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of
George T. Paulk II
ATTORNEY AND COUNSELOR AT LAW

1400 Palm Bay Road, S.E.
Palm Bay, Florida 32909

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May 31, 1996

Florida Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

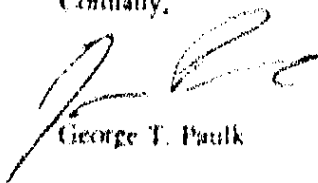
Re: 1400 Building Owner's Association, Inc.

Dear Sir or Madame:

Enclosed please find the original Articles of Incorporation for "1400 Building Owner's Association, Inc." along with my check in the amount of \$122.50 for filing fees, certified copy and Registered Agent Designation. I have enclosed a stamped, self addressed envelope for your convenience in returning same.

Thank you for your kind and prompt attention to this matter.

Cordially,



George T. Paulk

/fw

Enclosures

gfp/6/96

ARTICLES OF INCORPORATION
OF
1400 BUILDING OWNER'S ASSOCIATION, INC.
A Florida Not For Profit Corporation

ARTICLE I - NAME

The name of the corporation is 1400 Building Owner's Association, Inc.

ARTICLE II - STATEMENT OF CORPORATE NATURE

This is a not for profit corporation organized solely for general charitable purposes pursuant to the Florida Corporations Not For Profit law set forth in Chapter 617 of the Florida Statutes.

ARTICLE III - GENERAL AND SPECIFIC PURPOSE

A. The general purposes for which this corporation is formed are to operate exclusively for such charitable and educational purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 or corresponding provisions of any subsequent Federal tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt organizations under the Code.

B. The purposes and objects of the Association shall be to serve as an entity pursuant to Section 718.111, Florida Statutes, hereinafter called the "Condominium Act", and to administer the operation and management of 1400 Building, A Condominium to be established in accordance with the Condominium Act by the recording of a Declaration of Condominium with respect to the following

described property situate, lying and being in Brevard County, Florida, to-wit:

See Exhibit "A" attached hereto

and to undertake the performance of the acts and duties incident to and administration of the operation and management of said Condominium in accordance with the terms, provisions, conditions and authorizations contained in these Articles of Incorporation, and which may be contained in the formal Declaration of Condominium which will be recorded in the Public Records of Brevard County, Florida; and to own, operate, lease, sell, trade and otherwise deal with such property, whether real or personal, as may be necessary or convenient in the administration of said Condominium. The Association shall be conducted as a non-profit organization for the benefit of its members, and the Association shall make no distributions of income to its members, directors or officers.

C. This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

ARTICLE IV - TERM

This corporation shall have a perpetual existence.

ARTICLE V - POWERS

The Association shall have the following powers:

1. The Association shall have all of the powers and privileges granted to Corporations Not For Profit under the law pursuant to which this Association is chartered and not in conflict with the Condominium Act of the State of Florida or those Articles of Incorporation.

2. The Association shall have all of the powers and duties set forth in the Condominium Act except as limited by those Articles of Incorporation and the Declaration of Condominium.

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

- a. To make and establish reasonable rules and regulations governing the use of Units and common elements in said Condominium as said terms may be defined in said Declaration of Condominium to be recorded.
- b. To buy, sell, lease, mortgage or otherwise deal with any and all property, whether real or personal.
- c. To levy and collect assessments against members of the Association to defray the common expenses of the Condominium as may be provided in said Declaration of Condominium and in the Bylaws of this Association which may be hereafter adopted, including the right to levy and collect assessments 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.
- d. To maintain, repair, replace, operate and manage the Condominium and the property comprising same, including the right to reconstruct improvements after casualty and to make further improvements of Condominium property.
- e. To contract for the management of the Condominium and to delegate in such contract all of the powers and duties of the Association except those which may be required by the Declaration of Condominium to have approval of the Board of Directors or membership of the Association.

- f. To enforce the provision of said Declaration of Condominium, these Articles of Incorporation, the Bylaws of the Association which may be hereafter adopted, and the Rules and Regulations governing the use of said Condominium as may be hereafter established.
- g. To approve or disapprove the transfer, lease, mortgage and ownership of Units as may be provided by the Declaration of Condominium and by the Bylaws.
- h. To execute, 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 aforementioned.
- i. All funds and the title to all property acquired by the Association, and their proceeds shall be held in trust for the members in accordance with the provision of the Declaration of Condominium, these Articles of Incorporation and the Bylaws of the Association.

ARTICLE V - MEMBERSHIP

The qualification of the members, the manner of their admission to membership and termination of such membership and voting by members shall be as follows:

1. The record owners of all Units in said Condominium shall be members of the Association, and no other persons or entities shall be entitled to membership except as designated in writing by a unit owner.

2. Membership shall be acquired by recording in the Public Records of Brevard County, Florida, a deed or other instrument establishing record title to a Unit in 1400 Building, A Condominium, the owner designated by such instrument thus becoming a member of the Association, and the membership of the prior owner being thereby terminated, provided, however, that any party who owns more than one Unit shall remain a member of the Association so long as he shall retain title to or a fee ownership interest in any Unit.

3. The interest 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. The funds and assets of the Association shall belong solely to the Association subject to the limitation that the same be expended, held or used for the benefit of the membership and for the purpose authorized

herein, in the Declaration of Condominium, and in the Bylaws which may be hereafter adopted.

4. On all matters on which the membership shall be entitled to vote, there shall be only those votes for each unit as set forth in the Declaration of Condominium, notwithstanding the fact that the Unit is owned by more than one person, and such vote or votes may be exercised by the owner or owners of each Unit in such manner as may be provided in the Bylaws hereafter adopted by the Association. Should any owner or owners own more than one Unit, such owner or owners shall be entitled to exercise or cast as many votes as are allocated to the particular Units owned, in the manner provided by the Bylaws.

ARTICLE VI - INCORPORATORS

The names and addresses of each incorporator of this corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Hugh Smith, Jr.	1400 Palm Bay Road N.E. Palm Bay, Florida 32905
Kevin A. Smith	1400 Palm Bay Road N.E. Palm Bay, Florida 32905
Connie Chiles-Cooke	1400 Palm Bay Road N.E. Palm Bay, Florida 32905

ARTICLE VII - LOCATION OF REGISTERED OFFICE AND IDENTIFICATION OF REGISTERED AGENT

A. The street address of the initial registered office and principal office of the corporation is 1400 Palm Bay Road, N.W. Palm Bay, Florida 32905.

B. The name of this corporation's registered agent at such address is Kevin A. Smith.

ARTICLE VIII - MANAGEMENT OF CORPORATE AFFAIRS

A. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of directors of the corporation initially shall be three (3); provided, however, that such number may be increased or decreased (but never below three (3)) by a bylaw duly adopted by the members.

Directors elected at the first annual meeting, and at all times thereafter shall serve for a term of one (1) year until the first (1st) annual meeting of members following the election of directors and until the qualification of the successors in office. Annual meetings shall be held each year at the principal office of the corporation, or at such other place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the articles of incorpora-

tion of this corporation shall be prima facie evidence of such authority.

The names and addresses of the first members of the Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Hugh Smith, Jr.	1400 Palm Bay Road N.E. Palm Bay, FL 32905
Kevin A. Smith	1400 Palm Bay Road N.E. Palm Bay, FL 32905
Connie Chiles-Cooke	1400 Palm Bay Road N.E. Palm Bay, FL 32905

The first members of the Board of Directors named herein shall hold office until the first meeting of members to be held within sixty (60) days after the filing of this Articles at which time an election of the Board of Directors shall be held.

B. Corporate Officers. The Board of Directors shall elect the following officers: President, Vice President(s), Treasurer, and Secretary and such other officers as the bylaws of this corporation may authorize the Directors to elect from time to time. Initially, such officers shall be: President - Kevin A. Smith; Vice President - Hugh Smith, Jr.; Secretary - Connie Chiles-Cooke; and Treasurer - Kevin A. Smith. The officers named herein shall serve until the first meeting of the Directors which shall be held within sixty (60) days after the filing of these Articles at which time an election of officers shall be held.

ARTICLE IX - BYLAWS

Subject to the limitations contained in the bylaws and any limitations set forth in the Corporations Not For Profit law of Florida concerning corporate action that must be authorized or approved by members of the corporation, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the Board of Directors or by following the procedure set forth in the bylaws.

ARTICLE X - DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

ARTICLE XI - DISTRIBUTION OF ASSETS

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a nonprofit fund, foundation, or corporation selected by the Board of Directors which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

ARTICLE XII - AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote. Amendments also may be presented to a quorum of members for their vote. Amendments also may be adopted by the vote of two-thirds (2/3) of a quorum of members of the corporation.

ARTICLE XIII - RESTRICTED ACTIVITIES

Notwithstanding any other provision of these Articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law.

We, the undersigned, being each of the incorporators of this corporation, for the purpose of forming this not for profit charitable corporation under the laws of Florida have executed these Articles of Incorporation the 29 day of May, ~~1994~~ 1996.


ARTICLE XIV - 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 or her in connection with any proceeding to which he or she may be a party, or in which he or she may become involved, by reason of his or her being or having been a director or officer at the time such expenses are incurred except in such cases wherein the

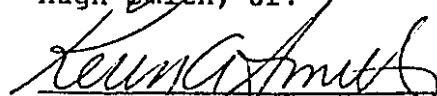
director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties; provided that in the event of any claim for reimbursement or indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such directors or officers may be entitled. The Board of Directors may, and shall if the same is reasonably available, purchase liability insurance to insure all directors, officers or agents, past and present, against all expenses and liabilities as set forth above. The premiums for such insurance should be paid by the Unit owners as part of the common expense.

ARTICLE XV

In the absence of fraud, no contract or other transaction between the Association and any other person, firm, corporation or partnership shall be affected or invalidated by reason of the fact that any director or officer of the Association is pecuniarily or otherwise interested therein.



Hugh Smith, Jr.



Kevin A. Smith



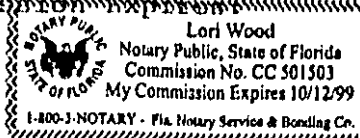
Connie Chiles-Cooke

STATE OF FLORIDA :

COUNTY OF BREVARD :

Before me, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared Hugh Smith, Jr., known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed these Articles of Incorporation.

In witness whereof, ^{Personally known to me} I have herunto set my hand and affixed my official seal in the state and county aforesaid, this 30th day of May, 1994.

My Commission Expires: 1996
Lori Wood
Notary Public, State of Florida
Commission No. CC 501503
My Commission Expires 10/12/99
1-800-3-NOTARY - Fla. Notary Service & Bonding Co.

Lori Wood
NOTARY PUBLIC, State of
Florida at Large

Lori Wood
Printed Name

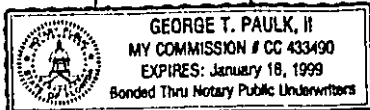
STATE OF FLORIDA :

COUNTY OF BREVARD :

DL #
5530-501-57-H08-0
Before me, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared Kevin A. Smith, (who is personally known to me or has produced as identification and who did (did not) take an oath) known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me that he executed these Articles of Incorporation.

In witness whereof, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 27th day of May, 1994.

My Commission Expires: 1996



George T. Paulk II
NOTARY PUBLIC, State of
Florida at Large

George T. Paulk II
Printed Name

STATE OF FLORIDA :

COUNTY OF BREVARD :

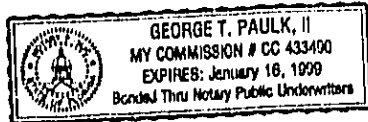
Before me, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared Connie Chiles-Cooke, (who is personally known to me or has produced DL # as identification and who did (did not) take an oath)

6-200-103-42-875-0

known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me that she executed those Articles of Incorporation.

In witness whereof, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 29 day of May, 1994.

My Commission Expires: 1996.



[Signature]
NOTARY PUBLIC, State of
Florida at Large

George T. Paulk
Printed Name

Commission No. CC 433490

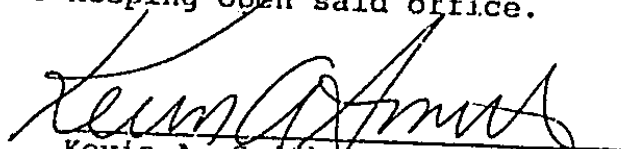
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 40.091, Florida Statutes, the following is submitted in compliance with said Act:

FIRST that 1400 Building Owner's Association, Inc., a Florida Not for Profit Corporation, desiring to organize under the laws of the State of Florida, with its principal office as indicated by the Articles of Incorporation in the City of Palm Bay, County of Brevard, State of Florida, has named Kevin A. Smith, located at 1400 Palm Bay Road, N.E., Palm Bay, Florida 32905, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named 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.


Kevin A. Smith

FILED
CLERK OF DISTRICT COURT
JUN -2 1996
10:00 AM