EXHIBIT “C”

ARTICLES OF INCORPORATION OF THE CLOISTERS HOMEOWNERS ASSOCIATION OF BREVARD, INC.

WE, the undersigned, for the purpose of forming a corporation not for profit in accordance with the laws of the State of Florida, acknowledge and file these Articles of Incorporation in the Office of the Secretary of State of the State of Florida.

I. NAME

The name of this corporation shall be THE CLOISTERS HOMEOWNERS ASSOCIATION OF BREVARD, INC., but it shall be referred to hereinafter simply as the “Association.”

II. TERMINOLOGY

Unless the context in which they are used requires another meaning, the terms used in these Articles shall have the same meanings as they do in that certain Declaration of Covenants, Conditions and Restrictions for THE CLOISTERS that has been recorded in the Public Records of Brevard County, Florida, in Official Records Book ____, Pages ____ through ____, and any amendments thereto.

III. PURPOSE

The Association is organized to provide an entity to administer, manage, operate and own the Common properties in accordance with the Declaration and to preserve the appearance and architectural integrity of the properties in accordance with the Declaration.

IV. POWERS

The powers of the Association shall include the power:

A. Operation and Management. To operate and manage the Common properties in accordance with the terms, provisions, conditions and authorizations contained in the Declaration.

B. Transferring Property. To own, operate, lease, sell and trade real and personal property whenever it proves necessary or convenient in administering the Common properties; and to grant easements and rights-of-way over property owned by it when necessary to enable utility or other services to service portions of The Cloisters Lands or as otherwise permitted by the Declaration.

C. Establishing Bylaws and Rules. To establish bylaws and rules and regulations for the Association's operation and management and the Common properties' use.

D. Enforcement. To enforce the Association's governing documents and the Association's rules and regulations.

E Hiring Personnel. To employ personnel required for carrying out the Association's functions.

F. Delegation of Duties. To contract for the Association's management and the Common properties' operation and maintenance and to delegate to any party with whom a contract has been entered into for that purpose the Association's powers and duties save those which applicable law prohibits being delegated.

G. Generally. To exercise all of the common law and statutory powers of a corporation not for profit which are not in conflict with the Declaration.

V. EXISTENCE

The Association shall have perpetual existence.

VI. MEMBERS

A. Membership. Every Owner shall be a Member, but no Owner shall have more than one membership for each parcel or unit owned. Membership shall not be assignable except to an Owner's successor-in-interest in a Parcel. Each Owner's Membership will commence upon his acquiring title to a Parcel and shall end upon his no longer owning a Parcel. Membership certificates are not required and will not be issued.

B. Inseparability. No member's share of the Association's net assets may be assigned, hypothecated or transferred in any manner accept as an appurtenance to his Parcel.

VII. VOTING RIGHTS

A. Voting by Voting Members.

(1) Voting. After turnover of control of the Association to the owners other than the Developer, each Owner of a parcel shall be entitled to one vote for each parcel owned in The Cloisters Lands.

(2) Terminology. Unless expressly provided to the contrary, any reference in these Articles to the vote or approval of a plurality, majority or specified percentage or fraction of Members or Owners (or a group of Members or Owners) shall be construed to mean the vote or approval of Voting Members entitled to cast a majority, plurality or such specified percentage or fraction (as the case may be) of the total votes entitled to be case by those Members or Owners (or that group of Members or Owners.)

VIII. SUBSCRIBER

The name and address of the Association's subscriber is as follows:

NAME	ADDRESS
THE CLOISTERS HOMEOWNERS ASSOCIATION OF BREVARD, INC.	1745 N. Riverside Drive Indialantic, FL 32903

IX. DIRECTORS

A. Composition of Board. The affairs and property of the Association shall be managed and governed by a Board of Directors composed of not less than three (3) nor more than nine (9) persons. The first Board of Directors shall have three (3) members, and the number of Directors on future Boards shall be determined from time to time in accordance with the Association's Bylaws.

B. Bearing of Bylaws. The number of Directors to be elected, the manner of their election or appointment, and their respective terms shall be as set forth in the Association's Bylaws.

C. Election of Officers. All Officers shall be elected by the Board of Directors in accordance with the Association's Bylaws at the organizational meeting of the Board of Directors to be held immediately following the meeting at which the Board is elected. The Board of Directors shall elect from among the Association's Members a President, Vice-President, Secretary, and Treasurer and whatever other offices it deems desirable and consistent with the Association's Bylaws.

X. INITIAL BOARD OF DIRECTORS

The following persons shall constitute the Association's initial Board of Directors. They shall hold office in accordance with the provisions of the Association's Bylaws:

NAME	ADDRESS
DUANE ANKNEY	1745 N. Riverside Drive Indialantic, FL 32903
ROBERT F. CAVALEAR, JR.	1745 N. Riverside Drive Indialantic, FL 32903
STANLEY WOLFMAN	200 W. Merritt Island Causeway Merritt Island, FL 32952

XI. INITIAL OFFICERS

Subject to the Board of Directors' direction, the Association's affairs shall be administered by its Officers, all of whom shall be elected annually by the Board. The following persons shall serve as Officers until the first election of Officers is held.

NAME	ADDRESS	OFFICE
DUANE ANKNEY	1745 N. Riverside Drive Indialantic, FL 32903	President

XII. BYLAWS

The Association's Bylaws shall be adopted by its first Board of Directors and may be amended by a majority vote of the Voting Members. Future Bylaws may be amended by a two-thirds vote of the votes of the Voting Members.

XIII. AMENDMENTS

Proposals for the amendment of these Articles of Incorporation that do not conflict with the Declaration may be made by a two-thirds vote of the votes of the Voting Members.

XIV. INDEMNIFICATION OF OFFICERS AND DIRECTORS

A. Right to Indemnification. Every person who is or was a Director or Officer of the Association shall be entitled to indemnification from the Association to the fullest extent the Association is empowered to indemnify him under Section 607.014 of Florida's General Corporation Act.

B. Insurance. Subject to reasonable availability, the Board of Directors may purchase and maintain insurance on behalf of any person who is or was an Officer or Director of the Association, insuring him against any liability asserted against him and incurred by him in his capacity as an Officer or Director or arising out of his status as such, whether or not the Association would have the power to indemnify him under Article XIV.A of these Articles.

XV. REGISTERED AGENT

The Association's registered agent is Anthony Cardinale whose office is at 1960 Canterbury Drive, Indialantic, FL 32901.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this ____ day of ________________, 1999.

SIGNED, SEALED AND DELIVERED
IN THE PRESENCE OF:

______________________________ ______________________________
ANTHONY CARDINALE

____

STATE OF FLORIDA
COUNTY OF BREVARD

BEFORE ME, the undersigned authority, duly authorized by law to take oaths and acknowledgments, personally appeared ANTHONY CARDINALE, who after being first duly sworn, acknowledged before me that he executed the foregoing instrument for the reasons and purposes therein expressed.

WITNESS my hand and official seal in the county and state last aforesaid on this ____ day of ________________, 1999.

____
Notary Public

(NOTARY SEAL)

My commission expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with the laws of Florida, the following is submitted:

First - That desiring to organize under the laws of the State of Florida with its principal office, as indicated in the foregoing Articles of Incorporation, at 1745 N. Riverside Drive, Indialantic, FL 32903, County of Brevard, State of Florida, the corporation named in said Articles has named ANTHONY CARDINALE, located at 1960 Canterbury Drive, Indialantic, FL 32903, County of Brevard, State of Florida, as its statutory registered agent.

Having been named the statutory agent of said corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

____
ANTHONY CARDINALE
Registered Agent

DATED this ____ day of ______________, 1999.