

ARTICLES OF INCORPORATION

OF

MILES GRANT CONDOMINIUM ONE, INC.

(A Corporation Not for Profit)

The undersigned hereby associate themselves for the purpose of forming a corporation not for profit under Chapter 617 of Florida Statutes and certify as follows:

ARTICLE I.

NAME

The name of this corporation shall be MILES GRANT CONDOMINIUM ONE, INC.

ARTICLE II.

PURPOSE

In accordance with the provisions of Chapter 711 of Florida Statutes, commonly known as the Condominium Act, a Condominium will be created upon certain lands in MARTIN County, Florida, to be known as MILES GRANT CONDOMINIUM ONE.

The Declaration subjecting the lands involved to a condominium form of ownership will be recorded among the Public Records of Martin County, Florida. This corporation is organized for the purpose of operating, governing, administering and managing the property and affairs of the condominium, to-wit: MILES GRANT CONDOMINIUM ONE, and to exercise all powers and discharge all responsibilities granted to it as a corporation under the laws of the State of Florida, the By-Laws, these Articles of Incorporation and the aforementioned Declaration of Condominium, and further to exercise all powers granted to a condominium association under the Condominium Act, and to acquire, hold, convey and otherwise deal in and with real and personal property in this corporation's capacity as a condominium association.

ARTICLE III.

POWERS

The powers of the corporation shall include and be governed by the following provisions:

1. The corporation 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, and in addition, all of the powers conferred by the Condominium Act upon a condominium association, and in addition, all of the powers set forth in the Declaration of Condominium of Miles Grant Condominium One, which are not in conflict with law.

2. The corporation shall have all of the powers reasonably necessary to implement the powers of the corporation, including but not limited to the following:

- (a) To operate and manage the condominium and condominium property in accordance with the sense, meaning, direction, purpose and intent contained in the Declaration of Condominium of Miles Grant Condominium One when the same has been recorded among the Public Records of MARTIN County, Florida.
- (b) To make and collect assessments against members to defray the costs of the condominium, and to refund common surplus to members.
- (c) To use the proceeds of assessments in the exercise of its powers and duties.
- (d) To maintain, repair, replace and operate the condominium property.
- (e) To reconstruct improvements upon the condominium property after casualty, and to further improve the property.
- (f) To make and amend regulations respecting the use of the property in the condominium.
- (g) To approve or disapprove the proposed purchasers, lessees and mortgagees of apartments.
- (h) To enforce by legal means the provisions of the condominium documents, these Articles, the By-Laws of the corporation and the regulations for the use of the property in the condominium.
- (i) To contract for the management of the condominium and to delegate to such contractor all powers and duties of the corporation except such as are specifically required by the condominium documents to have approval of the Board of Directors or the membership of the corporation.

3. All funds and title of all properties acquired by the corporation and the proceeds thereof shall be held only for the benefit of the members in accordance with the provisions of the condominium documents.

4. The powers of the corporation shall be subject to and be exercised in accordance with the provisions of the Declaration of Condominium which governs the use of the condominium property.

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:

1. Until such time as the Declaration of Condominium of Miles Grant Condominium One shall be recorded among the Public Records of Martin County, Florida, the membership of this corporation shall be comprised of the Subscribers to these Articles, or their assigns, each of which Subscribers or his assigns, shall be entitled to cast one vote on all matters in which the membership shall be entitled to vote.

2. After the recording of the Declaration of Condominium of Miles Grant Condominium One the owners of each condominium unit in the aforementioned condominium shall each be a member of the corporation and at such time the Subscribers who are members of the corporation by virtue of Paragraph 1 above shall no longer be members by virtue of said Paragraph 1.

3. Thereafter, membership in the corporation shall be established by acquisition of the fee title to a condominium unit in Miles Grant Condominium One, whether by conveyance, devise, judicial decree or otherwise, and the membership of any party shall be automatically terminated upon his being divested of all title to or his entire fee interest in any unit except that nothing herein contained shall be construed as terminating the membership of any party who may own a fee ownership interest in two or more units, so long as such party shall retain title to a fee ownership interest in any unit.

4. The interest of a member in the funds and assets of the corporation cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to his unit. The properties, funds and assets of the corporation shall be held or used for the benefit of the membership and for the purposes authorized herein, in the Declaration of Condominium, and in the By-Laws which may hereafter be adopted.

5. On all matters on which the membership shall be entitled to vote, there shall be only one vote for each unit in the condominium, which vote may be exercised or cast by the owner or owners of each unit in such manner as may be provided in the By-Laws of this corporation. Should any member own more than one unit, such member shall be entitled to exercise or cast one vote for each unit owned in the manner provided by said By-Laws.

ARTICLE V.

TERM

This corporation shall have perpetual existence.

ARTICLE VI.

PRINCIPAL OFFICE

The principal office of this corporation shall be located at
1813 Cove Road, Stuart, Florida

but this corporation may change said principal office and transact business at such other places within or without the State of Florida as shall from time to time be designated by the Board of Directors.

ARTICLE VII.

MANAGEMENT OF THE AFFAIRS OF THE CORPORATION - OFFICERS

The affairs of this corporation shall be managed by its officers, subject, however, to the directions of the Board of Directors, except to the extent that the Directors shall have delegated the responsibility for such management under the provisions of these Articles and in accordance with the By-Laws. The officers of this corporation shall consist of a President, a Vice President, a Secretary and a Treasurer, all of whom shall be elected by the Board of Directors according to the By-Laws of this corporation. The Directors may, if they desire, combine the offices of Secretary and Treasurer and, in addition, provide for such other officers, agents, supervisory personnel or employees of the corporation as they shall see fit,

none of whom need be a member of the corporation. Commencing with the first annual meeting of the Board of Directors in 19 , officers will be elected annually to hold office until the next annual meeting of the Board of Directors or until their successors are elected and qualify. The names of the officers who are to serve until the first election by the Board of Directors are as follows:

- President
- Vice President
- Secretary
- Treasurer

None of the above officers specifically named in these Articles shall be required to be a member of this corporation to hold office.

ARTICLE VIII.

BOARD OF DIRECTORS

This corporation shall be governed by a Board of Directors consisting of not less than three (3) nor more than fifteen (15) persons as provided for in the By-Laws. In the absence of any provision in the By-Laws designating the number of Directors, the number thereof shall be three (3), provided, however, that until the first annual meeting of the members of this corporation in 19 , this corporation shall be governed by a Board of Directors consisting of three persons. The names and post office addresses of the persons who will serve as Directors until the first annual meeting of members in 19 , or until their successors are elected and qualify, are as follow:

Name

Post Office Address

Succeeding Boards of Directors and succeeding Directors shall be elected by members in the manner and in accordance with the method provided for in the By-Laws of the corporation, as the same shall be constituted from time to time.

ARTICLE IX.

REMOVAL OF OFFICERS AND DIRECTORS

Any officer may be removed prior to the expiration of his term of office in the manner provided hereinafter, or in such manner as provided in the By-Laws. Any officer

may also be removed for cause by a two-thirds (2/3) vote of the full Board of Directors at a meeting of Directors called at least in part for the purpose of considering such removal. Any officer or director of this corporation may be removed with or without cause, and for any reason, upon a petition in writing of a majority of the members of this corporation approved at a meeting of members called at least in part for the purpose, by a two-thirds (2/3) vote of the membership. The petition calling for the removal of such officer and/or director shall set forth a time and place for the meeting of members, and notice shall be given to all members of such special meeting of the members at least ten (10) days prior to such meeting in the manner provided in the By-Laws for the giving of notices of special meetings. At any such meeting the officer and/or director whose removal is sought shall be given the opportunity to be heard.

ARTICLE X.

INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every director and every officer of the corporation shall be indemnified by the corporation against all expenses and liability, 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 of the corporation, whether or not he 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 wilful misfeasance or malfeasance in the performance of his duties; provided that in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the director or officer seeking such reimbursement or indemnification, the indemnification herein shall apply only if the Board of Directors approves such settlement and reimbursement as being in the interests of the corporation. 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.

ARTICLE XI.

BY-LAWS

The original By-Laws of this corporation shall be adopted by a majority vote of the members of this corporation present at a meeting of members called for the purpose, at which

a majority of the membership is present, and thereafter the By-Laws of this corporation may be amended, altered or rescinded only in the manner provided for in the Declaration of Condominium hereinabove described or provided for in the By-Laws. The original By-Laws of this corporation shall be appended to the Declaration of Condominium above described at the time of the recording of the Declaration of Condominium among the Public Records of Martin County, Florida.

ARTICLE XII.

PROHIBITION AGAINST ISSUANCE OF
STOCK AND DISTRIBUTION OF INCOME

This corporation shall never have nor issue any shares of stock, nor shall this corporation distribute any part of the income of this corporation, if any, to its members, directors or officers. Nothing herein, however, shall be construed to prohibit the payment by the corporation of compensation in a reasonable amount to the members, director or officers for services rendered, nor shall anything herein be construed to prohibit the corporation from making any payments or distributions to members of benefits, monies or properties permitted by Section 617.011 of Florida Statutes and contemplated by the Declaration of Condominium and/or Condominium Act.

ARTICLE XIII.

CONTRACTUAL POWERS

In the absence of fraud, no contract or other transaction between this corporation and any other person, firm, association, corporation or partnership shall be affected or invalidated by the fact that any director or officer of this corporation is pecuniarily or otherwise interested in, or is a director, member or officer of any such other firm, association, corporation or partnership, or is a party or is pecuniarily or otherwise interested in such contract or other transactions, or in any way connected with any person, firm, association, corporation or partnership, pecuniarily or otherwise interested therein. Any director may vote and be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation for the purpose of authorizing such contract or transaction with like force and effect as if he were not so interested, or were not a director, member or officer of such other firm, association, corporation or partnership.

ARTICLE XIV.

SUBSCRIBERS

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

Name

Post Office Address

ARTICLE XV.

AMENDMENT

These Articles of Incorporation may be amended from time to time by resolution adopted by a majority of the Board of Directors and approved by a vote of two-thirds (2/3) of the members of this corporation present at any meeting of the members of the corporation called at least in part to consider such amendment, or approved in writing by the members of this corporation having not less than two-thirds (2/3) of the total membership vote.

IN WITNESS WHEREOF, we have hereunto set our hands and seals at Miami, Dade County, Florida, this _____ day of _____, 19____.

(SEAL)

(SEAL)

(SEAL)

STATE OF FLORIDA)
COUNTY OF DADE) SS:

BEFORE ME, the undersigned authority, this day personally appeared _____ to me well known and known to me to be the identical individuals described in and who executed the foregoing Articles of Incorporation of _____, and they each acknowledged before me that they signed and executed the same for the purposes therein set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Dade County, Florida, this _____ day of _____, 19____.

NOTARY PUBLIC - State of Florida at Large

My Commission Expires: _____