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**FLORIDA PROFIT/NON PROFIT CORPORATION
VISTORIA GARDENS COMMERCIAL CONDOMINIUM ASSOCIATION,**

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**ARTICLES OF INCORPORATION
OF
VICTORIA GARDENS COMMERCIAL CONDOMINIUM
ASSOCIATION, INC.**

We, the undersigned do hereby associate ourselves for the purpose of forming a corporation not for profit, pursuant to the laws of the State of Florida. In this regard, we certify as follows:

ARTICLE 1

Definitions

1.1 All capitalized terms used but not defined herein shall have the meanings ascribed to them in the Declaration of Condominium for Victoria Gardens Commercial Condominium, a Land Condominium (the "Declaration").

ARTICLE 2

Name

2.1 The name of the corporation shall be VICTORIA GARDENS COMMERCIAL CONDOMINIUM ASSOCIATION, INC. (the "Association").

ARTICLE 3

Purpose

3.1 The purpose for which the Association is organized is to provide an entity pursuant to Chapter 718, Florida Statutes (the "Condominium Act") for the management and operation of the Victoria Gardens Commercial Condominium, which is to be created pursuant to the provisions of the Condominium Act.

ARTICLE 4

Powers

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

4.1 The Association shall have all of the powers and privileges granted to corporations not for profit under the laws of the State of Florida, which are not in conflict with the terms of the Condominium Act, the Declaration, these Articles of Incorporation or the By-Laws of the Association, including, without limitation, all the powers set forth in Section 617.0302, Florida Statutes.

4.2 The Association shall have all of the powers and duties set forth in the Condominium Act and all of the powers and duties set forth in the Declaration, these Articles of Incorporation and the By-Laws of the Association.

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ARTICLE 5**Members**

5.1 The members of the Association shall consist of the two (2) Unit Owners, being the owners of the two (2) Condominium Parcels in the Victoria Gardens Condominium. No person holding any lien, mortgage or other encumbrance upon any Condominium Parcel shall by virtue of such lien, mortgage or other encumbrance be a member of the Association, except if such person acquires record title to a Condominium Parcel pursuant to foreclosure or any proceeding in lieu of foreclosure, in which cases such person shall be a member upon acquisition of record title to a Condominium Parcel.

5.2 Membership shall be acquired by recording in the Public Records of Volusia County, Florida, a deed or other instrument establishing record title to a Condominium Parcel in the Victoria Gardens Condominium. Upon such recordation, the Unit Owner designated by such deed or other such instrument shall become a member of the Association, and the membership of the prior Unit Owner shall thereby be terminated, provided, however, any person who owns more than one Condominium Parcel shall remain a member of the Association so long as record title is retained to any Condominium Parcel.

5.3 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 Condominium Parcel.

5.4 The owner of record of each Unit in the Condominium, including Developer, shall be entitled to the voting rights established for the Unit by the Declaration.

ARTICLE 6**Existence**

6.1 The Association shall have perpetual existence. In the event of a permanent dissolution of the Association, the assets of the Association shall be conveyed to or dedicated to a similar non-profit corporation, association, trust or other organization to be devoted to purposes similar to those for which this Association was created.

ARTICLE 7**Incorporator; Initial Directors**

7.1 The name and address of the incorporator is as follows:

Steven I. Unatin	767 S. Nova Road
	Ormond Beach, Florida 32174

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7.2 Initial Directors. The names and addresses of the persons who are appointed by the Members to act in the capacity of directors are:

Jerome H. Unatin	23650 Crenshaw Boulevard, Suite 102 Torrance, California 90505
Steven I. Unatin	767 S. Nova Road Ormond Beach, Florida 32174
Gale Lemerand	810 Fentress Court, Suite 130 Daytona Beach, Florida 32118
Tim Curtis	810 Fentress Court, Suite 130 Daytona Beach, Florida 32118

ARTICLE 8

Board of Directors

8.1 The affairs of the Association shall be managed by a board of directors (the "Board of Directors") of which there shall be four (4) members so long as there are two (2) Condominium Parcels. The members of the Board of Directors (each a "Director" and, collectively, the "Directors") need not be members of the Association, but shall be individuals appointed by the members as provided in the Bylaws.

8.2 Directors shall be appointed by the members at the annual meeting of the members of the Association or otherwise in the manner provided in the By-Laws of the Association. Except as otherwise provided in this Article 8 and in the Condominium Act, Directors shall serve until the next annual meeting of the members, or until replaced as provided in the Bylaws. Vacancies occurring on the Board of Directors shall be filled by the appointment of a replacement Director by the member who appointed the Director being replaced. Any Director appointed to fill a vacancy shall serve until the expiration of the term of the Director whose vacancy he was appointed to fill.

8.3 The initial Directors, who need not be members of the Association, shall be the persons identified in Article 7 above, and they shall serve as the Board of Directors of the Association until the appointment of their successors as contemplated by Paragraph 8.3 hereof.

ARTICLE 9

Officers

9.1 The Board of Directors shall, in accordance with the By-Laws, elect a President, Vice President, Secretary and Treasurer, all of whom shall serve at the pleasure of the Board of Directors. The Secretary may also act as Treasurer. There may also be such assistant treasurers and assistant secretaries as the Board of Directors may from time to time determine.

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ARTICLE 10**By-Laws**

10.1 The original By-Laws of the Association shall be adopted by the initial Board of Directors; thereafter, amendment of said By-Laws shall be by the members in accordance with the provisions of said By-Laws.

ARTICLE 11**Indemnity and Insurance**

11.1 Every Director and every officer of the Association shall be indemnified by the Association against all expenses or liabilities, including counsel fees and costs, 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 at the time such expenses or liabilities 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. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director may be entitled.

11.2 The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director or Officer of the Association, or is or was serving at the request of the Association as a Director or Officer of another association or organization, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of these Bylaws.

ARTICLE 12**Amendments**

12.1 Amendments to these Articles of Incorporation shall be proposed and adopted in the manner provided for in this Article 12.

12.2 Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

12.3 A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors of the Association or by any member of the Association entitled to vote at an Association meeting. Such member may propose such an amendment by instrument in writing directed to the President or Secretary of the Association signed by such member. Amendments may be proposed by the Board of Directors by action of a majority of the Board of Directors at any regular or special meeting of the Board of Directors or by written action in lieu of a meeting. The Board of Directors shall then notice a meeting of the members of the Association for the purpose of considering such amendment to be held not sooner than fourteen (14) days nor later than sixty (60) days after such proposal is adopted by the Board of Directors, unless such requirements are waived in writing by all members. Such amendment must be approved by the unanimous vote of all of the members of the Association.

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12.4 Each amendment shall be executed by the President of the Association and certified by the Secretary and shall be filed with the Secretary of State for the State of Florida. A certified copy thereof, together with an amendment to the Declaration, shall be recorded in the Public Records of Seminole County, Florida.

ARTICLE 13

Principal Office

13.1 The principal office of the Association shall be located at 767 S. Nova Road, Ormond Beach, Florida, 32174, but the Association may maintain offices and transact business in such other places within Volusia County, and the State of Florida as may from time to time be designated by the Board of Directors. However, the official records of the Association shall be maintained within the State of Florida. The records of the Association shall be made available to a Unit Owner within five (5) working days after receipt of written request by the Board of Directors or its designee. Compliance with this requirement may be achieved by having a copy of the official records of the Association available for inspection or copying on the condominium property. The official registered agent for service of process shall initially be Steven I. Unatin, at 767 S. Nova Road, Ormond Beach, Florida, 32174, until such time as replaced by the Association.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 13 day of January, 2010.



Steven I. Unatin, Incorporator

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, having been named to serve as Registered Agent for Service of Process on behalf of the Association above referenced, hereby accepts such designation and agrees to serve until further notice.


Steven I. Unatin**FILED****2010 JAN 14 PM 12:57**
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