

Division of Corporations

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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**HIDEAWAY COVE CONDOMINIUM ASSOCIATION, INC.**

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**ARTICLES OF INCORPORATION  
FOR  
HIDEAWAY COVE CONDOMINIUM ASSOCIATION, INC.**

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*Hideaway Cove Condominium Association, Inc.  
Articles*

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**ARTICLES OF INCORPORATION  
FOR  
HIDEAWAY COVE CONDOMINIUM ASSOCIATION, INC.**

The undersigned incorporator, for the purpose of forming a corporation not for profit pursuant to the laws of the State of Florida, adopts the following Articles of Incorporation (these "Articles").

1. Name. The name of the corporation shall be Hideaway Cove Condominium Association, Inc. (the "Association").
2. Principal Office. The principal office and mailing address of the Association is 4904 SW 72<sup>nd</sup> Avenue, Miami, Florida 33155, or such other place as may be subsequently designated by the Board. All books and records of the Association shall be kept at the principal office or at such other place as may be permitted by Chapters 617 and 720 of the Florida Statutes.
3. Registered Office - Registered Agent. The street address of the Registered Office of the Association is Law Offices of Gustavo M. DeRibeaux, P.A., Attn: Gustavo M. DeRibeaux, 4904 SW 72<sup>nd</sup> Avenue, Miami, Florida 33155. The name of the Registered Agent of the Association is:

LAW OFFICES OF GUSTAVO M. DERIBEAUX, P.A.

4. Definitions. A declaration entitled Declaration of Condominium for Hideaway Cove Condominium (the "Declaration") will be recorded in the Public Records of Miami-Dade County, Florida, and shall govern all of the operations of a Condominium to be known as Hideaway Cove Condominium (the "Condominium"). Unless provided to the contrary in these Articles or unless the context otherwise requires, all initially capitalized terms not defined in these Articles shall have the meanings set forth in the Declaration.
5. Purpose. The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act (the "Act") for the operation, administration, management and maintenance of the Condominium to be developed on property located in Miami-Dade County, Florida. The Association is organized to provide a means of administering the Condominium. The Unit Owners of the Condominium shall automatically be members ("Members") of the Association.
6. Powers and Duties. The powers of the Association shall include and be governed by the following:
  - 6.1. General. The Association shall have all of the common law and statutory powers of a corporation not-for-profit under the laws of the State of Florida, including Chapter 617 and Chapter 718 of the Florida Statutes, that are not in conflict with the provisions of these Articles, the Declaration, the By-Laws or the Act. The Association has the power to perform all duties and obligations as set forth in these Articles, the Declaration and the By-Laws.
  - 6.2. Enumeration. Without limiting the foregoing, the Association shall have all of the powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration and as more particularly described in the By-Laws, the Declaration and these Articles, as they may be amended from time to time, including, but not limited to, the following:
    - 6.2.1. Assessments and Special Assessments. To fix, levy, make, collect and enforce payment of Assessments, Special Assessments and other charges against Unit Owners as provided in the Declaration, and to use the proceeds thereof in the exercise of its powers and duties.
    - 6.2.2. Real and Personal Property. To buy, own, operate, lease, sell, trade and mortgage both real and personal property as may be necessary or convenient in the administration of the Condominium, and to maintain, repair, replace, reconstruct, add to and operate any Condominium Property, and other property acquired or leased by the Association for use by Unit Owners in the Condominium.
    - 6.2.3. Common Elements. To operate, maintain and manage the Common Elements as required by the Declaration.

Hideaway Cove Condominium Association, Inc.  
Article 1

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6.2.4. Insurance. To purchase insurance upon any Condominium Property and insurance for the protection of the Association, its officers, directors and Unit Owners of the Condominium. 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 another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or 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 Article 12.

6.2.5. Rules and Regulations. To make and amend reasonable rules and regulations (the "Rules and Regulations") for the maintenance, conservation and use of any Condominium Property and for the health, comfort, safety and welfare of the Unit Owners in the Condominium.

6.2.6. Enforcement. To enforce by legal means the provisions of the Act, the Declaration, these Articles, the By-Laws, and the Rules and Regulations concerning, among other things, the use of Condominium Property.

6.2.7. Management and Employees. To employ personnel, retain independent contractors, managers, and professional personnel; enter into any supply or service contracts; and contract for the management, operation, administration, and maintenance of the Condominium and, in connection therewith, to delegate powers and duties of the Association to the extent and in the manner permitted by the Declaration, the By-Laws, and the Act.

6.2.8. Approval of Transfers. Approve or disapprove the leasing, transfer, ownership, and possession of Units as provided by the Declaration.

6.2.9. Cable. To contract with a cable operator to provide cable television service on a bulk rate or other basis to Unit Owners.

