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Chartne # 1 mly J00072M इन्द्राहेन्द्री देशको विश्व 656 1445 H2709795 Requestor's Neme JOHN A. BLATSDELL 006 1449 18789783 Address 066 7419 18763A33 240 CRANDON Blup City ZIP Phone # KEY BISCAYNE 33149 361-2511 CORPORATION(S) NAME KEY Colony No. 4 Concominion Association Inc ← → PROFIT 「YENON-PROFIT型 労 () AMENDMENT (IMERGER FOREIGN DISSOLUTION **€ EMARK** * LIMITED PARTNERSHIP (FANNUAL REPORT () RESERVATION) REINSTATEMENT OTHER CERTIFIED CORY TO PHOTO COPIES (>C) CERTIFICATE UNDER SEAL TWALK IN (>) WILL WAIT) PICK UP () MAIL OUT 1 1 CALL 1 JAFTER 4:20 Vame Availability Document Examiner JOPY. AGENT_ pdater ENLANCE DUE \$____ REFUND \$

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KEY COLONY NO. 4 CONDOMINIUM ASSOCIATION, INC.

a Corporation Not For Profit

In order to form a corporation under the laws of Florida for the formation of corporations not for profit, we, the undersigned, hereby associate ourselves into a corporation for the purposes and with the powers herein specified; and to that end we do, by these Articles of Incorporation, set forth:

I. NAME

The name of the corporation shall be KEY COLONY NO. 4 CONDOMINIUM ASSOCIATION, INC. ("Association").

II. PURPOSE

The purposes and objects of the Association shall be to administer the operation and management of the KEY COLONY NO. 4 CONDOMINIUM ("Condominium") which may be established in accordance with the Florida Condominium Act, Chapter 718 Florida Statutes ("Act") upon that certain real property situated in Dade County, Florida, and to perform the acts and duties incident to the operation and management of the Condominium in accordance with the provisions of these Articles of Incorporation, the By-Laws of the Association which will be adopted ("By-Laws") pursuant hereto and the Declaration of Condominium ("Declaration") which will be recorded in the public records of Dade County, Florida, as and when the property described above together with the improvements situated thereon are submitted to the condominium form of ownership; and to own, operate, encumber, lease, manage, sell, convey, exchange and otherwise deal with the said lands submitted to the condominium form of ownership; the improvements thereon and such other property, real and/or personal, as may be or become part of the Condominium ("Condominium Property"), to the extent necessary or convenient in the administration of the Condominium as provided for in the Declaration. Association shall be conducted as a nonprofit organization for the benefit of its members.

III, POWERS

The Association shall have the following powers:

A. All of the powers and privileges granted to corporations not for profit under the law pursuant to which this corporation is chartered.

- 8. All of the powers reasonably necessary to implement and affectuate the purposes of the Association, including, with-out limitation, the power, authority and right to:
 - 1. Make, establish and amend reasonable rules and regulations governing use of the Units, Common Elements, Limited Common Elements in and of the Condominium, as such terms will be defined in the Declaration.
 - 2. Levy and collect assessments against members of the Association to defray the Common Expenses of the Condominium as will be provided in the Declaration and the By-Laws including the right to levy and collect assessments for the purpose of acquiring, owning, holding, operating, leasing, encumbering, selling, conveying, exchanging, managing and otherwise dealing with the Condominium Property, including Units, which may be necessary or convenient in the operation and management of the Condominium in accomplishing the purposes set forth in the Declaration.
 - 3. Maintain, repair, replace, operate and manage the Condominium Property, including the right to reconstruct improvements after casualty and to further improve and add to the Condominium Property.
 - 4. Contract for the management of the Condominium and, in connection therewith, to delegate any and/or all of the powers and duties of the Association to the extent and in the manner permitted by the Declaration and the By-Laws.
 - 5. To employ personnel to perform the services required for proper operation of the Condominium.
 - 6. Enforce the provisions of these Articles of Incorporation, the Declarations, the By-Laws, and all rules and regulations governing use of the Condominium which may hereafter be established.
 - 7. To buy, own, operate, lease, sell, trade and mortgage both real and personal property.
 - 8. To purchase insurance upon the Condominium Property and insurance for the protection of the Association, its officers, directors and Unit Owners.
 - 9. To approve or disapprove the leasing, transfer, ownership and possession of Units as may be provided in the Declaration.
 - Exercise, undertake and accomplish all of the

rights, duties and obligations which may be granted to or imposed upon the Association in the Declaration and the Act.

- 11. To grant permits, licenses and easements over the common areas for utilities, roads and other purposes reasonably necessary or useful for the proper maintenance or operation of the Condominium.
- 12. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions hereof and the Declaration, By-Laws and the Act.

IV. MEMBERS

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

- A. The owners of all Units in the Condominium shall be members of the Association, and no other persons or entities shall be entitled to membership, except as provided for in Paragraph E, Article IV, hereof.
- B. Membership shall be established by the acquisition of a fee title to a Unit in the Condominium, or by acquisition of a fee ownership interest therein, by voluntary conveyance or operation of law, and the membership of any person or entity shall be automatically terminated when such person or entity is divested of all title or his entire fee ownership in such Unit; provided, that nothing herein contained shall be construed as terminating the membership of any person or entity owning fee title to or a fee ownership interest in two or more Units at any time while such person or entity shall retain fee title to or a fee ownership interest in any Unit.
- C. 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 the Unit(s) owned by such member. The funds and assets of the Association shall be expended, held or used only for the benefit of the membership and for the purposes authorized herein, in the Declaration, and in the By-Laws.
- D. On all matters upon which the membership be entitled to vote, as hereinafter provided, there shall be one, and only one, vote for each Unit in the Condominium, which vote may be exercised or cast by the owner(s) of each Unit as provided for in the By-Laws. Should any member own more than one Unit, such member shall be entitled to exercise or cast one vote for each such Unit, in the manner provided for in the By-Laws.

E. Until such time as the improvements now existing or to be constructed thereon are submitted to the Condominium form of ownership by recordation of the Declaration therefor in the public records of Dade County, Florida, the membership of the Association shall be comprised of the directors set forth herein to these Articles, each of whom shall be entitled to cast a vote on all matters upon which the membership would be entitled to vote.

V. EXISTENCE

The Association shall have perpetual existence.

VI. PRINCIPAL OFFICE

The principal office of the Association shall be located in Florida, but the Association may maintain offices and transact business in such places, within or without the State of Florida, as may from time to time be designated by the Board of Directors.

VII. MANAGEMENT

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, who shall perform the duties of such offices customarily performed by like officers of corporations in the State of Florida subject to the directions of the Board of Directors.

Officers of the Association may be compensated in the manner to be provided in the By-Laws. The Board of Directors, or the President with the approval of the Board of Directors, may employ a managing agent, agency, and/or other managerial and supervisory personnel or entity to administer or assist in the administration of the operation and management of the Condominium and the affairs of the Association, and any and all such persons and/or entity or entities may be so employed without regard to whether 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. BOARD OF DIRECTORS

The number of members of the first Board of Directors shall be three (3). The number of members of succeeding Boards of Directors shall be as provided in the By-Laws. When Unit owners other than FININVEST AMERICA CORPORATION ("Developer") own fifteen (151) percent or more of the Units that ultimately will be operated by the Association, the Unit owners other than the Developer shall be entitled to elect, in a manner to be

provided in the By-Laws, not less than one-third (1/3) of the members of the Board of Directors of the Association. owners other than the Developer shall be entitled to elect, in a manner to be provided in the By-Laws, not less than a majority of the members of the Board of Directors: (a) three (3) years after fifty (50%) percent, but less than ninety (90%) percent, of the Units that will be operated ultimately by the Association have been conveyed to purchasers; or (b) three (3) months after ninety (90%) percent of the Units that ultimately will be operated by the Association have been conveyed to purchasers; or (c) when all of the Units that ultimately will be operated by the Association have been completed, and some of the units have been conveyed to purchasers and none of the others are being offered for sale by the Developer in the ordinary course of business; or (d) when some of the Units have been conveyed to purchasers and none of the others are being constructed or 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 as long as the Developer holds for sale in the ordinary course of business at least five (5%) percent of the Units in the Condominium. Notwithstanding the foregoing, Developer shall be entitled at any time to waive in writing its rights hereunder, and thereafter to vote in elections for members of the Board of Directors in the same manner as any other Unit owner member of the Association. After Unit owners other than the Developer elect a majority of the members of the Board of Directors, the Developer shall, within a reasonable time and in a manner to be provided in the By-Laws, relinquish control of the Association and shall deliver to the Association all property of the Unit owners and the Association held or controlled by the Developer.

IX. OFFICERS

The Board of Directors shall elect at the annual meeting of members each year, a President, Secretary, Terasurer, and as many Vice-Presidents, Assistant Secretaries and Assistant Treasurers as the Board of Directors shall deem advisable from time to time. The President shall be elected from 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. FIRST BOARD OF DIRECTORS

The names and addresses of the members of the first Board of Directors who, subject to the provisions of the laws of Florida, these Articles of Incorporation and the By-Laws, shall hold office for the first year of the Association's corporate existence, and thereafter until their auccessors are selected and have qualified, are as follows:

John A. Blaisdell 101 Crandon Boulevard Key Biscayne, Florida 33149

Judson L. Owen, III 101 Crandon Boulevard Key Biscayne, Florida 33149

Bettye Stewart-Strother 101 Crandon Boulevard Key Biscayne, Florida 33149

XI. INCORPORATOR

The Incorporator and Subscriber for this corporation is Judson L. Owen, III, whose address is 101 Crandon Boulevard, Key Biscayne, Florida 33149.

XII. FIRST OFFICERS

The officers of the Corporation, who shall hold office until their successors are elected pursuant to these Articles of Incorporation and the By-Laws, and have qualified, shall be the following:

President

John A. Blaisdell

Vice-President

Judson L. Owen, III

Secretary/Treasurer

Bettye Stewart-Strother

XIII. BY-LAWS

The original By-Laws of the Association shall be adopted by a majority vote of the Subscribers to these Articles of Incorporation at a meeting at which a majority of the Subscribers is present, and, thereafter, the By-Laws may be altered or rescinded only by affirmative vote of fifty-one (51%) percent of the votes entitled to be cast by members of the Association.

XIV. INDEMNIFICATION

Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorney's 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; provided, that in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the Director or officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interests of the Association. 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. AMENDMENTS

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 the Board of Directors or members, such proposed amendment or amendments shall be transmitted to the President of the Association or the acting chief executive officer 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 or 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 each member written 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 ten (10) days 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, with 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, during or after the holding of the meeting, shall be deemed equivalent to the giving of such notice to such member. At such meeting or by written approval the amendment or amendments proposed must be approved by an affirmative vote of the members owning not less than two-thirds (2/3) 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 file the same in the office of the Secretary of State of the State of Florida. A certified copy of each such amendment of these Articles of Incorporation shall be recorded in the public records of Dade County, Florida, within thirty (30) days from the date on which the same is filed in the office of the Secretary of State. Notwithstanding the foregoing provisions of this Article XV, no amendment to these Articles of Incorporation which shall abridge, amend or alter the right of Developer to designate and select members of the Board of Directors of the Association, as provided in Article VIII hereof, may be adopted or become effective without the prior written consent of Developer.

XVI. FIDELITY BONDING

In addition to the indemnification provisions hereof, the Association shall obtain and maintain blanket fidelity bonds on each director, officer and employee of the Association and of any management firm. The total amount of fidelity bond coverage shall be based upon the best business judgment of the Board of Directors and shall not be less than the estimated maximum funds including reserve funds, in the custody of the Association or management firm, as the case may be, at any given time during the term of each bond. However, in no event may the aggregate amount of such bonds be less than a sum equal to three (3) months' aggregate assessments on all Units plus reserve funds.

The fidelity bond shall name the Association as an obligee and shall contain waivers by the issuers of the bonds of all defenses based upon the exclusion of persons serving without compensation from the definition of "employees" or similar terms or expressions. The premiums on all bonds shall be paid by the Association as a common expense (except for the premiums on fidelity bonds maintained by the management firm, if any). The bonds shall provide that they may not be cancelled or substantially modified (including cancellation for nonpayment of premium) without at least ten (10) days' prior written notice to the Association.

IN WITNESS WHEREOF, the Subscriber and Incorporator hereto have hereunto set his hand and seal the day of , 1983.

JUDSON L. OWEN, III

STATE OF FLORIDA)

COUNTY OF D A D E)

I HEREBY CERTIFY that on this 18 day of November, 1983, before me, the undersigned authority, personally appeared Judson L. Owen, III, to me known to be the person who executed the foregoing Articles of Incorporation, and acknowledged the execution of such instrument for the uses and purposes therein expressed.

NOTARY PUBLIC, State of Florida at Large

My commission expires:

Motary Public, State United May Commission Expires July 27, 1955 RONDED THE HOLD RECEDENT, SPECK & HARVEY BISHANCE & BONDE INC.

CERTIFICATE OF DESIGNATING PLACE OF BUSINESS OR DOMICTLE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM E PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

KEY COLONY NO. 4 CONDOMINIUM ASSOCIATION, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF MIAMI, STATE OF FLORIDA, HAS NAMED Judson L. Owen, III, located at 240 Crandon Boulevard, Key Biscayne, Miami, Florida 33149, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

KEY COLONY NO. 4 CONDOMINIUM ASSOCIATION, INC.

ITS PRESIDENT

DATED: November 28, 1993

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY 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.

JUDSON L. OWEN, III

pared Nov. 28, 19.83

CERTIFICATE OF DESIGNATING PLACE OF BUSINESS OR DEMICILE PORTUGE THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENTALISM ON THE PROCESS MAY BE SERVED

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KEY COLONY NO. 4 CONDOMINIUM ASSOCIATION, INC.

ITS PRESIDENT

DATED: November 28 1985

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JUDSON L. OWEN. 111

ATED: Nov 28, 1987

CORPURATION ANNUAL REPORT

1984



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OWEN, JUDSON L. III	V/P/DIDI CRANDO			KEY BISCAYNE, FL 3314
STEWART-STROTHER, BETTYE				KEY BISCAYEN, FL 3314
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WRITER'S DIRECT NO

○N班/3

305-579-0683

Secretary of State Corporate Division The Capitol Tallahassee, Florida 32301

Attention: Mrs. Martha Burnley

RE: KEY COLONY NO. 4 CONDOMINIUM ASSOCIATION, INC.

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005 824511367

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065 8846 6/14/84

Enclosed please find two copies of Articles of Amendment for the abovereferenced not-for-profit corporation. Also enclosed is a check in the amount of \$20,00 representing the following:

E Filing Fee Ad Fee for Certified Copy

Dear Mrs. Burnley:

\$15.00 5.00 <u> 320.00</u>

When the Amendment have been filed, please return the certified copy to the undersigned in the Purolator Courier provided for your convenience.

	CHARTER TAX STAMP	Very truly yours,		
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LAMBENCE & GORDON 💛 MATTHEW & SONGON METHER & SONGON HOBERT L. GROSSHAM GARY W. HELD CARRY A MOFFMAN ARNOLD IL JAFFEE HARTIM RALE . ROBERT A NAPLAN TIMOTHY E AIBH ALAN & HOSLOW ALAN & HOSLOW STEVEN A HAVITE TONAL & HOVER BLOMEN & LANDUR ALAN B. LEDERMAN LAWRENCE B. LEVY NORMAN H LIPOFF GARY D LIPSON CARLOS E LOUMIET JUAN P LOUMIET DESSE SUTH MALINSET GREGORY & HARTIN PEDRO A. WARTIN ALICIA W MORALES LOUIS HOSTAG ANTHONY I O'DONHELL JA MANUMALL MARTEMACE
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340 CLEMATIS STREET WEST PACH BEACH, FLORIDA 3043 (305) 65-6-6333

WRITER & DIRECT NO. .

305-579-0683

Secretary of State Corporate Division The Capitol Tallahassee, Florida 32301

Attention: Ms. Louise Flemming

RE: KEY COLONY NO.4 CONDOMINIUM ASSOCIATION, INC.

Dear Ms. Flemming:

Pursuant to our telephone conversation today, enclosed please find a check in the amount of \$3.00, which will cover the filing fees for a change of registered agent. When the Articles are ready, please forward the certified copy to the undersigned in the Purolator package provided earlier. If you have misplaced the Purolator package, please forward the certified copy via Federal Express, charging our firm F.E.C. Account # 0331-0673-4.

Very truly yours,

June 12, 1984

Gretchen McKay Legal Assistant

/gtm Enclosure: Check

FILED

12 Jun 12 M 3 02

SECHARA CARATE TALLAHASSON FERROA

ARTICLES OF AMENDMENT

President and Secretary of The undersigned, as the Key Colony No. 4 Condominium Association, Inc., a not-for-profit Florida corporation (the "Association"), hereby certify this Sth day of June, 1984, that the Amended and Restated Articles of the Association, in the form attached hereto as Exhibit "A" ("Amended and Restated Articles"), (a) amend and restate the original Articles of Incorporation of the Association ("Original Articles"), a not-for-profit Florida corporation formed under Chapter 617, Florida Statutes, as amended, which Original Articles were filed with the Florida Department of State on November 29, 1983; and (b) were duly adopted by the Board of Directors of the Association as of November 28, 1983 in accordance with the requirements of Chapter 617 of the Florida Statutes. The Amended and Restated Articles restate, integrate and amend all of the provisions of the Original Articles, except that (a) the original incorporator, (b) first board of directors (Article X), (c) first officers (Article XII) and (d) initial registered agent, all named in the Original Articles are matters which remain factually unchanged; the Amended and Restated Articles, however, indicate the persons serving in the capacities of (a), (b) and (c) above

as of the date hereof. KEY COLONY NO. 4 CONDOMINIUM Witnesses: ASSOCIATION, INC. John A. Blaisdell Bettye Stewart-Strother (Corporate Seal) STATE OF FLORIDA COUNTY OF DADE The foregoing instrument was acknowledged before me this gth day of JUNE, 1984 by JOHN A. BLAISDELL, as President of Rey Colony No. 4 Condominium Association, Inc., a not-for-profit florida corporation, on behalf of the corporation. Motary Public, State of FLORIDA MOTARY FUSIC STATE OF ROUDA AT LANGE My Commission Expires: MICOMMISSION LANGE MAY 14 1942 ACCORD THE GROWN INT. WHOLEMAINES STATE OF FLORIDA 33:

COUNTY OF DADE

The foregoing instrument was acknowledged before me this 5TH day of JUNE, 1984 by BETTYE STEWART-STROTHER, as Secretary of Key Colony No. 4 Condominium Association, Inc., a not-for-profit florida corporation, on behalf of the corporation.

MOTOR TO COLUMN TO THE ACT OF THE SERVICE SERV PURPLE DOWN AND A SECTION OF A CONTRACT

My Commission Expires:

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SECRETARY LASS AND TALLAHASSEE, FL. (1)

AMENDED AND RESTATED ARTICLES OF INCORPORATION FOR REY COLONY NO. 4
CONDOMINIUM ASSOCIATION, INC.

The undersigned incorporator, for the purpose of forming a corporation not for profit pursuant to the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE 1

NAME

The name of the corporation shall be KEY COLONY NO. 4 CON-DOMINIUM ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Association", these Articles of Incorporation as the "Articles", and the By-Laws of the Association as the "By-Laws".

ARTICLE 2

PURPOSE

The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act (the "Act") as it exists on the date hereof for the operation of that certain condominium located in Dade County, Florida, and known as KEY COLONY NO. 4 CONDOMINIUM (the "Condominium").

ARTICLE 3

DEFINITIONS

The terms used in these Articles shall have the same definitions and meaning as those set forth in the Declaration of the Condominium to be recorded in the Public Records of Dade County, Florida, unless herein provided to the contrary, or unless the context otherwise requires.

ARTICLE 4

PONERS

The powers of the Association shall include and be governed by the following:

- 4.1 General. The Association shall have all of the common-law and statutory powers of a corporation not for profit under the laws of Florida that are not in conflict with the provisions of these Articles, the Declaration, the By-Laws or the Act.
- Enumeration. The Association shall have all of the powers and duties set forth in the Act, except as limited by these Articles, the By-Laws and the Declaration, and all of the powers and duties reasonably necessary to operate the Condominium pursuant to the

Declaration and as more particularly described in the By-Laws and these Articles, as they may be amended from time to time, including, but not limited to, the followings

To make and collect Assessments and other charges against members as Unit Owners, and to use the proceeds thereof in the exercise of itspowers and duties.

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- To buy, own, operate, lease, sell, trade and (b) mortgage both real and personal property.
- To maintain, repair, replace, reconstruct, add to and operate the Condominium Property, and (c) other property acquired or leased by the Association.
- To purchase insurance upon the Condominium Prop-(d) erty and insurance for the protection of the Association, its officers, directors and Unit Owners.
- To make and amend reasonable rules and regula-(e) tions for the maintenance, conservation and use of the Condominium property and for the health, comfort, safety and welfare of the Unit Owners.
- To approve or disapprove the leasing, transfer, ownership and possession of Units as may be (t) provided by the Declaration.
- To enforce by legal means the provisions of the Act, the Declaration, these Articles, the By-**(g)** Laws, and the rules and regulations for the use of the Condominium Property, subject, however, to the limitation regarding assessing Units owned by the Developer for fees and expenses relating in any way to claims or potential claims against the Developer as set forth in the Declaration and/or By-Laws.
- To contract for the management and maintenance (h) of the Condominium Property and to authorize a management the (who may be an affiliate of the Developer) to augis. Association in carrying out its powers and duties by performing such functions as the submission of proposals, collection of Assessments, preparation of records, enforcement of rules and maintenance, repair, and replacement of the Common Elements with funds as shall be made available by the Association for such purposes. The Association and its officers shall, however, retain at all times the powers and duties granted by the Condominium Act, including but not limited to the making of Assessments, promulgation of rules and execution of contracts on behalf of the Association.
- To employ personnel to perform the services required for the proper operation of the Con-(i)dominium.
- Condominium Property. All funds and the titles to all properties acquired by the Association and their pro-4.1 ceeds shall be held for the benefit and use of the members in accordance with the provisions of the Declaration, these Articles and the By-Laws.

- 4.4 Distribution of Income; Dissolution. The Association shall make no distribution of income to its members, directors or officers, and upon dissolution, all assets of the Association shall be transferred only to another non-profit corporation or a public agency, except in the event of a termination of the Condominium.
- 4.5 Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions hereof and of the Declaration, the By-Laws and the Act.

ARTICLE 5

MEMBERS

- 5.1 Membership. The members of the Association shall consist of all of the record title owners of Units in the Condominium from time to time, and after termination of the Condominium, shall also consist of those who were members at the time of such termination, and their successors and assigns.
- 5.2 Assignment. The share 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 the Unit for which that share is held.
- 5.3. Voting. On all matters upon which the membership shall be entitled to vote, there shall be only one vote for each Unit, which vote shall be exercised or cast in the manner provided by the Declaration and By-Laws. Any person or entity owning more than one Unit shall be entitled to one vote for each Unit owned.
- 5.4 Meetings. The By-Laws shall provide for an annual meeting of members, and may make provision for regular and special meetings of members other than the annual meeting.

ARTICLE 6

TERM OF EXISTENCE

The Association shall have perpetual existence.

ARTICLE 7

INCORPORATOR

The name and address of the incorporator of these Articles is as follows:

NAME

Judson Oven

ADDRESS

240 Crandon Boulevard Key Biscayne, Miami, Florida 33149

ARTICLE 6

OFFICERS

The affairs of the Association shall be administered by the officers holding the offices designated in the By-Laws. The officers shall be elected by the Board of Directors of the Association at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The By-Laws may provide for the removal from office of officers, for filling vacancies and for the duties of the officers. The names and addresses of the officers who are serving until their successors are designated by the Board of Directors are as follows:

President: John Blaisdell

240 Crandon Boulevard Key Biscayne Miami, Florida 33149

Vice President: 8. James Stadelman, Esq.

240 Crandon Boulevard Key Biscayne Miami, Florida 33149

Secretary/Treasurer: Bettye Stewart Strother

240 Crandon Boulevard Key Biscayne Miami, Plorida 33149

ARTICLE 9

DIRECTORS

- 9.1 Number and Qualification. The property, business and affairs of the Association shall be managed by a board consisting of the number of directors determined in the manner provided by the By-Laws, but which shall consist of not less than three (3) directors. Directors need not be members of the Association or residents of Units in the Condominium.
- 9.2 Duties and Powers. All of the duties and powers of the Association existing under the Act, the Declaration, these Articles and the By-Laws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by Unit Owners when such approval is specifically required and except as provided in the Declaration.
- 9.3 Election: Removal. Directors of the Association shall be elected at the annual meeting of the members in the manner determined by and subject to the qualifications set forth in the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.
- 9.4 Term of Developer's Directors. The Developer of the Condominium shall appoint the members of the first Board of Directors and their replacements who shall hold office for the periods described in the By-Laws.
- 9.5 Directors. The names and addresses of the members of the first Board of Directors who are holding office until their successors are elected and have qualified, as provided in the By-Laws, are as follows:

NAME

John Blaisdell

H. James Stadelman, Esq.

Bettye Stewart Strother

ADDRESS

240 Crandon Boulevard Rey Biscayne Miami, Florida 33149

240 Crandon Boulevard Rey Biscayne Miami, Plorida 33149

240 Crandon Boulevard Key Biscayne Miami, Florida 33149

ARTICLE 10

INDEMNIPICATION

- 10.1 Indemnity. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, employee, officer or agent of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless (a) a court of competent jurisdiction finally determines, after all appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or in a manner he reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court also determines specifically that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendre or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the Association, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.
- Expenses. To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 10.1 above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonable incurred by him in connection therewith.
- 10.3 Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the affected director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled

to be indemnified by the Association as authorized in this Article 10.

- Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law agreement, vote of members or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and personal representatives of such person.
 - Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving, at the request of the Association, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

. . .

10.6 Amendment. Anything to the contrary herein notwithstanding, the provisions of this Article 10 may not be amended without the approval in writing of all persons whose interest would be adversely affected by such amendment.

ARTICLE 11

BY-LANS

The first By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided in the By-Laws and the Declaration.

ARTICLE 12

AMENDMENTS

Except to the extent that the provisions of Chapter 617, Plorida Statutes, as amended, supersede the following provisions, amendments to these Articles shall be proposed and adopted in the following manner:

- 12.1 Notice. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered.
- Adoption. A resolution for the adoption of a proposed amendment may be proposed either by a majority of the Board of Directors or by not less than one-third (1/3) of the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing the approval is delivered to the Secretary at or prior to the meeting. The approvals must be:
 - (a) by not less than a majority of the votes of all of the members of the Association represented at

a meeting at which a quorum thereof has been attained and by not less than 66-2/3% of the entire Board of Directors; or

- (b) after control of the Association is turned over to Unit Owners other than the Developer, by not less than 80% of the votes of all of the members of the Association represented at a meeting at which a quorum has been attained; or
 - (c) by not less than 100% of the entire Board of Directors.
- 12.3 Limitation. Provided, however, that no amendment shall make any changes in the qualifications for membership nor in the voting rights or property rights of members, nor any changes in Sections 4.3, 4.4 or 4.5 of Article 4, entitled "Powers", without the approval in writing of all members and the joinder of all record owners of mortgages upon Units. No amendment shall be made that is in conflict with the Act, the Declaration or the By-Laws, nor shall any amendment make any changes which would in any way affect any of the rights, privileges, powers or options herein provided in favor of or reserved to the Developer, or an affiliate of the Developer, unless the Developer shall join in the execution of the amendment. No amendment to this paragraph 12.3 shall be effective.
- 12.4 The Developer may amend these Articles consistent with the provisions of the Declaration allowing certain amendments to be effected by the Developer alone.
- 12.5 Recording. A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of applicable Florida law, and a copy certified by the Secretary of State shall be recorded in the public records of Dade County, Florida.

ARTICLE 13

INITIAL REGISTERED OFFICE; ADDRESS AND NAME OF REGISTERED AGENT

The registered office of this corporation shall be at 240 Crandon Boulevard, Key Biscayne, Hiami, Florida 33149, with the privilege of having its office and branch offices at other places within or without the State of Florida. The registered agent at that address shall be John A. Blaisdell.

AMERICED AND RESTATED CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON MEON PROCESS MAY BE SERVED.

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

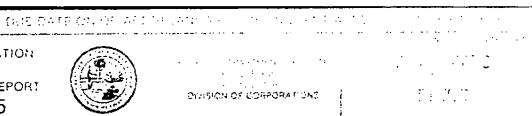
First -- That desiring to organize under the laws of the State of Florida with its principal office, as indicated in the foregoing articles of incorporation, at Key Biscayne, County of Dade, State of Florida, the corporation named in the said articles has named John A. Blaisdell, located at 240 Crandon Boulevard, Key Biscayne, County of Dade, 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.

JOHN A. BLAISDELL,
REGISTERED AGENT

DATED this 8th day of

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ANNUAL REPORT 1986



FLORIDA DEPARTMENT OF STATE George Firestone Secretary of State DIVISION OF CORPORATIONS



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CraigKead

Tatephone North er 305-361-2170

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CORPORATION



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ANNUAL REPORT 1988



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101 CRANDON BLVD. [164

KBY BISCAYNE, FLORIDA 33149

Enter Change of Address of Corporation Principal Office, P.O. Box Number Alone is NOT Sufficient

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Vice-President

February 16, 1989 305-361-3662

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ANTHONY G. MARSHALL 6/10/94 305-361-3662

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ANTHONY MARSHALL, PRESIDENT 1/16/95 361-3662 SIGNATURE: