

# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

**NO00000003575**

1610 River Place Condominium

Association, Inc.

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Signature

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Articles of Incorporation  
of  
1610 River Place Condominium Association, Inc.

(A corporation Not For Profit)

In order to form a corporation under and in accordance with the provisions of the laws of the State of Florida for the formation of Corporations Not for profit, we, the undersigned, hereby associate ourselves into a corporation for the purpose and with the powers hereinafter mentioned; and to that end we do, by these Articles of Incorporation, set forth:

I

The name of the proposed corporation shall be:

1610 River Place Condominium Association, Inc.  
(hereinafter referred to as the "Association")

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

II

The purposes and objects of the ASSOCIATION shall be to administer the operation and management of 1610 RIVER PLACE CONDOMINIUM, A CONDOMINIUM, (hereinafter referred to as the "CONDOMINIUM") to be established in accordance with the Condominium Act of the State of Florida upon that certain parcel of property, situate, lying and being in Miami-Dade County, Florida, more specifically described as:

Lot 5 less the North 3.25 feet, ST. JOHN PARK, according to the Plat thereof, as recorded in Plat Book 5, Page 19, of the Public Records of Miami-Dade County, Florida.

and to undertake the performance of the acts and duties incident to the administration of the operation and management of said CONDOMINIUM in accordance with the terms, provisions, conditions and authorizations contained in these Articles of Incorporation and which may be contained in the formal Declaration of Condominium which will be recorded in the Public Records of Miami-Dade County, Florida, at the time said property, and the improvements now or hereafter situate thereon, are submitted to a plan of Condominium ownership; 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. The ASSOCIATION shall be conducted as a non-profit organization for the benefit of its members, and no part of the income of the ASSOCIATION shall be distributed to its Members, Directors or Officers.

### III

The ASSOCIATION shall have the following powers:

1. The ASSOCIATION shall have all of the powers and privileges granted to Corporations Not for Profit under the laws of the State of Florida.
2. The ASSOCIATION shall have all of the powers reasonably necessary to implement and effectuate the purposes of the ASSOCIATION, including but not limited to the following:
  - a.) To make and establish reasonable rules and regulations governing the use of UNITS and COMMON ELEMENTS in the CONDOMINIUM as said terms may be defined in said Declaration of Condominium to be recorded.
  - b.) To levy and collect assessments against members of the ASSOCIATION

- f) To exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the ASSOCIATION pursuant to the Declaration of Condominium or by the Condominium Act of the State of Florida.
- g) To execute contracts, deeds, mortgages, leases and other instruments by its officers, and to own, convey and encumber real and personal property.

#### IV

The qualification of the members, the manner of their admission to membership and termination of such membership, and voting by members shall be as follows:

- 1.) The owners of all UNITS in CONDOMINIUM shall be members of the ASSOCIATION, and no other persons or entities shall be entitled to membership, except in item (5) of Article IV.
- 2.) Membership shall be established by the acquisition of fee title to a UNIT in CONDOMINIUM, or by acquisition of a fee ownership interest therein, whether by conveyance, devise, judicial decree or entire fee ownership interest in any UNIT, except that nothing herein contained shall be construed as terminating the membership of any party who may own two or more UNITS, or who may own a fee ownership interest in two or more UNITS, or who may own a fee ownership interest in two or more UNITS, so long as such party shall retain title to or a fee ownership interest in any UNIT.
- 3.) The interest 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

to defray the common expenses of the CONDOMINIUM as may be provided in said Declaration of Condominium and in the By-Laws of this ASSOCIATION which may be hereafter adopted, including the right to levy and collect assessments for the purposes of acquiring, operating, leasing, managing and otherwise trading and dealing with such property, whether real or personal, including UNITS in CONDOMINIUM, which may be necessary or convenient in the operation and management of CONDOMINIUM and in accomplishing the purposes set forth in said Declaration of Condominium.

- c) To maintain, repair, replace, operate and manage the CONDOMINIUM and the property comprising same, including the right to reconstruct improvements after casualty and to make further improvement of the CONDOMINIUM property.
- d) To contract for the management of the CONDOMINIUM and to delegate to such manager all of the 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 Membership of the ASSOCIATION.
- e) To enforce the provisions of said Declaration of Condominium, these Articles of Incorporation, the By-Laws of the ASSOCIATION which may be hereafter adopted, and the rules and regulations governing the use of said CONDOMINIUM as same may be hereafter established.

his UNIT. The funds and assets of the ASSOCIATION shall belong solely to the ASSOCIATION subject to the limitation that the same be expended, held or used for the benefit of the Membership and for the purposes authorized herein, in the Declaration of Condominium, and in the By-laws which may be hereafter adopted.

- 4.) On all matters on which the Membership shall be entitled to vote, there shall be only one vote for each unit in the CONDOMINIUM, which vote may be exercised or cast by the owner or owners of each UNIT in such manner as may be provided by the By-Laws hereafter adopted by the ASSOCIATION. Should any member own more than one UNIT, such member shall be entitled to exercise or cast as many votes as he owns UNITS, in the manner provided by said By-Laws.
- 5.) Until such time as the property described in Article II hereof, and the improvements which may be hereafter constructed thereon, are submitted to a plan of Condominium ownership by the recordation of said Declaration of Condominium, the Membership of the ASSOCIATION shall be comprised of the Subscribers to these Articles, each of which Subscribers shall be entitled to cast one vote, on all matters on which the Membership shall be entitled to vote.

#### V

The ASSOCIATION shall have perpetual existence.

#### VI

The Principal office of the ASSOCIATION shall be located at Suite 700, 1 Northeast 1 Street, Miami, Florida 33132, 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. The principal office may be changed from time to time by the Board of Directors.

## VII

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 Secretaries and Assistant Treasurers, subject to the directions of the Board of Directors, The Board of Directors, or the President, with the approval of the Board of Directors, may employ a Managing Agent and/or such other managerial and supervisory personnel or entities to administer or assist in the administration of the operation and management of the CONDOMINIUM, and the affairs of the ASSOCIATION, and any such person or entity is a member of the ASSOCIATION or a Director or Officer of the Association, as the case may be.

## VIII

The number of members of the Board of Directors of the ASSOCIATION shall not be less than three (3) nor more than seven (7). The number of members of the Board of Directors shall be as provided from time to time by the By-Laws of the ASSOCIATION. The members of the Board of Directors shall be elected by the members of the ASSOCIATION at the Annual Meeting of the membership as provided by the By-Laws of the ASSOCIATION. The members of the Board of Directors shall be elected by the members of the ASSOCIATION at the Annual Meeting of the membership as provided by the By-Laws of the ASSOCIATION, and at least a majority of the Board of Directors shall be members of the ASSOCIATION or shall be authorized representatives, officers or employees of a corporate member of the ASSOCIATION. Notwithstanding the foregoing, 1610 CONVERSION, LTD. (hereinafter referred to as the 'DEVELOPER') shall be entitled to designate and select all members of the Board of Directors

of ASSOCIATION other than those entitled to be elected by the UNIT OWNERS other than the DEVELOPER as hereinafter provided. When UNIT OWNERS other than the DEVELOPER own fifteen percent (15%) or more of the UNITS that will be operated ultimately by the ASSOCIATION, the UNIT OWNERS other than the DEVELOPER shall be entitled to elect not less than one-third (1/3) of the members of the Board of Directors of ASSOCIATION. UNIT OWNERS other than the DEVELOPER shall be entitled to elect not less than a majority of the members of the Board of Directors of ASSOCIATION three (3) years after sales by the DEVELOPER have been closed or fifty percent (50%) of the UNITS that will be operated ultimately by the ASSOCIATION or three (3) months after sales have been closed by the DEVELOPER of ninety percent (90%) of the UNITS that will be operated ultimately by the ASSOCIATION, or when all of the UNITS that will be operated ultimately by the ASSOCIATION have been completed and some of them have been sold and none of the others are being offered for sale by the DEVELOPER in the ordinary course of business, whichever shall first occur. The DEVELOPER shall be entitled to elect not less than one (1) member of the Board of Directors of ASSOCIATION as long as the DEVELOPER holds for sale in the ordinary course of business at least 5% of the UNITS in the CONDOMINIUM.

When the DEVELOPER shall be entitled to elect not less than one (1) member of the Board of Directors of ASSOCIATION as long as the DEVELOPER holds for sale in the ordinary course of business at least 5% of the UNITS in the CONDOMINIUM.

Whenever the DEVELOPER shall be entitled to designate and select any person or persons to serve on any Board of Directors of ASSOCIATION, the manner in which such person or persons shall be designated shall have the rights to remove any person or persons selected by it to act and serve on said Board of Directors and to replace such person or persons with another



person or other persons to act and serve in the place of any Director or Directors so removed for the remainder of the unexpired term of any Director or Directors so removed. Any Director designated and selected by the DEVELOPER need not be a resident in the CONDOMINIUM.

## IX

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

## X

The names and Post Office addresses of the first Board of Directors who, subject to the provisions of these Articles of Incorporation, the By-Laws of the State of Florida, shall hold office for the first year of the ASSOCIATION'S existence, or until their successors are elected and have qualified, are as follows:

<u>Name</u>	<u>Address</u>
Paul Rosen	Suite 700 1 Northeast 1 Street Miami, Florida 33132
Judith Rosen	Suite 700 1 Northeast 1 Street Miami, Florida 33132
Beatriz Blue	Suite 700 1 Northeast 1 Street Miami, Florida 33132

## XI

The Subscribers to these Articles of Incorporation are the three (3) persons herein named to act and serve as members of the first Board of Directors of the ASSOCIATION, the names of which Subscribers and their respective Post Office addresses are more particularly set forth in Article X above.

## XII

The Officers of the ASSOCIATION who shall serve until the first election under these Articles of Incorporation shall be the following:

PRESIDENT

Paul Rosen  
Suite 700  
1 Northeast 1 Street  
Miami, Florida 33132

VICE PRESIDENT

Judith Rosen  
Suite 700  
1 Northeast 1 Street  
Miami, Florida 33132

SECRETARY-TREASURER

Beatriz Blue  
Suite 700  
1 Northeast 1 Street  
Miami, Florida 33132

## XIII

The original By-Laws of the ASSOCIATION shall be adopted by a majority vote of the members of the ASSOCIATION present at a meeting of members at which a majority of the membership is present, and thereafter, such By-Laws may be altered or rescinded only in such manner as said By-Laws may provide.

## XIV

Every Director and every Officer of the ASSOCIATION shall be indemnified by the

ASSOCIATION against all expenses and liabilities, including counsel fees, reasonably incurred by 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, whether or not he is a Director or Officer at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties. 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.

## XV

An Amendment or Amendments to these Articles of Incorporation may be proposed by the Board of Directors of the ASSOCIATION acting upon a vote of the majority of the Directors, or by the members of the ASSOCIATION owning a majority of the UNITS in the CONDOMINIUM, whether meeting as members or by instrument in writing signed by them. Upon any Amendment or Amendments to these Articles of Incorporation being proposed by said Board of Directors or members, such proposed Amendment or Amendments shall be transmitted to the President of the ASSOCIATION or other Officer of the ASSOCIATION in the absence of the President, who shall thereupon call a Special Meeting of the members of the ASSOCIATION in the absence of the President, who shall thereupon call a Special Meeting of the members of the ASSOCIATION for a date not sooner than twenty (20) days nor later than sixty (60) days from the receipt by him of the proposed Amendment or Amendments, and it shall be the duty of the Secretary to give to each member written or printed notice of such Meeting stating the time and place of the Meeting and reciting the proposed Amendment or Amendments in reasonably

detailed form, which notice shall be mailed or presented personally to each member not less than then (10) nor more than thirty (30) days before the date set for such Meeting. If mailed, such notice shall be deemed to be properly given when deposited in the United States Mail, addressed to the member at his Post Office address as it appears on the records of the ASSOCIATION, the postage thereon prepaid. Any member may, by written waiver of notice signed by such member, waive such notice, and such waiver when filed in the records of the ASSOCIATION, whether before or after the holding of the Meeting, shall be deemed equivalent to the giving of such notice to such member. At such Meeting the Amendment or Amendments proposed must be approved by an affirmative vote of the members owning not less than three-fourths (3/4ths) of the UNITS in the CONDOMINIUM in order for such Amendment or Amendments to become effective. Thereupon such Amendment or Amendments of these Articles of Incorporation shall be transcribed and certified in such form as may be necessary to register the same in the Office of the Secretary of State of the State of Florida, and said Amendment shall be set forth in or annexed to a duly adopted Amendment to the Declaration of Condominium and recorded in the Public Records of Miami-Dade County, Florida. At any Meeting held to consider such Amendment or Amendments of these Articles of Incorporation, the written vote of any member of the ASSOCIATION shall be recognized, if such member is not in attendance at such meeting or represented thereat by proxy, provided such written vote is delivered to the Secretary of the ASSOCIATION at or prior to such meeting.

## XVI

The street address of the initial registered office of this corporation is Suite 700 at 1 Northeast 1<sup>st</sup> Street, Miami, Florida 33132, and the name of the initial registered agent of this Corporation at that address is Paul Rosen.

IN WITNESS WHEREOF, the Subscribers have hereunto set their hands and seals this  
16<sup>th</sup> day of May, 2000.

1610 RIVER PLACE CONDOMINIUM  
ASSOCIATION, INC.

Paul Rosen

Judith Rosen

Beatriz Blue

I hereby accept the designation as registered agent and as resident agent upon whom  
process may be served on the above stated Corporation, and I agree to comply with the  
provisions of Chapter 48.091, Florida Statutes, relative to keeping open said office.

Paul Rosen

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

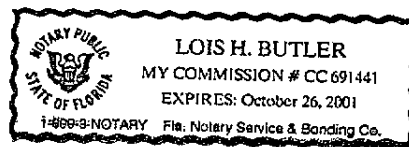
I HEREBY CERTIFY that on this the 16<sup>th</sup> day of May, 2000, personally came and  
appeared before me, the undersigned authority, Paul Rosen, Judith Rosen, and Beatriz Blue to me  
well known to be the persons described in and who executed the foregoing instrument, and they  
acknowledged to and before me that they executed the same as their free and voluntary act and  
deed for the uses and purposes set forth and expressed therein.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal the day and year

above written.

  
Notary Public STATE OF FLORIDA

My Commission Expires:



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00 JUN -2 AM 11:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA