

**ARTICLES OF INCORPORATION
OF
SOLANA LAKE CONDOMINIUM 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, we, the undersigned, hereby associate ourselves into a corporation for the purpose and with the powers hereinafter mentioned; and to that end we do, by these Articles of Incorporation, set forth:

ARTICLE I

NAME

The name of the corporation shall be SOLANA LAKE CONDOMINIUM ASSOCIATION, INC. The corporation shall be hereinafter referred to as the "Association".

ARTICLE II

PURPOSE

The purposes and objects of the Association shall be to administer the operation and management of a condominium to be established by SOLANA LAKE, INC., a Florida corporation, hereinafter called Developer, the condominium complex to be established in accordance with the laws of the State of Florida upon the following described property, situate, lying and being in Brevard County, Florida, to-wit:

SEE SHEET 3 OF EXHIBIT "B" ATTACHED HERETO AND INCORPORATED
HEREIN BY REFERENCE AND MADE A PART HEREOF.

and to undertake the performance of the acts and duties incident to the administration of the operation and management of said condominium and in accordance with the terms, provisions, conditions and authorizations contained in these articles and which may be contained in the Declaration of Condominium which will be recorded in the Public Records of Brevard County, Florida, at the time said property, and the improvements now or hereafter situate thereon are submitted to a plan of condominium ownership; 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.

ARTICLE III

POWERS

The Association shall have the following powers:

A. All of the powers and duties granted to corporations and corporations not for profit as set forth in Chapters 607 and 617, Florida Statutes, except as expressly limited or restricted by the

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Curtis R. Mosley, Esq.
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Florida Condominium Act, and all of the powers and privileges which may be granted unto said Association or exercised by it under any other applicable laws of the State of Florida.

B. All of the powers reasonably necessary to implement and effectuate the purposes of the Association, including, but not limited to:

1. To make and establish reasonable rules and regulations governing the use of condominium units and the common elements in the condominium as said terms may be defined in the Declaration of Condominium.

2. To levy and collect assessments against members of the Association to defray the common expenses of the condominium as may be provided in the Declaration of Condominium and in the By-Laws of the Association which may be hereafter adopted, including the right to levy and collect assessments for the purposes of acquiring, operating, leasing, and otherwise trading and dealing with such property, whether real or personal, including the units in the condominium, which may be necessary or convenient in the operation and management of the condominium and in accomplishing the purposes set forth in the Declaration of Condominium.

3. 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 improvement of the condominium property.

4. To contract for the management and maintenance of the condominium and to authorize a management agent to assist the Association in carrying out its powers and duties by performing such functions as the collection of assessments, preparation of records, enforcement of rules and maintenance of the common elements. The Association shall, however, retain at all times the powers and duties granted them by the Condominium Act, including, but not limited to the making of assessments, promulgation of rules and execution of contracts on behalf of the Association.

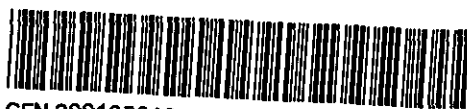
5. To enforce the provisions of the Declaration of Condominium, these Articles of Incorporation, the By-Laws of the Association which may be hereafter adopted, and the rules and regulations governing the use of the condominium as the same may be hereafter established.

6. To acquire title to property or otherwise hold, convey, lease, and mortgage association property for the use and benefit of its members. The power to acquire personal property shall be exercised by the board of administration. Except as otherwise permitted in subsections (8) and (9) of Section 718.111, Florida Statutes, and in Section 718.114, Florida Statutes, no association may acquire, convey, lease, or mortgage association real property except in the manner provided in the declaration, and if the declaration does not specify the procedure, then approval of seventy-five (75%) percent of the total membership shall be required.

7. 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.

8. The Association shall operate, maintain and manage the surface water or stormwater management system(s) in a manner consistent with the St. Johns River Water

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Management District permit no. _____ requirements and applicable District rules, and shall assist in the enforcement of the Declaration of Condominium which relate to the surface water or stormwater management system.

