



Office of Secretary of State.

J. Tom Adams, Secretary of State of the State of Florida,
do hereby certify that the above and foregoing is a true and correct copy of

CERTIFICATE OF INCORPORATION

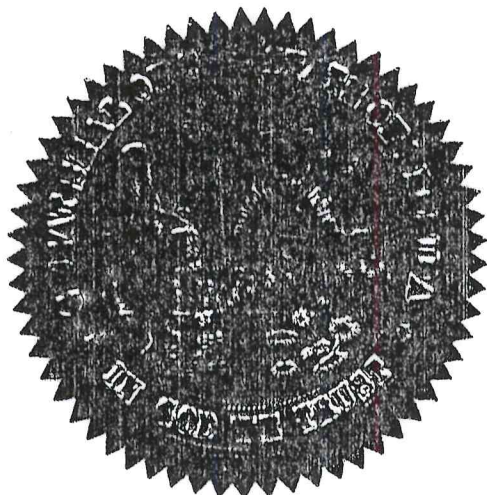
OF

VENICE BEACH APARTMENTS ONE, INC.

a corporation not for profit organized and existing under the
Laws of the State of Florida, filed on the 10th day of October
A. D., 1961, as shown by the records of this office.

*Given under my hand and the Great Seal of
the State of Florida at Tallahassee, the Capital,
this the* 10th *day of* October
A. D. 19 61

J. Tom Adams
Secretary of State



CERTIFICATE OF INCORPORATION

OF

VENICE BEACH APARTMENTS ONE, INC.

ARTICLE I

The name of this corporation shall be:
VENICE BEACH APARTMENTS ONE, INC.

ARTICLE II

Its principal office in the State of Florida is located
Venice, Florida

ARTICLE III

The nature of the business or objects or purposes to
be transacted, promoted or carried on are:

(a) To purchase, or otherwise acquire, operate and
manage a single housing project on a non-profit basis and in
the interest and for the housing of its members and other
lawful occupants.

(b) In connection with such project, the corporation
shall provide such community facilities, services and benefits
as may be necessary or convenient for the welfare of its members
and the usefulness of the project.

(c) In furtherance of the foregoing purposes, the
corporation shall have the power to purchase, lease or otherwise
acquire land, both improved and unimproved, and to construct
or locate an apartment building and facilities thereon, to
manage such property, and to do any and all other things necessary
or convenient for the fulfillment of the purposes of this
corporation.

APPROVED AND FILED

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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(d) To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic or government or colony or dependency thereof.

(e) To borrow or raise moneys for any of the purposes of the corporation and, from time to time, without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure the payment of any thereof and of the interest thereon by mortgage upon or pledge, conveyance or assignment in trust of the whole or any part of the property of the corporation, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

(f) To carry out all or any part of the aforesaid objects and purposes, and to conduct its business in all or any of its branches, in the State of Florida and in the District of Columbia, and in any or all states of the United States of America; and to maintain offices and agencies in the State of Florida, the District of Columbia, and in any or all states of the United States.

(g) The foregoing objects and purposes shall, except when otherwise expressed, be in no way limited to or restricted by reference to, or inference from, the terms of any other clause of this or any other articles of this certificate of incorporation or of any amendment thereto, and shall each be regarded as

independent, and construed as powers as well as objects and purposes.

(h) The corporation shall be authorized to exercise and enjoy all of the powers, rights and privileges granted to or conferred upon corporations of a similar character by the provisions of Chapter 617.01 et seq., Florida Statutes, entitled "Corporations Not For Profit" now or hereafter in force, and to do any and all of the things hereinbefore set forth to the same extent as natural persons might or could do.

ARTICLE IV.

This corporation shall be organized without capital stock. Membership in the corporation and the transfer thereof shall be upon such terms and conditions as shall be provided in the By-Laws.

ARTICLE V.

The corporation is to have perpetual existence.

ARTICLE VI.

