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AMENDED
ARTICLES OF INCORPORATION
OF

GLENVIEW PENINSULA ASSOCIATION, INC.

In order to form a non-profit corporation under and in accordance with Florida Statutes, the undersigned associate themselves for the purpose and with the powers hereinafter mentioned:

ARTICLE I

The name of the corporation shall be:

GLENVIEW PENINSULA ASSOCIATION, INC.

(hereinafter referred to as the "Association").

ARTICLE II

The purpose of this corporation is the operation and management of a condominium known as EL CONQUISTADOR CONDOMINIUM (hereinafter referred to as the "Condominium", as the same may or hereafter be constituted, and to undertake the performance of, and to carry out the acts and duties incident to the administration of the operation and management of said condominium in accordance with the terms, provisions and authorizations contained herein and in the Declaration of Condominium of EL CONQUISTADOR CONDOMINIUM, which is recorded among the public records of Volusia County, Florida; 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.

ARTICLE III

The Association shall have the following powers:

1. The Association 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, the said Declaration of Condominium, the By-laws and the Florida Condominium Act.

2. The Association shall have all of the powers of a Condominium Association under and pursuant to Chapter 718, Florida Statutes, the Condominium Act, and shall have all of the powers reasonably necessary to implement the purposes of the Association, including, but not limited to the following:

A. To make, establish and enforce reasonable rules and regulations governing the use of condominium property as said terms may be defined in the Declaration of Condominium.

B. To make and collect assessments against members as apartment owners, to defray the costs, expenses and losses of the Condominium, and to use and expend the proceeds of assessments in the exercise of the powers and duties of the Association.

C. To maintain, repair, replace and operate the condominium property; specifically including all portions of the condominium property to which the Association has the right and power to maintain, repair, replace and operate in accordance with the Declaration of Condominium, the By-laws and Chapter 718 of the Florida Statutes, the Condominium Act.

11/24/2004 17:34 FAX 3867884979

ReRe K. Anderson

026

D. To purchase insurance upon the condominium property and insurance for the protection of the Association and its members, as apartment owners, and disburse insurance proceeds pursuant to the provisions of the Declaration of Condominium and By-laws.

E. To reconstruct improvements on the condominium property after casualty or other loss, and the further improvement of the property.

F. To enforce, by legal means, the provisions of the Declaration of Condominium, the By-laws, the rules and regulations, and all documents referred to in the Declaration and these Articles of Incorporation.

G. To contract for the maintenance and management of the condominium property and to delegate to such contractors all powers and duties of the Association, except those which may be required by the Declaration of Condominium to have approval of the Board of Directors or the members of the Association.

H. To acquire and enter into agreements whereby it acquires leaseholds, memberships or other possessory or use interests, in land or facilities, intended to provide for the enjoyment, recreation or other use or benefit of the members of the Association.

I. To acquire by purchase or otherwise, condominium parcels of the condominium, subject nevertheless to the provisions of the Declaration of Condominium and/or By-laws relative thereto.

J. To approve or disapprove the transfer, mortgage and ownership of apartments as may be provided by the Declaration of Condominium and the By-laws.

K. To employ personnel to perform the services required for proper operation of the condominium.

The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration of Condominium and the By-laws,

ARTICLE IV

Membership in the Association shall be established by the acquisition of ownership of fee simple title in a unit in the condominium, whether by conveyance, devise, judicial decree, or otherwise, subject to the provisions of the Declaration of Condominium, and by the recordation among the public records of Volusia County, Florida, of the deed or other instrument establishing such acquisition and designating the condominium unit affected thereby. The owner designated in such deed or other instrument shall thereupon become a member of this Association, and the membership of the prior owner in this Association as to the parcel designated shall be terminated. If an apartment is owned by one person, his right to vote on matters concerning the members of the Association shall be established by the record title to his apartment. If an apartment is owned by more than one person, the vote for the apartment owned by them shall be as agreed unanimously by all such owners, except that all the owners of any such apartment may designate one person to cast the vote for the apartment by a certificate signed by all the record owners of the apartment and filed with the Secretary of the Association, which certificate shall be valid until revoked by one or more of the owners, or superseded by a subsequent certificate signed by all of the record owners; or until a change in the ownership of the apartment. If an apartment is owned by a corporation,

11/24/2004 17:35 FAX 3867884879

ReRe K. Anderson

027

trust, real estate investment trust, or other entity, the natural person entitled to cast the vote for the apartment shall be the person designated by a certificate of appointment signed by the president or a vice-president and attested by the secretary or assistant secretary of the corporation, trust, real estate investment trust, or other entity, and filed with the secretary of the Association, which certificate shall be valid until revoked or superseded by a subsequent certificate or until a change in the ownership of the apartment. 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 apartment.