6.2.10. Common Expenses. To pay all Common Expenses.

6.2.11. General. To have and to exercise any and all powers, rights and privileges which a not-for-profit corporation organized under the laws of the State of Florida may now, or hereafter, have or exercise including, but not limited to, all powers set forth in Chapters 617 and 718 of the Florida Statutes.

6.3. Distribution of Income; Dissolution. The Association shall make no distribution of income to its Members, Directors, or officers, and upon dissolution all assets of the Association shall be transferred only to another not-for-profit corporation or public agency, except in the event of termination of the Declaration.

6.4. Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of these Articles, the Declaration and the By-Laws.

## 7. Unit Owners and Membership.

7.1. Membership. The Members of the Association shall consist of all of the record owners of Units in the Condominium from time to time, including Developer, as further described in the Declaration.

7.2. Assignment. The share of a Unit Owner 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. Upon acquisition of a Unit in the Condominium, the Unit Owner shall automatically become a Member of the Association, and upon the sale of a Unit in the Condominium, membership appurtenant to such Unit shall automatically pass to the subsequent Unit Owner of the Unit. The funds and assets of the Association shall be expended, held or used only for the benefit of the Unit Owners and for the purposes authorized herein, in the Declaration, and in the By-Laws.

7.3. Voting. On all matters upon which the Unit Owners shall be entitled to vote, there shall be only one (1) vote for each Unit, which vote shall be exercised or cast in the manner provided by the By-Laws. Any person or entity owning more than one (1) Unit shall be entitled to one (1) vote for each Unit owned. Notwithstanding the foregoing, no Voting Interest allocated

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to a Unit owned by the Association shall be exercised or considered for any purpose, whether for a quorum, an election or otherwise.

7.4. Prior to Recordation of Declaration. Until such time as the real property comprising the Condominium, and the improvements now and/or to be constructed thereon, are submitted to the condominium form of ownership by recordation of the Declaration in the Public Records of Miami-Dade County, Florida, the membership of the Association (the "Membership") shall be comprised of the Directors of the Association, each of whom shall be entitled to cast a vote on all matters upon which the Membership would be entitled to vote.

8. Term of Existence. The Association shall have perpetual existence.

9. Directors.

9.1. Number and Qualification. The property, business and affairs of the Association shall be managed by a Board of Directors (the "Board") consisting initially of three (3) directors, but subject to change as provided by the By-Laws. Directors appointed or designated by the Developer need not be Unit Owners of the Association or residents of Units in the Condominium. All other directors must be Unit Owners.

9.2. Duties and Powers. All of the duties and powers of the Association existing under the Act, the Declaration, these Articles, and the By-Laws shall be exercised exclusively by the Board, its agents, contractors and/or employees, subject only to approval by Unit Owners when such approval is specifically required by the Declaration, the By-Laws or the Act.

9.3. Election; Removal. Directors shall be appointed, elected, and removed in the manner determined by and subject to the qualifications set forth in the By-Laws. Vacancies on the Board shall be filled in the manner provided in the By-Laws.

9.4. First Directors. The names and addresses of the members of the first Board who shall hold office until their successors are appointed and/or elected and have qualified, as provided in the By-Laws, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Carlos J. Tosca	4904 SW 72 <sup>nd</sup> Avenue Miami, FL 33155
Gustavo DeRibeaux	4904 SW 72 <sup>nd</sup> Avenue Miami, FL 33155
Monica Rodriguez	4904 SW 72 <sup>nd</sup> Avenue Miami, FL 33155

10. Officers. Subject to the direction of the Board, the affairs of the Association shall be administered by the officers holding the offices designated in the By-Laws. The officers shall be elected by the Board and shall serve at the pleasure of the Board. The names and addresses of the current officers who shall serve until their successors are designated by the Board are as follows:

PRESIDENT:	Carlos J. Tosca 4904 SW 72 <sup>nd</sup> Avenue Miami, FL 33155
VICE PRESIDENT:	Gustavo DeRibeaux 4904 SW 72 <sup>nd</sup> Avenue Miami, FL 33155
SECRETARY/TREASURER:	Monica Rodriguez 4904 SW 72 <sup>nd</sup> Avenue Miami, FL 33155

11. Incorporator. The name and address of the incorporator of the Association is as follows:

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Gustavo M. DeRibeaux  
Law Offices of Gustavo M. DeRibeaux, P.A.  
4904 SW 72<sup>nd</sup> Avenue  
Miami, Florida 33155

12. Indemnification. Association shall and does hereby indemnify and hold harmless every Director and every officer, their heirs, executors and administrators, against all loss, cost and expenses reasonably incurred in connection with any action, suit or proceeding to which such Director or officer may be made a party by reason of being or having been a Director or officer of Association, including reasonable counsel fees and paraprofessional fees at all levels of proceeding. This indemnification shall not apply to matters wherein the Director or officer shall be finally adjudged in such action, suit or proceeding to be liable for or guilty of gross negligence or willful misconduct. The foregoing rights shall be in addition to, and not exclusive of, all other rights to which such Director or officers may be entitled.

