

Division of Corporations

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FLORIDA PROFIT/NON PROFIT CORPORATION

Mahala Shores Condominium Association, Inc.

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**ARTICLES OF INCORPORATION OF
MAHALA SHORES CONDOMINIUM ASSOCIATION, INC.
A Florida Not For Profit Corporation**

In compliance with the requirements of Chapter 617 of the Florida Statutes, the undersigned, all of whom are residents of the State of Florida, and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby certify:

**ARTICLE I
NAME OF CORPORATION**

The name of the corporation is MAHALA SHORES CONDOMINIUM ASSOCIATION, INC., a corporation not for profit organized under Chapter 617 of the Florida Statutes, as it existed on the date of incorporation, and all subsequent amendments thereto (hereinafter referred to as the "Association").

**ARTICLE II
PRINCIPAL OFFICE**

The principal office of the Association is located at 2955 Pineda Causeway, Suite 210, Melbourne, Florida 32940, which shall be the office and mailing address of the Association.

**ARTICLE III
INCORPORATOR**

David G. Larkin, whose address is 1900 South Hickory Street, Suite A, Melbourne, Florida 32901, is the sole incorporator of the Association.

**ARTICLE IV
REGISTERED AGENT**

David G. Larkin, whose address is 1900 South Hickory Street, Suite A, Melbourne, Florida 32901, is hereby appointed as the initial registered agent of the Association.

**ARTICLE V
PURPOSE AND POWERS OF THE ASSOCIATION**

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is organized and for which it is to be operated are to provide for the operation and management of a condominium to be established by Pineda-Wickham Investments, LLC, hereinafter called the "Developer", the condominium complex to be established in accordance with the laws of the State of Florida upon part or all of the property described on Exhibit "A" attached hereto and incorporated herein by this reference (hereinafter referred to as the "Property"), and to undertake the performance of the acts and duties incident to the administration, operation and management of said condominium and in accordance with the terms, provisions, conditions and authorizations contained in these Articles which may be contained in the Declaration of Condominium which will be recorded in the Public Records of Brevard County, Florida, at the time said Property and the improvements now or hereinafter situate thereon are submitted to a plan of condominium ownership; and to own, operate, lease, sell, trade and otherwise deal with such Property, whether real or personal, as may be necessary and convenient in the administration of said condominium. The Association shall operate, maintain, manage, the surface water or stormwater management system in a manner consistent with the St. John's River Water Management District permit requirements and applicable District Rules, and shall assist in the enforcement of the Declaration of Covenants and Restrictions which relate to the surface water or stormwater management system. The Association shall be conducted as a non-profit organization for the benefit of its members. In connection therewith, the Association shall have the following powers:

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- (a) To exercise all the powers and privileges and to perform all the duties and obligations of the Association as set forth in a Declaration of Condominium (the "Declaration"), applicable to the Property and to be recorded in the Office of the Clerk of the Circuit Court, Brevard County, Florida and as the same may be amended from time to time as therein provided.
 - (b) Enforcing the provisions of the Declaration and these Articles of Incorporation, and the Bylaws of the Association which may be hereafter adopted, and the rules and regulations governing the use of the condominium units and common areas as the same may be hereafter established.
 - (c) To fix, levy, collect, and enforce payment by any lawful means, all charges or assessments due to the Association or any other person affiliated with the Association pursuant to the terms of the Declaration; to pay all expenses in connection therewith; and to pay all office and other expenses incident to the conduct of business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association.
 - (d) To acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association.
 - (e) To borrow money, and with the assent of two-thirds (2/3) of each class of members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.
 - (f) To dedicate, sell, or transfer all or any part of the common areas to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of each class of members, agreeing to such dedication, sale, or transfer unless otherwise set forth in the Declaration.
 - (g) To participate in mergers and consolidations with other non-profit corporations organized for the same purposes, provided that any such merger or consolidation shall have the assent of two-thirds (2/3) of each class of members.
 - (h) To annex additional property and common areas in the manner set forth in the Declaration.
 - (i) All of the powers and duties granted to corporations and corporations not-for-profit as set forth in Chapters 617 and 720, Florida Statutes, except as expressly limited or restricted by the Florida Condominium Act, and all the powers and privileges which may be granted unto said Association or exercised by it under any other applicable laws of the State of Florida.
 - (j) To levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the Surface Water or Stormwater Management Systems, including but not limited to work within retention areas, drainage structures, and drainage easements.
 - (k) To operate maintain and manage the Surface Water or Stormwater Management Systems in a manner consistent with the St. John's River Water Management District permit requirements and applicable District rules, and assist in the enforcement of the restrictions and covenants contained therein.
 - (l) Maintaining, repairing, replacing, operating, and managing the common areas of the condominium and the property comprising same, including the right to reconstruct improvements after casualty and to make further improvement of said Property.

