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2006 JAN 19 PM 2:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: 45 Avenue Condominium Association, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Mark D Balzli Esq.
Name (Printed or typed)

1929 Sunset Harbour Drive
Address

Miami Beach FL 33139
City, State & Zip

(305) 538 1765
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION OF
45 AVENUE CONDOMINIUM ASSOCIATION, INC. 2006 JAN 19 PM 2:47
A NOT-FOR-PROFIT CORPORATION

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a not-for-profit corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

**ARTICLE 1
NAME AND ADDRESS**

The name of the corporation shall be 45 Avenue Condominium Association Inc., and its principal address is 898 N.W. 45 Avenue, Miami, Florida 33126. The Corporation shall be referred to in this instrument as the ("Association").

**ARTICLE 2
PURPOSE**

The purpose for which the Association is organized is to provide an entity under the Florida Condominium Act as it exists on the date hereof ("Act") for the operation of that certain condominium located or to be located in Miami-Dade County, Florida, and known as 45 Avenue Condominium. ("Condominium")

**ARTICLE 3
DEFINITIONS**

The terms used in these Articles shall have the same definitions and meanings as those set forth in the Declaration of Condominium ("Declaration") to be recorded in the Public Records of Miami-Dade County, Florida, 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 not-for-profit corporation under the laws of Florida that are not in conflict with the provisions of these Articles, the Declaration, the Bylaws of the Association ("Bylaws"), or the Act.
- 4.2 Enumeration. The Association shall have the powers and duties set forth in the Act except as limited by these Articles, the Bylaws, and the Declaration (to the extent that they are not in conflict with the Act) and all of the powers and duties reasonably necessary to operate the Condominium under the Declaration and as more particularly described in the Bylaws, as they may be amended from time to time.

**ARTICLE 5
INITIAL BOARD OF DIRECTORS**

The management of the Association shall be vested in the Board of Directors. ("Board"). The manner in which the Directors are to be elected or appointed is as set forth in the Bylaws. The name and address of each initial Director of the Association is as follows:

NAME

ADDRESS

Christine Sanchez de Matteis

898 N.W. 45 Avenue
Miami, Florida 33126

Lorenzo de Matteis

898 N.W. 45 Avenue
Miami, Florida 33126

Alvaro A. Sanchez

898 N.W. 45 Avenue
Miami, Florida 33126

**ARTICLE 6
TERM OF EXISTENCE**

The Association shall have perpetual existence.

**ARTICLE 7
INCORPORATOR**

The name and address of the Incorporator of the Association is Christine Sanchez de Matteis, whose address is 898 N.W. 45 Avenue Miami, Florida 33126.

**ARTICLE 8
OFFICERS**

The affairs of the Association shall be administered by the Officers holding the offices designated in the Bylaws. The Officers of the Association shall consist of President, Vice President, Secretary, Treasurer and such other Officers as the Board shall deem necessary or appropriate. The names and addresses of the initial Officers who shall serve until their successors are designated by the Board of Directors, in accordance with the ByLaws, are as follows:

Lorenzo de Matteis
President/Treasurer

898 N.W. 45 Avenue
Miami, Florida 33126

Alvaro A. Sanchez
Vice President/Secretary

898 N.W. 45 Avenue
Miami, Florida 33126

**ARTICLE 9
BYLAWS**

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

**ARTICLE 10
AMENDMENTS**

Amendments to these Articles shall be proposed and adopted in accordance with the Declaration and ByLaws.

**ARTICLE 11
INITIAL REGISTERED OFFICE,
ADDRESS AND NAME OF REGISTERED AGENT**

The initial registered office of this Corporation shall be at 898 N.W. 45 Avenue Miami, Florida 33126, with the privilege of having its office and branch offices at other places within or without the State of Florida. The initial registered agent of the Corporation shall be Christine Sanchez de Matteis who shall also be a resident agent, whose address is 898 N.W. 45 Avenue Miami, Florida 33126.

