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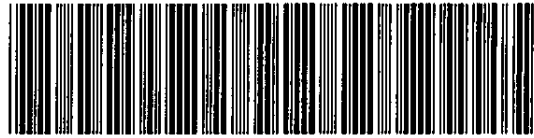
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2010 APR -6 PM 6:07

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**Doran Sims Wolfe
Ansay Kunding & Birch**
Attorneys at Law

444 Seabreeze Boulevard, Suite 800
Daytona Beach, Florida 32118
Phone: 386-253-1111
EFAX 1-253-276-3993

April 5, 2010

FEDERAL EXPRESS

Tracking # 7934 7146457

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

Attn: Corporate Filings

RE: PORTOFINO PORT ORANGE CONDOMINIUM ASSOCIATION, INC.

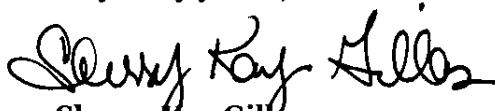
To Whom It May Concern:

Please find enclosed our check in the amount of \$78.75 which represents the following fees to file the enclosed Articles of Incorporation of Portofino Port Orange Condominium Association, Inc.:

Filing Fee	\$35.00
Reg. Agent Designation	35.00
Certified Copy	<u>8.75</u>
TOTAL	78.75

Should you have any questions, please don't hesitate to contact me.

Very truly yours,


Sherry Kay Gillan
Real Estate Paralegal

2010 APR -6 PM 6:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

PORTOFINO PORT ORANGE 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

Name

1.1 The name of the corporation shall be **PORTOFINO PORT ORANGE CONDOMINIUM ASSOCIATION, INC.**, hereinafter Association.

ARTICLE 2

Purpose

2.1 The purpose for which the Association is organized is to provide an entity pursuant to Chapter 718, Florida Statutes, hereinafter Condominium Act, for the management and operation of **PORTOFINO PORT ORANGE CONDOMINIUM**, which is to be created pursuant to the provisions of the Condominium Act.

ARTICLE 3

Powers and Duties

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

3.2 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 of Condominium, these Articles of Incorporation or the By-Laws of the Association.

3.3 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 of Condominium, these Articles of Incorporation and the By-Laws of the Association.

3.4 The Association shall operate, maintain and manage the surface water or storm

water management system(s) in a manner consistent with the St. Johns River Water Management District Permit number 42-127-112200-1 requirements and its other 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 storm water management system.

3.5 The Association shall levy and collect adequate assessments against members of the Association for the costs of maintenance and operation of the surface water or storm water management system.

ARTICLE 4

Members

4.1 The members of the Association shall consist of all Unit owners of Condominium Parcels in **PORTOFINO PORT ORANGE 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.

4.2 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 **PORTOFINO PORT ORANGE CONDOMINIUM**, the owner designated by such deed or other such instrument thus becoming a member of the Association, and the membership of the prior owner being thereby 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.

4.3 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.

4.4 On all matters upon which the membership shall be entitled to vote, there shall be one vote for each Condominium Parcel which vote shall be exercised or cast in the manner provided in the By-Laws of the Association. Any person owning more than one Condominium Parcel shall be entitled to one vote for each Condominium Parcel owned.

ARTICLE 5

Existence and Dissolution

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

5.2 In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or storm water management system must be transferred to and accepted by an entity which would comply with Section 40C-42.027, F.A.C., and be approved in writing by the St. Johns River Water Management District prior to such termination, dissolution or liquidation.

ARTICLE 6

Subscribers

6.1 The name and address of the subscriber to these Articles of Incorporation is:

**G. LARRY SIMS
444 Seabreeze Blvd, Suite 800
Daytona Beach, FL 32118**

ARTICLE 7

Board of Directors

7.1 The affairs of the Association shall be managed by a board of directors of which there shall be not less than three nor more than five. Each director shall be a member of the Association, except as otherwise provided in this Article 7.

7.2 Members of the board of directors shall be elected at the annual meeting of the members of the Association in the manner provided in the By-Laws of the Association. Except as otherwise provided in this Article 7, members of the board of directors shall serve until the next annual meeting of the members. Except as to vacancies created by removal of directors by members pursuant to the Condominium Act, vacancies occurring on the board of directors shall be filled at a meeting of the board of directors by the affirmative vote of a majority of directors. Any director elected to fill a vacancy shall serve until the expiration of the terms of the director, the vacancy in whose position he was elected to fill.

