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LAW OFFICES
L. MICHAEL OSMAN, P.A.

1474-A WEST 84TH STREET
HIALEAH, FLORIDA 33014-3363

L. MICHAEL OSMAN
Attorney at Law

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June 5, 2007

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

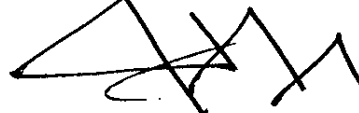
Re: Empyrean Townhomes Condominium
Association, Inc.

Dear Sirs:

Enclosed is Articles of Incorporation for Empyrean Townhomes Condominium Association, Inc. to be filed in your department. A check in the amount of \$79.75 is enclosed for the filing costs of same.

Please provide the undersigned with certified copy of the Articles once you have filed same. Thank you for your assistance.

Very truly yours,



L. Michael Osman

LMO/mu
Enc.

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07 JUN 22 AM 11:52

FLORIDA DEPARTMENT OF STATE

Division of Corporations

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

June 8, 2007

L. MICHAEL OSMAN, ESQUIRE
1474-A WEST 84TH STREET
HIALEAH, FL 33014-3363

SUBJECT: EMPYREAN TOWNHOMES CONDOMINIUM ASSOCIATION, INC.
Ref. Number: W07000027460

We have received your document for EMPYREAN TOWNHOMES CONDOMINIUM ASSOCIATION, INC. and your check(s) totaling \$79.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You may file using only one (1) registered agent.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6973.

Claretha Golden
Document Specialist
New Filing Section

Letter Number: 907A00039194

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ARTICLES OF INCORPORATION

07 JUN 22 PM 4:08

OF

EMPYREAN TOWNHOMES CONDOMINIUM ASSOCIATION, INC.
a corporation not-for-profit

The undersigned incorporators, hereby associate themselves together for the purpose of forming a non-profit corporation under laws of the State of Florida, pursuant to Florida Statute 617, and hereby adopt the following Articles of Incorporation:

ARTICLE I

Name and Definitions

The name of the corporation shall be **EMPYREAN TOWNHOMES CONDOMINIUM ASSOCIATION, INC.** For convenience the corporation shall be referred to in this instrument as the Association, these Articles of Incorporation as the Articles, the By-Laws of the Association as By-Laws, and the Declaration of Condominium as the Declaration.

ARTICLE II

Purpose

The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act (as defined in Florida Statutes 718, et seq.) as it exists on the date hereof (the "Act") for the operation of that certain condominium in Miami-Dade County, Florida, known as **EMPYREAN TOWNHOMES, A CONDOMINIUM**. Said Condominium is herein called "Condominium" and the Declaration of Condominium whereby the same has or will be created is hereby called "Declaration". The land of the condominium is that property lying and being situated in Miami-Dade County, Florida:

Tract A, KALLIOPE SUBDIVISION, according to the Plat thereof, as recorded in Plat Book 165, at Page 14, of the Public Records of Miami-Dade County, Florida.

and as such Association, to operate and administer said Condominium and to carry out the functions and duties of said Condominium as set forth in the Declaration of Condominium of **EMPYREAN TOWNHOMES, A CONDOMINIUM**, when recorded in the Public Records of Miami-Dade County.

ARTICLE III

Powers

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

- 3.1 Enumeration. The Association shall have all of the powers and duties set forth in the Florida Condominium Act, these Articles and the Declaration of Condominium, and all of the powers and duties reasonably necessary to operate the condominium pursuant to the Declaration as it may be amended from time to time.
- 3.2 Limitation. 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.
- 3.3 Condominium Property. All funds and the titles of all properties acquired by the Association and their proceeds shall be held in trust for the members in acceptance with the provisions of the Declaration of Condominium, these Articles of Incorporation and the By-Laws.
- 3.4 Distribution of Income. The Association shall make no distribution of income to its members, directors, or officers.
- 3.5 Specific Powers. The Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purpose for which it is formed is to provide for maintenance, preservation and architectural control of the units and Common Elements within that certain tract of property described above in Article II, and to promote for the health, safety and welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association. The Association shall have all of the common law and statutory powers of a corporation not for profit under the Laws of Florida that are not in conflict with the terms of these Articles including but not limited to the following powers:
 - A. Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Condominium, by the Developer, dated the 5 day of JUNE, 2007 hereinafter and above called the "Declaration" applicable to the property and recorded or to be recorded in the Office of the Clerk of the Circuit Court of Miami-Dade County, Florida, and as same may be amended from time to time as therein provided, said Declaration being incorporated herein by reference as though set forth in its entirety herein.
 - B. Fix, levy, collect and enforce payments by any lawful means, all charges or assessments pursuant to the terms of the Declaration: to pay all expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against any property the Association might own from time to time.

- C. Acquire (by gift, purchase or otherwise) own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association.
- D. 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;
- E. Participate in mergers and consolidations with other non-profit corporations organized for the same purposes, provided that such annexation shall be in accordance with the provisions of the Declaration and any such merger or consolidation shall have the assent of two-thirds (2/3rds) of all the members.
- F. Dedicate, sell or transfer all or any part of the Common Elements 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 unless an instrument has been signed by two-thirds (2/3rds) of the members, agreeing to such dedication, sale or transfer;
- G. The Association is organized and shall be operated exclusively for the purposes set forth above. The activities of the Association will be financed by assessments against members as provided in the Declaration and no part of any net earnings of the Association will inure to the benefit of any member.

ARTICLE IV

Members

- 4.1 Membership. The members of the Association shall consist of all of the record owners of the units in the condominium, and after termination of the condominium shall consist of those who are members at the time of the termination and their successors and assigns.
- 4.2 Evidence. After approval of the transfer, or of the ownership, of a unit in the manner required by the Declaration of Condominium, change of membership in the Association shall be established by (a) recording in the public records of Miami-Dade County, Florida, a certificate of the Association stating the approval required by the Declaration, (b) recording in the public records of Miami-Dade County, Florida a deed or other instrument establishing a public record of the transfer of the title substantiating the membership, and (c) delivery to the Association of a certified copy of the recorded instruments. The owner receiving title of the unit by those instruments will be a member of the Association and the membership of the prior owner will be terminated.
- 4.3 Assignment. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the unit for which that share is held.

- 4.4 No officer, director, or member shall be personally liable for any debt or other obligation of this corporation, except as provided for in the Declaration of Condominium; the By-Laws, and the Articles of Incorporation.
- 4.5 Each member will be restricted to one (1) vote, except in all elections for directors, each member shall have the right to vote, in person or by proxy, as set forth in the By-Laws.
- 4.6 A Membership may be owned by more than one (1) owner, provided that membership shall be held in the same manner as title to the unit or lot. In the event ownership is in more than one (1) person, all of the owners of such membership shall be entitled, collectively, to only one (1) vote or ballot in the management of the affairs of the corporation in accordance with the Declaration of Condominium, and the vote may not be divided between plural owners of a single lot or unit in the subdivision.
- 4.7 Every person or entity who is a record Owner of a fee or undivided fee interest in any unit, within the above described subdivision shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any unit which is subject to assessment by the Association. Such membership shall automatically terminate when such person is no longer the record owner of a condominium unit.
- 4.8 Subject to the foregoing, admission to and termination of membership, shall be governed by the Declaration of Condominium that is filed for said condominium among the public records of Miami-Dade County, Florida.

ARTICLE V

The period of duration of this Association shall be perpetual.

ARTICLE VI

Directors

- 6.1 Number and qualification. The affairs of the Association shall be managed by a board consisting of the number of directors determined by the By-Laws, but not less than three directors, and in the absence of that determination shall consist of three directors. Directors must be members of the Association, except for the initial member of the board of directors.
- 6.2 Duties and powers. All of the duties and powers of the Association existing under the Condominium Act, Declaration of Condominium, these Articles and By-Laws shall be exercised exclusively by the board of directors, its agents, contractors or employees, subject only to approval by unit owners when that is specifically required.

- 6.3 Election; removal. 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.
- 6.4 Term of first directors. The directors named in these Articles shall serve until their successors are elected by the members other than the developer; and any vacancies in their number occurring before time for the election of their successors by the members other than the developer shall be filled by the remaining first directors, or if there are none, then by the developer.
- 6.5 First directors. The names and addresses 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:

Craig A. Osman
 1474-A West 84th Street
 Hialeah, Florida 33014

L. Michael Osman
 1474-A West 84th Street
 Hialeah, Florida 33014

Mene S. Osman
 1474-A West 84 Street
 Hialeah, Florida 33014

ARTICLE VII

Officers

The affairs of the Association shall be administered by the officers designated in the By-Laws. 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 shall serve at the pleasure of the board of directors. The names and addresses of the officers who shall serve until their successors are designated by the board of directors are as follows:

President	Craig A. Osman	1474-A West 84 th Street Hialeah, Florida 33014
Vice-President/ Secretary	L. Michael Osman	1474-A West 84 th Street Hialeah, Florida 33014
Treasurer/ Assistant Secretary	Mene` S. Osman	1474-A West 84 th Street Hialeah, Florida 33014

ARTICLE VIII

By-Laws

The By-Laws of the corporation shall initially be made and adopted by its first board of directors and may be altered, amended or rescinded in the manner provided by the By-Laws.

Prior to the time that the property described in Article II hereinabove has been submitted to condominium ownership by the filing of the Declaration of Condominium, said first Board of Directors shall have full power to amend, alter or rescind said By-Laws by a majority vote.

After the property described in Article II hereinabove has been submitted to condominium ownership by the filing of the Declaration of Condominium, the By-Laws may be amended, altered, supplemented, or modified by the membership, at the annual meeting, or at a duly convened special meeting of the membership, with voting interests as provided by the By-Laws then in existence.

ARTICLE IX

Amendments

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

- 9.1 Notice. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.
- 9.2 Adoption. A resolution for the adoption of a proposed amendment may be proposed by either the board of directors of the Association or by the members at a meeting called for this purpose. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing that approval is delivered to the secretary at or prior to the meeting. Except as elsewhere provided, the approvals must be either by
 - A. Not less than seventy-five (75%) percent of the entire membership of the board of directors and by not less than two-thirds (2/3rds) of the votes of the entire membership of the Association; or
 - B. Not less than seventy-five (75%) percent of the votes of the entire membership of the Association.
- 9.3 Limitation. Provided, however, that no amendment shall make any changes in the qualifications for membership nor in the voting rights of property rights of members, nor any changes in Section 3.3 to 3.5 of Article 3, entitled "Powers", without approval in writing by all members and the joinder of all record owners of mortgages upon units. No amendment shall be made that are in conflict with the Condominium Act or the Declaration of Condominium.

- 9.4 Recording. A copy of each amendment shall be accepted and certified by the Secretary of State and be recorded in the public records of Miami-Dade County, Florida.

ARTICLE X

Registered Agent

The name of the initial registered agent and the street address of the initial registered offices are: L. Michael Osman – 1474-A West 84 Street Hialeah, Florida 33014 .

ARTICLE XI

Dissolution

The Association may be dissolved with the assent given in writing and signed by the holders of not less than two-thirds (2/3rds) of the total number of eligible votes as provided for in the By-Laws. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate agency to be used for the purposes similar to those for which this Association was created. In the event such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes, or distributed to the members as appurtenances (if real property or any interest therein) to the member's lots, subject to any and all applicable loans. This Article is subject to provisions of 617.05 of the Florida Statutes and Florida Statutes 718.117.

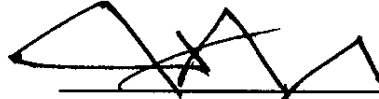
ARTICLE XII

Subscribers

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

L. Michael Osman
1474-A West 84th Street
Hialeah, Florida 33014

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 5 day of JUNE, 2007.

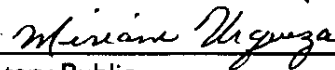


L. Michael Osman

STATE OF FLORIDA

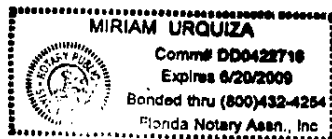
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 5 day of JUNE, 2007 by L. Michael Osman. He is personally known to me or who has produced _____ as identification and () did or () did not take an oath.



Notary Public

My commission expires:



STATE OF FLORIDA

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

07 JUN 22 PM 4:08

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:

Empyrean Townhomes Condominium Association, Inc., a corporation organized (or organizing) under the laws of the State of Florida with its principal office at 1474-A West 84th Street Hialeah, County of Miami-Dade, State of Florida, has named L. Michael Osman located at 1474-A West 84 Street, Hialeah, Florida 33014 as its agent to accept service of process within this State.

OFFICERS:

<u>NAME:</u>	<u>TITLE</u>	<u>SPECIFIC ADDRESS</u>
Craig A. Osman	President	1474-A West 84 th Street Hialeah, Florida 3301
L. Michael Osman	Vice-President/ Secretary	1474-A West 84 th Street Hialeah, Florida 33014
Mene` S. Osman	Treasurer/ Assistant Secretary	1474-A West 84 th Street Hialeah, Florida 33014

ACCEPTANCE:

I agree as Resident Agent to accept Service of Process; to keep office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.



Resident Agent