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AUTHORIZATION :

*Patricia Pzyto*

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CUSTOMER NO: 9233A

CUSTOMER: Tracey A. Skinner, Esq  
TRACEY A. SKINNER, ESQ

100001454311

Suite 305  
4675 Ponce De Leon Boulevard  
Miami, FL 33146-2113

DOMESTIC FILING

NAME: LES JARDINS CONDOMINIUM  
ASSOCIATION, INC.

ARTICLES OF INCORPORATION  
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY  
 PLAIN STAMPED COPY  
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Debbie Skipper

EXAMINER'S INITIALS: ~~T. BROWN~~ ~~APR 13 1995~~

FILED  
95 APR 12 AM 10:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*195-1802*



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

April 12, 1995

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: LES JARDINS CONDOMINIUM ASSOCIATION, INC.  
Ref. Number: W95000007862

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

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return 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 (904) 487-6932.

Teresa Brown  
Corporate Specialist

Letter Number: 295A00016751

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

LES JARDINS CONDOMINIUM ASSOCIATION, INC.  
(A Florida Corporation Not-For-Profit)

The undersigned by these Articles associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

ARTICLE I

NAME

The name of the corporation shall be LES JARDINS CONDOMINIUM ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Association."

ARTICLE II

PURPOSE

The purpose for which the Association is organized is to provide an entity pursuant to the Condominium Act, Chapter 718, Florida Statutes, (the "Act") for the operation of that certain condominium located in Dade County, Florida, and known as LES JARDINS CONDOMINIUM.

ARTICLE III

DEFINITIONS

The terms used in these Articles shall have the same definitions and meaning as those set forth in the Declaration of Condominium ("Declaration") unless herein provided to the contrary, or unless the context otherwise requires.

ARTICLE IV

POWERS

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

- 4.1 General. 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 provisions of these Articles or of the Act.
- 4.2 Enumeration. The Association shall have all the powers and duties set forth in the Act, these Articles, and the Declaration, and all of the powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration, and as it may be amended from time to time, including but not limited to the following:
  - (a) To make and collect assessments and other charges against members as unit owners, and to use the proceeds thereof in the exercise of its powers and duties.
  - (b) To buy, own, operate, lease, sell and trade both real and personal property as may be necessary or convenient in the administration of the Condominium.
  - (c) To maintain, repair, replace, reconstruct, add to, and operate the Condominium property and other property acquired or leased by the Association for

use by unit owners.

- (d) To purchase insurance upon the Condominium property and any recreation areas and insurance for the protection of the Association, its officers, directors and members as unit owners.
  - (e) To make and amend reasonable rules and regulations for the maintenance, conservation and use of the Condominium property and for the health, comfort, safety and welfare of the unit owners.
  - (f) To approve or disapprove the leasing, transfer, mortgaging, ownership and possession of units as may be provided by the Declaration.
  - (g) To enforce by legal means the provisions of the Act, the Declaration, these Articles, the By-Laws, the Agreement for Deed, and the Rules and Regulations for the use of the Condominium property.
  - (h) To contract for the management and maintenance of the Condominium and to authorize a management agent to assist the Association in carrying out its powers and duties. The Association shall, however, retain at all times the powers and duties granted them by the Condominium Act, including but not limited to the making of assessments, promulgation of rules and execution of contracts on behalf of the Association.
  - (i) To employ personnel to perform the services required for proper operation of the Condominium.
- 4.3 Condominium Property. All funds and the titles of all properties acquired by the Association and their proceeds shall be held for the benefit and use of the members in accordance with the provisions of the Declaration, these Articles, and the By-Laws.
- 4.4 Distribution of Income. The Association shall make no distribution of income to its members, directors or officers.
- 4.5 Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration and the By-Laws.

#### ARTICLE V

##### 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:

- 5.1 Subscriber Members. 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.

Upon the recordation of the Declaration, the Subscriber Members' rights and interests shall be automatically terminated and the 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.

- 5.2 Membership. The members of the Association shall consist of all the record owners of 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.
- 5.3 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.
- 5.4 Voting. On all matters upon which the membership shall be entitled to vote, there shall be only one vote for each unit, which vote shall be exercised or cast in the manner provided by the Declaration and By-Laws. Any person or entity owning more than one unit shall be entitled to one vote for each unit owned. However, only those members who have furnished to the Association a copy of the record evidence of their title shall be entitled to vote in membership meetings.
- 5.5 Meetings. The By-Laws shall provide for an annual meeting of members, and may make provision for regular and special meetings of members other than the annual meeting.

#### ARTICLE VI

##### TERM OF EXISTENCE

The Association shall have perpetual existence.

#### ARTICLE VII

##### SUBSCRIBERS

The names and addresses of the subscribers to these Articles are as follows:

JORGE VALDES	2850 S.W. 103 Ave. Miami, Fl 33165
GERRARDO L. AGUIRRE	7990 S.W. 117 Ave. Suite 137 Miami, Fl 33183
MARIA PALACIOS	7990 S.W. 117 Ave. Suite 137 Miami, Fl 33183

#### ARTICLE VIII

##### 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 of the Association 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 By-Laws may provide for the removal from office of officers, for filling vacancies, and for the duties of the officers. The names of the first officers who shall serve until their successors are designated by the Board of Directors are as follows:

PRESIDENT

JORGE VALDES

SECRETARY

GERRARDO L. AGUIRRE

TREASURER

MARIA PALACIOS

ARTICLE IX

DIRECTORS

- 9.1 Number and Qualification. The property, business and affairs of the Association shall be managed by a board consisting of the number of directors determined by the By-Laws, but which shall consist of not less than three (3) directors. Except for directors appointed by the Developer, all directors must be either members of the Association or residents of a unit in the Condominium.
- 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 of Directors, its agents, contractors or employees, subject only to approval by unit owners when that is specifically required.
- 9.3 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.
- 9.4 Term of Developer's Directors. The Developer of the Condominium shall appoint the members of the first Board of Directors who shall hold office for the periods described in the By-Laws. 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.

