

State of Florida

Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of STARBEACH CONDOMINIUM ASSOCIATION, INC., a corporation not for profit organized under the Laws of the State of Florida, filed on August 27, 1982, as shown by the records of this office.

The charter number for this corporation is 764737.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
1st day of September 1982.

George Firestone
Secretary of State

ARTICLES OF INCORPORATION

OF

STARBEACH CONDOMINIUM ASSOCIATION, INC.

FILED

AUG 27 3 21 PM '82

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, for the purpose of forming a not-for-profit corporation in accordance with the laws of the State of Florida, acknowledge and file these Articles of Incorporation in the Office of the Secretary of the State of Florida.

ARTICLE I
NAME

The name of the corporation shall be STARBEACH CONDOMINIUM ASSOCIATION, INC. For convenience, the corporation shall herein be referred to as the "Association".

ARTICLE II
PURPOSES AND POWERS

The Association shall have the following powers:

A. To manage, operate and administer STARBEACH, a condominium (referred to herein as the "Condominium"), and to undertake the performance of, and to carry out the acts and duties incident to, the administration of the Condominium in accordance with the terms, provisions, conditions and authorizations contained in these Articles, the Association's By-Laws and the Declaration of Condominium recorded among the Public Records of Brevard County, Florida.

B. To borrow money and issue evidences of indebtedness in furtherance of any or all of the objects of its business; to secure the same by mortgage, deed of trust, pledge or other lien.

C. To carry out the duties and obligations and receive the benefits given the Association by the Declaration of Condominium.

D. To establish By-Laws and Rules and Regulations for the operation of the Association and to provide for the formal administration of the Association; to enforce the Condominium Act of the State of Florida, the Declaration of Condominium, the By-Laws and the Rules and Regulations of the Association.

E. To contract for the management of the Condominium.

F. To acquire, own, operate, mortgage, lease, sell and trade property, whether real or personal, as may be necessary or convenient in the administration of the Condominium.

G. The Association shall have all of the common law and statutory powers of a corporation not-for-profit which are not in conflict with the terms of these Articles, the Declaration of Condominium, the By-Laws and the Condominium Act. The Association shall also have all of the powers of Condominium Associations under and pursuant to Chapter 718, Florida Statutes, the Condominium Act, and shall have all of the powers reasonably necessary to implement the purposes of the Association.

ARTICLE III
MEMBERS

A. Each unit owner in the Condominium and the subscribers to these

Articles shall automatically be members of the Association. Membership of the Subscribers shall terminate upon control of the Association being turned over to the unit in the Condominium.

B. Membership, as to all members other than the Subscribers, shall commence upon the acquisition of fee simple title to a unit as evidenced by the recording of a deed of conveyance amongst the Public Records of Brevard County, Florida, or, as provided in the Declaration of Condominium, upon transfer of title upon the death of a member and membership shall terminate upon the divestment of title to said unit.

C. On all matters as to which the membership shall be entitled to vote, there shall be only one vote for each unit, which vote shall be exercised in the manner provided by the Declaration of Condominium and the By-Laws.

D. 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 unit.

ARTICLE IV EXISTENCE

The Association shall have perpetual existence.

ARTICLE V SUBSCRIBERS

The names and addresses of the Subscribers to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
CLAUD E. BIRD	186 Bimini Road Cocoa Beach, Florida
VERA JEAN BIRD	186 Bimini Road Cocoa Beach, Florida
RICHARD BIRD	186 Bimini Road Cocoa Beach, Florida

ARTICLE VI DIRECTORS

A. The Condominium and Association affairs shall be managed by an Initial Board of Directors (the "Initial board") composed of three persons, in accordance with Article III of the Association's By-Laws.

B. The number of Directors to be elected, the manner of their election and their respective terms shall be as set forth in Article III of the Association's By-Laws. Should a vacancy occur on the Board, the remaining Directors shall select a member to fill the vacancy until the next annual meeting of the membership.

C. The following persons shall constitute the Initial Board and they shall hold office for the term and in accordance with the provisions of Article III of the Association's By-Laws:

<u>NAME</u>	<u>ADDRESS</u>
CLAUD E. BIRD	186 Bimini Road Cocoa Beach, Florida
VERA JEAN BIRD	186 Bimini Road Cocoa Beach, Florida
RICHARD BIRD	186 Bimini Road Cocoa Beach, Florida

ARTICLE VII
OFFICERS

The affairs of the Association shall be administered by the Officers designated in the By-Laws, who shall serve at the pleasure of said Board of Directors. The names and addresses of the officers who shall serve until the first election of officers pursuant to the provisions of the By-Laws are as follows:

<u>NAME</u>		<u>ADDRESS</u>
CLAUD E. BIRD	President	186 Bimini Road Cocoa Beach, Florida
VERA JEAN BIRD	Vice President	186 Bimini Road Cocoa Beach, Florida
Richard Bird	Secretary/Treasurer	186 Bimini Road Cocoa Beach, Florida

ARTICLE VIII
BY-LAWS

The By-Laws of the Association shall be adopted by the initial Board of Directors. The By-Laws may be amended in accordance with the provisions thereof, except that no portion of the By-Laws may be altered, amended, or rescinded in such a manner as will prejudice the rights of the Developer of the Condominium or mortgages of units without their prior written consent.

ARTICLE IX
AMENDMENTS TO ARTICLES

Amendments to these Articles shall be proposed and adopted in the following manner:

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

B. A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors, acting upon the vote of a majority of the Board of Directors, or by the members of the Association having a majority of the votes in the Association. In order for any amendment or amendments to be effective, same must be approved by an affirmative vote of 66-2/3% of the entire Board of Directors and by an affirmative vote of the members having 75% of the votes of the Association.

C. 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 condominium units. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium.

D. A copy of each amendment adopted shall be filed within ten (10) days of adoption with the Secretary of State, pursuant to the provisions of applicable Florida Statutes.

ARTICLE X
INDEMNIFICATION

Every Director and every Officer of the Association shall be indemnified

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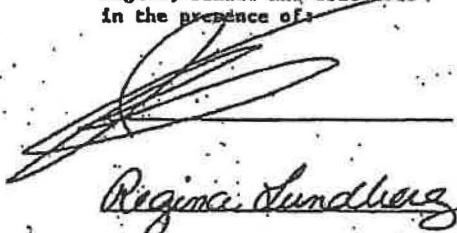
by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon the Director, or Officer in connection with any proceeding or any settlement thereof to which the Director or Officer may be a party, or in which the Director or Officer may become involved by reason of the Director or Officer being or having been a Director or Officer of the Association, whether or not a Director or Officer at the time such expense are incurred, except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance or willful malfeasance in the performance of the Director's or Officer's duty; provided that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all of the rights to which such Director or Officer may be entitled.

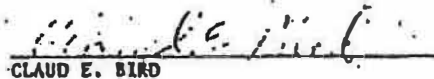
ARTICLE XI
INITIAL REGISTERED OFFICE, AGENT AND ADDRESS

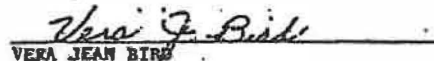
The principal office of the Association shall be at 490 South Orlando Avenue, Cocoa Ranch, Florida, or at such other place, within or without the State of Florida as may be subsequently designated by the Board of Directors. The initial registered agent therein is Joseph W. Scott, 110 Polk Avenue, Suite 6, Cape Canaveral, FL 32920.

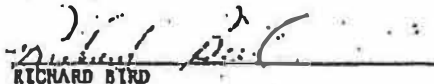
IN WITNESS WHEREOF, we have hereunto set our hands and seals this Aug 2 day of _____, 1982.

Signed, Sealed and delivered
in the presence of:


Regina Lundberg


CLAUD E. BIRD


VERA JEAN BIRD

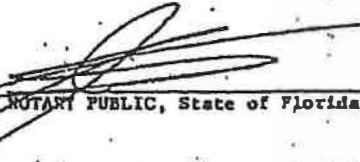

RICHARD BIRD

STATE OF FLORIDA
COUNTY OF BREVARD

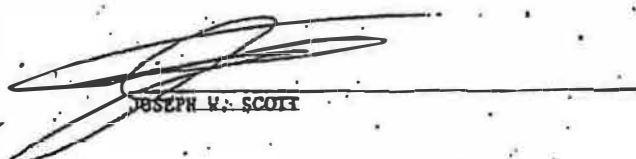
The foregoing instrument was acknowledged before me this 2nd day of Aug, 1982, by Claud E. Bird, Vera Jean Bird and Richard Bird.

My Commission Expires:

My Commission Expires:


NOTARY PUBLIC, State of Florida

I hereby accept the designation of Registered Agent as set forth in these Articles of Incorporation.


JOSEPH W. SCOTT