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RAILROAD EMPORIUM OFFICE CONDOMINIUM ASSOCIATION, IN

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Amended And Restated
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February 28, 2007

FLORIDA DEPARTMENT OF STATE

Division of Corporations

RAILROAD EMPORIUM OFFICE CONDOMINIUM ASSOCIATION, INC.

351 N SHANNON AVE

INDIALANIC, FL 32903

SUBJECT: RAILROAD EMPORIUM OFFICE CONDOMINIUM ASSOCIATION, INC.

REF: N06000012099

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:

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
RAILROAD EMPORIUM OFFICE CONDOMINIUM ASSOCIATION, INC.
A Not-for-Profit Corporation**

The undersigned hereby associate themselves for the purpose of forming a corporation not for profit under and pursuant to Chapter 617, Florida Statutes, and do hereby state as follows:

**ARTICLE I
NAME**

The name of this corporation shall be **RAILROAD EMPORIUM OFFICE CONDOMINIUM ASSOCIATION, INC.** ("Association"). The terms contained in these Articles of Incorporation ("Articles") shall have the same meaning as set forth in the Declaration unless otherwise defined herein.

**ARTICLE II
PURPOSES**

The purposes for which this Association is formed are as follows:

A. To form an "Association" as defined in Chapter 718, Florida Statutes, ("Condominium Act"), and, as such, to operate, maintain, repair, improve, reconstruct and administer the Condominium Property of, and to perform the acts and duties necessary and desirable for the management of the Units and Common Elements in Railroad Emporium Office Condominium (the "Condominium"); and to own, operate, lease, sell and trade property, whether real or personal, including Units in the Condominium, as may be necessary or convenient in the administration of the Condominium Property.

B. To carry out the duties and obligations and receive the benefits given the Association by the Declaration of Condominium ("Declaration") of each Unit.

C. To establish bylaws for the operation of the Condominium Property ("Bylaws"), provide for the administration of the Association and rules and regulations for governing the same, and enforce the provisions of the Condominium Act, the Declaration, these Articles of Incorporation and the Bylaws.

D. The Association shall have all of the common law and statutory powers provided under the laws of the state of Florida, and those powers provided by the Condominium Act, the Declaration, these Articles and the Bylaws of the Association.

THIS INSTRUMENT PREPARED BY:
SCOTT KRASNY, ESQ.
304 S. Harbor City Boulevard, Suite 201
Melbourne, Florida 32901
321-723-5646
Florida Bar Number: 961231

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ARTICLE III MEMBERS

A. All Unit Owners in the Condominium shall automatically be members of the Association and membership shall automatically terminate when title to their Unit is conveyed. If a member conveys title to his Unit under the provisions of the Declaration, the new Unit Owner shall automatically acquire membership in the Association. Membership certificates are not required and will not be issued.

B. Except as otherwise provided in the Declaration of Condominium for Railroad Emporium Office Condominium, voting in the Association shall be on a percentage basis, with each Unit having a percentage vote equivalent to each Unit's share of the Common Area. An individual, corporation or other entity owning an interest in more than one Unit may be designated as the voting member for each Unit in which he or it owns an interest.

C. 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 his Unit. No part of the income of the Association shall be distributed to its members, directors or officers.

ARTICLE IV EXISTENCE

This Association shall have perpetual existence. In the event that the Association is dissolved, portions of the Common Elements which consist of the surface water management system shall remain under the control of the Association. In the event that acceptance of such dedication is refused, such portion of the Common Elements shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization, which shall provide surface water management services.

ARTICLE V INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation are as follows:

Frederick Bertel, Manager
Railroad Emporium, LLC
2240 Front Street, Unit 303
Melbourne, FL 32901

ARTICLE VI DIRECTORS

A. The affairs and property of the Association shall be managed and governed by a Board of Administration composed of not less than two (2) persons ("Directors"). The first Board of Administration shall have two (2) members and, in the future, the number shall be determined from time to time in accordance with the Association's Bylaws.

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B. The Directors named in Article VII shall serve until the first election of a director or directors as provided in the Bylaws and any vacancies in their number occurring before the first election shall be filled by the remaining Directors. Thereafter, Directors shall be elected by the members in accordance with the Bylaws at the regular annual meetings of the membership of the Association. Directors shall be elected to serve for a term of one (1) year and, in the event of a vacancy, the remaining Directors may appoint a Director to serve the balance of said unexpired term.

C. All officers shall be elected by the Board of Administration in accordance with the Bylaws at the regular annual meeting of the Board as established by the Bylaws. The Board of Administration shall elect from among the members a President, Vice President, Secretary, Treasurer and such other officers as it shall deem desirable. The President shall be elected from among the membership of the Board of Administration but no other officer need be a Director.

ARTICLE VII FIRST BOARD OF ADMINISTRATION

The following persons shall constitute the first Board of Administration and shall serve until the first election of the Board of Administration at the first regular meeting of the membership:

<u>Name</u>	<u>Address</u>
Frederick Bertel	P.O. Box 432 Melbourne, FL 32902
Charles H. Wahlen	2240 Front Street, Unit 303 Melbourne, FL 32901

ARTICLE VIII OFFICERS

Subject to the direction of the Board of Administration, the affairs of the Association shall be administered by officers who shall be elected by and serve at the pleasure of said Board of Administration. The following persons shall constitute the initial officers of the Association and they shall continue to serve as such officers until removed by the Board of Administration:

<u>Name</u>	<u>Office</u>
Frederick Bertel	President
Charles H. Wahlen	Vice-President
Charles H. Wahlen	Secretary
Frederick Bertel	Treasurer

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ARTICLE IX BYLAWS

A. The Bylaws of this Association shall be adopted by the Board of Administration and attached to the Declaration to be filed in the Public Records of Brevard County, Florida. The Bylaws may be amended by the members in the manner provided in said Bylaws.

B. No amendment to the Bylaws shall be passed which would change the rights and privileges of the developer referred to in the Declaration, and the exhibits attached thereto, without the Developer's written approval.

C. No amendment to the Bylaws shall be passed which would operate to impair or prejudice the rights or liabilities of any mortgagee.

ARTICLE X AMENDMENTS

A. Proposals for amendments to these Articles of Incorporation which do not conflict with the Condominium Act or the Declaration may be made by any Unit Owner. Such proposals shall be in writing and shall be delivered to the President who shall thereupon call a special meeting of the members not less than ten (10) days nor more than sixty (60) days following his receipt of the proposed amendment. Should the President fail to call such special meeting, the members may, in lieu thereof, call a special meeting. Such request shall state the purpose or purposes of the proposed amendment(s). Notice of such special meeting shall be given and posted in the manner provided in the Bylaws. An affirmative vote of more than (2) of the members shall be required for approval of the proposed amendment or amendments.

B. Any member may waive any or all of the requirements of this article as to the submission of proposed amendments to these Articles of Incorporation to the President or notice of special meetings to vote thereon either before, at or after a membership meeting at which a vote is taken to amend these Articles of Incorporation.

C. Notwithstanding anything herein to the contrary, these Articles may be amended only by the Developer of the Condominium during such time as the Developer shall be in control of the Association; provided, further, that the Developer may amend these Articles consistent with the provisions of the Declaration allowing certain amendments to be effected by the Developer alone.

ARTICLE XI INDEMNIFICATION

Every Director and officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon him, in connection with any proceedings or any settlement thereof, to which he may be a party, or in which he may become involved by reason of his being or having been a Director or officer of the Association, whether or not he is a Director or officer at the time such expenses are

incurred, except in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided, that all settlements must be approved by the Board of Administration as being in the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

ARTICLE XII ADDRESS

The principal address of the Association shall be 2240 Front Street, Unit 303, Melbourne, FL 32901, or at such other place as may be subsequently designated by the Board of Administration.

ARTICLE XIII CONVEYANCE

The Association shall accept any and all deeds of conveyance delivered to it by the "Developer" as defined in the Declarations.

ARTICLE XIV QUORUM

A quorum at a members' meeting shall be attained by the presence, either in person or by proxy, of persons entitled to cast a majority of the votes of the entire membership. If voting rights of any Owner are suspended pursuant to the provisions of the Declaration or the Bylaws, then the vote(s) of such Owner shall not be counted for the purpose of determining the presence of a quorum and a total number of authorized votes shall be reduced accordingly during the period of such suspension.

ARTICLE XV INITIAL REGISTERED OFFICE AND AGENT

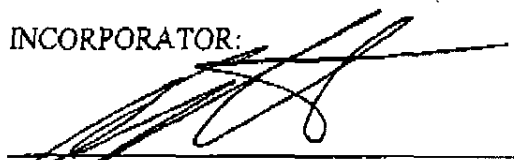
The street address of the initial registered office of the corporation is 304 S. Harbor City Blvd., Ste. 201, Melbourne, FL 32901 and the name of the Association's initial registered agent at that address is Scott Krasny.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this 23rd day of February, 2007.

Witnesses:

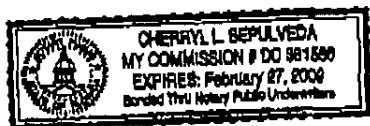
Sharon Riccio
Cheryl Benavides

INCORPORATOR:


Frederick Bertel

STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, the undersigned authority, personally appeared **Frederick Bertel**, personally known to me, who being by me first duly sworn, acknowledged that he executed the foregoing Articles of Incorporation for the purposes therein expressed on this 23rd day of February, 2007.



Cherryl Sepulveda
Notary Public
My Commission Expires:

CERTIFICATE OF RESIDENT AGENT

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act: **RAILROAD EMPORIUM OFFICE CONDOMINIUM ASSOCIATION, INC.**, a corporation not for profit, desiring to organize under the laws of the state of Florida, with its principal office as 2240 Front Street, Unit 303, Melbourne, County of Brevard, State of Florida, has named Scott Krasny, located at, 304 S. Harbor City Blvd., Unit 303, Melbourne, FL 32901, as its agent 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 Act relative to keeping open said office.

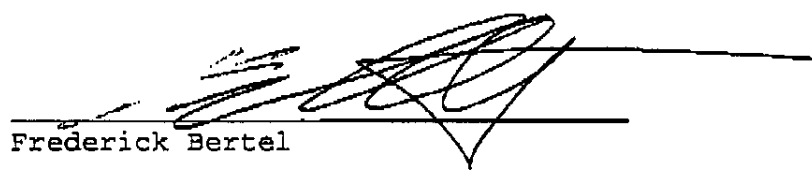
Date: February 23, 2007

Scott Krasny
Scott Krasny, Resident Agent

CERTIFICATE OF ADOPTION OF
AMENDED AND RESTATED ARTICLES OF INCORPORATION OF
RAILROAD EMPORIUM OFFICE CONDOMINIUM ASSOCIATION, INC.

The foregoing Amended and Restated Articles of Incorporation of RAILROAD EMPORIUM OFFICE CONDOMINIUM ASSOCIATION, INC. was adopted by the Board of Directors and does not contain any amendments requiring member approval.

Dated this 6th day of March, 2007.


Frederick Bertel