The First Board shall serve until the "Initial Election Meeting", as hereinafter described, which shall be held thirty (30) 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).

- 9.5 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 are as follows:

JORGE VALDES	2850 S.W. 103 Ave. Miami, Fl 33165
GERRARDO L. AGUIRRE	7990 S.W. 117 Ave. Suite 137 Miami, Fl 33183
MARIA PLACIOS	7990 S.W. 117 Ave. Suite 137 Miami, Fl 33183

- 9.6 Unit Owners Election of Directors. Within seventy-five (75) days after the Unit Owners, other than the Developer, are entitled to elect a member of the Board of Directors of the Association, the Association shall call, and give not less than sixty (60) days'

notice, an election for the members of the Board of Directors. The election shall proceed as provided in Florida Statutes Chapter 718.112(2)(d). The notice may be given by any Unit Owner if the Association fails to do so. Upon election of the first Unit Owner, other than the Developer, to the Board of Directors, the Developer shall forward to the Division of Condominium the name and mailing addresses of the unit Owner Board Member.

#### ARTICLE X

##### INDEMNIFICATION AND INSURANCE

Every director and every officer of the Association, and every member of the Association serving the Association at its request 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 in connection with any proceeding or any settlement of 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 of the Association or by reason of his serving or having served the Association at its request, whether or not he is a director or officer or is serving at the time such expenses or liabilities are incurred, except when the director, officer or member is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided, that in the event of settlement, the indemnification shall apply only when the Board of Directors approve such settlement and reimbursement as being for the interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such directors or officers may be entitled, whether by statute or common law.

The Board of Directors may, and shall if reasonably available, purchase liability insurance to insure all directors, officers or agents, past or present, against all expenses and liabilities as set forth above. The premiums for such insurance shall be paid by the unit owners as a part of the common expenses.

#### ARTICLE XI

##### BY-LAWS

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 Members 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 States, 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 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. Subject to 718.110(40 and 98), Florida Statutes, said Amendment need only be executed and acknowledged by the Association, through its board of Directors, and the consent of the Unit Owners, the Association, the owner and holder of any lien encumbering a Unit in this condominium, or any others, shall not be required.

## ARTICLE XXI

### AMENDMENTS

Prior to the recording of the Declaration amongst the Public Records of Dade County, Florida, these Articles may be amended only 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.

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

- 12.1 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.
- 12.2 Adoption. A resolution for the adoption of a proposed amendment may be proposed either by a majority of the Board of Directors or by not less than one-third (1/3) of the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing the approval is delivered to the secretary at or prior to the meeting. The approvals must be either:
  - (a) By not less than 66-2/3% of the votes of the entire membership of the Association and by not less than a majority of the Board of Directors; or
  - (b) By not less than 75% of the votes of the entire membership of the Association.
- 12.3 Limitation. Provided, however, that no amendment shall make any changes in the qualifications for membership nor in the voting rights or property rights of members, nor any changes in Sections 4.3, 4.4 and 4.5 of Article IV, 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 is in conflict with the Act or the Declaration, nor shall any amendment make any changes which would in any way affect any of the rights, privileges, powers or options herein provided in favor of or reserved to the Developer, or an affiliate of the Developer, unless the Developer shall join in the execution of the Amendment.
- 12.4 Recording. A copy of such amendment shall be filed with the Secretary of State pursuant to the provisions of the applicable Florida Statutes, and a copy certified by the Secretary of State shall be recorded in the Public Records of Dade County, Florida.
- 12.5 Developer's Right to Amend. Except as otherwise provided in Section 718.110(4) and 718.110(8), Florida Statutes, 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, 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 right 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 be required.

**ARTICLE XIII**

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

The initial registered and principal office address of this corporation shall be at 4675 Ponce de Leon Blvd, Suite 305, Coral Gables, Florida, 33146, with the privileges of having its office and branch offices at other places within or not within the State of Florida. The initial registered agent at that address shall be TRACEY A. SKINNER.

IN WITNESS WHEREOF, the subscribers have affixed their signatures this 10<sup>th</sup> day of April, 1995.

  
\_\_\_\_\_  
JORGE VALDES  
  
\_\_\_\_\_  
GERRARDO L. AGUIRRE  
  
\_\_\_\_\_  
MARIA PALACIOS

STATE OF FLORIDA )  
                          ) ss.  
COUNTY OF DADE )

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared JORGE VALDES, GERRARDO L. AGUIRRE AND MARIA PALACIOS, known to me and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 10<sup>th</sup> day of April, 1995.

My Commission Expires:



  
\_\_\_\_\_  
NOTARY PUBLIC, STATE OF FLORIDA

**ACCEPTANCE**

HAVING BEEN NAMED to accept Service of Process for the above stated corporation, at the place designated in the foregoing Articles, I hereby accept to act in this capacity and agree to comply with the provisions of Florida Statute 48.091 relative to keeping open said office.

  
\_\_\_\_\_  
TRACEY A. SKINNER