The names and places of residence of the subscribers are as follows:

<u>NAMES</u>	<u>ADDRESSES</u>
SHIRLEY F. GROVE	104 Coconut Drive, Fort Lauderdale, Fl
LOUISE KERR	124 Isle of Venice, Fort Lauderdale, Fl
RUTH HUGGINS	1936 Karen Drive, Fort Lauderdale, Fla

ARTICLE VII.

The business of this corporation shall be conducted by a Board of Directors of not less than three (3) Directors, the exact number of the Directors to be fixed by the By-Laws of this corporation.

ARTICLE VIII.

The names and post office addresses of the first Board of Directors and of the officers of this corporation who shall hold office until their successors are elected and have qualified are:

<u>Name</u>	<u>ADDRESS</u>	<u>Title</u>
Shirley F. Grove	104 Coconut Drive Fort Lauderdale, Florida	President and Director
Louise Kerr	124 Isle of Venice Fort Lauderdale, Florida	Vice-President, Treasurer and Director
Ruth Huggins	1936 Karen Drive Fort Lauderdale, Florida	Secretary and Director

ARTICLE IX.

During the first year of its corporate existence, the Board of Directors shall have the power and authority to make, alter and amend the By-Laws of the corporation; thereafter, the power and authority to make, alter and amend the By-Laws shall vest in the membership on such terms and with such delegated rights in the Directors as shall be expressly stated in the By-Laws.

ARTICLE X.

The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon members herein are granted subject to this reservation, it being provided, however, that said reserved right to amend, alter, change or repeal may be exercised only with the approval of three-fourths of the entire membership obtained by written consent or at a meeting called for such purpose.

ARTICLE XI.

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

To set apart out of any of the funds of the corporation

a reserve or reserves for any proper purpose and to abolish any such reserve in the manner in which it was created.

By resolution or resolutions passed by a majority of the whole Board, to designate one or more committees, each committee to consist of two or more of the Directors of the corporation, which, to the extent provided in said resolution or resolutions or in the By-Laws of the corporation, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the corporation, and may have power to authorize the seal of the corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be stated in the By-Laws of the corporation or as may be determined from time to time by resolution adopted by the Board of Directors.

When and as authorized by the affirmative vote of three-fourths of the entire membership given at a meeting of the members duly called for that purpose, or when authorized by the written consent of three-fourths of the entire membership, to sell, lease or exchange or mortgage all of the property and assets of the corporation, including its good will and its corporate franchises, upon such terms and conditions and for such consideration as its Board of Directors shall deem expedient and for the best interests of the corporation.

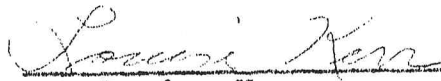
ARTICLE XII.


Meetings of members may be held without the State of Florida, if the By-Laws so provide. The books of the corporation may be kept (subject to any provision contained in the statutes) outside of the State of Florida at such place or places as may be from time to time designated by the Board of Directors or in the By-Laws of the corporation.

We, the undersigned, being the original subscribers and incorporators of the foregoing corporation, do hereby certify that the foregoing constitutes the proposed charter of VENICE BEACH APARTMENTS ONE, INC.

WITNESS our hands and seals this 5th day of October, 1961.

 (SEAL)
Shirley F. Grove

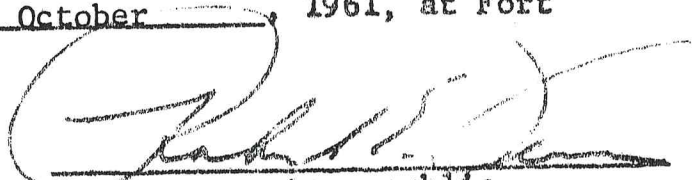
 (SEAL)
Louise Kerr

 (SEAL)
Ruth Huggins

STATE OF FLORIDA)
COUNTY OF BROWARD)

Personally appeared before me SHIRLEY F. GROVE, LOUISE KERR and RUTH HUGGINS, to me well known as the persons described in and who executed and subscribed to the foregoing Certificate of Incorporation and they acknowledged before me that they executed and subscribed to the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 5th day of October, 1961, at Fort Lauderdale, Florida.


notary public

My Commission expires:

