

ARTICLES OF INCORPORATION
OF
OCEANHOUSES AT SOUTHPOINTE ASSOCIATION, INC.

A Florida Not-for-Profit Corporation

The undersigned hereby associate themselves for the purpose of forming a corporation not for profit pursuant to Chapter 617 of the Florida Statutes and do hereby adopt the following Articles of Incorporation:

ARTICLE I - Name

The name of the corporation is:
OCEANHOUSES AT SOUTHPOINTE ASSOCIATION, INC.

ARTICLE II - Duration

This corporation shall exist perpetually commencing on the date of approval and acceptance of these Articles by the Secretary of the State of Florida, unless sooner dissolved according to law.

ARTICLE III - Purpose

The corporation is generally organized for any lawful purposes not for pecuniary profit for which corporations may be incorporated in this jurisdiction under the Florida Not-For-Profit Corporation Act. Specifically, this corporation is organized for the purpose of providing an entity under the Florida Condominium Act (The Act) for the operation of a condominium located in St. Lucie County, Florida, and known as Oceanhouses at Southpointe Condominium (the Condominium), created pursuant to the Declaration of Condominium for Oceanhouses at Southpointe Condominium (the Declaration). This corporation shall otherwise have all the general powers now or hereafter conferred by the laws of the State of Florida, including but not limited to those powers enumerated in Florida Statutes, Section 617.0302.

ARTICLE IV - Benefits

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose set forth in Article III hereof.

ARTICLE V - Address of Principal Office

The mailing address and the street address of the principal office of the corporation is 100 Mainsail Drive, Fort Pierce, FL 34949.

ARTICLE VI - Registered Office and Agent

The street address of the initial registered office of this corporation is 2940 South 25th Street, Fort Pierce, Florida 34981. The name of the initial registered agent of this corporation at that address is Harold G. Melville.

ARTICLE VII - Directors

There shall be a Board of Directors numbering not less than three (3) nor more than nine (9), who need not be members of the corporation. All Directors shall be elected in accordance with the By-laws of the corporation. The Board of Directors is that group of persons vested with the business and affairs of the corporation. The names, capacity and addresses of the initial Board of Directors are:

<u>Name</u>	<u>Capacity</u>	<u>Address</u>
Roy Chapin, III	Director/President	2560 RCA Boulevard, Suite 112 Palm Beach Gardens, FL 33410
Harold S. Reed	Director/Vice President	2560 RCA Boulevard, Suite 112 Palm Beach Gardens, FL 33410
Phillip Godown	Director/Secretary/Treasurer	2560 RCA Boulevard, Suite 112 PalmBeach Gardens, FL 33410

ARTICLE VIII - Indemnification of Directors

(a) The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, limited liability company, partnership, joint venture, trust, or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, suit or proceeding, including any appeal thereof, if he acted in good faith or in a manner reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, if he had not reasonable cause to believe his conduct was unlawful.

(b) The corporation shall also indemnify any director, officer, employee, or other agent who has been successful on the merits or otherwise, in defense of any action, suit or other proceeding, or in defense of any claim, issue or matter therein, against all expenses, including attorney's fees, actually and reasonably incurred by him in connection therewith, without the

necessity of an independent determination that such director, officer, employee, or agent met any appropriate standard of conduct.

(c) The indemnification provided for herein shall continue as to any person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors, and administrators of such person.

(d) In addition to the indemnification provided for herein, the corporation shall have the power to make other or further indemnification against gross negligence or willful misconduct, under any resolution or agreement duly adopted by a majority of disinterested directors.

ARTICLE IX - Officers

The affairs of the corporation are to be managed by a President, Vice President, Secretary and Treasurer and such other officers and committees as may be deemed necessary and proper by the Board of Directors. Such officers shall be appointed by the Board of Directors in accordance with the By-laws of the corporation. Those officers that shall serve until the first election or appointment of officers are as stated in Article VII hereof.

ARTICLE X - Membership

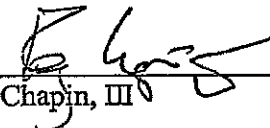
The qualification of members and the manner of their admission shall be as regulated by the By-laws of the corporation.

ARTICLE XI - Incorporator

The name and address of the person signing these Articles of Incorporation is:

Roy Chapin, III
2560 RCA Boulevard, Suite 112
Palm Beach Gardens, FL 33410

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State, of Florida, I, the undersigned constituting the incorporator of this corporation, have executed these Articles of Incorporation this 26 day of August, 2002.



Roy Chapin, III

FILED

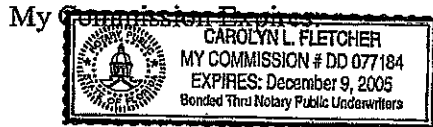
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF ST. LUCIE

The foregoing instrument was acknowledged before me this 26 day of August 2002, by Roy Chapin, III, as Incorporator, [] who is personally known to me, or [] who produced his driver's license as identification.

Carolyn L. Fletcher
Notary Public, State of Florida



ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN
ARTICLES OF INCORPORATION

I, HAROLD G. MELVILLE, of 2940 South 25th Street, Fort Pierce, FL 34981, having been designated as Registered Agent to accept service of process for the above stated corporation, hereby accept the appointment as registered agent and agree to act in this capacity and further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of the position of Registered Agent under the Florida Statutes.

[Signature]

HAROLD G. MELVILLE

Date: 8/27/02