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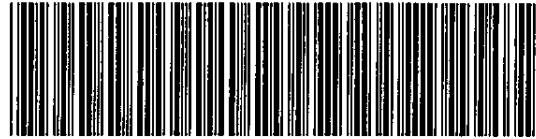
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1/24/07

*The Law Offices
of*
Charles W. McKinnon, P.L.

The Atrium Building
3055 Cardinal Dr., Suite 302
Vero Beach, Florida 32963

Telephone • 772-231-3770
Facsimile • 772-231-3774

January 17, 2007

VIA OVERNIGHT MAIL
7995 6865 2752

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Vero Professional Properties Association, Inc.

Dear Sirs:

Enclosed please find the Articles of Incorporation in reference to the above captioned matter for filing with the Secretary of State's Office.

This firm's check in the amount of \$155.00 is also enclosed to cover your filing fee, the cost of a certified copy and the Registered Agent fee.

Thank you for your assistance.

Sincerely yours,



Charles W. McKinnon

CWM:jm
21652-001
Enclosure

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07 JAN 19 AM 8
STATE
FLORIDA

ARTICLES OF INCORPORATION FOR
VERO PROFESSIONAL PROPERTIES ASSOCIATION, INC.
(A Corporation Not For Profit)

In order to form a corporation under and in accordance with the provisions of the Laws of the State of Florida for the Formation of Corporations Not For Profit, I, the undersigned incorporator, hereby adopt the following Articles of Incorporation for the purpose of forming a corporation not for profit and do hereby certify:

ARTICLE I
NAME AND ADDRESS

The name of this corporation shall be: VERO PROFESSIONAL PROPERTIES ASSOCIATION, INC. This corporation may hereinafter be referred to as the "Association."

ARTICLE II
PURPOSE

The purpose for which the Association is organized is to provide an entity pursuant to Chapter 718, Florida Statutes, hereinafter referred to as the "Condominium Act," to operate the VERO PROFESSIONAL PROPERTIES CONDOMINIUM, an Office Condominium, (hereinafter referred to as the "Condominium"), to be established by VERO PROFESSIONAL PROPERTIES, INC., hereinafter referred to as "Developer," in accordance with the Condominium Act by the filing of a Declaration of Condominium upon property situated, lying and being in Indian River County, Florida, as particularly described in the Declaration of Condominium thereof. Capitalized terms not defined herein shall have the meaning(s) ascribed to them in the Declaration of Condominium. The Association shall make no distribution of income to its Members, Directors or Officers.

ARTICLE III
DEFINITIONS

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

ARTICLE IV
POWERS

Subject to the terms of the Declaration, the Association shall have the following powers:

The Association shall have all of the powers and duties set forth in the Condominium Act, except as limited by these Articles and the Declaration of Condominium for the Condominium to be operated by the Association; and shall have all of the powers and duties reasonably necessary to operate said Condominium pursuant to its Declaration of Condominium, as it may be amended from time to time.

1. The Association shall have all of the powers reasonably necessary to implement and effectuate the purposes of the Association, except as limited herein, including but not limited to the following:

- a. To make and establish Rules and Regulations governing the use of the Condominium Property.
- b. To levy and collect assessments against members of the Association to defray the Common Expenses of the Condominium as provided for in the Declaration of Condominium and in the By-Laws of this Association which may be hereafter adopted, including but not limited to, the right to levy and collect assessments for the purchase of insurance on the Condominium Property, and insurance for the protection of the Association and its members, and for the purposes of acquiring, operating, leasing, managing and otherwise trading and dealing with such property, whether real or personal, including Units in said Condominium, which may be necessary or convenient for the operation and management of the Condominium and in accomplishing the purposes set forth in said Declaration of Condominium.
- c. To maintain, repair, replace, operate and manage the Condominium Property, including the right to reconstruct improvements after casualty and to make further improvements to the Condominium Property.
- d. To contract for the management of the Condominium and to delegate such powers and duties of the Association to such manager as may be provided for in the Declaration of Condominium and the By-Laws of the Association.
- e. To enforce the provisions of said Declaration of Condominium, these Articles of Incorporation, the By- Laws of the Association, which may be hereafter adopted, and the Rules and Regulations governing the use of said Condominium.
- f. To exercise, undertake and accomplish all of the rights, duties and obligations, which may be granted to or imposed upon the Association pursuant to the Declaration of Condominium.
- g. To acquire and enter into agreements whereby the Association acquires real property, holds, leases or mortgages same, subject to provisions of the Declaration and By-Laws. The expenses incurred in the maintenance, operation and taxes of any such property shall be Common Expenses of the Association.
- h. The irrevocable right to enter each Unit during reasonable hours, when necessary, for the maintenance, repair or replacement of any Common Elements or for making emergency repairs necessary to prevent damage to the Common Elements or to another Unit.

- i. To approve or disapprove the transfer, mortgage and ownership of Units as may be provided by the Declaration.

ARTICLE V **MEMBERS**

The qualifications of members, the manner of their admission to and termination of such membership and voting by members shall be as regulated by the By-Laws.

ARTICLE VI **TERM OF EXISTENCE**

The Association shall have perpetual existence.

ARTICLE VII **INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 1601 20th Street, Vero Beach, Florida 32961, and the initial registered agent of this corporation is Charles Sullivan, Jr.

ARTICLE VIII **PRINCIPAL OFFICE**

The principal office of the Association shall be located at 1601 20th Street, Vero Beach, Florida 32961, but the Association may maintain offices and transact business in such other places within or outside the State of Florida as may from time to time be designated by the Board of Directors of the Association.

ARTICLE IX **DIRECTORS**

The affairs of the Association will be managed by a Board of Directors consisting of the number of Directors determined by the By-Laws, but not less than three Directors and in the absence of such determination shall consist of three Directors.

Directors of the Association shall be elected in the manner determined by 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.

The Directors named in these Articles shall serve until the first election of Directors, and any vacancies in their number occurring before the first election shall be filled by the remaining Directors or by the Developer as provided for in the Declaration of Condominium or the By-Laws of the Association.

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, or until removed, are as follows:

Joan F. Frazier
3103 Cardinal Drive
Vero Beach, FL 32963

Patti S. Radford
390 8th Terrace
Vero Beach, FL 32962

Bill Mills
800 8th Street
Vero Beach, FL 32962

Charles Sullivan, Jr.
1601 20th Street
Vero Beach, FL 32960

ARTICLE X **OFFICERS**

The officers of the Association shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association and shall serve at the discretion of the Board of Directors. 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 Sullivan, Jr.
Vice President	-	Patti S. Radford
Secretary/Treasurer	-	Bill Mills

ARTICLE XI **SUBSCRIBER**

The Subscriber and Incorporator of these Articles of Incorporation is as follows:

Charles Sullivan, Jr.

ARTICLE XII **BY-LAWS**

The original By-laws of the Association shall be adopted by a majority vote of the Directors of the Association and thereafter such By-Laws may be altered or rescinded only in such manner as said By-Laws may provide.

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 them in connection with any proceeding to which they may be a party or in which they may become involved by reasons of their being or having been a Director or officer of the Association, whether or not they are a Director or officer at the time such expenses are incurred. This indemnification shall not apply in such cases where the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of their duties. 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. The Directors shall be authorized to purchase out of the assets of the Association Directors' Liability Insurance or fidelity bonds.

ARTICLE XIV

AMENDMENTS

Amendments to these Articles of Incorporation may be proposed by the Board of Directors of the Association acting upon a vote of the majority of the Directors, or by the members of the Association entitled to cast a majority of the votes of the Association, whether meeting as members or by instrument in writing signed by them. Upon any Amendment or Amendments to the Articles of Incorporation being proposed by said Board of Directors, or members, such proposed Amendment or Amendments shall be transmitted to the President of the Association, or other officer of the Association in the absence of the President, who shall thereupon call a Meeting of the members of the Association for a date not sooner than twenty (20) days nor later than ninety (90) days from receipt of the proposed Amendment or Amendments and it shall be the duty of the Secretary to give each member written or printed notice of such Meeting, stating the time and place thereof, and reciting the proposed Amendment or Amendments in reasonably detailed form, which notice shall be mailed not less than ten (10) days nor more than sixty (60) days before the date set for such Meeting. If mailed, such notice shall be deemed to be properly given when deposited in the United States mail addressed to the member at his Post Office address as it appears on the records of the Association, the postage thereon prepaid. Any member, may, by written waiver of notice signed by such member, waive such notice, and such waiver, when filed in the records of the Association, whether before or after the holding of the meeting, shall be deemed equivalent to the giving of such notice to such member. At such meeting, the Amendment or Amendments proposed must be approved by an affirmative vote of a majority of the voting interests of the membership in order for such Amendment or Amendments to become effective. Thereupon, such Amendment or Amendments of the Articles of Incorporation shall be transcribed and certified by the President and Secretary of the Association as having been duly adopted and the original or an executed copy of such Amendment or Amendments so certified shall be filed with the Secretary of State of Florida and also recorded in the Public Records of the county in which the condominium property is situated, within ninety (90) days from the date on which the same became effective, such Amendment or Amendments to specifically refer to the recording data identifying the Declaration of Condominium.

Notwithstanding the foregoing provisions of this Article XIV, no amendment of these Articles of Incorporation shall abridge, limit, amend or alter the right of the Developer as set forth in the aforesaid Declaration of Condominium without the prior written consent of the Developer.

ARTICLE XV

FUNDS AND ASSETS

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 their Unit. The funds and assets of the Association

shall belong solely to the Association subject to the limitations that the same be expended, held or used for the benefit of the membership and for the purposes authorized herein, in the Declaration of Condominium, and in the By-Laws which may be hereafter adopted.

ARTICLE XVI **CONTRACTS**

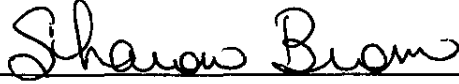
The Association shall be free to contract with the Developer, its officers and directors, and any other corporation in which any of them are interested.

IN WITNESS WHEREOF, the undersigned Incorporator affixes his signatures this 17th day of January, 2007.

WITNESS


Maridoll Hatfield

Print name


Sharon Brown

Print name

VERO PROFESSIONAL PROPERTIES INC.

By: 
Charles Sullivan, Jr., President

STATE OF FLORIDA)
) **ss.**
COUNTY OF INDIAN RIVER)

BEFORE ME, the undersigned authority, personally appeared **CHARLES SULLIVAN, JR.**, who, after being duly sworn, acknowledged that he executed the forgoing Articles of Incorporation for the purposes expressed in such Articles, this 17th day of January, 2007.



Sharon Brown
Commission #DD207850
Expires: May 01, 2007
Bonded Thru
Atlantic Bonding Co., Inc.

Sharon Brown

Notary Public, State of Florida

Print Name: Sharon Blown

My Commission Expires: 5/1/07

Having been named to accept service of process for the above stated corporation, at the place designed in this Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Charles Sullivan, Jr., Registered Agent

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TALLAHASSEE, FLORIDA