9. 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 stormwater management system.

ARTICLE IV
MEMBERS

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:

A. The owners of all condominium units in the condominium shall be members of the Association, and no other persons or entities shall be entitled to membership, except as provided in item E of this Article IV.

B. Membership shall be established by the acquisition of fee title to a unit in the condominium or by acquisition of a fee ownership interest therein, whether by conveyance, devise, judicial decree or otherwise, and the membership of a party shall be automatically terminated upon his being divested of all title to or his entire fee ownership interest in all units in the condominium.

C. 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 condominium 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 purposes authorized herein, in the Declaration of Condominium, and in the said By-Laws.

D. On all matters on which the membership shall be entitled to vote, there shall be only one (1) vote for each unit in the condominium, which vote shall be exercised or cast by the owner or owners of each unit in such manner as may be provided in the By-Laws hereafter adopted. Should any member own more than one (1) unit, such member shall be entitled to exercise or cast as many votes as he owns units, in the manner provided in said By-Laws.

E. Until such time as the property described in Article II hereof is submitted to a plan of condominium ownership by the recordation of said Declaration of Condominium, the membership of the Association shall be comprised of the subscribers of these Articles, each of which subscribers shall be entitled to cast one (1) vote on all matters on which that membership shall be entitled to vote.



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ARTICLE VEXISTENCE AND DURATION

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

ARTICLE VILOCATION

The principal office of the Association shall be located at 1600 North Atlantic Avenue, Suite 201, Cocoa Beach, Brevard County, Florida, 32931 but the Association may maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the Board of Administration.

ARTICLE VIIDIRECTORS

The affairs of the Association shall be managed by the Board of Administration. The number of members of the Board of Administration of the Association shall be three (3) until turnover of control of the Association to Unit Owners other than the Developer at which time the number of Directors shall increase to five (5). The members of the Board of Administration shall be elected as provided by the By-Laws of the Association. The Board of Administration shall be members of the Association or shall be authorized representatives, officers or employees of a corporate member of this Association. Notwithstanding the foregoing, the first election of directors will be held in accordance with Article VI of the Declaration of Condominium of SOLANA LAKE, a Condominium. Any vacancies in the Board of Administration occurring before the first election will be filled by the remaining directors, unless the vacancy occurs when both the Developer and unit owners other than the Developer are entitled to representation in which event the vacancy shall be filled by an election as provided in Rule 61B.23.0021 Florida Administration Code. The first election of directors shall be held sixty (60) days from the date of recording of the Declaration of Condominium; thereafter, elections of directors shall be held once a year at the annual membership meeting.

The names and addresses of the members of the first Board of Administration who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

John Grandlich	1600 North Atlantic Avenue Suite 201 Cocoa Beach, Florida 32931
Millic Wasdin	1600 North Atlantic Avenue Suite 201 Cocoa Beach, Florida 32931
Brenda Bennett	1600 North Atlantic Avenue Suite 201 Cocoa Beach, Florida 32931

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ARTICLE VIIIOFFICERS

The Board of Administration shall elect a President, a Secretary and a Treasurer and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board of Administration shall determine. The President shall be elected from among the membership of the Board of Administration but no other officer needs to be a director. The same person may hold two (2) offices, the duties of which are not incompatible; provided, however, that the office of the President and Vice President shall not be held by the same person, nor shall the office of President, Secretary or Assistant Secretary be held by the same person.

The affairs of the Association shall be administered by the officers designated in the By-Laws of the Association. Said officers will be elected by the Board of Administration at its first meeting following the annual meeting of the members of the Association and with the approval of the Board of Administration, may employ a managing agent and/or such other managerial and supervisory personnel or entities to administer or assist in the administration of the operation and management of the condominium, and the affairs of the Association, and any such person or entity may be so employed without regard to whether such person or entity is a member of the Association or a director of the Association.

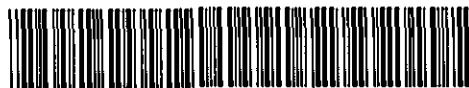
The names and addresses of the officers who will serve until their successors are designated are as follows:

John Grandlich President	1600 North Atlantic Avenue Suite 201 Cocoa Beach, Florida 32931
Millie Wasdin Vice President/Assistant Secretary	1600 North Atlantic Avenue Suite 201 Cocoa Beach, Florida 32931
Brenda Bennett Vice President/Secretary	1600 North Atlantic Avenue Suite 201 Cocoa Beach, Florida 32931

ARTICLE IXSUBSCRIBERS

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

CURTIS R. MOSLEY, Esquire	1221 East New Haven Avenue Melbourne, FL 32901
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ARTICLE XBY-LAWS

The original By-Laws of the Association shall be adopted by the Board of Administration and thereafter, such By-Laws may be altered or rescinded by the Board of Administration only in such manner as said By-Laws may provide.

ARTICLE XIINDEMNIFICATION

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 of the Association, whether or not he or she is 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. 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 intent of this indemnification is to afford protection to the Directors and Officers of the Association to the maximum extent allowed by law. This Article XI shall not be amended or deleted at anytime without the express prior written approval of more than seventy-five (75%) percent of the total Voting Interests of the membership, and any purported amendment or deletion of this Article XI or any portion thereof without the express prior written approval of more than seventy-five (75%) percent of the total Voting Interests of the membership shall be void.

ARTICLE XIIAMENDMENTS

Any amendment or amendments to these Articles of Incorporation may be proposed by the Board of Administration of the Association acting upon a vote of the majority of the directors, or by the members of the Association owning a majority of the condominium units in the condominium, whether meeting as members or by instrument in writing signed by them. Upon any amendment or amendments to these Articles being proposed by said Board of Administration 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 special meeting of the members of the Association for a date not sooner than twenty (20) days nor later than sixty (60) days from the receipt by him of the proposed amendment or amendments, and it shall be the duty of the Secretary to give to each member written or printed notice of such meeting, stating the time and place of the meeting and reciting the proposed amendment or amendments in reasonably detailed form, which notice shall be mailed or presented personally to each member not less than ten (10) days nor more than thirty (30) days before the date set for such meeting. If mailed, the notice of the membership meeting shall be sent by certified mail, return receipt requested, which mailing shall be deemed notice. 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

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affirmative vote of the members owning a majority of the condominium units in the condominium in order for such amendment or amendments to become effective. Thereupon, such amendment or amendments of these articles shall be transcribed and certified in such form as may be necessary to register the same in the office of the Secretary of State of Florida; and upon the registration of such amendment or amendments with said Secretary of State, a certified copy thereof shall be recorded in the Public Records of Brevard County, Florida, within ten (10) days from the date on which the same are so registered. No amendment is valid until it is recorded in the Public Records. At any meeting held to consider such amendment or amendments of these articles, the written vote of any member of the Association shall be recognized, if such member is not in attendance at such meeting or represented thereat by proxy, provided such written vote is delivered to the Secretary of the Association at or prior to such meeting.

Notwithstanding the foregoing provisions of this Article XII, no amendment or amendments to these articles which shall abridge, amend or alter the right of the Developer to designate and select members of each Board of Administration of the Association, as provided in Article VII hereof, may be adopted or become effective without the prior consent of the Developer.

ARTICLE XIII
DISSOLUTION

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

IN WITNESS WHEREOF, the subscribers have hereunto set their hands and seals this 11th day of July, 2000.


CURTIS R. MOSLEY

STATE OF FLORIDA)
COUNTY OF BREVARD)

BEFORE ME, the undersigned authority, personally appeared CURTIS R. MOSLEY, who being by me first duly sworn, acknowledged that he executed the foregoing Articles of Incorporation for the purposes therein expressed on this 11th day of July, 2000.


NOTARY PUBLIC
My Commission Expires:



Linda A. Collins
MY COMMISSION # CC763406 EXPIRES
AUGUST 12, 2001
BONDED INDEPENDENT FARM INSURANCE, INC.

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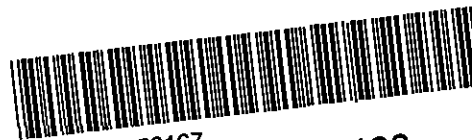
CERTIFICATE OF REGISTERED AGENT

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act.

SOLANA LAKE CONDOMINIUM ASSOCIATION, INC., a corporation not for profit, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, in the City of Cocoa Beach, County of Brevard, State of Florida, has named CURTIS R. MOSLEY, ESQ., 1221 East New Haven Avenue, Melbourne, Florida 32901, as its agent to accept service of process for the above-stated corporation, at the place designated in this certificate, and he hereby accepts to act in this capacity and agrees to comply with the provisions of said Act relative to keeping open said office.



CURTIS R. MOSLEY



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SOLANA LAKE, A CONDOMINIUM PARENT PARCEL DESCRIPTION

DESCRIPTION: PARENT PARCEL

A portion of Section 14, Township 24 South, Range 37 East, Brevard County, Florida, being more particularly described as follows:

Commence at the Northwest corner of said Section 14; thence $N89^{\circ}43'34''E$, along the North line of the Northwest one-quarter of said Section 14, a distance of 2,639.94 feet to the North 1/4 corner of said Section 14; thence $N89^{\circ}45'43''E$, along the North line of the Northeast one-quarter of said Section 14, a distance of 1,319.16 feet, to the Northwest corner of Government Lot 1 in said Section 14; thence $S01^{\circ}29'01''E$, along the West line of said Government Lot 1, a distance of 566.13 feet; thence $S89^{\circ}45'43''W$, a distance of 66.02 feet, to a point 66.00 feet West, by right angle measurement, of the West line of said Government Lot 1; thence $S01^{\circ}29'01''E$, parallel with and 66.00 feet West of the West line of said Government Lot 1, a distance of 34.25 feet, to the POINT OF BEGINNING of the herein described parcel; thence continue, $S01^{\circ}29'01''E$, parallel with and 66.00 feet West of the West line of said Government Lot 1, and along the West line of a 66.00 foot wide Ingress and Egress Easement recorded in Official Records Book 3482, Page 369 of the Public Records of Brevard County, Florida and amended in Official Records Book 3587, Page 2167 of the Public Records of Brevard County, Florida, a distance of 852.34 feet, to the point of curvature of a curve, concave Northwesterly, having a radius of 35.00 feet and a central angle of $91^{\circ}14'44''$; thence Southwesterly, along the arc of said curve to the right, a distance of 55.74 feet, to a point of tangency; thence $S89^{\circ}45'43''W$, along the North line of said Ingress and Egress Easement, a distance of 380.57 feet; thence $S58^{\circ}58'12''W$, along the North line of said Ingress and Egress Easement, a distance of 200.00 feet; thence $S89^{\circ}52'21''W$, along the North line of said Ingress and Egress Easement, a distance of 406.67 feet, to a point on the West line of lands described in Official Records Book 3980, Page 1996 of the Public Records of Brevard County, Florida; thence $N01^{\circ}29'01''W$, along said West line, a distance of 989.73 feet; thence $N89^{\circ}45'43''E$, a distance of 962.78 feet, to the point of curvature of a curve, concave Southwesterly, having a radius of 35.00 feet and a central angle of $88^{\circ}45'16''$; thence Southeasterly, along the arc of said curve to the right, a distance of 54.22 feet, to the POINT OF BEGINNING; Containing 21.47 acres, more or less.



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SURVEYOR'S NOTES:

1. SEE SHEET 5 OF 15 FOR THE SKETCH TO ACCOMPANY THIS LEGAL DESCRIPTION.

ALLEN ENGINEERING, INC.
106 DIXIE LANE
COCOA BEACH, FLORIDA
APRIL 21, 2000

EXHIBIT "B"

SHEET 3 OF 15