

N080000001092

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

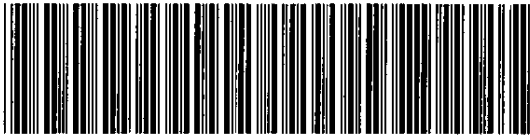
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



000116532920

02/01/08--01022--004 \*\*78.75

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
08 FEB - 1 AM 8:30

gf 2/5/08

**COVER LETTER**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

08 FEB -1 AM 8:30

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

**SUBJECT:** Capital Lofts at the Security Building 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: Christopher H. Saia, Esq.  
Name (Printed or typed)

140 NE 2nd Avenue  
Address

Miami, FL 33132  
City, State & Zip

(786) 888-6354  
Daytime Telephone number

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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION  
OF  
CAPITAL LOFTS AT THE SECURITY BUILDING CONDOMINIUM ASSOCIATION, INC.**  
(A Florida Corporation Not-for-Profit)

08 FEB 11 8:30

In order to form a corporation not for profit under and in accordance with Chapter 617 of the Florida Statutes, we, the undersigned, hereby associate ourselves into a corporation not-for-profit for the purposes and with the powers hereinafter set forth and to that end, we do, by these Articles of Incorporation, certify as follows:

**EXPLANATION OF TERMINOLOGY**

The terms contained in these Articles which are contained in the Declaration of Condominium ("Declaration") creating CAPITAL LOFTS AT THE SECURITY BUILDING, A CONDOMINIUM, shall have the meaning of such terms set forth in the Declaration.

**ARTICLE I**

**NAME**

The name of this Association shall be CAPITAL LOFTS AT THE SECURITY BUILDING CONDOMINIUM ASSOCIATION, INC., whose present address is 117 NE 1<sup>st</sup> Avenue, Miami, FL 33132.

**ARTICLE II**

**PURPOSE OF ASSOCIATION**

The purpose for which this Association is organized is to maintain, operate and manage the Condominium and to operate, lease, trade, sell and otherwise deal with the personal and real property thereof.

**ARTICLE III**

**POWERS**

The Association shall have the following powers which shall be governed by the following provisions:

A. The Association shall have all of the common law and statutory powers of a corporation not-for-profit and all powers set forth in the Florida Statutes Chapter 718, Florida Statutes Chapter 607, and Florida Statutes Chapter 617 which are not in conflict with or limit the term of the Declaration, these Articles and the By-Laws of the Act.

B. The Association shall have all of the powers of an owners association under the Act and shall have all of the powers reasonably necessary to implement the purposes of the Association including, but not limited to, the following:

1. To make, establish and enforce reasonable Rules and Regulations governing the Condominium and the use of Units;

2. To make, levy, collect and enforce Special Assessments and Annual Assessments against Owners and to provide funds to pay for the expenses of the Association and the maintenance, operation and management of the Condominium in the manner provided in the Declaration,

these Articles, the By-Laws and the Condominium Act and to use and expend the proceeds of such Assessments in the exercise of the powers and duties of the Association;

3. To maintain, repair, replace and operate the Condominium, the Condominium in accordance with the Declaration, these Articles, the By-Laws and the Act;

4. To reconstruct improvements of the Condominium in the event of casualty or other loss in accordance with the Declaration;

5. To enforce by legal means the provisions of the Declaration, these Articles, the By-Laws and the Act; and

6. To employ personnel, retain independent contractors and professional personnel and enter into service contracts to provide for the maintenance, operation and management of the Condominium and to enter into such other agreements that are consistent with the purpose of the Association.

#### **ARTICLE IV**

##### **MEMBERS**

The qualification of Members, the manner of their admission to membership in the Association, the manner of the termination of such membership and voting by Members shall be as follows:

A. Until such time as the recordation of the Declaration, the Members of this Association shall be comprised solely of the Subscribers ("Subscriber Members") to these Articles; and in the event of the resignation or termination of any Subscriber Member, the remaining Subscriber Members may nominate and designate a successor Subscriber Member. Each of the Subscriber Members shall be entitled to cast one (1) vote on all matters requiring a vote of the members.

B. Upon the recordation of the Declaration, the Subscriber Members' rights and interests shall be automatically terminated and Owners, which in the first instance means Developer as the owner of the Units, shall be entitled to exercise all of the rights and privileges of Members.

C. Membership in the Association shall be established by the acquisition of ownership of a Condominium Unit in the property as evidence by the recording of an instrument of conveyance amongst the Public Records of Miami-Dade County, Florida, whereupon, the membership in the Association of the prior Owner thereof, if any shall terminate. New Members shall deliver a trust copy of the recorded deed or other instrument of acquisition of title to the Association.

D. No Member may assign, hypothecate or transfer in any manner his membership in the Association or his share in the funds and assets of the Association except as an appurtenance to his Condominium Unit.

E. With respect to voting, the Members as a whole shall vote. Each Condominium Unit with respect to all matters upon which Owners (other than the Developer) are permitted or required to vote as set forth in the Declaration, these Articles or By-Laws shall be entitled to one vote for each Unit owned (unless altered pursuant to Article V of the Declaration) which voted shall be exercised and cast in accordance with the Declaration, these Articles and the By-Laws.

#### **ARTICLE V**

##### **TERM**

The term for which this Association is to exist shall be perpetual.

**ARTICLE VI**

**SUBSCRIBERS**

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

<u>NAME</u>	<u>ADDRESS</u>
HAIM EINHORN	117 N.E. 1 <sup>st</sup> Avenue Miami, FL 33132

**ARTICLE VII**

**OFFICERS**

A. The affairs of the Association shall be managed by a President, one (1) or several Vice Presidents, a Secretary and a Treasurer and, if elected by the Board, an Assistant Secretary and an Assistant Treasurer, which officers shall be subject to the directions of the Board.

B. The Board shall elect the President, the Vice President, the Secretary, the Treasurer and as many other Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board shall from time to time determine appropriate. Such officers shall be elected annually by the Board at the first meeting of the Board; provided, however, such officers may be removed by such Board and other persons may be elected by the Board as such officers in the manner provided in the By-Laws. The President shall be a Director of the Association, but no other officer need be a Director. The same person may hold two (2) offices, the duties of which are not incompatible.

**ARTICLE VIII**

**FIRST OFFICERS**

The names of the officers who are to serve until the first election of officers by the Board are as follows:

President:	HAIM EINHORN
Vice President/Secretary	ETTAI EINHORN
Treasurer	CHARLY BENASSAYAG

The street address of the initial office of this corporation is 117 N.E. 1<sup>st</sup> Avenue, Miami, Florida, 33132; and the name of the initial resident agent of this Corporation is Christopher H. Saia, Esq.

**ARTICLE IX**

**BOARD OF DIRECTORS**

A. The form of administration of the Association shall be by a Board of three (3)

Directors.

B. The names and addresses of the persons who are to serve as the first Board of Directors ("First Board") are as follows:

<u>Name</u>	<u>Address</u>
HAIM EINHORN	117 N.E. 1 <sup>st</sup> Avenue, Miami, FL 33132
ETTAI EINHORN	117 N.E. 1 <sup>st</sup> Avenue, Miami, FL 33132
CHARLY BENASSAYAG	117 N.E. 1 <sup>st</sup> Avenue, Miami, FL 33132

Developer reserves the right to designate successor Directors to serve on the First Board for so long as the First Board is to serve, as hereinafter provided.

C. The First Board shall serve until the "Initial Election Meeting," as hereinafter described, which shall be held sixty (60) days after the sending of notice by Developer to the Association that Developer voluntarily waives its right to continue to designate the members of the First Board, whereupon the First Board shall resign and be succeeded by the "Initial Elected Board" (as hereinafter defined). Notwithstanding the foregoing, however, when unit owners other than the Developer own more than 15% of the units in the condominium, they shall be entitled to elect one-third (1/3) of the Board.

