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FLORIDA NON-PROFIT CORPORATION

CityPlace Townhouse POA, Inc.

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**ARTICLES OF INCORPORATION  
OF  
CITYPLACE TOWNHOUSE POA, INC.**

I, the undersigned natural person of the age of 21 years or more, with other persons being desirous of forming a not-for-profit corporation under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

**ARTICLE I**  
**NAME**

The name of this corporation is CITYPLACE TOWNHOUSE POA, INC. (the "Corporation").

**ARTICLE II**  
**ADDRESS**

The address of the mailing and principal office is 2828 Coral Way, Penthouse Suite, Miami, Florida 33145.

**ARTICLE III**  
**PURPOSE**

The Corporation is not formed for pecuniary profit or financial gain. The Corporation shall be a not for profit corporation under the Florida Not For Profit Corporation Act and is irrevocably dedicated to and operated exclusively for non-profit purposes. Furthermore, the purposes for which the Corporation is organized are as follows:

a. For civic and citizen involvement in community welfare, the preservation of the integrity of townhouse residential areas, the beautification of said areas, the creation of recreational areas, improvement of neighborhood issues, maintenance of safe traffic conditions, creation of Crime Watch Committees, enforcement of minimum housing code and the prevention of violations in the residential areas, to assist in the development of projects, undertakings, studies and other activities in cooperation and in coordination with local governmental and civic bodies for the elimination of slums, blight, and blighting influence.

b. To engage in any kind of activity, and to enter into, perform and carry out contracts of any kind, necessary or in connection with, or incidental to the accomplishment of any one or more of the non-profit purposes of the corporation.

Filed by:  
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**ARTICLE IV**  
**POWERS**

The Corporation hereby incorporates by reference any and all corporate powers given to corporations not for profit by virtue of Section 617.0302 of the Florida Statutes.

**ARTICLE V**  
**MEMBERS**

The qualification for membership in the Corporation shall be as set forth in the bylaws of the Corporation, as amended from time to time.

**ARTICLE VI**  
**TERM OF EXISTENCE**

The Corporation is to exist perpetually.

**ARTICLE VII**  
**SUBSCRIBER**

The name and address of the subscriber to these Articles are as follows:

Robert S. Rocha  
2828 Coral Way, Penthouse Suite  
Miami, Florida 33145

**ARTICLE VIII**  
**BOARD OF DIRECTORS**

The business affairs of the Corporation shall be managed and all the corporate powers thereof shall be vested in and exercised by a Board of Directors. The initial Board of Directors shall consist of three (3) persons. The Board of Directors shall be appointed as provided in the bylaws of the Corporation. Following is the names and addresses of the persons who serve as the members of the initial Board of Directors of the Corporation until their successors are duly elected:

Robert S. Rocha  
2828 Coral Way, Penthouse Suite  
Miami, Florida 33145

Jose M. Suriol  
2828 Coral Way, Penthouse Suite  
Miami, Florida 33145

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Angel Hernandez  
2828 Coral Way, Penthouse Suite  
Miami, Florida 33145

Section 2. The number of directors which constitute the Board of Directors may be increased or decreased as provided in the bylaws of the Corporation; provided, however, in no event shall the number of directors be less than three (3).

**ARTICLE IX**  
**BYLAWS**

Section 1. The Directors of this Corporation may provide such bylaws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Section 2. Upon proper notice, the bylaws may be amended, altered or rescinded by a majority vote of the members of the Board of Directors present at any regular meeting or any special meeting called for the purpose and after giving at least ten (10) days prior written notice of said meeting.

**ARTICLE X**  
**AMENDMENT**

These Articles of Incorporation may be amended by a majority vote of the Members of the Board of Directors present at any regular meeting or any special meeting called for the purpose and after giving at least ten (10) days prior written notice of said meeting.

**ARTICLE XI**  
**NO PERSONAL LIABILITY**

The directors, officers and agents of the Corporation shall not be held personally liable or responsible for any contracts, debts or defaults of the Corporation while acting for or on behalf of the Corporation in any official and authorized capacity. The Corporation shall indemnify all of its officers, directors, and agents and all of its former officers, directors and agents, to the fullest extent permitted by law.

**ARTICLE XII**  
**PROHIBITION AGAINST PRIVATE BENEFIT**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, other private persons or for-profit corporations, except that the Corporation shall be authorized and empowered to pay reasonable compensation for

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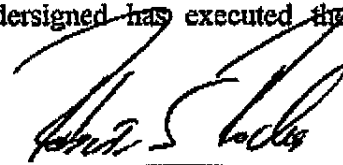
services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

**ARTICLE XIII**  
**REGISTERED OFFICE**

The name and address of the initial registered office and the initial registered agent of the corporation are:

Roberto S. Rocha  
2828 Coral Way, Penthouse Suite  
Miami, Florida 33145

IN WITNESS WHEREOF, the undersigned ~~has~~ executed these Articles of Incorporation this 31<sup>st</sup> day of January, 2000.



\_\_\_\_\_  
Roberto S. Rocha, Subscriber

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**CERTIFICATE DESIGNATING REGISTERED AGENT**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That CityPlace Townhouse POA, Inc., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at the City of Miami, County of Miami-Dade, State of Florida, has named Roberto S. Rocha, 2828 Coral Way, Penthouse Suite, Miami, Florida 33145 as its agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated 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.

  
\_\_\_\_\_  
REGISTERED AGENT

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