ARTICLE V

The Association shall have perpetual existence, unless the Condominium is terminated pursuant to the provisions of its Declaration in which event the Association shall be dissolved in accordance with law.

ARTICLE VI

The principal office of the Association shall be located at 120 East Granada Boulevard, Ormond Beach, Florida, 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 Directors.

ARTICLE VII

1. The affairs of this Association shall be managed by a board consisting of the number of Directors determined by the By-laws, but not less than three (3) directors, and in the absence of such determination, shall consist of three (3) directors. The members of the first board of directors need not be members of the Association.

2. Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the By-laws. The directors named in these Articles shall serve until the first election of directors at large, except as hereinafter provided, and any vacancies in their number occurring before the first election shall be filled by the remaining directors. When unit owners other than the developer own 15% or more of the units in a condominium that will be operated ultimately by an association, the unit owners other than the developer shall be entitled to elect no less than one-third of the members of the board of administration of the association. Unit owners other than the developer are entitled to elect not less than a majority of the members of the board of administration of an association:

(a) Three years after 50% of the units that will be operated ultimately by the association have been conveyed to purchasers;

(b) Three months after 90% of the units that will be operated ultimately by the association have been conveyed to purchasers;

(c) When all the units that will be operated ultimately by the association have been completed, some of them have been conveyed to purchasers, and none of the others are being offered for sale by the developer in the ordinary course of business; or

11/24/2004 17:35 FAX 3867884978

ReRe K. Anderson

028

(d) When some of the units have been conveyed to purchasers and none of the others are being constructed or offered for sale by the developer in the ordinary course of business,

whichever occurs first. The developer is entitled to elect at least one member of the board of administration of the association as long as the developer holds for sale in the ordinary course of business at least 5% in condominiums with fewer than 500 units, and 2% in condominiums with more than 500 units, of the units in a condominium operated by the association.

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

<u>NAME</u>	<u>ADDRESS</u>
W. L. BROOKFIELD, JR.	73 West Granada Boulevard Ormond Beach, Florida 32074
DONALD A. HAAS	73 West Granada Boulevard Ormond Beach, Florida 32074
JAMES G. HULL	73 West Granada Boulevard Ormond Beach, Florida 32074

ARTICLE VIII

1. The affairs of the Association shall be managed by the President of the Association, assisted by the Vice-President, Secretary and Treasurer, and if any, the Assistant Secretary and Assistant Treasurer, subject to the directions of the Board of Directors. The Board of Directors, or President, with the approval of the Board of Directors, may employ a managing agent and/or such other managerial and supervisory personnel to administer or assist in the administration of the operation or management of this 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 or officer of the Association, as the case may be.

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

ARTICLE IX

The names and addresses of the officers who are to serve until their successors are designated by the Board of Directors are as follows:

President and Director:	W. L. BROOKFIELD, JR. 73 West Granada Boulevard Ormond Beach, Florida
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11/24/2004 17:36 FAX 3867884979

ReRe K. Anderson

0029

Vice President and Director: JAMES G. HULL
73 West Granada Boulevard
Ormond Beach, Florida 32074

Secretary-Treasurer and
Director DONALD A. HAAS
73 West Granada Boulevard
Ormond Beach, Florida 32074

ARTICLE X

Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorney's fees, reasonably incurred 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 Association, or any settlement thereof, whether or not he is a director or officer at the time such are incurred, except, in such cases wherein the director or officer is adjudged guilty of willful malfeasance or misfeasance in the performance of his duties; 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 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

Within sixty days following the end of the fiscal or calendar year or annually on such date as if otherwise provided in the By-laws of the Association, the board of directors of the Association shall mail or furnish by personal delivery to each unit owner a complete financial report of actual receipts and expenditures for the previous twelve months. The report shall show the amounts of receipts by accounts and receipt classifications and shall show the amounts of expenses by accounts and expense classifications including, if applicable, but not limited to the following:

1. Cost for security,
2. Professional and management fees and expenses,
3. Taxes,
4. Cost for recreation facilities,
5. Expenses for refuse collection and utility services,
6. Expenses for lawn care,
7. Cost for building maintenance and repair,
8. Insurance costs,
9. Administrative and salary expenses, and
10. General reserves, maintenance reserves and depreciation reserves.

ARTICLE XII

The By-laws of the Association shall be adopted by the board of directors, and may be altered, amended or rescinded in the manner provided for by the By-laws by the members of the Association.

ARTICLE XIII

Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

1. Notice of the subject matter of the proposed

11/24/2004 17:35 FAX 3867884878

ReRe K. Anderson

2030

Amendments shall be included in the notice of any meeting at which such proposed Amendment is considered.

2. Proposed Amendments shall first be presented to the Board of Directors, and shall have been approved in writing by a majority of such Board of Directors, who shall then certify such Amendment for vote of the members of this corporation.

3. Such amendment must then be approved by the affirmative vote of seventy-five percent (75%) of the members.

4. A certificate of amendment executed by the duly authorized officers of the corporation shall then be recorded among the public records of Volusia County, Florida.

5. No amendment may be made to the Articles of Incorporation which shall in any manner amend, affect, or modify the provisions and obligations set forth in the Declaration of Condominium.

ARTICLE XIV

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

W. L. BROOKFIELD, JR.	73 West Granada Boulevard Ormond Beach, Florida
DONALD A. HAAS	73 West Granada Boulevard Ormond Beach, Florida
JAMES G. HULL	73 West Granada Boulevard Ormond Beach, Florida

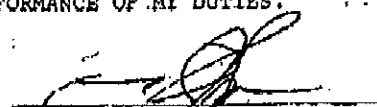
IN WITNESS WHEREOF, the subscribers have affixed their signatures this 24th day of March, 1980.


W. L. BROOKFIELD, JR.


DONALD A. HAAS


JAMES G. HULL

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED ABOVE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPERTY AND COMPLETE PERFORMANCE OF MY DUTIES.


DONALD A. HAAS
120 East Granada Boulevard
Post Office Box 2633
Ormond Beach, Florida 32074

STATE OF FLORIDA)
) SS
COUNTY OF VOLUSIA)

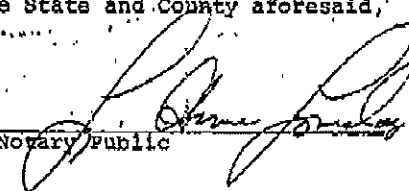
11/24/2004 17:35 FAX 3867884978

ReRe K. Anderson

0031

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared W. L. BROOKFIELD, JR., DONALD A. HAAS and JAMES G. HULL to me known to be the persons who executed the foregoing Articles of Incorporation and they acknowledged before me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 24th day of March, 1980.


Notary Public

11/24/2004 17:35 FAX 3867864979

ReRe K. Anderson

0032

CERTIFICATE OF AMENDMENT

The undersigned President and Secretary of GLENVIEW PENINSULA ASSOCIATION, INC., a non-profit Florida corporation, hereby certify that on March 24, 1980, all of the Board of Directors and all of the members of said corporation approved and adopted the attached amended Articles of Incorporation of GLENVIEW PENINSULA ASSOCIATION, INC. and authorized said officers to execute this Certificate of Amendment and to record the same or a certified copy thereof among the public records of Volusia County, Florida.

Dated this 24th day of March, 1980.

GLENVIEW PENINSULA ASSOCIATION, INC.

ATTEST:

Donald A. Haas
Its Secretary

BY:

W. L. Brookfield
Its President

STATE OF FLORIDA]
] SS
COUNTY OF VOLUSIA]

I hereby certify that on this day, before me, an officer duly authorized in the State and County aforesaid to take acknowledgments personally appeared W. L. BROOKFIELD, JR. and DONALD A. HAAS, well known to me to be the President and Secretary respectively of the corporation named herein and that they severally acknowledged executing the same freely and voluntarily under authority duly vested in them by said corporation.

WITNESS my hand and official seal in the County and State last aforesaid, this 24th day of March, 1980.

[Signature]
Notary Public
My Commission Expires:

NOTARY PUBLIC
STATE OF FLORIDA
MY COMMISSION EXPIRES