

Division of Corporations

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA NON-PROFIT CORPORATION

ICC CONDOMINIUM ASSOCIATION, INC.

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**ARTICLES OF INCORPORATION
OF
ICC
CONDOMINIUM ASSOCIATION, INC.**

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TALLAHASSEE, FLORIDA

The undersigned hereby establishes the following for the purpose of becoming a not-for-profit corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a corporation not-for-profit.

ARTICLE I

The name of the corporation shall be: **ICC CONDOMINIUM ASSOCIATION, INC.**, which corporation shall hereinafter be referred to as the "Association."

**ARTICLE II
Purpose**

The purpose and objects of the Association shall be to administer the operation and management of ICC Condominium (the "Condominium") to be established in accordance with the Condominium Act of the State of Florida and pursuant to the development plans set forth in the Declaration of Condominium of ICC Condominium (the "Declaration of Condominium") to be recorded in the Public Records of Palm Beach County, Florida, dedicating the real property in Palm Beach County, Florida, legally described in the Declaration of Condominium; to undertake the performance of the acts and duties incident to the administration of the operation of management of said Condominium in accordance with the terms, provisions, conditions and authorizations contained in the formal Declaration of Condominium which shall be recorded in the Public Records of Palm Beach County, Florida, at the time that said property and the improvements now or hereafter situate thereon are submitted to 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.

**ARTICLE III
Powers**

The Association shall have the following powers:

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1. The Association shall have all of the common law and statutory powers of a corporation not-for-profit under Florida Statutes, Section 718.111 and of the laws of the State of Florida which are not in conflict with the terms of these Articles.

2. The Association shall have all of the powers and duties set forth in the Florida Condominium Act, Chapter 718, of the Florida Statutes, except as limited by these Articles and the attendant Declaration of Condominium, and all of the powers and duties reasonably necessary to implement and effectuate the purposes of the Association, as hereinabove set forth, including but not limited to the following:

(a) To make, establish and enforce reasonable rules and regulations governing the use of condominium units, common elements and condominium property as said terms may be defined in the Declaration of Condominium.

(b) To make and collect assessments against the members of the Association to defray the costs, expenses and losses of the Condominium and the Association.

(c) To use the proceeds of assessments in the exercise of its powers and duties.

(d) To undertake the maintenance, repair, replacement and operation of the Condominium and properties of the Condominium or property leased by the Association for the benefit of its members.

(e) To purchase insurance upon the properties and insurance for the protection of the Association and its members.

(f) To reconstruct the Condominium improvements after casualty and construct further improvements of the condominium properties.

(g) To approve or disapprove the leasing and transfer of ownership of units as may be provided by the Declaration of Condominium and the By-Laws of the Association (the "By-Laws").

(h) To enforce by legal means the provisions of the Condominium Act, the Declaration of Condominium, these Articles of Incorporation, the By-Laws and the rules and regulations for the use of the properties of the Condominium.

(i) To contract for the management of the condominium properties, and to delegate all management powers and duties to a qualified person, firm or corporation, except such as are specifically required by the Declaration of Condominium to have approval of the Board of Directors or of the membership of the Association.

(j) To contract for the management and operation of portions of the common elements susceptible to separate management and operation, and to lease the same.

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(k) To employ personnel necessary to perform the services required for the proper operation of the Condominium and the Association.

(l) To enter into, as lessee, leases for property to be used as recreational facilities and to make and collect assessments against members to defray the cost of taxes, maintenance, repair, rental and operation of the land and improvements thereon.

(m) To acquire, sell and or lease and to enter into any agreements whereby it acquires, sells and/or leases any interest in real or personal property, whether by fee or otherwise, whether or not contiguous to the land of the Condominium, all to be for the use or benefit of the members of the Association.

3. All funds and the titles to all properties acquired by the Association and the proceeds thereof shall be held in trust for the members in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation and the By-Laws.

4. The Association shall make no distribution of income (in the form of dividends) to its members, directors or officers.

5. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration of Condominium and the By-Laws.

ARTICLE IV Members

1. The members of the Association shall consist of all of the record owners of all of the condominium units comprising ICC Condominium.

2. Transfer of membership in the Association shall be established by the recording in the Public Records of Palm Beach County, Florida, of a Deed establishing a record title to a condominium unit and the delivery to the Association of a copy of such instrument; and the owner or owners designated by such instrument shall thereby become a member or members of the Association. The membership in the Association of the prior owner or owners of the condominium unit shall thereby be simultaneously terminated.

3. The share of a member in the funds and the assets of the Association cannot be assigned, hypothecated and/or transferred in any manner, except as an appurtenance to his or her condominium unit.

4. The members of the Association shall be entitled to the voting rights as established by the Declaration of Condominium and By-Laws.

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**ARTICLE V
Directors**

1. The affairs of the Association shall be managed by a Board consisting of the number of directors as shall be determined by the By-Laws. In the absence of a determination as to the number of members, the Board of Directors shall consist of three (3) directors.

2. The directors of the Association shall be elected at the annual meeting of the members in the manner determined by 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.

3. The first election of the Directors by the membership of the Association shall not be held until 15% or more of the units that will be operated ultimately by the Association have been conveyed to Purchasers other than International Corporate Center, L.L.C., a Florida limited liability company (the "Developer"), or its successor in interest as Developer, or until the Developer shall voluntarily call an election, whichever shall first occur. At such time as 15% or more of the units that will be operated ultimately by the Association have been conveyed to Purchasers other than the Developer, the unit owners shall be entitled to elect 1/3 of the Board of Directors of the Association. Thereafter, the unit owners, other than the Developer, shall be entitled to elect not less than a majority of the members of the Board of Directors three years after 50% of the units that will ultimately be operated by the Association have been conveyed to purchasers, or three months after sales have been closed by the Developer of 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, some of them 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 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, or seven (7) years after recordation of the Declaration of Condominium, whichever of these events shall first occur; provided, however, that the Developer shall be entitled to elect not less than one member of the Board of Directors of the Association as long as the Developer holds for sale in the ordinary course of business at least 1 of the units subject to the control of the Association.

4. The directors herein named shall serve until the first election of the directors by Association members, and any vacancies in their numbers occurring before the first election shall be filled by the remaining directors.

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

Name

Address

Lidia Cartaya

150 Alhambra Circle, Suite 800
Coral Gables, FL 33134

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Dirk Kuczurba

150 Alhambra Circle, Suite 800
Coral Gables, FL 33134

Monica Leon

150 Alhambra Circle, Suite 800
Coral Gables, FL 33134

ARTICLE VI Officers

The affairs of the Association shall be administered initially by the officers named in these Articles of Incorporation. After the Developer has relinquished control of the Board of Directors, the officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the members of the Association, and such officers shall serve at the pleasure of the Board of Directors. The names of the officers who shall serve until their successors are designated by the Board of Directors elected by the membership of the Association, are as follows:

<u>Name</u>	<u>Office</u>
Lidia Cartaya	President
Dirk Kuczurba	Vice President
Verena Stock	Vice President, Secretary
Monica Leon	Treasurer

The address for all officers is: 150 Alhambra Circle, Suite 800, Coral Gables, Florida 33134.

ARTICLE VII Indemnification

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 proceedings 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 at the time such expenses are incurred, except in such cases wherein a director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement, indemnification shall apply only when the Board of Directors approves such settlement as being for 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.

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ARTICLE VIII
By-Laws

The first By-Laws of the Association shall be adopted by the Board of Directors named herein, and the same shall be altered, amended or rescinded, if at all, in the manner therein provided.

ARTICLE IX
Amendments

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

1. Notice of the subject matter of the proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

2. A resolution approving a proposed amendment may be proposed by at least twenty-five percent (25%) of the members of the Association or by a majority of the Directors. Directors and members not present in person or by proxy at the meetings considering the amendment may express their respective approvals in writing, provided such approval is delivered to the Secretary of the Association at or prior to the meeting. In order for such amendment or amendments to become effective, the same must be approved by the affirmative vote of at least two-thirds (2/3) of the votes of all voting representatives of all units in the Condominium.

3. No amendment shall make any changes in the qualifications for membership or in voting rights of members without approval in writing by all members of the Association.

4. A copy of each amendment to the Articles of Incorporation, as approved, shall be filed with the office of the Secretary of State and recorded in the Public Records of Palm Beach County, Florida.

5. In the event the Developer holds condominium units for sale in the ordinary course of business, none of the following actions may be taken without approval, in writing, by the Developer:

(a) Assessment of the Developer as a unit owner for capital improvements.

(b) Any action by the Association that would be detrimental to the sales of units by the Developer.

Notwithstanding the foregoing provisions of this Article IX, until the Developer has relinquished control of the Association as hereinabove provided, no amendments of these

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Articles shall be adopted or become effective without the prior written consent of the Developer, its successors or assigns.

**ARTICLE X
Term**

This Association shall have perpetual existence unless terminated in accordance with the Declaration of Condominium.

ARTICLE XI

Unless otherwise specifically provided, all definitions set forth in the Declaration of Condominium for ICC Condominium shall apply to these Articles of Incorporation.

**ARTICLE XII
Incorporator**

The name and post office address of the incorporator of these Articles of Incorporation is:

Name	Address
Lidia Cartaya	150 Alhambra Circle, Suite 800 Coral Gables, Florida 33134

**ARTICLE XIV
Registered Agent**

The initial registered agent of the Association shall be S&K Property Management, Inc., Attention: Lidia Cartaya, 150 Alhambra Circle, Suite 800, Coral Gables, Florida 33134.

**ARTICLE XIV
Initial Address**

The initial address of the Association shall be 150 Alhambra Circle, Suite 800, Coral Gables, Florida 33134.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal and acknowledgment to the foregoing Articles of Incorporation this 2nd day of November 2004.

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which Articles shall be filed in the Office of the Secretary of State, State of Florida.

Signed, sealed and delivered in the presence of:

Lidia Cartaya
Lidia Cartaya, Incorporator

Alina Villar
Witness Signature

Alina Villar
[Print Name]

Stacy Dawn
Witness Signature

Stacy Dawn
[Print Name]

STATE OF FLORIDA :
COUNTY OF Miami Dade : SS.

The foregoing instrument was acknowledged before me this 5th day of November, 2004, by Lidia Cartaya. She is personally known to me and did not take an oath.

Terry E. Hernandez
Signature of Notary Public

(Affix Seal)

(Print, type or stamp name of Notary Public and Commission No.)

TERRY E. HERNANDEZ
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # DD032267
EXPIRES 6/7/2005
BONDED THRU 1-888-NOTARY

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**STATE OF FLORIDA
DEPARTMENT OF STATE**

**Certificate Designating Place of Business or
Domicile for the Service of Process Within This State,
Naming Agent Upon Whom Process May Be Served
and Names and Addresses of the Officers and Directors.**

The following is submitted, in compliance with Chapter 48.091, Florida Statutes:

ICC CONDOMINIUM ASSOCIATION, INC., a corporation organized (or organizing) under the laws of the State of Florida, with its principal office at 150 Alhambra Circle, Suite 800, Coral Gables, Florida 33134, has named Kay Law Offices, Attention: James R. Kay, Esq., 700 Village Square Crossing, Suite 102B, Palm Beach Gardens, County of Palm Beach, State of Florida, 33410, as its agent to accept service of process within this State.

OFFICERS:

NAME/TITLE:	SPECIFIC ADDRESS
Lidia Cartaya, President	150 Alhambra Circle, Suite 800 Coral Gables, FL 33134
Dirk Kuczurba Vice President	150 Alhambra Circle, Suite 800 Coral Gables, FL 33134
Verena Stock, Vice President	150 Alhambra Circle, Suite 800 Coral Gables, FL 33134
	and Secretary
Monica Leon, Treasurer	150 Alhambra Circle, Suite 800 Coral Gables, FL 33134

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DIRECTORS

SPECIFIC ADDRESS

Lidia Cartaya

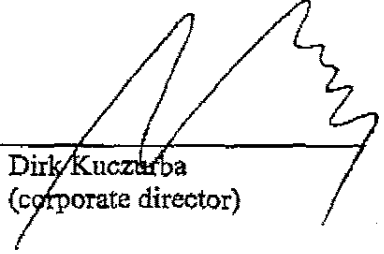
150 Alhambra Circle, Suite 800
Coral Gables, FL 33134

Dirk Kuczurba

150 Alhambra Circle, Suite 800
Coral Gables, FL 33134

Monica Leon

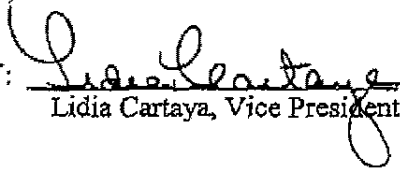
150 Alhambra Circle, Suite 800
Coral Gables, FL 33134

By: 
Dirk Kuczurba
(corporate director)

ACCEPTANCE:

The undersigned hereby accepts the appointment as Registered Agent. I am familiar with and accept the obligations of Registered Agent under Section 617, Florida Statutes.

S&K Property Management, Inc.

BY: 
Lidia Cartaya, Vice President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA