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PHONE: (305) 541-3694  
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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

July 11, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: ARCADIA HOUSE CONDOMINIUM PROPERTY OWNERS CONDOMINIUM  
ASSOCIATION, INC.  
REF: W95000013865

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Loria Poole  
Corporate Specialist

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Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314



FLORIDA DEPARTMENT OF STATE  
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Loria Poole  
Corporate Specialist

FAX Aud. #: H95000007622  
Letter Number: 095A00033297

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

ARTICLES OF INCORPORATION FOR  
ARCADIA HOUSE CONDOMINIUM PROPERTY  
OWNERS CONDOMINIUM ASSOCIATION INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
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The undersigned subscribers by these Articles associate themselves for the purpose of forming a corporation not for profit pursuant to the laws of the State of Florida, and hereby adopt the following Articles of Incorporation.

ARTICLE 1  
NAME

The name of the corporation shall be ARCADIA HOUSE CONDOMINIUM PROPERTY OWNERS CONDOMINIUM ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Association", these Articles of Incorporation as the "Articles" and the By-Laws of the Association as the "By-Laws".

ARTICLE 2  
PURPOSE

The terms for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act (the "Act") as it exists on the date hereof for the operation of that certain condominium located in Dade County, Florida, and known as CONDOMINIUM ASSOCIATION FOR ARCADIA HOUSE CONDOMINIUM.

ARTICLE 3  
DEFINITIONS

The terms used in these Articles shall have the same definition, and meaning as those set forth in the Declaration of Condominium to be recorded in the Public Records of Dade County, Florida, unless herein provided to the contrary, or unless the context otherwise requires.

ARTICLE 4  
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, the Declaration, By-Laws or the act.

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Carlos A. Santos II  
6780 Coral Way  
Miami, FL 33155

(305) 441-8848  
FL. Bar NO. 249009

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4.2 Enumeration. The Association shall have all of the power and duties set forth in the Act, except as limited by these Articles, the By-Laws and the Declaration, and all of the power and duties reasonably necessary to operate the Condominium pursuant to the Declaration and as more particular described in the By-Laws as they 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, trade and mortgage both real and personal property.
- (c) To maintain, repair, replace, reconstruct, add to and operate the Condominium Property, and other property acquired or leased by the Association.
- (d) To purchase insurance upon the Condominium and insurance for the protection of the Association, its officers, directors and 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, ownership and possession of Units as may be provided by Declaration.

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- (g) To contract for the management and maintenance of the Condominium Property and to authorize a management agent (who may be an affiliate of the Developer) to assist the Association in carrying out its powers and duties by performing such functions as the submission of proposals, collection of Assessments, preparation of records, enforcement of rules and maintenance, repair and replacement of the Common Elements with such funds as shall be made available by the Association for such purposes. The association and its officers, shall however, retain at all times the power and duties granted 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.
- (h) To employ personnel to inform the services required for the proper operation of the Condominium.

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4.3. Condominium Property. All funds and the title to 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 Bylaws and the Act.

ARTICLE 5  
MEMBERS

- 5.1 Membership. The members of the Association shall consist of all of the record title owners of Residential Units in the Condominium from time to time after termination of the Condominium, shall also consist of those who were members at the time of such termination, and their successors and assigns.
- 5.2 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.
- 5.3 Voting. On all matter upon which the membership shall be entitled to vote, there shall be only one vote for each Residential Unit, which vote shall be exercised or cast in the manner provided by the Declaration and Bylaws. Any person or entity owning more than one Residential Unit shall be entitled to one vote for each Residential Unit owned.
- 5.4 Meetings. The Bylaws shall provide for an annual meeting of members, and may make provisions for regular and special meetings of members other than the annual meeting.

ARTICLE 6

TERMS OF EXISTENCE.

The Association shall have perpetual existence.

ARTICLE 7

SUBSCRIBERS

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

NAME	ADDRESS
Julio Martell	650 Pennsylvania Ave, Miami Beach, Fl
Juan Arcenciabria	650 Pennsylvania Ave, Miami Beach, Fl

H950000076 22

ARTICLE 8

OFFICERS

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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 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 Bylaws may provide for the removal from office of officers; for filling vacancies and for the duties of the officers. The names and addresses of the officers who shall serve until their successor are designated by the Board of Directors are as follows:

President

Julio Martell 650 Pennsylvania Ave. Miami Beach, Fla.

Secretary

Juan Arancibia 650 Pennsylvania Ave., Miami Beach, Fla.

Chairman

Louis Gianone 650 Pennsylvania Ave. Miami Beach, Fla.

ARTICLE 9

DIRECTORS

9.1 Number of Qualification. The property, business and affairs of the Association shall be managed by a board consisting of the number of directors determined in the manner provided in the By-Laws, but which shall consist of not less than three (3) directors. Directors need not be members of the Association or residents of Units 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 Bylaws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by Unit Owners when such approval 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 and subject to the qualifications set forth in the Bylaws. Directors shall be filled in the manner provided by the Bylaws.

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H950000076 22

- 9.4 Terms of Developer's Directors. The Developer of the Condominium shall appoint the members of the first Board of Directors and their replacements who shall hold office for the periods described in the Bylaws.
- 9.5 First Directors. The names and addresses of the member of the first Board of Directors who shall hold office until their successors are elected and have taken office, as provide in the Bylaws, are as follows:

NAME	ADDRESS
Julio Martell	650 Pennsylvania Ave, Miami Beach, Fla.
Juan Arenco <b>sb</b> ia	650 Pennsylvania Ave, Miami Beach, Fla.
Louis Gianone	650 Pennsylvania Ave, Miami Beach, Fla.

ARTICLE 10  
INDEMNIFICATION

- 10.1 Indemnify. The Association shall indemnify any person who was or is a party or is threatened, pending to be made a party to any threatened, pending or contemplated action suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, employee, officer or agent of the Association, against expenses (including attorney's and appellate attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless (a) a court of competent jurisdiction determines, all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith, nor in a manner he reasonable cause to believe his conduct was unlawful, and (b) such court further specifically determines that indemnification should be defined. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not of itself, create a presumption that the person did not act in good faith and in a manner in which he reasonably believed to be in good faith and in a manner in which he reasonable cause to believe that his conduct was unlawful.

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AMENDMENTS

Amendment to these Articles shall be proposed and adopted in the following manner:

H950000076 22

- 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 amended 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 the Association. Directors present at a meeting may not vote by proxy nor may their approval in writting be counted towards a quorum and members not present in person or by proxy at the meeting considering the amendment may express their approval in writting, providing the approval is delivered to the secretary at or prior to the meeting. The approvals must be:
  - a) by not less than a majority of the votes of all of the members of the Association represented at a meeting at which a quorum has been attained.
  - b) after a control of the Association has been turned over to the Unit Owners other than the Developer, by not less than eighty percent (80%) of the votes of the members of the Association represented at a meeting.
- 12.3 Limitation. No amendment shall make any changes in the qualifications for membership, nor in the voting rights or property rights of member, nor any changes in Section 4.3,4.4,or 4.5 of Article 4, entitled "Powers", without the approval in writing of 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, the Declaration or the Bylaws, 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 affiliate of the Developer, unless the Developer, shall join in the execution of the amendment. No amendment to this paragraph 12.3 shall be effective.
- 12.4 The developer may amend these Articles consistent with the provisions of the Declaration allowing certain amendments to be effected by the Developer alone.
- 12.5 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 Dade County, Florida.

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- 10.2 Expenses. To the extent that a director, officer, employee, or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in section 10.1 above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorney's fees and appellate attorney's fees) actually and reasonably incurred by him in connection therewith.
- 10.3 Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the affected director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be determined by the Association as authorized in this Article 10.
- 10.4 Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of members or otherwise, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and personal representative of such person.
- 10.5 Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was director, officer, employees or agent of another corporation, partnership, joint venture, trust or other enterprises incurred by him any such, whether or not the Association would have the power to indemnify him against such liability under the provision of this Article.
- 10.6 Amendment. Anything to the contrary herein notwithstanding the provisions of this Article 10 may not be amended without the prior written consent of all persons whose interest would be adversely affected by such amendment.

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## ARTICLE 11

## BY-LAWS

The first Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided in the Bylaws and the Declaration.

ARTICLE 13  
INITIAL REGISTERED OFFICE: ADDRESS  
AND NAME OF REGISTERED AGENT

The initial registered office of this coporation shall be at 640-650 Pennsylvania Ave. Miami Beach, Fla with the privilege of having its office and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Julio Martell

IN WITNESS WHEREOF, the Subscribers have affixed their signatures the day and year set forth below.

Julio Martell  
Julio Martell

STATE OF FLORIDA )  
                          ) SS:  
COUNTY OF DADE )

The forgoing instrument was acknowledged before me this 3rd day of July 1995.

my commission expires:

Maria E. Santos  
NOTARY PUBLIC  
PRINT NAME:



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

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

FIRST-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 640-650 Pennsylvania Ave. Miami Beach Florida, County of Dade, Florida, the coporation named in the said articles has named Julio Martell 640-650 Pennsylvania Avenue, Miami Beach, Florida County of Dade, State of Florida as its statutory registered agent.

Having been named the statutory agent of said coporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Julio Martell  
Registered Agent

DATED this 3rd day of July 1995.

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TALLAHASSEE, FLORIDA

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