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TALLAHASSEE, FLORIDA

**FLORIDA NON-PROFIT CORPORATION**  
**BENTLEY BEACH CONDOMINIUM ASSOCIATION, INC.**

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**ARTICLES OF INCORPORATION OF  
BENTLEY BEACH CONDOMINIUM ASSOCIATION, INC.  
(A CORPORATION NOT-FOR-PROFIT)**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber by these articles associate themselves for the purpose of forming a corporation not-for-profit pursuant to the laws of the State of Florida (Chapter 617, Florida Statutes) and hereby adopt the following articles of incorporation:

**I.**

The name of the corporation is BENTLEY BEACH CONDOMINIUM ASSOCIATION, INC. which corporation shall hereinafter be referred to as the "Association".

**II.**

The purpose for which the Association is organized is to provide an entity pursuant to Chapter 718, Florida Statutes, hereinafter referred to as the "Condominium Act", to operate that certain Condominium, bearing the same name as the Association, (hereinafter referred to as the "Condominium"), at 101 Ocean Drive, Miami Beach, Florida, on the property legally described on Exhibit "A" attached hereto. The Developer is BOV Development Corp., a Florida corporation, and is hereinafter referred to as "Developer."

**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 except where the same are in conflict with the Declaration of Condominium and Exhibits attached thereto.

2. The Association shall have all of the powers reasonably necessary to implement and effectuate the purposes of the Association, except as limited herein, as specified in the Declaration of Condominium and F.S. 718.111 including, but not limited to the following:

(a) To levy and collect assessments against members of the Association to defray the expenses of the Condominium as provided for in the Declaration of Condominium and Exhibits attached thereto.

(b) To maintain, improve, repair, reconstruct, replace, operate and manage the Condominium Property.

(c) To contract for the management of the Condominium Property and to delegate in such contract all or any part of the powers and duties of the Association provided in these Articles, the Declaration of Condominium and Exhibits attached thereto.

(d) To enforce the provisions of said Declaration of Condominium and Exhibits attached thereto and the Rules and Regulations governing the use of said Condominium.

(e) To exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to, or imposed upon the Association.

(f) As provided in the Declaration of Condominium, to acquire and enter into agreements whereby the Association acquires leaseholds, membership and other possessory or use interests in lands or facilities, whether or not contiguous to the lands of the Condominium intended to provide for the enjoyment, recreation or other use or benefit of the members.

(g) To approve or disapprove of the transfer, mortgage, ownership, leasing and occupants of Condominium Units.

(h) The Association shall have the right, when determined by the Board of Directors to be in the best interests of the Association, to grant exclusive licenses, easements, permits, leases or privileges to any individual or entity, including non-Unit Owners, which affect the Common Elements or Limited Common Elements, and to alter, add to, relocate or improve the Common Elements and Limited Common Elements, provided, however, if any Limited Common Elements are affected, the consent of the Owner(s) of the Unit(s) to which such Limited Common Elements are appurtenant must be obtained by the Association.

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The provisions of the Declaration of Condominium and Exhibits attached thereto which provide for the conduct of the affairs of the Association and create, divide, limit and regulate the powers of the Association, directors, and members shall be deemed provisions hereof.

IV.

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

1. The owners of all Units in the Condominium and the Subscriber to these Articles of Incorporation shall be members of the Association. No other persons or entities shall be entitled to membership. Membership of the subscriber shall terminate upon the Developer being divested of all units in the condominium and control of the Association is turned over to the members.

2. Subject to the provisions of the Declaration of Condominium and the By-Laws of this Association, membership shall be established by the acquisition of fee title to a Unit in the Condominium. The membership of any party shall be automatically terminated upon his being divested of title to all Units owned by such member in the Condominium. Membership is non-transferable except as an appurtenance to a Unit.

3. On all matters on which the membership shall be entitled to vote, each Unit Owner, which is current with respect to payment of assessments and does not owe any late fees, shall be entitled the following Voting Interests for each Unit owned, which Voting Interests are identical to the percentage share of Common Elements attributable to each Unit:

<u>Unit No.</u>	<u>Voting Interest</u>
401.....	0.01084
402.....	0.00887
403.....	0.00935
405.....	0.00925
406.....	0.00882
407.....	0.01546
410.....	0.00417
416.....	0.00932
417.....	0.00741
501.....	0.01079
502.....	0.00755
503.....	0.00582
504.....	0.00604
505A.....	0.00440
505B.....	0.00557
506.....	0.00919
507.....	0.01556
511.....	0.01035
512.....	0.00751
513.....	0.00582
514.....	0.00607
515A.....	0.00436
515B.....	0.00561
516.....	0.00933
517.....	0.01041
518.....	0.00532
601.....	0.01079
602.....	0.00755
603.....	0.00582
604.....	0.00604
605A.....	0.00440
605B.....	0.00557
606.....	0.00919
607.....	0.01556
611.....	0.01035
612.....	0.00751
613.....	0.00582
614.....	0.00607

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615A.....0.00436  
615B.....0.00561  
616.....0.00933  
617.....0.01041  
618.....0.00532  
701.....0.01079  
702.....0.00755  
703.....0.00582  
704.....0.00604  
705A.....0.00440  
705B.....0.00557  
706.....0.00919  
707.....0.01556  
711.....0.01035  
712.....0.00751  
713.....0.00582  
714.....0.00607  
715A.....0.00436  
715B.....0.00561  
716.....0.00933  
717.....0.01041  
718.....0.00532  
801.....0.01079  
802.....0.00755  
803.....0.00582  
804.....0.00604  
805A.....0.00440  
805B.....0.00557  
806.....0.00919  
807.....0.01556  
811.....0.01035  
812.....0.00751  
813.....0.00582  
814.....0.00607  
815A.....0.00436  
815B.....0.00561  
816.....0.00933  
817.....0.01041  
818.....0.00532  
901.....0.01079  
902.....0.00755  
903.....0.00582  
904.....0.00604  
905A.....0.00440  
905B.....0.00557  
906.....0.00919  
907.....0.01556  
911.....0.01035  
912.....0.00751  
913.....0.00582  
914.....0.00607  
915A.....0.00436  
915B.....0.00561  
916.....0.00933  
917.....0.01041  
918.....0.00532  
1001.....0.02635  
1002.....0.00755  
1003.....0.00582  
1004.....0.00604  
1005A.....0.00440  
1005B.....0.00557  
1006.....0.00919

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1011.....	0.01035
1012.....	0.00751
1013.....	0.00582
1014.....	0.00607
1015A.....	0.00436
1015B.....	0.00561
1016.....	0.00933
1017.....	0.01041
1018.....	0.00532
Comm1A.....	0.05584
Comm1B.....	0.01590
Comm1C.....	0.00745
Comm1D.....	0.05912
TOTAL.....	1.00000

Voting by Unit Owners shall be governed by the provisions of the By-Laws.

4. Until such time as the Condominium Property which this Association is intended to operate is submitted to Condominium ownership by the recordation of the Declaration of Condominium, the membership of the Association shall be comprised of the Subscriber to these Articles, which 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. If the Association shall ever be dissolved, the assets shall be conveyed to an appropriate agency of the local government or to a not-for-profit corporation with similar purposes as the Association.

#### VI.

The principal office of the Association shall be located on the Condominium Property, 101 Ocean Drive, Miami Beach, Florida 33139. The registered office of the Association shall be located at c/o Alan W. Levine, Esq., Levine & Partners, P.A., 1110 Brickell Avenue, Seventh Floor, Miami, Florida 33131 and the registered agent at such address shall be Alan W. Levine, Esq.

#### VII.

The affairs of the Association will be managed by a Board of Administration initially consisting of three (3) directors who need not be members of the Association. Directors of the Association shall be elected at the annual meeting in the manner provided by the By-Laws. Directors may be removed and vacancies on the Board shall be filled in the manner provided by the By-Laws.

The Directors named in these Articles shall serve pursuant to the By-Laws and the Condominium Act and any vacancies in their number occurring shall be filled as the By-Laws provide.

The names and addresses of the members of the first Board who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

Name: BERNARD SIEGEL	Address: 101 Ocean Drive Miami Beach, Florida 33139
Name: MAURIZIO RICCITELLI	Address: 101 Ocean Drive Miami Beach, Florida 33139
Name: RICCARDO OLIVIERI	Address: 101 Ocean Drive Miami Beach, Florida 33139

The Board of Directors shall have the power to adopt the budget of the Association and Condominium.

The transfer of control from the Developer to the Unit Owners shall be in accordance with the provisions of F.S. 718.301 and the By-Laws.

The Board shall be subject to recall as provided in F.S.718.112 (to the extent legally valid).

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VIII

Subject to the provisions of the By-Laws, the officers of the Association shall be elected by the Board at their first meeting following the members annual meeting. Officers shall serve at the pleasure of the Board. The names of the initial officers who shall serve until their successors are elected are as follows:

- President: Riccardo Olivieri
- Vice President: Maurizio Riccitelli
- Secretary and Treasurer: Bernard Siegel

IX.

The Incorporator of these Articles of Incorporation is Alan W. Levine, Esq. whose address is 1110 Brickell Avenue, Seventh Floor, Miami, Florida 33131.

X.

The original By-Laws of the Association shall be adopted by a majority vote of the Directors of the Association. The By-Laws may be altered or rescinded by the Board and the voting interests in the Association subject to the provisions thereof.

XI.

These Articles of Incorporation may be amended in the following manner:

1. Proposal. Amendments to these Articles may be proposed upon a vote of a majority of the entire Board adopting a resolution setting forth the proposed amendment to these Articles, directing that it be submitted to a vote at a meeting of members, or amendments may be proposed by the members of the Association upon a vote of a majority (51%) of the voting interests entitled to vote at a meeting for which notice of the proposed amendment has been given.

2. Call For Meeting. Upon the adoption of a resolution proposing any amendment or amendments to these Articles by said Board or members, such proposed amendment or amendments shall be transmitted to the President of the Association, or other officer of the Association in absence of the President, who shall thereupon call a special joint meeting of the Board and the membership. It shall be the duty of the Secretary to give each member written notice stating the place, day and hour of the meeting and setting forth the proposed amendment or a summary of the changes to be effected thereby and an identification of agenda items for which the meeting is called. Notice shall be delivered not less than twenty (20) or more than sixty (60) days before the date of the meeting either personally or by first class mail. Notice shall additionally be posted at a conspicuous location on the Condominium Property. If the notice is mailed with postage thereon prepaid, at least twenty (20) days before the date of meeting, it may be done by a class of United States mail other than first class. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the membership books.

3. Vote Necessary. In order for such amendment or amendments to become effective, the same must be approved, at a duly called meeting, by an affirmative vote of two of the Board and seventy-five percent (75%) of the voting interests entitled to vote thereon.

4. Filing. The Articles of Amendment containing said approved amendment or amendments shall be executed by the corporation by its President or Vice President and by its Secretary or Assistant Secretary and acknowledged by one of the officers signing such Articles. The Articles of Amendment shall set forth:

- (a) The name of the corporation
- (b) The amendments so adopted.
- (c) The date of the adoption of the amendment by the members

Such Articles of Amendment shall be filed, along with the appropriate filing fees, within ten (10) days from said approval with the office of the Secretary of the State of Florida for approval. Notwithstanding the foregoing provisions of this Article, for so long as Developer holds Units for sale in the ordinary course of business at the Condominium, no action shall be taken by the Association which would be detrimental to sales of Units by Developer without approval in writing

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by Developer, accordingly, for so long as Developer holds Units for sale in the ordinary course of business in the Condominium, prior to the approval of any amendment to these Articles of Incorporation, ten (10) day written notification of the proposed amendment shall first be provided to Developer for determination by Developer if the same would be detrimental to sales of Units by Developer. No amendment shall be made that is in conflict with the Condominium Act, the Declaration of Condominium, or which causes the Association or its members to violate any of the same.

XII.

The share of any member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to a Unit. The funds and assets of the Association shall belong solely to the Association and are subject to the limitation that the same be expended, held, or used for the benefit of the membership and for the purposes authorized in the Declaration of Condominium and Exhibits attached thereto.

XIII.

The Association may enter into contracts or transact business with any firm, corporation, or other concern in which any or all officers, directors or members of the Association may have an interest of any nature whatsoever. No contract, including those entered or to be entered into with Developer shall be invalidated in whole or part by the Association, any subsequent officers, director and/or member(s) on the grounds that the officers, directors and/or member(s) had an interest, whether adverse or not, in the party contracted with or the subject matter of the contract or profited thereby regardless of the fact that the vote of the directors, officers or member(s) with an interest was necessary to obligate the Association.

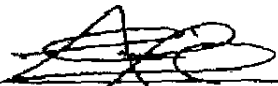
At any meeting of the Board which shall authorize or ratify any such contract or transaction, any interested director or directors may vote or act thereat, with full force and effect, as if he had no such interest (provided that in such case the nature of such interest [though not necessarily the extent or details thereof] shall be disclosed, or shall have been known to the directors or a majority thereof). A general notice that a director or officer is interested in any corporation or other concern of any kind above referred to shall be a sufficient disclosure thereof. No director shall be disqualified from holding office as director or officer of the Association by reason of any such adverse interests. No director, officer, or member having such adverse interest shall be liable to the Association or to any member or creditor thereof or to any other person for any loss incurred by it under or by reason of such contract or transaction, nor shall any such director, officer, member or entity in which said member is involved be accountable for any gains or profits realized thereby.

All the provisions of the Declaration and Exhibits attached thereto shall be deemed ratified and fully disclosed hereunder.

XIV.

The Association does, and shall indemnify its officers and directors as provided in the By-Laws.

IN WITNESS WHEREOF, the Incorporator has affixed his signature this 07<sup>th</sup> day of August, 2003.

By:   
Alan W. Levine, Incorporator

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**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for the above stated non-profit corporation, at the place designated in the Article VI of these Articles of Incorporation, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his duties.

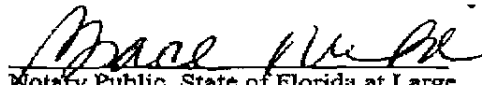
Dated this 10<sup>th</sup> day of August 2003.

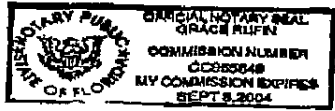
  
Alan W. Levine

STATE OF FLORIDA }  
COUNTY OF MIAMI-DADE } SS:

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared Alan W. Levine, personally known to me to be the person described in and who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily.

WITNESS my hand and official seal in the County and State last aforesaid this 10<sup>th</sup> day of August 2003  
My Commission Expires:

  
Notary Public, State of Florida at Large  
Print Name: GRACE PUFFIN





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**EXHIBIT "A"**

**LEGAL DESCRIPTION**

Lot 7, less the West 15 feet thereof, and Lot 8, less the West 15 feet thereof, in Block 113 of OCEAN BEACH ADDITION NO. 4, according to the Plat thereof as recorded in Plat Book 3 at Page 151 of the Public Records of Dade County, Florida together with that land lying East of the Easterly boundary line of Lots 7 and 8 in block 113 of OCEAN BEACH ADDITION NO. 4 and West of the Erosion control Line and south of the Easterly prolongation of the North line of Lot 7, and North of the Easterly prolongation of the South line of Lot 8, in Block 113 of OCEAN BEACH ADDITION NO. 4, according to the Plat thereof, as recorded in Plat Book 3 at Page 151 of the Public Records of Dade County, Florida.