the persons' professional or expert competence; or a committee of which the director is not a member if the director reasonably believes the committee merits confidence. A director is not liable for any action taken as a

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director, or any failure to take action, if he or she performed the duties of his or her office in compliance with the foregoing standards.

ARTICLE XI
BYLAWS

The Bylaws of the Association shall be adopted by the Board of Directors and may be thereafter altered, amended or rescinded only by affirmative vote of two-thirds (2/3rds) of the votes entitled to be cast by members of the Association.

ARTICLE XII
AMENDMENTS

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

Section 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 the Florida Not for Profit Corporate Act (Chapter 617, Florida Statutes) and the Condominium Act. Such notice shall contain the proposed amendment or a summary of the changes to be affected thereby.

Section 2. Adoption. Amendments shall be proposed and adopted in the manner provided in the Florida Not For Profit Corporation Act (Chapter 617, Florida Statutes) and in the Condominium Act (the latter to control over the former to the extent provided for in the Condominium Act).

Section 3. 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 is recorded.

ARTICLE XIII
INITIAL REGISTERED OFFICE;
ADDRESS AND NAME OF REGISTERED AGENT

The initial registered office of this Association shall be at 4195 S. Highway U.S. 1, Rockledge, Florida 32955, 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 Andrew C. Barber.

ARTICLE XIV
INDEMNIFICATION
INDEMNIFICATION OF OFFICERS AND DIRECTORS

Section 1. The Association shall defend, indemnify and hold harmless any person who is made a party or is threatened to be made a party to any action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director, officer, committee member, employee or agent of the Association, but only if and to the extent

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he or she acted in good faith and, with respect to any criminal action or proceeding, he or she reasonably believed his or her conduct was lawful. This obligation includes, without limitation, payment of all judgments, fines, penalties, interest, settlement payments and expenses (including without limitation the reasonable fees and disbursements of attorneys, paralegals, experts and consultants in preparation for and during all pretrial, trial, retrial, appellate and post-judgment proceedings) actually and reasonably incurred by him or her in connection with any such action, suit or proceeding.

Section 2. 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, or, with respect to any criminal action or proceeding, that such person had reasonable cause to believe that his or her conduct was unlawful.

Section 3. Notwithstanding any other provision hereof to the contrary, no indemnification shall be made in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable for gross negligence or misconduct in the performance of his or her duty to the Association.

Section 4. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association from time to time as incurred rather than only after the final disposition of such action, suit or proceeding. Payment of such expenses shall be made in each specific case only after receipt by the Association of an undertaking by or on behalf of the director or officer to repay such amounts if it shall later develop that he or she is not entitled to be indemnified by the Association.

Section 5. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which the Association's directors or officers may be entitled under the Declaration, the Bylaws, any agreement, any vote of members or disinterested directors, or otherwise, both as to actions in their official capabilities and as to action in another capacity while holding such offices or positions, and shall continue as to a person who has ceased to be a director, officer, committee member, agent or employee and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 6. The Association shall have the power, but shall not be obligated, to purchase and maintain indemnification insurance to provide coverage for any liability asserted against any director or officer of the Association in any of his or her capacities as described in Section 1, whether or not the Association would have the power to indemnify him or her under this Article.

Section 7. Any person requesting indemnification shall first look to any insurance maintained by the Association for indemnification against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement (as described above). The Association shall be obligated to indemnify such person (if entitled to indemnification by the Association) only to the extent such insurance does not indemnify such person. In the event that any expenses, judgments, fines, or amounts paid in settlement are paid pursuant to insurance maintained by such Association, the Association shall have no obligation to reimburse the insurance company.

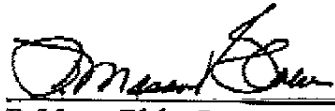
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ARTICLE XV
INCONSISTENCY

If there are conflicts between the provisions of Florida law, the Declaration, these Articles of Incorporation and the Bylaws, the provisions of Florida law, the Declaration, these Articles of Incorporation and the Bylaws (in that order) shall prevail.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the sole incorporator of this Association, has executed these Articles of Incorporation this 28th day of September, 2006.



R. Mason Blaks, Incorporator

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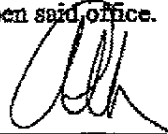
**CERTIFICATE DESIGNATING REGISTERED AGENT
FOR SERVICE OF PROCESS**

Pursuant to Chapters 48 and 617, Florida Statutes, the following is submitted in compliance with said acts.

Turtle Creek Business Condominium Association, Inc., desiring to organize as a corporation under the laws of the State of Florida, with its registered office at 4195 S. Highway U.S. 1, Rockledge, Florida 32955, has named Andrew C. Barber, located at the above-registered office, as its Registered Agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said acts relative to keeping open said office.



Andrew C. Barber, Registered Agent

Dated: September 28 2006

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06 OCT -3 PM 3:00
TALAMON, FLORIDA

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