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**FLORIDA PROFIT/NON PROFIT CORPORATION**

422-428 fernwood road condominium association, inc.

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**ARTICLES OF INCORPORATION OF  
422-428 FERNWOOD ROAD  
CONDOMINIUM ASSOCIATION, INC.  
(a Florida not for profit corporation)**

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

The terms contained in these "Articles" are defined in the Condominium Act, Chapter 718, Florida Statutes, ("Act") as amended through the date of recording the Declaration amongst the Public Records of Miami-Dade County, Florida, shall have the meaning of such terms set forth in such Act.

**ARTICLE I  
NAME, PRINCIPAL AND MAILING ADDRESS**

The name of this Association shall be 422-428 FERNWOOD ROAD CONDOMINIUM ASSOCIATION, INC., whose principal and mailing address is 50 West Mashta Drive, Suite 2, Key Biscayne, Florida 33149.

**ARTICLE II  
PURPOSE OF ASSOCIATION**

The purpose for which this Association is organized is to maintain, operate and manage the Condominium known as 422-428 Fernwood Road Condominium, including the Condominium Property, and to own portions of, operate, lease, sell, trade and otherwise deal with certain of the improvements located therein now or in the future.

**ARTICLE III  
POWERS**

The Association shall have all of the common law and statutory powers of a corporation not for profit, which are not in conflict with the terms of the Act.

**ARTICLE IV  
MEMBERS**

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

A. Membership in the Association shall be established by the acquisition of fee title to a Dwelling Unit as evidenced by the recording of a deed or other instrument of

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conveyance amongst the Public Records, whereupon the Membership of the prior Dwelling Unit Owner shall terminate as to that Dwelling Unit.

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

C. With respect to voting, each Dwelling Unit shall be entitled to one (1) vote, which votes shall be exercised and cast in accordance with the Declaration and the Condominium Documents.

**ARTICLE V**  
**TERM**

The term that this Association is to exist shall be perpetual.

**ARTICLE VI**  
**INCORPORATOR**

The name and address of the Incorporator of these Articles is as follows: Norman T. Roberts, Esq., 50 West Mashta Drive, Suite 4, Key Biscayne, Florida 33149.

**ARTICLE VII**  
**BOARD OF DIRECTORS OF DIRECTORS**

A. The number of initial Directors of the Board of Directors shall be three (3). The number of Directors elected by the Members at and subsequent to the Majority Election Date shall be as provided in Paragraph C and D of this Article VII.

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

<u>NAME</u>	<u>ADDRESS</u>
Roberto Cortes	50 West Mashta Drive, Ste. 2 Key Biscayne, FL 33149
Ernesto Weisson	50 West Mashta Drive, Ste. 2 Key Biscayne, FL 33149
Mark Chatburn	50 West Mashta Drive, Ste. 2 Key Biscayne, FL 33149

Developer reserves the right to designate a successor Director to serve on the Board of Directors.

C. The number of Directors shall be three (3).

D. The following provisions shall govern the right of each Director to vote and the manner of exercising such right:

1. There shall be only one (1) vote for each Director.
2. In the case of deadlock by the Board of Directors, application shall be made to a court of competent jurisdiction to resolve the deadlock.

**ARTICLE VIII**  
**POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

All of the powers and duties of the Association shall be exercised by the Board of Directors in accordance with the provisions of the Act and the Condominium Documents.

**ARTICLE IX**  
**INDEMNIFICATION**

Every Director and Officer of the Corporation shall be indemnified by the Corporation against all expenses and liability, including attorney's fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a Director or officer, whether or not he is a Director or officer at the time such expenses are incurred, except in such cases where the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, provided however, that in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the Director or officer seeking such reimbursement or indemnification, the indemnification herein shall apply only if the Board of Directors approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to but not exclusive of all other rights to which such officer or Director may be entitled.

**ARTICLE X**  
**AMENDMENTS**

The Bylaws and Articles of the Association may be altered, amended or rescinded by the affirmative vote of not less than a majority of the Members present at an annual Members' Meeting or special meeting of the membership and the affirmative approval of a majority of the Board of Directors at a regular or special meeting of the Board of Directors. In the event of a conflict between the provisions of these Articles and the provisions of the Bylaws, the provisions of these Articles shall control.

**ARTICLE XI**  
**REGISTERED OFFICE AND REGISTERED AGENT**

The address of the initial registered office of the Association is 50 West Mashta Drive, Suite 4, Key Biscayne, Florida 33149 and the initial registered agent of the Association at that address shall be Norman T. Roberts, P.A.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 28 day of MAY, 2009.

  
\_\_\_\_\_  
Norman T. Roberts, Incorporator

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED. IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

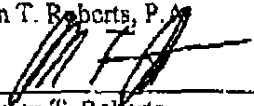
422-428 FERNWOOD ROAD CONDOMINIUM ASSOCIATION, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS, HAS NAMED NORMAN T. ROBERTS, P.A., 50 WEST MASHUA DRIVE, SUITE 4, KEY BISCAVNE, FLORIDA 33149, COUNTY OF MIAMI-DADE, STATE OF FLORIDA, AS IT'S AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

Signature:

  
Norman T. Roberts, Incorporator

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN HIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

Norman T. Roberts, P.A.

By:   
Norman T. Roberts

Date: MAY 28, 2009

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09 MAY 28 AM 11:00  
TALLAHASSEE, FLORIDA

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