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FLORIDA NON-PROFIT CORPORATION

superior gardens homeowners association, inc.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

January 18, 2005

EMPIRE

SUBJECT: SUPERIOR GARDENS HOMEOWNERS ASSOCIATION, INC.
REF: W05000002477

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

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ARTICLES OF INCORPORATION OF SUPERIOR GARDENS HOMEOWNERS ASSOCIATION, INC.

The undersigned, acting as incorporator of SUPERIOR GARDENS HOMEOWNERS ASSOCIATION, INC., for the purpose of forming a corporation not for profit under Chapter 720 Florida Statutes, certifies as follows:

**ARTICLE I
NAME AND LOCATION**

The name of the corporation shall be SUPERIOR GARDENS HOMEOWNERS ASSOCIATION, INC., hereinafter sometimes referred to as the "Association". The mailing address of this corporation is

444 BRICKELL AVE., SUITE 210, MIAMI, FLORIDA 33131.

**ARTICLE II
EFFECTIVE DATE**

The effective date of this corporation shall be as of the date of filing of these Articles of Incorporation with the Secretary of State of Florida.

**ARTICLE III
DEFINITIONS**

All definitions in the DECLARATION OF COVENANTS, RESTRICTIONS AND CONDITIONS FOR SUPERIOR GARDENS DEVELOPMENT (the Declaration") as same shall be recorded in the Public Records of Miami-Dade County, Florida, are incorporated hereby by reference and made a part hereof.

**ARTICLE IV
PURPOSE OF ASSOCIATION**

The general nature, objects and purposes of the Association are as follows:

1. To promote the recreation, health, safety and welfare of the owners and residents of the Property referred to as SUPERIOR GARDENS in the Declaration.
2. To own, to maintain, repair and insure the "Common Areas" as defined in the Declaration.
3. To operate without profit for the sole and exclusive benefit of its Members.
4. To perform all of the functions contemplated of the Association, and undertaken by the Board of Directors of the Association, in the Declaration.

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**ARTICLE V
POWERS AND DUTIES**

The Association shall have all the powers and duties reasonably necessary to operate and maintain the Association, including, but not limited to, the following:

1. Exercise all of the powers and privileges and to perform all the duties and obligations of the Association as set forth in the following documents: (a) these Articles of Incorporation; (b) the BYLAWS OF THE SUPERIOR GARDENS HOMEOWNERS ASSOCIATION, INC. (the Bylaws"), and the Declaration and as the same may be amended from time to time as therein provided. The Bylaws and the Declaration are incorporated herein as if set forth at length.

2. To hold funds solely and exclusively for the benefit of the Members for purposes set forth in these Articles of Incorporation.

3. To promulgate and enforce rules, regulations, by-laws, covenants, restrictions and agreements to effectuate the purpose for which the Association is organized.

4. To delegate power or powers where such is deemed in the interest of the Association,

5. To fix, levy, collect and enforce payment by all lawful means, all charges or assessments for the Association pursuant to the terms of the Declaration or By-Laws of the Association, to pay all expenses in connection therewith and all offices and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the Common Area.

6. To purchase, lease, hold sell, mortgage or otherwise acquire or dispose of real or personal property, except to the extent restricted hereby; to enter into, make, perform or carry out contracts of every kind with any firm, corporation, association or other entity; to do any and all acts necessary or expedient for carrying on any and all of the activities and pursuing for an all of the object and purposes set forth in the Articles of Incorporation and not forbidden by the laws of the State of Florida.

7. To establish a budget an to fix assessments to be levied against property located in SUPERIOR GARDENS in accordance with the Declaration, to defray expenses and the cost of effectuating the objects and purposes of the Association, and to create reasonable reserves for such expenditures, and to authorize its Board of Directors, in its discretion, to enter into agreements with managements companies and such other organizations for the collection of such assessments.

8. To charge recipients for services rendered by the Association and the user for use of the Association Property (which may be owned by the Association or over which the Association has a right of use) when such is deemed appropriate by the Board of Directors of the Association.

9. To pay taxes and other charges, if any, on or against real property owned, accepted or maintained, provided it is part of the Common Area, by the Association.

10. To borrow money, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.

11. To dedicate, sell or transfer all or any part of the Common Area to any public agency authority, or utility for such purposes and subject to such conditions as may be agreed to by the Members. No such dedication or transfer shall be effective without obtaining prior written consent of Developer for so long as Developer owns a Lot or Unit.

12. To participate in mergers and consolidations with other non-profit corporations organized for the same purposes or annex additional residential property and Common Area.

13. To contract for management of the Association and to delegate in such contract all or any part of the delegable powers and duties of the Association shall be bound by such contracts regardless of whether they desire or use the service.

14. To have and to exercise any and all powers, rights and privileges which a non-profit corporation organized under the laws of the State of Florida, except as prohibited herein.

ARTICLE VI MEMBERSHIP AND VOTING RIGHTS

1. Every person or entity who is an Owner, as such term is defined in Section 1.1.15 of the Declaration is entitled to Membership and voting rights in the Association. Membership is appurtenant to an inseparable from the ownership of the Lot.

2. The percentage of voting interests required to constitute a quorum at a meeting of the members shall be thirty percent (30%) of the total voting interests.

3. The Association shall have two (2) classes of voting members:

Class "A": Class "A" Members shall be all those owners as defined in Section 1.1.15 of the Declaration with the exception of the Developer. Class A Members shall be entitled to one vote for each Lot or Living Unit in which they hold the interest required by membership by Section 1.1.15. When more than one person holds such interest or interests in any Lot or Living Unit, all such persons shall be Members, and the vote for such Lot or Living Unit shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any such Lot or Living Unit. The By-Laws may establish procedures for voting when the title to a Lot or Living Unit is held in the name of more than one person or entity. If a Lot is owned by a Corporation or other entity, the individual entitled to vote for the Lot shall be designated by a certificate signed by an appropriate officer or agent of the entity and filed with the Secretary of the

Association. Except only as provided in the following subparagraph with respect to the Developer, in no event shall more than one (1) vote be cast with respect to any such Lot or Unit.

Class "B": The Class "B" Member shall be the Developer. The Class "B" Member shall be entitled to three votes for each Lot or Living Unit in which it holds the interest required for membership by Section 1.1.15 of the Declaration. The Class "B" Membership (Developer's weighted vote) ceases and converts to Class "A" Membership upon the earlier of the following:

- A. Ninety days after Ninety Percent (90%) of the Living Units are decded to homeowners, or
- B. On the fifteenth anniversary of the Declaration.
- C. At any earlier time as the Developer, in its sole discretion, voluntarily converts its Class "B" membership to Class "A" membership.

ARTICLE VII BOARD OF DIRECTORS

1. The affairs of the Association shall be managed by a Board of Directors comprised of an odd number of Directors of no less than three (3), nor more than seven (7) Directors. The exact number of Directors shall be initially set forth in the Articles, and thereafter shall be determined from time to time upon majority vote of the Directors. The Developer shall have the right to appoint all of the members of the Board of Directors until such time as Class "A" Members assume control of the Association, as provided for in Article VI of these Articles and in Article III of the Declaration.

2. The name and address of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

NAME	ADDRESS
TOMAS B. SINISTERRA	444 BRICKELL AVE., SUITE 210 MIAMI, FLORIDA 33131.
CARLOS RODRIGUEZ	444 BRICKELL AVE., SUITE 210 MIAMI, FLORIDA 33131.
OSCAR RODRIGUEZ	444 BRICKELL AVE., SUITE 210 MIAMI, FLORIDA 33131.

3. At such time as the Members of the Association are permitted to elect Directors, any Director elected by the Class A Members, may be removed from the Board

with or without cause, by a majority vote of all Members of the Association entitled to vote. In the event of death, resignation or removal of a Director, his successor shall be selected by the remaining Members of the Board and shall serve the unexpired term of his predecessor.

4. Any Director appointed by the Developer shall serve at the pleasure of the Developer and may be removed and substituted by Developer, at its sole option and discretion.

ARTICLE VIII SUBSCRIBERS

The subscribers to these Articles of Incorporation are the persons herein named to act as Members of the first Board of Directors of the corporation, the names of which subscribers and their respective post office addresses are more particularly set forth in Article VII.

ARTICLE IX OFFICERS

The officers of the Corporation who shall serve until the first election under these Articles of Incorporation are:

TOMAS B. SINISTERRA	PRESIDENT
TOMAS B. SINISTERRA	VICE PRESIDENT
TOMAS B. SINISTERRA	SECRETARY
TOMAS B. SINISTERRA	TREASURER

ARTICLE X DURATION

The Association shall have perpetual existence.

ARTICLE XI BY-LAWS

The Board of Directors shall adopt By-Laws consistent with these Articles. Thereafter, such By-Laws may be altered or rescinded only in the manner provided in the said By-Laws.

ARTICLE XII AMENDMENTS

These Articles shall be amended in the following manner:

1. The Articles of Incorporation may be altered, amended or repealed by resolution of the Board of Directors and together with the approval of at least a majority of the voting interests present, in person or by proxy, at a meeting at which a quorum has been attained. No amendment affecting the Developer, its successors or assigns, as Developer of SUPERIOR GARDENS shall be effective without the prior written consent of the Developer or its successors or assigns.

2. Filing: The Articles of Amendment containing said approved amendment or amendments shall be executed by the corporation by its President or Vice president or by its Secretary or Assistant Secretary and acknowledged by one of the officers signing such Articles. The Articles of Amendments 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 State of Florida.

ARTICLE XIII INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Association shall and does hereby agree to indemnify, defend and hold harmless every Director and every officer, their heirs, personal representatives, executors and administrators, against all loss, cost and expenses reasonably incurred in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a Director or officer of the Association, including reasonable attorneys' fees through all appeals, except as to matters wherein he shall be finally adjudged in such action, suit or proceeding to be liable for or guilty of gross negligence or willful misconduct. The foregoing rights shall be in addition to, and not exclusive of, all other indemnification rights to which such Director or officer may be entitled, by law or otherwise.

ARTICLE XIV AUTHORITY TO CONTRACT

No contract or transaction between the Association, one or more of its Directors or officers, or between the Association and any other corporation, partnership, association, or other organization in which one or more of its Directors or officers are Directors or officers, or have a financial interest, shall be invalid, void or voidable solely for this reason, or solely because the Director or officer is present at or participates in the meeting of the Board of Directors thereof which authorized the contract or the transaction, or solely because of his or their votes are counted for such purpose. No Director or officer of the Association shall incur liability by reason of the act that he is or may be interested in any such contract or transaction.

**ARTICLE XV
ELECTING OFFICERS**

The Board of Directors shall elect the President, Secretary and Treasurer, and as many Vice Presidents, Assistant Secretaries and Assistant Treasures as the Board of Directors may determine. The President shall be elected from among the members 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.

**ARTICLE XVI
DISSOLUTION**

Upon dissolution of the Association, all of its assets remaining after provision for creditors and payment of all costs and expenses of such dissolution shall be distributed in the following manner:

1. Real property, if any, contributed to the Association without receipt of other than nominal consideration by the Class B Member (or its predecessor in interest) shall be resumed to Class B, unless it refuses to accept the conveyance (in whole or in part).
2. Declaration of any applicable municipal or other governmental authority or to a nonprofit organization with similar purposes of any property determined by the Board of Directors of the Association to be appropriate for such dedication and which the authority is willing to accept.
3. Remaining assets shall be distributed among the members subject to the limitation set forth below, as tenants in common, each member's share of the assets to be determined in accordance with its voting rights.
4. Upon expiration of the term of the Declaration, the Association may be dissolved upon, a resolution to that effect being recommended by two-thirds (2/3) of the Board of Directors, and, if such decree be necessary at the time of the dissolution, after receipt of any appropriate decrees as set forth in Chapter 617 of the Florida Statutes, statute of similar import, and approved by two-thirds (2/3) of all votes entitled to be cast by the Members of the Association entitled to vote thereon.

**ARTICLE XVII
REGISTERED AGENT**

The initial Registered Agent for this corporation shall be TOMAS B. SINISTERRA, and the initial Registered Agent's office shall be located at 444 BRICKELL AVE., SUITE 210, MIAMI, FLORIDA 33131.

The mailing address of the corporation shall be 444 BRICKELL AVE., SUITE 210, MIAMI, FLORIDA 33131.

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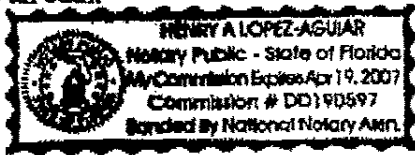
The name and street address of the incorporator is: TOMAS B. SINISTERRA, 444 BRICKELL AVE., SUITE 210, MIAMI, FLORIDA 33131

IN WITNESS, WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 12 day of January, 2005.

[Handwritten Signature]
TOMAS B. SINISTERRA

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

The foregoing instrument was acknowledged before me this 12th day of January, 2005, by TOMAS B. SINISTERRA, who is personally known to me, and did (did not) take an oath.



[Handwritten Signature]
NOTARY PUBLIC, State of Florida

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for SUPERIOR GARDENS HOMEOWNERS ASSOCIATION, INC., at the place designated in said Articles of Incorporation, I hereby agree to accept service of process for said incorporation and to comply with any all statutes relative to the complete and proper performance of the duties of registered agent.

[Handwritten Signature]
TOMAS B. SINISTERRA

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