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TALLAHASSEE, FLORIDA

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FLORIDA PROFIT/NON PROFIT CORPORATION

PAN AMERICAN WEST PARK MAINTENANCE ASSOCIATION, INC.

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**ARTICLES OF INCORPORATION
OF
PAN AMERICAN WEST PARK
MAINTENANCE ASSOCIATION, INC.,
a Florida not for profit corporation**

We, the undersigned incorporators, hereby associate ourselves together for the purpose of forming a not for profit corporation pursuant to the laws of the State of Florida, Florida Statutes, Chapter 617, and hereby adopt the following Articles of Incorporation:

PREAMBLE

PAN AMERICAN WEST, LTD., a limited partnership, owns certain real property in Miami-Dade County, Florida (the "Property"), and intends to execute and record a Declaration of Covenants, Conditions and Restrictions for Pan American West Park (the "Declaration") which will affect the Property. This association is being formed as the association to administer the Declaration, and to perform the duties and exercise the powers pursuant to the Declaration, as and when the Declaration is recorded in the Public Records of Miami-Dade County, Florida. All of the definitions contained in the Declaration shall apply to these Articles of Incorporation and to the Bylaws of the Association.

**ARTICLE I
NAME**

The name of the corporation is "Pan American West Park Maintenance Association, Inc." hereinafter referred to as the "Association", whose address is 150 Alhambra Circle, Suite 925, Coral Gables, Florida 33134.

**ARTICLE II
PURPOSE**

The purposes for which the Association is organized are as follows:

1. To operate as a not for profit corporation pursuant to Chapter 617 of the Florida Statutes.
2. To enforce and exercise the duties of the Association as provided in the Declaration.
3. To promote the health, safety, welfare, comfort, and social and economic benefit of the members of the Association.

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**ARTICLE III
POWERS AND DUTIES**

The Association shall have the following powers and duties:

1. All of the common law and statutory powers of a not for profit corporation under the laws of the State of Florida and more specifically Section 617.0302, Florida Statutes.
2. To administer, enforce, carry out and perform all of the acts, functions, rights and duties provided in or contemplated by the Declaration, including, but not limited to, the following:
 - a. To own, purchase, sell, mortgage, encumber, lease, administer, manage, operate, maintain, improve, repair or replace real and personal property.
 - b. To make and collect Assessments against Owners to defray the costs, expenses and losses incurred or to be incurred by the Association, and to use the proceeds thereof in the exercise of the Association's powers and duties.
 - c. To enforce the provisions of the Declaration, these Articles, and the Bylaws.
 - d. To make, establish and enforce reasonable rules and regulations governing the use of Common Areas, and Lots and other property under the jurisdiction of the Association.
 - e. To grant and modify easements, and to dedicate property owned by the Association to any public or quasi-public agency, authority or utility company for public, utility, drainage and other purposes as permitted by the Declaration.
 - f. To borrow money for the purposes of carrying out the powers and duties of the Association.
 - g. To exercise control over exterior alterations, additions, improvements, or changes in accordance with the terms of the Declaration.
 - h. To obtain insurance as provided by the Declaration.
 - i. To employ personnel necessary to perform the obligations, services and duties required of or to be performed by the Association and for proper operation of the properties for which the Association is responsible, or to contract with others for the performance of such obligations, services and/or duties.
 - j. To sue and be sued.

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**ARTICLE IV
MEMBERS**

1. The members of the Association shall consist of all of the record owners, whether one or more persons or entities, of the Property as well as the Developer, while the Developer owns any portion of the Property. Membership shall be established as to each Lot upon the recording of the Declaration. Upon the transfer of ownership of fee title to, or fee interest in, a Lot, whether by conveyance, devise, judicial decree, foreclosure, or otherwise, and upon the recordation in the public records in the County of the deed or other instrument establishing the acquisition and designating the Lot affected thereby, the new Owner designated in such deed or other instrument shall thereupon become a member of the Association, and the membership of the prior Owner as to the Lot designated shall be terminated, provided, however, that the Association shall not have the responsibility or obligation of recognizing any such change in membership until it has been delivered a true copy of the applicable recorded deed or other instrument or is otherwise informed of the transfer of ownership of the Lot. Prior to the recording of the Declaration, the incorporators shall be the sole members of the Association.

2. The share of each member in the funds and assets of the Association, and any membership in this Association, cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the Lot for which that membership is established.

3. On all matters upon which the membership shall be entitled to vote, the voting rights shall be as set forth in the Declaration.

**ARTICLE V
TERM OF EXISTENCE**

The Association shall have perpetual existence.

**ARTICLE VI
INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation is as follows:

Linda Larrea, Esq.
Larrea & Ortega
150 Alhambra Circle
Suite 950
Coral Gables, FL 33134

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**ARTICLE VII
DIRECTORS**

1. The property, business and affairs of the Association shall be managed by a Board which shall consist of not less than three (3) directors. The Bylaws may provide for a method of determining the number of directors from time to time. In the absence of a determination as to the number of directors, the Board shall consist of three (3) directors.

2. All of the duties and powers of the Association existing under the Declaration, these Articles and the Bylaws shall be exercised exclusively by the Board, its agents, contractors or employees, subject to approval by the members only when specifically required.

3. Directors may be removed and vacancies on the Board shall be filled in the manner provided by the Bylaws.

4. The names and addresses of the initial directors, who shall hold office until their successors are appointed or elected, are as follows:

Carlos C. Lopez-Cantera
Stephen A. Blumenthal
Monica L. Cantera-Serralta

**ARTICLE VIII
OFFICERS**

The officers of the Association shall be a president, vice-presidents, secretary, treasurer and such other officers as the Board may from time to time by resolution create. The officers shall serve at the pleasure of the Board. The Bylaws may provide for the removal from office of officers, for filling vacancies, and for the duties of the officers. The names of the officers who shall serve until their successors are designated by the Board are as follows:

President : Carlos C. Lopez-Cantera
Vice-President : Stephen A. Blumenthal
Vice-President : Monica L. Cantera-Serralta
Secretary : Stephen A. Blumenthal
Treasurer : Monica L. Cantera-Serralta

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**ARTICLE IX
INDEMNIFICATION**

1. The Association shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was a director, employee, officer or agent of the Association, against expenses (including reasonable attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with the action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interest of the Association; and with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful. No indemnification, however, shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or willful misfeasance or malfeasance in the performance of his duty to the Association unless and only to the extent that the court in which the action or suit was brought shall determine, upon application, that despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, in and of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interest of the Association; and with respect to any criminal action or proceeding, that he had no reasonable cause to believe that his conduct was unlawful.

2. To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Paragraph 1 above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

3. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding as authorized by the Board in the specific case upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized herein.

4. The indemnification provided herein shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the laws of the State of Florida, any Bylaw, agreement, vote of members or otherwise, and as to action taken in an official capacity while holding office, shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

5. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was

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serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, as arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

**ARTICLE X
BYLAWS**

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

**ARTICLE XI
AMENDMENTS**

Amendments to these Articles shall be proposed and adopted in the manner set forth in the Declaration.

**ARTICLE XII
DISSOLUTION**

In the event of dissolution or final liquidation of the Association, the assets, both real and personal, of the Association, shall be dedicated as required by the Declaration.

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**ARTICLE XIII
INITIAL REGISTERED OFFICE ADDRESS AND NAME OF REGISTERED AGENT**

The initial registered office of the Association shall be Larrea & Ortega, at 150 Alhambra Circle, Suite 950, Coral Gables, Florida 33134.

WHEREFORE, the incorporators have executed these Articles on this 7th day of July, 2006.

INCORPORATOR:

Linda Larrea
Linda Larrea

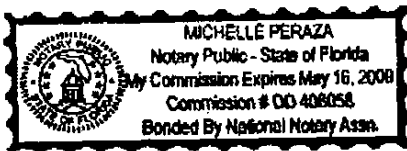
STATE OF FLORIDA)
) ss:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 7th day of July, 2006 by Linda Larrea. She is personally known to me or has produced a drivers' license as identification.

Michelle Peraza

[NOTARIAL SEAL]

Print Name: **MICHELLE PERAZA**
Notary Public, State of Florida
My Commission Expires:
Commission No.



ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE XIII OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED CORPORATION 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 ITS DUTIES.

DATED THIS 7th DAY OF JULY, 2006.

LARREA & ORTEGA

By: 

Linda Larrea, General Partner

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