

EXHIBIT "C" TO
DECLARATION OF CONDOMINIUM
OF
SUNRISE VILLAGE, A CONDOMINIUM

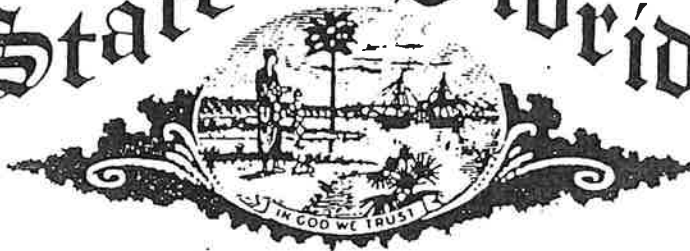
ARTICLES OF INCORPORATION
OF
SUNRISE VILLAGE CONDOMINIUM ASSOCIATION, INC.

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State of Florida



Department of State

I certify that the attached is a true and correct copy of the Articles of Incorporation of SUNRISE VILLAGE CONDOMINIUM ASSOCIATION, INC., a corporation organized under the Laws of the State of Florida, filed on November 18, 1988, as shown by the records of this office.

The document number of this corporation is N29347.

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
18th day of November, 1988.



Jim Smith

Jim Smith
Secretary of State

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ARTICLES OF INCORPORATION
OF
SUNRISE VILLAGE CONDOMINIUM ASSOCIATION, INC.

The undersigned, for the purpose of forming a not-for-profit corporation in accordance with the laws of the State of Florida, acknowledges and files these Articles of Incorporation in the Office of the Secretary of the State of Florida pursuant to Chapter 617 and 718, Florida Statutes.

ARTICLE I
DEFINITIONS

In these Articles of Incorporation the following definitions shall apply:

A. "Association" means and refers to the Sunrise Village Condominium Association, Inc., a Florida not-for-profit corporation.

B. "Condominium" means and refers to the real and personal property submitted to the Condominium form of ownership, whether or not contiguous, all improvements thereon, all easements and rights appurtenant thereto intended for use in connection with that certain Condominium known as Sunrise Village, a Condominium, as depicted or to be depicted in Exhibit "B" to the Declaration of Condominium for Sunrise Village, a Condominium.

C. "Condominium Act" means and refers to Chapter 718, Florida Statutes.

D. "Declaration of Condominium" means and refers to the documents that submit the Condominium to the Condominium form of ownership that are recorded or will be recorded in the Public Records of Brevard County, Florida.

E. "Developer" means and refers to Sunrise Village Development, Inc., a Florida corporation, and its express successors to or assigns of the rights thereof under the Declaration of Condominium for Sunrise Village, a Condominium, and any amendments thereto; provided, however, that an Owner shall not solely by the purchase of a Unit be deemed to be a successor to or assignee of the rights of the Developer under the aforementioned Declaration of Condominium, unless such Owner is specifically so designed as a such successor to or assignee of such rights in the respective instrument of Conveyance executed by the Developer.

F. "Director" means and refers to an individual serving on the Association Board of Directors.

G. "Entitled To Vote" means and refers to the Members of the Association who shall have the right and power to vote at meetings of the Association. When more than one Person holds a fee simple interest in any Unit(s), all such Persons shall be Association Members, but the vote for such Unit(s) shall be exercised only by that one Person designated in writing on a Voting Certificate by all such Unit Owners, as they among themselves determine, and sent to the Association secretary.

H. "Member" means and refers to any of the Owners of Units in the Condominium brought within the jurisdiction of the Association, and after termination of the Condominium shall consist of those Unit Owners in the terminated Condominium who are Members at the time of such termination, and their successors and assigns.

I. "Owner" means and refers to the Person(s) who is the fee simple record title holder to one or more Units in the Condominium.

J. "Person" means and refers to a human individual or a legal entity.

K. "Unit" means and refers to a part of the Condominium which is subject to exclusive ownership, all as designated or to be designated in the Declaration of Condominium.

ARTICLE II NAME

The name of this corporation shall be SUNRISE VILLAGE CONDOMINIUM ASSOCIATION, INC.

ARTICLE III PURPOSES AND POWERS

The Association shall have the following powers:

A. To operate SUNRISE VILLAGE, A CONDOMINIUM, as set forth in the Declaration of 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;

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ARTICLE IV
MEMBERS

A. Each Unit Owner in Sunrise Village, a Condominium, any Developer selected Directors, and the Subscriber to these Articles shall automatically be Members of the Association. Membership of the Subscriber and any Developer selected Directors shall terminate upon the Developer being divested of all Units in the Condominium and upon resignation of any Developer selected Directors.

B. Membership as to all Members other than the Developer selected Directors and the Subscriber, shall commence upon the acquisition of fee simple title to a Unit in the Condominium and 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.

E. The Association and each Member thereof must accept as Members the Owners of all Units in the Condominium.

ARTICLE V
EXISTENCE

The Association shall have perpetual existence. Pursuant to Section 617.011(1), Florida Statutes, this corporation shall be a nonstock membership corporation.

ARTICLE VI
SUBSCRIBER

The name and address of the Subscriber to these Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Sunrise Village Development, Inc., Florida corporation	P. O. Box 8258 Maitland, Florida 32751

ARTICLE VII
DIRECTORS

A. The Condominium and Association affairs shall be managed by a Board of Directors composed initially of three (3) persons, in accordance with Article IV of the Association's By-Laws.

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

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

NAME	ADDRESS
Robert Rohdie	P. O. Box 8258 Maitland, Florida 32751
Alan H. Ginsburg	P. O. Box 8258 Maitland, Florida 32751
Earl Thiele	P. O. Box 8258 Maitland, Florida 32751

ARTICLE VIII
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:

NAME	TITLE	ADDRESS
Robert Rohdie	President	P. O. Box 8258 Maitland, FL 32751
Alan H. Ginsburg	Vice-President	P. O. Box 8258 Maitland, FL 32751
Earl Thiele	Secretary	P. O. Box 8258 Maitland, FL 32751
Alan H. Ginsburg	Treasurer	P. O. Box 8258 Maitland, FL 32751

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ARTICLE IX
BY LAWS

A. The By-Laws of the Association shall be adopted by the Initial Board. The By-Laws may thereafter 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 mortgagees of Units without their prior written consent.

B. Subject always to the provisions of the Declaration of Condominium, the By-Laws may be amended, modified or rescinded in accordance with the Declaration of Condominium or by a resolution duly adopted by a majority of the Board of Directors at any duly called meeting of the Board of Directors, and thereafter submitted to the Members at any duly convened meeting of the Members and approved by a seventy-five percent (75%) vote of the Members Entitled To Vote and present in person or by proxy; provided: there is a quorum; that notice of the proposed change is given in the notice of the meeting; and that the voting requirements of the Declaration of Condominium are met in full, in the appropriate cases. Notice may be waived in writing by any Member. Amendments to the By-Laws may be proposed by the Board of Directors, acting upon the vote of a majority of the Directors, or proposed by Members of the Association Entitled To Vote and having a majority of the votes in the Association.

C. No amendment shall discriminate against any Unit Owner nor any class or group of Unit Owners, unless the Unit Owners so affected shall consent. No amendment shall be made that is in conflict with the Articles of Incorporation or the Declaration of Condominium. No amendment which affects the Developer may be adopted or become effective without the prior written consent of the affected Developer. No By-Law shall be revised or amended by reference to its title or number only. Proposals to amend existing By-Laws shall contain the full text of the By-Laws to be amended. New words shall be inserted in the text and underlined, and words to be deleted shall be lined through with hyphens. However, if the proposed change is so extensive that this procedure would hinder, rather than assist, the understanding of the proposed amendment, it is not necessary to use underlining and hyphens as indicators of words added or deleted, but, instead, a notation must be inserted immediately preceding the proposed amendment in substantially the following language: "Substantial re-wording of By-Law. See By-Law Article for present text." Non-material errors or omissions in the By-Law process shall not invalidate an otherwise properly promulgated amendment.

D. A copy of each amendment shall be attached to a certificate certifying that the amendment was duly adopted as an amendment of the By-Laws, which certificate shall be executed by the officers of the Association with the formalities of a deed.

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The amendment shall be effective when such certificate and a copy of the amendment are recorded in the Public Records of Brevard County, Florida.

ARTICLE X
AMENDMENTS TO ARTICLES OF INCORPORATION

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 the majority of the entire Board of Directors and by an affirmative vote of the Members Entitled To Vote having a majority 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 holders of mortgages upon the 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 XI
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 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 expenses are incurred, except in such cases wherein the Director or officer is adjudged guilty of gross negligence or willful misconduct 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~~ ~~REG.~~ ~~GOING~~ right of indemnification shall be in

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addition to and not exclusive of all of the rights to which such Director or officer may be entitled.

ARTICLE XII
TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

No contract or transaction between the Association and one or more of its Directors or officers, or between the Association and any other corporation, partnership association or organization in which one or more of its Directors or officers are directors or officers, or have a financial interest shall be invalid, void or voidable solely for such reason, or solely because the Director or officer is present at or participated in the meeting of the Board of Directors or committee thereof which authorized the contract or transaction, or solely because his or their votes are counted for such purpose. No Director or officer of the Association shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction. Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorizes the contract or transaction.

ARTICLE XIII
INITIAL REGISTERED OFFICE, AGENT AND ADDRESS.

The registered office of the Association shall be at 7200 N. U.S. HWY. 1, Cocoa, Florida 32927, or at such other place, within or without the Brevard County, Florida as may be subsequently designated by the Board of Directors. The initial registered office is at the above address, and the initial registered agent is Robert C. Rohdie.

IN WITNESS WHEREOF, the above named subscriber has hereunto set his hand and seal this 18th day of August, 1988.

Signed, sealed and delivered
in the presence of:

James L. Grau
Lula A. Barnes

SUNRISE VILLAGE DEVELOPMENT,
INC., a Florida corporation

By: Robert C. Rohdie,
its President

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me
this 18~~th~~ day of August, 1988, by Robert C. Rohdie as
President of Sunrise Village Development, Inc., a Florida
Corporation, on behalf of the corporation.

James E. Gray
Notary Public
State of Florida at Large
My commission expires:
Notary Public, State of Florida at Large
My Commission Expires February 11, 199
Bonded thru Huckleberry & Associates

The undersigned accepts appointment as Registered Agent.

Robert C. Rohdie