13. By-Laws. The first By-Laws of the Association shall be adopted by the Board and may be altered, amended or rescinded by the Board, Unit Owners, and/or the Developer as provided in the By-Laws.

14. Amendments. Amendments to these Articles shall be proposed and adopted in the following manner:

14.1. Notice. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered.

14.2. Proposal. A resolution for the adoption of a proposed amendment may be proposed either by a majority of the Board or Unit Owners holding one-third (1/3) of the voting interests in the Association:

14.3. Approval. An amendment shall be approved once it is approved:

14.3.1. by Unit Owners holding a majority of the voting interests in the Association present in person or by proxy at a Members meeting at which a quorum thereof has been attained and by not less than sixty-six and two thirds percent (66-2/3%) of the entire Board; or

14.3.2. by Unit Owners holding eighty percent (80%) of the voting interests in the Association present in person or by proxy at a Members meeting at which a quorum has been attained; or

14.3.3. prior to the date upon which Unit Owners other than Developer control the Board, by not less than one hundred percent (100%) of the entire Board.

14.4. Attendance Not Required. Directors not present in person at the meeting considering the amendment may express their agreement or disagreement in writing, provided that the same is delivered to the Secretary at or prior to the meeting. Such agreement or disagreement may not be used as a vote for or against the action taken and may not be used for the purpose of creating a quorum.

14.5. Limitation. Notwithstanding the foregoing, no amendment shall be made that is in conflict with the Act, the Declaration, or the By-Laws, nor shall any amendment make any changes which would in any way affect any of the rights, privileges, powers, or options provided in these Articles or in the Declaration in favor of or reserved to the Developer unless the Developer shall join in the execution of the amendment.

14.6. Recording. A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of applicable Florida law, and a copy certified by the Secretary of State shall be recorded in the Public Records of Miami-Dade County, Florida.

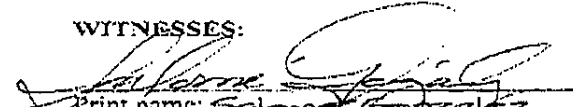
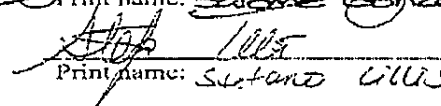
14.7. Developer. The Developer may amend these Articles consistent with the provisions of the Declaration allowing certain amendments to be effected by the Developer alone. This paragraph may not be amended.

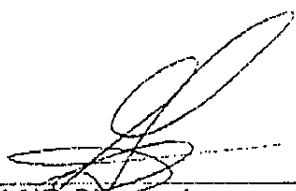
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IN WITNESS WHEREOF. For the purpose of forming this Association under the Laws of the State of Florida, the undersigned, being the Incorporator of this Association, has executed these Articles of Incorporation as of the 15<sup>th</sup> day of October, 2012.

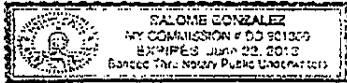
WITNESSES:

  
Print name: Salome Gonzalez  
  
Print name: Gustavo M. DeRibcaux

  
Gustavo M. DeRibcaux, Incorporator

STATE OF FLORIDA                    )  
  ) SS.:  
COUNTY OF MIAMI-DADE         )

The foregoing instrument was acknowledged before me this 15<sup>th</sup> day of October, 2012 by Gustavo M. DeRibcaux, who is personally known to me.

My commission expires: June 22, 2013

  
NOTARY PUBLIC, State of Florida

Print Name: Salome Gonzalez

[ACCEPTANCE OF REGISTERED AGENT APPEARS ON FOLLOWING PAGE]

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THE STATE NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED AND ACCEPTANCE BY REGISTERED AGENT**

In compliance with the laws of the State of Florida, the following is submitted:

That desiring to organize under the laws of the State of Florida with its principal office, as indicated in the foregoing Articles of Incorporation, at the City of Miami, Miami-Dade County, Florida, the Corporation named in such Articles has named the Law Offices of Gustavo M. DeRibcaux, P.A., Attn: Gustavo M. DeRibcaux, 4904 SW 72<sup>nd</sup> Avenue, Miami, Florida 33155 as its statutory registered agent.

The undersigned, having been named the statutory registered agent to accept service of process for the above-stated corporation at the place designated in this certificate, hereby agrees to act in this capacity, is familiar with, and accepts, the obligations of this position and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated this 15<sup>th</sup> day of October, 2012.

LAW OFFICES OF GUSTAVO M. DE RIBEAUX, P.A.

By: 

Name: Gustavo M. DeRibcaux

Title: President

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