

The GrandView Palace Condominium

SECTION I

ARTICLES OF CORPORATION

The GrandView Palace Condominium

Schedule 1

EXHIBIT 'C'

Articles of Incorporation

ARTICLES OF INCORPORATION

OF

THE GRANDVIEW PALACE CONDOMINIUM ASSOCIATION, INC.
(A Florida Corporation Not-For-Profit)

* * *

In order to form a corporation not-for-profit under and in accordance with Chapter 617 of the Florida Statutes, we, the undersigned, hereby associate ourselves into a corporation not-for-profit for the purposes and with the powers hereinafter set forth and to that end, we do, by these Articles of Incorporation, certify as follows:

EXPLANATION OF TERMINOLOGY

The terms contained in these Articles which are contained in the Declaration of Condominium ("Declaration") creating THE GRANDVIEW PALACE, A CONDOMINIUM shall have the meaning of such terms set forth in the Declaration.

ARTICLE I

NAME

The name of this Association shall be THE GRANDVIEW PALACE CONDOMINIUM ASSOCIATION, INC., whose present mailing address is 7601 East Treasure Drive, Suite 1709, North Bay Village, Florida 33141.

ARTICLE II

PURPOSE OF ASSOCIATION

The purpose for which this Association is organized is to maintain, operate and manage the Condominium and to operate, lease, trade, sell and otherwise deal with the personal and real property thereof.

ARTICLE III

POWERS

The Association shall have the following powers which shall be governed by the following provisions:

A. The Association shall have all of the common law and statutory powers of a corporation not-for-profit and all powers set forth in the Florida Statutes Chapter 718, Florida Statutes Chapter 607, and Florida Statutes Chapter 617 which are not in conflict with or limit the terms of the Declaration, these Articles, the By-Laws or the Act.

B. The Association shall have all of the powers of an owners' association under the Act and shall have all of the powers reasonably necessary to implement the purposes of the Association, including, but not limited to, the following:

1. to make, establish and enforce reasonable Rules and Regulations governing the Condominium and the use of Units;

2. to make, levy, collect and enforce Special Assessments and Annual Assessments against Owners and to provide funds to pay for the expenses of the Association and the maintenance, operation and management of the Condominium in the manner provided in the Declaration, these Articles, the By-Laws and the Condominium Act and to use and expend the proceeds of such Assessments in the exercise of the powers and duties of the Association;

3. to maintain, repair, replace and operate the Condominium in accordance with the Declaration, these Articles, the By-Laws and the Act;

4. to reconstruct improvements of the Condominium in the event of casualty or other loss in accordance with the Declaration;

5. to enforce by legal means the provisions of the Declaration, these Articles, the By-Laws and the Act; and,

6. to employ personnel, retain independent contractors and professional personnel and enter into service contracts to provide for the maintenance, operation and management of the Condominium and to enter into such other agreements that are consistent with the purpose of the Association.

ARTICLE IV

MEMBERS

The qualification of Members, the manner of their admission to membership in the Association, the manner of the termination of such membership and voting by Members shall be as follows:

A. Until such time as the recordation of the Declaration, the Members of this Association shall be comprised

solely of the Subscribers ("Subscriber Members") to these Articles; and in the event of the resignation or termination of any Subscriber Member, the remaining Subscriber Members may nominate and designate a successor Subscriber Member. Each of the Subscriber Members shall be entitled to cast one (1) vote on all matters requiring a vote of the Members.

B. Upon the recordation of the Declaration, the Subscriber Members' rights and interests shall be automatically terminated and the Owners, which in the first instance means Developer as the owner of the Units, shall be entitled to exercise all of the rights and privileges of Members.

C. Membership in the Association shall be established by the acquisition of ownership of a Condominium Unit in the property as evidenced by the recording of an instrument of conveyance amongst the Public Records of Dade County, Florida, whereupon, the membership in the Association of the prior Owner thereof, if any, shall terminate. New Members shall deliver a true copy of the recorded deed or other instrument of acquisition of title to the Association.

D. No Member may assign, hypothecate or transfer in any manner his membership in the Association or his share in the funds and assets of the Association except as an appurtenance to his Condominium Unit.

E. With respect to voting, the Members as a whole shall vote. Each Condominium Unit with respect to all matters upon which Owners (other than the Developer) are permitted or required to vote as set forth in the Declaration, these Articles or Bylaws shall be entitled to one vote for each Unit owned (unless altered pursuant to Article V, Section 5.02 of the Declaration) which vote shall be exercised and cast in accordance with the Declaration, these Articles and the Bylaws.

ARTICLE V

TERM

The term for which this Association is to exist shall be perpetual.

ARTICLE VI

SUBSCRIBER

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

NAME

ADDRESS

Robert M. Haber

520 Brickell Key Drive, Suite 0-305
Miami, Florida 33131

ARTICLE VII
OFFICERS

A. The affairs of the Association shall be managed by a president, one (1) or several Vice Presidents, a secretary and a Treasurer and, if elected by the Board, an assistant Secretary and an Assistant Treasurer, which officers shall be subject to the directions of the board.

B. The Board shall elect the President, the Vice-president, the Secretary, the Treasurer and as many other Vice-Presidents, assistant secretaries and Assistant Treasurers as the board shall from time determine appropriate. Such officers shall be elected annually by the Board at the first meeting of the Board, provided, however, such officers may be removed by such Board and her persons may be elected by the board as such officers in the manner provided in the By-laws. The President shall be a Director of the Association, but no other officer need be a Director. The person may hold two (2) offices, the duties of which are not compatible.

ARTICLE VIII
FIRST OFFICERS

The names of the officers who are to serve until the first action of officers by the Board are as follows:

President
Vice President
Secretary/ Treasurer

JAMES EDWARDS
CHARLES EDWARDS
PATSY STECCO

The Street address of the initial office of this Corporation
7601 East Treasure Drive, Suite 1709, North Bay Village,
Florida

BOARD OF DIRECTORS

- A. The form of administration of the Association shall be by a Board of three (3) Directors.
- B. The names of addresses of the persons who are to serve as the first Board of Directors ("First Board") are as follows:

<u>NAME</u>	<u>ADDRESS</u>
JAMES EDWARDS.....	7601 East Treasure Drive Suite 1709 North Bay Village, FL 33141
CHARLES EDWARDS.....	7601 East Treasure Drive Suite 1709 North Bay Village, FL 33141
PATSY STECCO.....	7601 East Treasure Drive Suite 1709 North Bay Village, FL 33141

Developer reserves the right to designate successor Directors to serve on the First Board for so long as the First Board for so long as the First Board is to serve, as hereinafter provided.

C. The First Board shall serve until the "Initial Election Meeting", as hereinafter described, which shall be held thirty (30) days after the sending of notice by Developer to the Association that Developer voluntarily waives its right to continue to designate the members of the First Board, whereupon the First Board shall resign and be succeeded by the "initial Elected Board" (as hereinafter defined).

D. Within seventy-five (75) days after the unit owners, other than the Developer, are entitled to elect a member of the Board of Administration (Directors) or the association, the Association shall call, and give not less than (60) days notice of an election for the members of the Board of Administration (Directors). The election shall proceed as provided in Florida Statutes Chapter 718.112 (2) (D). The notice may be given by any unit owner if the Association fails to do so. Upon election of the First Unit Owner, other than the Developer, to the Board of Administration (Directors), the Developer shall forward to the

the Board of Administration must give written notice to the secretary of the Association not less than forty (40) days before a scheduled election. Together with the written notice and agenda, the Association shall then mail or deliver a second notice of the meeting to all Unit Owners entitled to vote therein, together with a ballot which shall list all candidates. Upon request of a candidate, the Association shall include an information sheet, no larger than 8 1/2 inches by 11 inches, which must be furnished by the candidate not less than thirty five (35) days before the election, to be included with the mailing of the ballot, with the costs of mailing, copying and delivery to be borne by the Association. However, the Association has no liability for the contents of the information sheets prepared by the candidates. The Division shall by rule establish voting procedures consistent with the provisions contained herein, including rules providing for the secrecy of ballots. Elections shall be decided by a plurality of those ballots cast. There shall be no quorum requirement; however, at least twenty (20%) percent of the eligible votes must cast a ballot in order to have a valid election of members of the Board of Administration. No Unit Owner shall permit any other person to vote his ballot, and any such ballots improperly cast shall be deemed invalid. A Unit Owner who needs assistance in casting the ballot for the reasons stated in Section 101.051, Florida Statutes, may obtain assistance in casting the ballot. Any Unit Owner violating this provision may be fined by the Association in accordance with Section 718.303, Florida Statutes. The regular election shall occur on the date of the annual meeting.

Section 12. Unit Owner Participation: Unit Owners shall have the right to participate in meetings of Unit Owners with reference to all designated agenda items. However, the Association may adopt reasonable rules governing the frequency, duration and manner of Unit Owner participation. Any Unit Owner may tape record or videotape a meeting of the Unit Owners, subject to rules adopted by the Division.

ARTICLE FOUR

Voting

Section 1. The Owner(s) of each Condominium Unit shall be entitled to one (1) vote. If a Condominium Unit Owner owns more than one (1) Unit, he shall be entitled to vote for each Unit owned. The vote of a Condominium Unit shall not be divisible.