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- (m) To make and establish reasonable rules and regulations governing the use of condominium units and the common elements in the condominium in accordance with the terms and provisions as set forth and defined in the Declaration.
- (n) To enter into leases and agreements of every nature or kind.

ARTICLE VI MEMBERSHIP

- A. Every person or entity who is a record owner who holds a fee or undivided fee interest in any condominium unit which is subject to the Declaration, including contract sellers, shall be a member of the Association with the voting rights described in Article VII hereof. The foregoing shall not include persons or entities that hold an interest merely as security for the performance of any obligation. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to assessment by the Association. The funds and assets of the Association shall belong solely to the Association, subject to the limitations. The same shall be expended, held or use for the benefit of the membership and for the purposes authorized herein, in the Declaration of Condominium and the Bylaws.
- B. On all matters which the membership shall be entitled to vote, there shall be only one (1) vote for each condominium unit in the condominium, which vote shall be exercised, or cast by the owner or owners of each condominium unit in such manner as may be provided in the Bylaws hereafter adopted. Should any member own more than one (1) condominium unit, such member shall be entitled to exercise or cast as many votes as he owns condominium units, in the manner provided in said Bylaws.
- C. Until such time as the Property described in Article II hereof is submitted to a plan of condominium ownership by the recordation of said Declaration of Condominium, the membership of the Association shall be comprised of the subscribers of these Articles, each of which subscribers shall be entitled to cast one (1) vote on all matters on which that membership shall be entitled to vote.

ARTICLE VII BOARD OF ADMINISTRATION

The affairs of the Association shall be managed by a Board of five (5) Directors, who need not be members of the Association. The number of directors may be changed by amendment of the Bylaws of the Association. The Board of Administration shall be elected at the first meeting of the Association in the manner described in the Bylaws. The Board of Administration shall be members of the Association or shall be authorized representatives, officers or employees of a corporate member of this Association. Notwithstanding the foregoing, the first election of directors will be held in accordance with the Declaration of Condominium. Any vacancies in the Board of Administration occurring before the first election will be filled by the remaining directors, unless the vacancy occurs when both the Developer and unit owners other than the Developer are entitled to representation in which event the vacancy shall be filled by an election as provided in rule 7D.23.001(12) F.A.C. The first election of directors shall be held sixty (60) days from the date of recording of the Declaration of Condominium; thereafter, elections of directors shall be held once a year at the annual membership meeting.

ARTICLE VIII OFFICERS

The Board of Administration shall elect a President, Secretary and a Treasurer and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board of Administration shall determine. The President shall be elected from among the membership of the Board of Administration but no other officer needs to be a director. The same person may hold two (2) offices, the duties of which are not incompatible; provided, however, that the office of the President and Vice President shall not be held by the same person, nor shall the office of President, Secretary or

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Assistant Secretary be held by the same person.

The affairs of the Association shall be administered by the officers designated in the Bylaws of the Association. Said officers will be elected by the Board of Administration at its first meeting following the annual meeting of the members of the Association and with the approval of the Board of Administration, may employ a managing agent and/or such other managerial and supervisory personnel or entities to administer or assist in the administration of the operation and management of the condominium, and the affairs of the Association, and any such person or entity may be so employed without regard to whether such person or entity is a member of the Association or a director of the Association.

The names and addresses of the officers who will serve until their successors are designated are as follows:

President/Secretary	Gary Potter 2955 Pineda Causeway, Ste. 210 Melbourne, FL 32940
Vice President/Treasurer	Michael Scott 2955 Pineda Causeway, Ste. 210 Melbourne, FL 32940

ARTICLE IX **DISSOLUTION**

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust, or other organization to be devoted to such similar purpose.

In the event of termination, dissolution, or final liquidation of the Association, the responsibility for the operation and maintenance of the Surface Water or Stormwater Management Systems must be transferred to and accepted by an entity which would comply with Section 40C-42.027, Florida Administrative Code, and be approved by St. John's River Water Management District prior to such termination, dissolution, or liquidation.

ARTICLE X **EXISTENCE AND DURATION**

The existence of the Association shall commence with the filing of these Articles of Incorporation with the Secretary State, Tallahassee, Florida. The Association shall exist in perpetuity.

ARTICLE XI **AMENDMENTS**

The Association shall have the right to amend these Articles at any time upon the affirmative vote of two-thirds (2/3) of each class of the voting interests of the Association as described in Article VII hereof. Amendments may be proposed by resolution approved by a majority of the Board of Administration; provided, however, that no amendment shall make any changes in the qualifications for membership nor the voting rights of the members, without approval in writing by all members and the joinder of all record owners of mortgages upon the Units. No amendment shall be made that is in conflict with Florida law or the Declaration unless the latter is amended to conform to the same.

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**ARTICLE XII
BYLAWS**

The Bylaws of the Association shall be adopted by the Board of Administration at the first meeting of Directors, and may be altered, amended, or rescinded thereafter in the manner provided therein.

**ARTICLE XIII
INDEMNIFICATION**

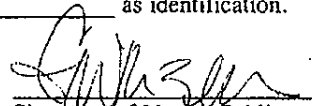
Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a director or officer of the corporation, 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 in the event of any claim for reimbursement of indemnification hereunder based upon a settlement by the director or officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the Board of Administration approves such settlement and reimbursement as being in the best interests of the corporation. 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.

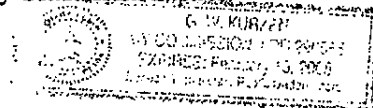
IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the sole Incorporator of this Association, has executed these Articles of Incorporation this 17th day of January, 2007.


David G. Larkin, Incorporator

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing instrument was acknowledged before me this 17th day of January, 2007, by David G. Larkin, who is personally known to me or who produced _____ as identification.


Signature of Notary Public
Notary Public State of Florida
My Commission Expires:



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

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PURSUANT TO THE PROVISIONS OF SECTION 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/ REGISTERED AGENT, IN THE STATE OF FLORIDA.

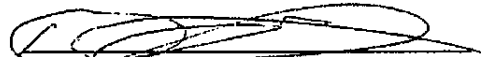
1. The name of the corporation is:

MAHALA SHORES CONDOMINIUM ASSOCIATION, INC.

2. The name and address of the registered agent and office is:

David G. Larkin
1900 South Hickory Street, Suite A
Melbourne, Florida 32901

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


David G. Larkin

Dated: January 17, 2007

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TALLAHASSEE, FLORIDA

EXHIBIT "A"

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LEGAL DESCRIPTION OF MAHALA SHORES

(O.R. BOOK 5593, PAGE 0797)

THE SOUTH 235 FEET OF THE NORTH 305 FEET OF FOUNTAIN PARK, VILLAGE PLAT OF EAU GALLIE, ACCORDING TO THE PLAT THEREOF, AS RECORDED IN DEED BOOK D, PAGE 374 AND IN PLAT BOOK 1, PAGE 47 OF THE PUBLIC RECORDS OF BREVARD COUNTY, FLORIDA.

TOGETHER WITH

(O.R. BOOK 5594, PAGE 8621)

LOTS 5, 6 AND 7, CASAS DEL RIO, ACCORDING TO THE PLAT THEREOF AS RECORDED IN PLAT BOOK 5, PAGE 88, OF THE PUBLIC RECORDS OF BREVARD COUNTY, FLORIDA.

THE NORTH 70 FEET OF FOUNTAIN PARK, OF THE SUBDIVISION OF VILLAGE PLAT OF EAU GALLIE, RECORDED IN DEED BOOK D, PAGE 374, AND PLAT BOOK 1, PAGE 47, OF THE PUBLIC RECORDS OF BREVARD COUNTY, FLORIDA

LOT 1 AND THE WEST 15 FEET OF LOT 2, CASAS DEL RIO, ACCORDING TO THE PLAT THEREOF AS RECORDED IN PLAT BOOK 5, PAGE 88, OF THE PUBLIC RECORDS OF BREVARD COUNTY, FLORIDA.

TOGETHER WITH

(O.R. BOOK 5696, PAGE 7862)

THE SOUTH 65 FEET OF THE NORTH 370 FEET OF FOUNTAIN PARK AS SHOWN ON THE PLAT OF EAU GALLIE, AS RECORDED IN DEED BOOK D, PAGE 374 OF THE PUBLIC RECORDS OF BREVARD COUNTY, FLORIDA

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