7.3 The first election of the members of the board of directors by members of the Association shall be held at the time and in the manner specified in the By-Laws, except that the

Association shall call, and give not less than sixty days notice of such meeting. The notice may be given by any unit owner if the Association fails to do so. The procedure for the election of directors at such meeting shall be as provided in the By-Laws of the Association.

7.4 The initial board of directors, who need not be members of the Association, shall be the following persons, and they shall serve as the board of directors of the Association, as provided in paragraph 7.3 hereof.

D. ANDREW CLARK
5111 Ridgewood Avenue, Suite 201
Port Orange, Florida 32127

BRETT ROSE
5111 Ridgewood Avenue, Suite 201
Port Orange, Florida 32127

CHRIS DiNARDO
5111 Ridgewood Avenue, Suite 201
Port Orange, Florida 32127

ARTICLE 8

8.1 The board of directors shall elect a President, Vice President, and Secretary/Treasurer, all of whom shall serve at the pleasure of the board of directors. There may also be such assistant treasurers and assistant secretaries as the board of directors may from time to time determine. The President and the Vice President shall be elected from among the members of the board of directors, but no other officer need be a director. The same person may hold two offices, except that the office of President and Vice President shall not be held by the same person, nor shall the President or the Vice President also be the Secretary or an assistant Secretary. Any officer may be removed peremptory by a vote of a majority of the directors present at any duly constituted meeting. The following are the names of the officers of the Association who shall serve until the first election of directors by members of the Association, as provided in Paragraph 7.3 Article 7 hereof.

PRESIDENT/VICE PRESIDENT	D. Andrew Clark
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SECRETARY/TREASURER	Chris DiNardo
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ARTICLE 9

9.1 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 10

10.1 Every director and every officer of the Association shall be indemnified by the Association against all expenses or 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 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.

ARTICLE 11

11.1 Amendments to these Articles of Incorporation shall be proposed and adopted in the following manner.

11.2 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.

11.3 A resolution for the adoption of a proposed amendment may be proposed either by the board of directors of the Association or by the members of the Association entitled to vote at an Association meeting. Such members may propose such an amendment by instrument in writing directed to the President or Secretary of the Association signed by a majority of such members. Amendments may be proposed by the board of directors by action of a majority of the board at any regular or special meeting of the members of the Board. The Board shall then Notice a meeting of the members of the Association for the purpose of considering such amendment to be held not sooner than twenty days nor later than sixty days after such proposal is adopted by the Board. Such amendment must be approved by the affirmative vote of seventy-five percent of the total number of Association voting interests.

11.4 Notwithstanding the provisions of Paragraph 11.3 hereof, until the first election of the members of the board of directors by Unit Owners, as provided in these Articles of Incorporation and the By-Laws of the Association, proposal of an amendment and approval thereof shall require only the affirmative vote of all the directors at any regular or special meeting thereof.

11.5 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, State of Florida. A certified copy thereof together with an amendment to the Declaration shall be recorded in the Public Records of Volusia County, Florida.

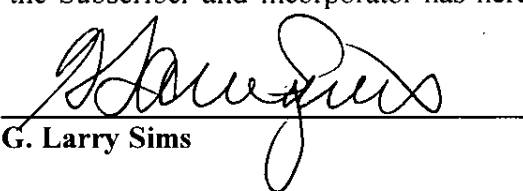
ARTICLE 12

Principal Office

12.1 The principal office of the Association shall be located at 5111 Ridgewood Avenue, Suite 201, Port Orange, Florida 32127, 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 Volusia County, 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 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 or Association property.

12.2 The official registered agent for service of process at such address shall be **G. Larry Sims**, and his address is **444 Seabreeze Blvd, Suite 800, Daytona Beach, FL 32118**, except as replaced by the corporation.

IN WITNESS WHEREOF, the Subscriber and Incorporator has hereunto set his hand and seal this 5 day of April, 2010.


G. Larry Sims

**STATE OF FLORIDA)
COUNTY OF VOLUSIA)**

BEFORE ME, the undersigned authority, appeared G. Larry Sims, to me known to be the Subscriber and Incorporator of **PORTOFINO PORT ORANGE CONDOMINIUM ASSOCIATION, INC., a Florida corporation**, not for profit, who being by me first duly sworn, and who (a) ___ is personally known to me; or (b) ___ provided the following form of identification: Florida Driver's license, acknowledged that he signed the same for the purposes herein expressed.

WITNESS my hand and seal in the State and County aforesaid, this 5 day of April, 2010.


Notary Public

My Commission Expires:



ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

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


G. Larry Sims

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA