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**FLORIDA NON-PROFIT CORPORATION
PALM SPRINGS VILLAS SOUTH MAINTENANCE, INC.**

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PALM SPRINGS, FLORIDA

**ARTICLES OF INCORPORATION
FOR**

PALM SPRINGS VILLAS SOUTH MAINTENANCE, INC.

The undersigned subscribers, desiring to form a corporation not-for-profit under Chapter 617, Florida statutes, hereby adopt the following Articles of Incorporation.

**ARTICLE I
NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the corporation shall be Palm Springs Villas South Maintenance, Inc., (the "Association"). The principal office of the Association shall initially be located at: c/o SPM Group, Inc., 2500 N.W. 97 Avenue, Suite 210, Miami, Florida 33172.

**ARTICLE II
REGISTERED AGENT**

The location of its initial registered office in the State of Florida is 1320 South Dixie Highway, Suite 715, Coral Gables, Florida 33146, but it shall have the power to establish and maintain branch offices at such cities in and towns in the State of Florida as said corporation may from time to time determine. The name of its initial registered agent at said address is Samuel A. Persaud.

**ARTICLE III
PURPOSE**

The purpose for which the Association is organized is to engage as a non-profit Developer organization to perform all of the duties and obligations of the Developer as defined and set forth in that certain Declaration of Townhouse Wall Covenants and Restrictions for Palm Springs Villas South (the "Declaration") recorded in Official Records Book 10626 at Page 602 of the Public Records of Miami-Dade County, Florida. All terms used in these Articles which are defined in the Declaration shall have the same meaning in these Articles as in the Declaration.

**ARTICLE IV
POWERS**

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

Section 1. **COMMON LAW AND STATUTORY POWERS.** The Association shall have all of the common law and statutory powers of a corporation not for profit including, but not limited to, those powers set forth and described in Chapter 617, Florida Statutes, as the same may be amended from time to time, together with, or as limited by, these Articles, and the Bylaws of the Association, all as may be amended from time to time.

Section 2. **NECESSARY POWERS.** The Association shall have the powers reasonably necessary to implement its purpose, including, but not limited to, the following:

- A. To operate and manage the Common Areas in accordance with the purpose and intent contained in the Declaration;
- B. To make and collect assessments against Members to defray the expenses associated with maintenance of the Common Areas ("Common Expenses");
- C. To use the proceeds of assessments in the exercise of its powers and duties;
- D. To pay all taxes and other assessments which are liens against the Common Area;
- E. To enforce by legal means the provisions of the Declaration, these Articles, the Bylaws, the Rules and Regulations of the Association;
- F. To possess, enjoy and exercise all powers necessary to implement, enforce, and carry into effect the powers above described, including the power to acquire, hold, and convey real and personal property; and
- G. To do and perform all such other acts and things permitted and to exercise all powers granted to a corporation not for profit under the laws of the State of Florida as those laws not exist or as they may hereafter provide.

Section 3. **FUNDS AND TITLE TO PROPERTIES.** All funds and title to all properties acquired by the Association and the proceeds thereof shall be held only for the benefit of the Members in accordance with the provisions of the Declaration.

Section 4. **LIMITATIONS.** The powers of the Association shall be subject to and be exercised in accordance with the provisions of the Declaration.

ARTICLE V MEMBERSHIP AND VOTING RIGHTS

Section 1. All owners of lots within the Palm Springs Villas South community shall

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automatically be Members, and their memberships shall automatically terminate when they are no longer owners of a lot. If a Member should sell his lot, the grantee from such Member will automatically acquire membership in the Association. Membership certificates are not required and will not be issued.

Section 2. The Owner of each lot(s) shall have one vote in all meetings, elections or deliberations of the Association, in accordance with the procedures prescribed in the By-Laws.

**ARTICLE VI
DURATION**

The Association shall have perpetual existence.

**ARTICLE VII
BOARD OF DIRECTORS**

The affairs of the Association shall be managed by a Board of Directors consisting of not less than three (3) nor more than seven (7) Directors. All Directors must be Members of the Association or own lots within the Palm Springs Villas South community. All Directors shall be elected or appointed in the manner set forth in the By-Laws. The following persons shall constitute the initial Board of Directors and shall hold office and serve until their successors are elected or appointed.

Name	Address
Avelino Barcia	4198 West 18 Avenue, Hialeah, Fl 33012
Aracellys Chinchella	4270 West 18 Lane, Hialeah, Fl 33012
Mary Lou Kerr	2500 N.W. 97 Avenue, #200, Miami, Fl 33172
Marlo Figuero	2500 N.W. 97 Avenue, #200, Miami, Fl 33172
Roberto Maurino	2500 N.W. 97 Avenue, #200, Miami, Fl 33172
Jorge Rodriguez	2500 N.W. 97 Avenue, #200, Miami, Fl 33172
Juan Vega, Director	2500 N.W. 97 Avenue, #200, Miami, Fl 33172

**ARTICLE VIII
OFFICERS**

Subject to the direction of the Board, the affairs of the Association shall be administered by the officers designated in the By-Laws, who shall serve at the pleasure of said Board of Directors. The names and addresses of the officers who shall serve until the first election are as follows:

President: Avelino Barcia

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Vice President: Aracellys Chinchella
Secretary: Aracellys Chinchella
Treasurer: Mary Lou Kerr

**ARTICLE IX
INDEMNIFICATION**

Every Director and Officer of the Association shall be indemnified by the Association as provided in the By-Laws.

**ARTICLE X
SUBSCRIBERS**

The names and addresses of the subscriber to these Articles of Incorporation is as follows:

Samuel A. Persaud
1320 South Dixie Highway, Suite 715
Coral Gables, Florida 33146

**ARTICLE XI
BYLAWS**

The Bylaws of the Association may be adopted, amended, altered, or rescinded as provided in the Bylaws; provided, however, that at no time shall the Bylaws conflict with these Articles of Incorporation or the Declaration.

**ARTICLE XII
AMENDMENTS**

Amendments to these Articles of Incorporation may be proposed by (1) the affirmative vote or written consent of the Members holding not less than seventy-five percent (75%) of the voting power of Association. These Articles may be amended at any annual meeting of the Association, or at any special meeting duly called and held for such purpose on the affirmative vote of seventy-five percent (75%) of the Members present in person or by proxy at a meeting at which a quorum is present.

**ARTICLE XIII
DISSOLUTION**

The Association may be dissolved, consistent with applicable provisions of Florida statutes, upon petition having the assent given in writing and signed by not less than

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seventy-five (75%) percent of the Members. Upon dissolution of the Association other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which the Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust, or other organization to be devoted to such similar purposes.

**ARTICLE XIV
REGISTERED AGENT AND REGISTERED OFFICE**

The initial registered agent of this corporation shall be:

Samuel A. Persaud
1320 South Dixie Highway, Suite 715
Coral Gables, Florida 33146

IN WITNESS WHEREOF, the undersigned subscriber has hereto set his hand this 7th day of October, 2003.


SAMUEL A. PERSAUD

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

I HEREBY CERTIFY that on this day before me, the undersigned authority, personally appeared SAMUEL A. PERSAUD to be known to be the subscriber to the Articles of Incorporation, and they acknowledged before me that they executed the same for the purposes therein expressed.

WITNESS my hand and official seal at said County and State this 7th day of October, 2003.


NOTARY PUBLIC, State of Florida

My Commission Expires:

 William Essig
Commission #DD186698
Expires: Feb 23, 2007
Bonded Thru
Atlantic Bonding Co., Inc.

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Acknowledgment

Having been named to accept service of process for the above-stated Association, at the place designated in this Certificate, Samuel A. Persaud hereby accepts the responsibility to act in this capacity and agrees to comply with the provisions of said act relative to keeping open said office.

BY: 
Samuel A. Persaud

Dated this 7th day of October, 2003.

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