D. Within seventy-five (75) days after the Unit Owners, other than the Developer, are entitled to elect a member of the Board of Administration (Directors) of the Association, shall call, and give not less than six (60) days notice of an election for the members of the Board of Administration. The election shall proceed as provided in Florida Statutes Chapter 718.112(2)(d). The notice may be given by any Unit Owner, other than Developer, to be Board of Administration, the Developer shall forward to the Bureau of Condominiums the names and mailing address of the Unit Owner Board Member.

## **ARTICLE X**

### **INDEMNIFICATION**

Every Director and every officer of the Association (and the Directors and/or officers as a group) shall be indemnified by the Association against all expenses and liabilities, including counsel fees (at all trial and appellate levels) reasonably incurred by or imposed upon him or them in connection with any proceeding, litigation or settlement in which he may become involved by reason of his being or having been a Director and/or officer of the Association. The foregoing provisions for indemnification shall apply whether or not he is a Director and/or officer at the time such expenses are incurred. Notwithstanding the above, in the instances where a Director or officer admits or is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, the indemnification provisions of these Articles shall not apply. Otherwise, the foregoing rights to indemnification shall be in addition to and not exclusive of any and all rights of indemnification to which a Director or officer may be entitled whether by statute or common law.

## **ARTICLE XI**

### **BYLAWS**

The By-Laws of the Association shall be adopted by the First Board, and thereafter may be altered, amended or rescinded in the manner provided for in the By-Laws and the Act. As is set forth in the By-Laws, the By-Laws may be amended by the affirmative vote of not less than a majority of the Members present at an Annual Meeting or a special meeting of the Members and the affirmative approval of a majority of the Board at a regular or special meeting of the Board. Subject to 718.110(4), and (8), Florida Statutes, notwithstanding anything contained herein to the contrary, while the Developer is entitled

to appoint a majority of the Board of Directors, the By-Laws may be amended by a Majority of the Board of Directors, provided that such Amendment shall not increase the proportion of common elements nor increase the ownership of Common Elements borne by the Unit Owners or change of Unit Owner's voting rights without the consent of the affected by Unit Owners. Subject to 718.110(4), and (8), Florida Statutes, said Amendment need only be executed and acknowledged by the Developer and the consent of the Unit Owners, the Association, the owner and holder and any lien encumbering a Unit in this Condominium, or any others, shall not be required.

## **ARTICLE XII**

### **AMENDMENTS**

A. Prior to the recording of a Declaration amongst the Public Records of Miami-Dade County, Florida, these Articles may be amended by an instrument in writing signed by all of the Directors and filed in the office of the Secretary of State of the State of Florida. The instrument amending these Articles shall identify the particular Article or Articles being amended and give the exact language of such amendment, and a certified copy of such amendment shall always be attached to any certified copy of these articles and shall be an exhibit to the Declaration upon the recording of any such Declaration.

B. After the recording of the Declaration amongst the Public Records of Miami-Dade County, Florida, these Articles may be amended in the following manner:

1. Notice to the subject matter of the proposed amendment shall be included in the notice of any meeting (whether of the Board or of the Members) at which such proposed amendment is to be considered; and

2. A resolution approving the proposed amendment may be first passed by either the Board or the Members. After such approval of a proposed amendment by one of said bodies, such proposed amendment must be submitted and approved by the other of said bodies. Approval by the Members must be by a vote of a majority of the Members present at a meeting of the membership at which a quorum (as determined in accordance with the By-Laws) is present and approval by the Board must be by a majority of the Directors present at any meeting of the Directors at which a quorum (as determined in accordance with the By-Laws) is present.

C. A copy of each amendment shall be certified by the Secretary of State and recorded amongst the Public Records of Miami-Dade County, Florida.

D. Notwithstanding the foregoing provisions of this Article XII, there shall be no amendment to these Articles which shall abridge, amend or alter the rights of Developer, including the right to designate and select the Directors as provided in Article IX hereof, or the provisions of this Article XII, without the prior written consent therefore by Developer.

E. Except as otherwise provided in Section 718.110(4) and 718.110(8), notwithstanding anything contained herein to the contrary, while the Developer is entitled to appoint a majority of the Board of Directors, these Articles may be amended by a majority of the Board of Directors evidenced by a certificate of the association, provided that such Amendment shall not increase the proportion of common expenses nor decrease the ownership of Common Elements borne by the Unit Owners or change a Unit Owner's voting rights without the consent of the affected Unit Owners. Said Amendment need only be executed and acknowledged by the Association and the consent of the Unit Owners, the owner and holder of any lien encumbering a Unit in this Condominium, {or any others}, shall not be required.

**ARTICLE XIII**

**REGISTERED AGENT**

The name and address of the initial Registered Agent is:

Christopher H. Saia, Esq.  
140 NE 2<sup>nd</sup> Avenue  
Miami, FL 33132

IN WITNESS WHEREOF, the Subscriber has hereunto affixed his signature the day and year set for the below.

Dated: 28 January 07

*Haim Einhorn*  
HAIM EINHORN

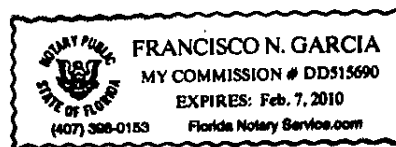
STATE OF FLORIDA            )  
  )SS:  
COUNTY OF INDIAN RIVER    )

I HEREBY CERTIFY that on this day, before me a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared, to me personally known to be the persons described as the Subscribers in and who executed the foregoing Articles of Incorporation, and they acknowledge before me that they executed the same of the purposes therein expressed, and who did take oaths.

WITNESS my hand and official seal in the County and State aforesaid, this 28<sup>TH</sup> day of JANUARY 2008.

(SEAL)

*Francisco N. Garcia*  
Notary Public, State of Florida  
Print name: FRANCISCO N. GARCIA  
Commission No.: DD515690  
My Commission Expires: FEB. 7, 2010





ACKNOWLEDGMENT BY DESIGNATED (REGISTERED) AGENT:

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED NON-PROFIT CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT TO ACT IN THIS CAPACITY, AND AGREE TO COMPLY WITH THE PROVISIONS OF SAID ACT RELATIVE TO KEEPING OPEN SAID OFFICE.

DATED THIS 17 DAY OF January, 2008.

Christopher H. Saia, Esq.

By: \_\_\_\_\_  
(Registered Agent)

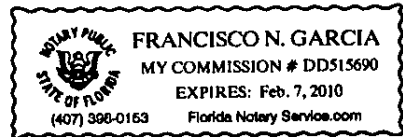
STATE OF FLORIDA )  
COUNTY OF MIAMI-DADE )

I HEREBY CERTIFY that on this 26<sup>TH</sup> day of JANUARY, 2008, personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements, CHRISTOPHER H. SAIA, ESQ., to me known to be the individual described in and who executed the foregoing instruments as registered agent to the Articles of Incorporation of CAPITAL LOFTS AT THE SECURITY BUILDING CONDOMINIUM ASSOCIATION, INC., a Florida non-profit corporation, and he severally acknowledged to me that he signed and executed such instrument for the uses and purposes therein stated.

IN WITNESS WHEREOF, I have set my hand and official seal in the County and State aforesaid on the day and year last above written.

(SEAL)

Francisco N. Garcia  
Notary Public, State of Florida  
Print name: FRANCISCO N. GARCIA  
Commission No.: DD 515690  
My Commission Expires: FEB. 7, 2010



FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
08 FEB - 1 AM 8:31