Section 2. For the election of Directors, voting shall be by secret ballot. When voting by ballot (for Directors or otherwise), the Chairman of the meeting, immediately prior to the commencement of balloting, shall appoint a committee of three (3) members who will act as "Inspectors of Election" and who shall, at the conclusion of the balloting, certify in writing the results,

And such certificate shall be annexed to the Minutes of the meeting.

Article Five

Board of Directors

Section 1. The business of this Association shall be governed by a Board of Directors consisting of (5) persons plus one alternate director. If a Board member is unable to attend a Board Meeting, that member may give the alternate director authority to vote in their absence.

Section 2. The Directors to be chosen for the ensuing year shall be chosen at the Annual Meeting of this Association by plurality vote; and they shall serve for a term of one year.

Section 3. The Board of Directors shall have the control and management of the affairs and business of this Association and shall have the right to establish reserves or Assessments for betterment of the Condominium Property. Said Board of Directors shall only act in the name of the Association when it shall be regularly convened by its Chairman and after due notice to all Directors of such meeting.

Section 4. All meetings of the Board of Directors shall be open to the members of the Association and notices of such meetings, stating the place and time thereof and including an identification of agenda items, shall be posted conspicuously at least forty eight continuous hours prior to any such meeting to call the member's attention thereto; provided, however, in the event of an emergency, said notice shall not be required. Any item not included on the notice may be taken up on an emergency basis by at least a majority plus one of the members of the Board of Administration. Such emergency action shall be noticed and ratified at the next regular meeting of the Board of Administration.

Section 5. The organizational meeting of a newly elected Board of Directors (at which meeting officers for the coming year shall be elected) shall be held within ten days of election of the new Board at such time and place as shall be fixed by the Chairman of the meeting at which they were elected.

Section 6. A majority of the members of the Board of Directors shall constitute a quorum, and the meetings of the Board of Directors shall be held regularly at such time and place as the Board of Directors shall designate.

Section 7. Each Director shall have one vote, and such voting may not be by proxy.

Amendment shall not increase the proportion of common expenses nor decrease the ownership of Common Elements borne by the Unit Owners or change a Unit Owner's voting rights without the consent of the affected Unit Owners. Said Amendment need only be executed and acknowledged by the Association and the consent of the Unit Owners, the owner and holder of any lien encumbering a Unit in this Condominium, or any others, shall not be required.

**ARTICLE XIII
REGISTERED AGENT**

The name and address of the Initial Registered Agent is:

Kim Pinillos

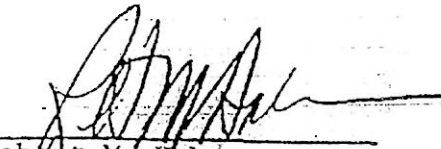
7601 East Treasure Drive

Unit # 1709

North Bay Village, Florida 33141

IN WITNESS WHEREOF, the Subscriber has hereunto affixed his signature the day and year set forth below.

Dated: JUNE 30, 2003


Robert M. Haber

STATE OF FLORIDA)

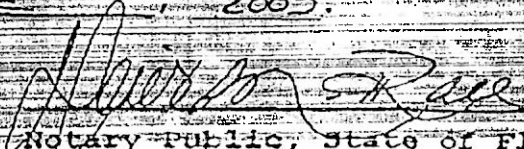
: SS. :

COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above, to take acknowledgments, personally appeared Robert M. Haber, to me known to be the person described as the Subscriber in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State aforesaid, this 30 day of JUNE, 2003.




Notary Public, State of Florida

commission expires:

ACKNOWLEDGMENT BY DESIGNATED REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED NON-PROFIT CORPORATION, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY ACCEPT TO ACT IN THIS CAPACITY AND AGREE TO
COMPLY WITH THE PROVISION OF SAID ACT RELATIVE TO KEEPING OPEN SAID
OFFICE.

DATED THIS 30th DAY OF June, 2003.

BY:

Kim Pinillos

(Registered Agent)
Kim Pinillos

03 JUL -2 PM 3:06
FILED
SECRETARY OF STATE
ALAHASSEE, FLORIDA

STATE OF FLORIDA)

COUNTY OF DADE)

I HEREBY CERTIFY that on this ___ day of ___, 2003,

personally appeared before me, an officer duly authorized to
administer oaths and take acknowledgments, KIM PINILLOS to me known to
be the individual described in and who executed the foregoing
instrument as registered agent to the Articles of Incorporation of THE
GRANDVIEW PALACE CONDOMINIUM ASSOCIATION, INC., a Florida non-profit
corporation, and she severally acknowledged to me that she signed and
executed such instrument for the uses and purposes therein stated.

IN WITNESS WHEREOF, I have set my hand and official seal in
the County and State aforesaid on the day and year last above
written.

Notary Public, State of Florida

My commission expires:

