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Division of Corporations

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FLORIDA NON-PROFIT CORPORATION

CALERO WAREHOUSE CONDOMINIUM ASSOCIATION, INC.

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**ARTICLES OF INCORPORATION
FOR
CALERO WAREHOUSE CONDOMINIUM ASSOCIATION, INC.**

The undersigned Subscribers by these Articles associate themselves for the purpose of forming a corporation not for profit pursuant to the laws of the State of Florida, and hereby adopt the following Articles of Incorporation:

ARTICLE 1

NAME

The name of the corporation shall be CALERO WAREHOUSE CONDOMINIUM ASSOCIATION, INC. and the principal place of business shall be 5045 SW 87 Court, Miami, FL 33165. For convenience, the corporation shall be referred to in this instrument as the "Association", these Articles of Incorporation as the "Articles", and the Bylaws of the Association as the "Bylaws".

ARTICLE 2

PURPOSE

The purpose for which the association is organized is to provide an entity pursuant to the Florida Condominium Act (the "Act") for the operation of that certain Condominium located in Miami-Dade County, Florida, known as CALERO WAREHOUSE, A 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, unless herein provided to the contrary, or unless the context otherwise requires.

ARTICLE 4

POWERS

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 or of the Act.

4.2 **Enumeration.** The Association shall have all the powers and duties set forth in the Act except as limited by these Articles and the Declaration, and all of the powers and duties reasonably necessary to

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operate the Condominium pursuant to the Declaration, and as it may be amended from time to time, including but not limited to the following.

(a) To make and collect assessments and other charges against members as Unit Owners, and to use the proceeds thereof in the exercise of its powers and duties.

(b) To buy, own, operate, lease, sell and trade both real and personal property as may be necessary or convenient in the administration of the Condominium.

(c) To maintain, repair, replace, reconstruct, add to, and operate the Condominium Property and other property acquired or leased by the Association for use by Unit Owners.

(d) To purchase insurance upon the Condominium property and the recreation area, and insurance for the protection of the Association, its officers, directors, and members as Unit Owners.

(e) To make and amend reasonable rules and regulations for the maintenance, conservation and use of the Condominium Property and for the health, comfort, safety and welfare of the Unit Owners.

(f) To approve or disapprove the leasing, transfer, mortgaging, ownership and possession of Units as may be provided by the Declaration.

(g) To enforce by legal means the provisions of the Act, the Declaration, these Articles, the Bylaws, and the rules and regulations for the use of the Condominium Property.

(h) To contract for the management of the Condominium and any facilities used by the Unit Owners, and to delegate to the party with whom such contract has been entered into all of the powers and duties of the Association except those which require specific approval of the Board of Directors or the membership of the Association.

(i) To employ personnel to perform the services required for proper operation of the Condominium.

4.3 Condominium Property. All funds and the titles of all properties acquired by the Association and their proceeds shall be held for the benefit and use of the members in accordance with the provisions of the Declaration, these Articles and the Bylaws.

4.4 Distribution of Income. The Association shall make no distribution of income to its members, directors or officers.

4.5 Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration and the Bylaws.

ARTICLE 5

MEMBERS

5.1 Membership. The members of the Association shall consist of all of the record owners of Units in the Condominium, and after termination of the Condominium, shall consist of those who are members at the time of the termination and their successors and assigns.

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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. Voting rights on all matters as to which the membership shall be entitled to vote are as provided in the Declaration and Bylaws.

5.4 Meetings. The Bylaws shall provide for an annual meetings of members, and may make provision for regular and special meetings of members other than the annual meeting.

ARTICLE 6

TERMS OF EXISTENCE

The Association shall have perpetual existence.

ARTICLE 7

SUBSCRIBERS

The names and addresses of the subscribers to these Articles are as follows:

DIEGO A. CALERO 5045 SW 87 COURT
MIAMI, FL 33165

MARIA DEL CARMEN CALERO 5045 SW 87 COURT
MIAMI, FL 33165

FRANCISCO J. SINTES 9460 SW 54 STEET
MIAMI, FL 33165

ARTICLE 8

OFFICERS

The affairs of the Association shall be administered by the officers designated in the Bylaws. 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 Bylaws 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 shall serve until their successors are designated by the Board or Directors are as follows:

DIEGO A. CALERO 5045 SW 87 COURT
MIAMI, FL 33165

MARIA DEL CARMEN CALERO 5045 SW 87 COURT
MIAMI, FL 33165

FRANCISCO J. SINTES 9460 SW 54 STEET
MIAMI, FL 33165

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ARTICLE 9DIRECTORS

9.1 Number and Qualifications. The property, business and affairs of the Association shall be managed by a board consisting of the number of directors determined by the Bylaws, but which shall consist of not less than three (3) directors.

9.2 Duties and Powers. All of the duties and powers of the Association existing under the Act, the Declaration, these Articles and the Bylaws shall be exercised exclusively by the Board or Directors, its agents, contractors or employees, subject only to approval by Unit Owners when that is specifically required.

9.3 Election; Removal. Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

9.4 Term of Developer's Directors. The Developer or the Condominium shall appoint the members of the first Board or Directors who shall hold office for the periods described in the Bylaws.

9.5 First Directors. The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified are as follows:

DIEGO A. CALERO
President & Treasurer

5045 SW 87 COURT
MIAMI, FL 33165

MARIA DEL CARMEN CALERO
Vice President

5045 SW 87 COURT
MIAMI, FL 33165

FRANCISCO J. SINTES
Secretary

9460 SW 54 STREET
MIAMI, FL 33165

ARTICLE 10INDEMNIFICATION

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 (other than an action by or in the right of the Association) 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 if he acted in good faith and 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, had no reasonable cause to believe his conduct was unlawful, except that no indemnification shall be made in respect of any claim, issue or matters to which such person shall have been adjudged to be liable for gross negligence or willful misfeasance or malfeasance in the performance of his duty to the Association unless and only to the extent that the court in which such action or suit was brought shall determine upon application, that despite adjudication or liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity

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for such expenses which such court shall deem proper. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea or nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in the matter 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.

10.2 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 reasonably incurred by him in connection therewith.

10.3 Approval. Any indemnification under Section 10.1 above (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Section 10.1 above. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such quorum is not obtainable, or, even if obtainable a quorum of disinterested directors so direct, by independent legal counsel in a written opinion, or by a majority of the members.

10.4 Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding as authorized by the Board or Directors in the specific case upon receipt of an undertaking by or on behalf of the 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.

10.5 Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any rights to which those seeking indemnification may be entitled under any Bylaws, agreement, vote of members or otherwise, both as to action in his official capacity while holding such office, 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, executors and administrators of such a person.

10.6 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.

ARTICLE 11

BYLAWS

The first Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded by the directors and members in the manner provided by the Bylaws.

ARTICLE 12

AMENDMENTS

Amendments to these Articles shall be proposed and adopted in the following manner:

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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.

12.2 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 Unit Owners. 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 either:

(a) by not less than two-thirds (2/3) of the Unit Owners and by not less than a majority of the Board of Directors or

(b) by not less than three-fourths (3/4) of the Unit Owners.

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 Section 4.3, 4.4 and 4.5 or Article 4, entitled "Powers", without approval in writing by 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 or the Declaration, 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.

12.4 Recording. A copy of each amendment shall be filed with the Department of State pursuant to the provisions of the applicable Florida Statutes, and a copy certified by the Department of State shall be recorded in the public records of Miami-Dade County, Florida.

ARTICLE 13

INITIAL REGISTERED OFFICE ADDRESS AND NAME OF REGISTERED AGENT

The initial registered office of this corporation shall be at 95 Merrick Way, Suite 440, Coral Gables, FL 33134, with the privilege of having its office and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Luis F. De La Cruz, Jr.

IN WITNESS WHEREOF, the subscribers have affixed their signatures this 2 day of August, 2002.


DIEGO A. CALERO


MARIA CARMEN CALERO


FRANCISCO J. SINTES

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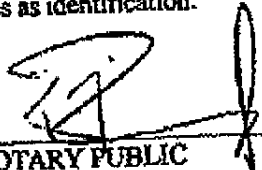
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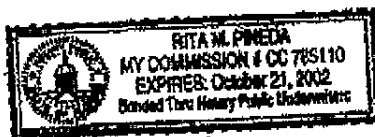
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STATE OF FLORIDA
COUNTY OF MIAMI-DADE }

The foregoing instrument was acknowledged before me this 5th day of August, 2002,
by Diego A. Calero, Maria Carmen Calero, Francisca Sykes, who are
personally known to me or produced Florida Driver's Licenses as identification.


NOTARY PUBLIC
My commission expires:



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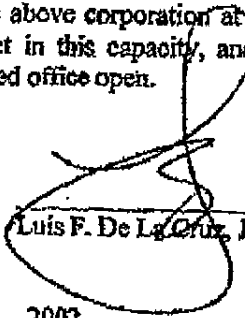
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OF DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED**

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

First - That CALERO WAREHOUSE CONDOMINIUM ASSOCIATION, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Miami, County of Miami-Dade, State of Florida, has named Luis F. De La Cruz, Jr. of Miami, Florida, as its statutory registered agent.

Having been named the statutory agent of the above 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.


Luis F. De La Cruz, Jr., Registered Agent

Dated this 5th day of August, 2002.

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TALLAHASSEE, FLORIDA

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