

EXHIBIT F
TO
DECLARATION OF CONDOMINIUM
OF
CITY CENTRE' LAND CONDOMINIUM

ARTICLES OF INCORPORATION

State of Florida



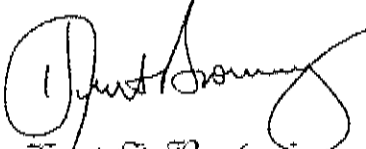
Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of CITY CENTRE' CONDOMINIUM ASSOCIATION, INC., a Florida corporation, filed on August 17, 2009, as shown by the records of this office.

The document number of this corporation is N09000008066.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capitol, this the
Twenty-first day of August, 2009




Kurt S. Probst
Secretary of State

**ARTICLES OF INCORPORATION
OF CITY CENTRE' CONDOMINIUM ASSOCIATION, INC.
(A Florida Not For Profit Corporation)**

2009 AUG 17 PM 3:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

**ARTICLE I
NAME**

The name of this corporation is **CITY CENTRE' CONDOMINIUM ASSOCIATION, INC.** The principal office address of the corporation shall be 4 Old Kings Road North, Suite B, Palm Coast, Florida 32137. For convenience, the corporation shall be referred to in this instrument as the "Association", these articles of incorporation as the "Articles" and the bylaws of the association as the "Bylaws".

**ARTICLE II
PURPOSE**

This association is organized for the purpose of providing an entity under the Florida Condominium Act ("Act") for the operation of a multi-condominium, as defined in the Act, located in Flagler County, Florida, and known as **CITY CENTRE' LAND CONDOMINIUM** ("Condominium"), created pursuant to the Declaration of Condominium ("Declaration"). City Centre' is a Land Condominium, and also contemplates creation of up to three (3) separate Building Condominiums, created pursuant to separate Declarations of Condominium, which it shall also operate, under the provisions related to multi-condominiums as described in the Declaration and the Act. (The terms "Land Condominium" and "Building Condominium" are defined in the Declaration.) To accomplish the foregoing, the corporation shall have all corporate powers permitted under Florida law. The terms "Condominium" and "Declaration" refer to all condominiums and declarations contemplated herein, as applicable.

In the operation of the Condominium, the Association will be the agent of the Owners of Units in the Condominium ("Owners"). In the Articles of Corporation and the Bylaws, the term "Owner" may mean Land Unit Owner or Building Unit Owner and Condominium may mean the Land or Building Condominium, as the context permits or requires, and as those terms are defined in the Declaration. A copy of these Articles is attached as Exhibit F to the Declaration. The definitions set forth in the Declaration apply to the terms and provisions of these Articles.

**ARTICLE III
POWERS**

The powers of the Association include and are governed by the following provisions:

A. The Association has 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.

B. The Association has all of the powers, authority, rights and duties set forth in the Act, except as altered, as permitted in the Act, by these Articles, the Bylaws and the Declaration, and all of the powers and duties reasonably necessary to manage, maintain, operate and administer the Condominium pursuant to the Declaration as it may be amended from time to time, including, but not limited to, the following:

1. To levy and collect Assessments against members as Owners to defray the costs, expenses and losses of the Condominium, including adequate assessments for the costs of maintenance and operation of the surface water or stormwater management system, if any.
2. To use the proceeds of Assessments in the exercise of its power and duties.
3. To maintain, repair, replace, manage and operate the Condominium Property, including the right of access to each Unit in the Condominium during reasonable hours as may be necessary for maintenance, repair or replacement of any Common Elements located in or accessible from the Unit, and the right of access to each Unit at any time as may be necessary to make emergency repairs to prevent damage to the Common Elements or other Units.
4. To purchase insurance upon the Condominium Property and Building Condominiums and insurance for the protection of the Association and its members as Unit Owners.
5. To reconstruct after casualty and to further improve the Condominium Property.
6. To make and amend reasonable rules and regulations respecting the use of the Condominium Property.
7. To approve or disapprove the sale or lease of Units as provided by the Declaration of Condominium and Bylaws of the Association.
8. To enforce by legal means the provisions of the Act, the Declaration, these Articles, the Bylaws and the Rules and Regulations for use of the Condominium Property.
9. To contract for the management of the Condominium and to delegate to such manager all or any part of powers and duties of the association, except where the Declaration or law specifically prohibits the delegation of those powers or duties.
10. To employ personnel to perform the services required to maintain proper operation of the Condominium.

11. To sue or be sued with respect to the exercise or non-exercise of its powers.

12. To exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the Association in the Declaration or the Act.

13. To grant easements in the Common Elements for access to the Condominium Property to those providing service to the Common Elements or to the Units, and to grant utility and other public easements to utility companies, governmental agencies, and other public companies which serve the Condominium Property.

14. To take all necessary action to comply with all ordinances, lawful regulations or other requirements of the City of Palm Coast and any other governmental entity having jurisdiction over the Property.

15. To take all necessary action to maintain, operate and repair the Storm Water Management System, as more particularly defined and described in the Bylaws and the Declaration, in accordance with the requirements of the St. Johns River Water Management District.

C. The Association has the power to purchase Units, and such other property (wherever situated) as may be approved by two-thirds (2/3) of the members as a group in accordance with the provisions of the Declaration, these Articles and the Bylaws.

ARTICLE IV MEMBERS

A. The membership of the Association consists of the Developer, so long as the Developer owns one Unit in the Condominium, and all of the record owners of Units in the Condominium, as defined and described in the Land Condominium Declaration and the Building Condominium Declarations. If the Condominium is terminated, the Association will consist of those persons (including, if appropriate, the Developer) who are members at the time of such termination and their heirs, legal representatives, successors and assigns.

B. Change of membership in the Association will be established by the recording in the Public Records of Flagler County, Florida, a deed or other instrument establishing the record title to a Unit. The Unit Owner designated by such instrument thus becomes a member of the Association, and the membership of the prior owner is terminated.

C. The share of a member in the funds and assets of the Association cannot be sold, assigned, hypothecated or transferred in any manner, except as an appurtenance to Owner's Unit.

D. In all elections of the Association a member will be entitled to the number of votes set forth in the Declaration. The manner of exercising voting rights shall be determined by the Bylaws.

ARTICLE V
TERM

Existence of the Association shall commence with the filing of these Articles with the Department of State, Tallahassee, Florida. The Association shall exist in perpetuity, unless the Condominium is terminated pursuant to the provisions of its Declaration, and in the event of such termination, the Corporation shall be dissolved in accordance with the law. Safeguards required by the St. Johns River Water Management District in the case of dissolution are contained within the Bylaws.

ARTICLE VI
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is: 4 Old Kings Road North, Suite B, Palm Coast, Florida 32173 and the name of the initial registered agent of this corporation at that address is: Michael D. Chiumento.

ARTICLE VII
DIRECTORS

The affairs of the corporation shall be managed and governed by a Board of Directors composed of not fewer than three (3) nor more than five (5), as determined by the Directors from time to time. The Directors, subsequent to the first Board of Directors, shall be elected at the annual meeting of the membership, for a term of three (3) years or until their successors shall be elected and shall qualify. Provisions for such election, and provisions for the removal, disqualification and resignation of Directors and for filling vacancies on the Board of Directors, shall be established by the Bylaws.

The principal officers of the corporation shall be the President, Vice-President, Secretary and Treasurer who shall be elected from time to time and in the manner set forth in the Bylaws. The positions of Secretary and Treasurer may be combined and held by one person.

ARTICLE VIII
FIRST BOARD OF DIRECTORS

The number of persons constituting the first Board of Directors shall be three (3) and their names and addresses are as follows:

<u>Name</u>	<u>Address</u>
Michael D. Chiumento	4 Old Kings Road North, Suite B Palm Coast, FL 32137
Michael D. Chiumento III	4 Old Kings Road North, Suite B Palm Coast, FL 32137
Kristi A. Chiumento	4 Old Kings Road North, Suite B Palm Coast, FL 32137

The directors shall be elected pursuant to the Bylaws.

ARTICLE IX
OFFICERS

The affairs of the Association shall be managed by the Officers designated in the Bylaws. The officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association. The names and addresses of the officers who shall serve until the first election are as follows:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President	Michael D. Chiumento	4 Old Kings Road North Suite B Palm Coast, FL 32137
Vice-President	Michael D. Chiumento III	4 Old Kings Road North Suite B Palm Coast, FL 32137

Secretary/Treasurer Kristi A. Chiumento

4 Old Kings Road North
Suite B
Palm Coast, FL 32137

ARTICLE
AMENDMENT

These Articles may be amended upon adoption of a resolution by a majority of the members of the Board of Directors at a duly called meeting of the Board at which a quorum is present. Any such amendment shall be filed with the Department of State for the State of Florida.

ARTICLE
DISSOLUTION

A. The Association may be dissolved in accordance with the terms and conditions of the Florida Corporations Not For Profit statute and within the limitations as set forth in the Declaration. In the event of liquidation, dissolution or winding up of the Association, whether voluntary or involuntary, the Directors shall dispose of the Property and assets of the Association as set out in the Declaration, in a manner as they deem appropriate, in the exercise of their discretions.

B. Such disposition of Property and assets shall be exclusively in the furtherance of the object and purposes for which the Association shall have been formed and shall not accrue to the benefit of any Director or Officer of the Association or any individual who shall have a personal or private interest in the affairs of the Association or any organization which engages in any activity in which the Association shall be precluded from engaging.

C. In the event of termination, dissolution or final liquidation of the Association, the responsibility for the operation and maintenance of the surface water or stormwater management system must be transferred to and accepted by an entity which will comply with Section 40C-42.027, Florida Administrative Code and be approved by the St. Johns River Water Management District, prior to such termination, dissolution or final liquidation.

ARTICLE
INDEMNIFICATION

The Association shall indemnify any director or officer former or present as provided for in the Bylaws.

**ARTICLE X
INCORPORATOR**

The name and address of the incorporator to these Articles is Michael D. Chiumento, 4 Old Kings Road, North, Suite B, Palm Coast, FL 32137.

IN WITNESS WHEREOF the undersigned incorporator has executed these Articles of Incorporation on this 13 day of August 2009.

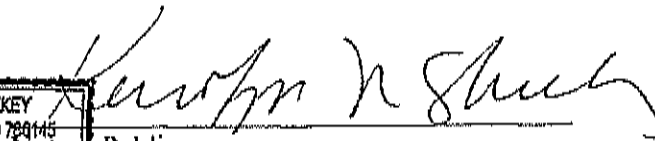


MICHAEL D. CHIUMENTO
Incorporator

STATE OF FLORIDA
COUNTY OF FLAGLER

The foregoing instrument was acknowledged before me this 13 day of August 2009, by MICHAEL D. CHIUMENTO, who is personally known to me and who did not take an oath.





Notary Public
State of Florida
My Commission expires:

REGISTERED AGENT DESIGNATION

Having been named as Registered Agent to accept service of process for the above stated corporation, at the place designated in these Articles, I agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



MICHAEL D. CHIUMENTO

2009 AUG 17 PM 3:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED