

# N96000003073

Sunstate Research  
Requestor's Name

PO Box 11271  
Address

Tallahassee FL  
City/State/Zip Phone #

300001856673  
-06/10/96--01013--023  
♦♦♦♦122.50 ♦♦♦♦122.50

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1 GB Villas Homeowners Association, Inc.  
(Corporation Name) (Document #)

2 \_\_\_\_\_  
(Corporation Name) (Document #)

3 \_\_\_\_\_  
(Corporation Name) (Document #)

4 \_\_\_\_\_  
(Corporation Name) (Document #)

Walk in

Pick up time \_\_\_\_\_

Certified Copy

Mail out

Will wait

Photocopy

Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input checked="" type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R. A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials 6/10/96

FILED  
96 JUL 10 10 3 21

**ARTICLES OF INCORPORATION  
OF  
GB VILLAS HOMEOWNERS ASSOCIATION, INC.**

The undersigned, for the purpose of forming a corporation not for profit pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation:

**ARTICLE I  
DEFINITIONS**

The words and phrases used in these Articles of Incorporation which are defined in the Declaration of Protective Covenants, Conditions and Restrictions for GB Villas (the "Declaration") to which these Articles of Incorporation will be attached as an Exhibit, shall have the same meaning as such words and phrases have in the Declaration, unless the context provides otherwise. The terms defined in the Declaration are incorporated herein by reference.

**ARTICLE II  
NAME AND ADDRESS**

The name of the corporation shall be GB VILLAS HOMEOWNERS ASSOCIATION, INC., a Florida corporation not for profit, which is hereinafter referred to as the "Association." The principal place of business and mailing address of the Association shall be: 601 Brickell Key Drive, Suite E, Florida 33131.

**ARTICLE III  
PURPOSES AND POWERS**

The objectives and purposes of the Association are to own, operate, manage, and administer those portions of real property, and to perform those objectives and purposes, as are authorized by the Declaration recorded (or to be recorded) in the Public Records of Dade County, Florida, and amendments filed in accordance therewith and as set forth in these Articles of Incorporation and the Bylaws of the Association.

The Association is not organized for profit and no part of the net earnings, if any, shall inure to the benefit of any GB Villas Member or other Person.

The Association shall have the power to contract for the management of the Association and to delegate to the party with whom such contract has been entered into the powers and duties of the Association, except those which require specific approval of the Board of Directors or GB Villas Members.

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 these Articles, the Bylaws or the Declaration. The Association shall also have all of the powers necessary to implement the purposes of the Association and to provide for the general health and welfare of its membership.

The Association is NOT a condominium association under Chapter 718, Florida Statutes.

**ARTICLE IV  
MEMBERS AND VOTING RIGHTS**

Section 1. Membership. Every Person who is a record Owner of a fee interest in any Lot which is or is at any time made subject to the Declaration shall be a GB Villas Member of the Association, provided that any such Person who holds such interest merely as a security for the performance of an obligation shall not be a Member. Membership in the Association

and transfer thereof shall be upon such terms and conditions as is provided for in the Declaration, Bylaws or these Articles.

Section 2. Classes of Membership. The Association shall have three classes of voting GB Villas Members:

(a) Class A. The Class A Members shall consist of all Owners of Lots subject to the Declaration, except the Class B and Class C Members.

(b) Class B. The Class B Member is the Declarant.

(c) Class C. The Class C Member is the Land Owner.

Section 3. Votes per Lot. Class A Members shall be entitled to one membership interest and one vote for each Lot owned; provided, however, when more than one Person holds title to a Lot, all such Persons shall be GB Villas Members, and the vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any such Lot. The Class B Member shall be entitled to five votes for each Lot owned. The Class C Member shall be entitled to five votes for each Lot owned.

Section 4. Conversion of Class B Membership Interests. Class B membership shall cease and be deemed converted to Class A memberships upon the happening of one of the following, whichever first occurs (termination of the "Class B Control Period"):

- (a) Three months after 90 percent of all the Lots indicated on the Site Plan, as same may be amended from time to time, have been conveyed by Declarant to Lot Owners other than Declarant or December 31, 2001, or
- (b) At such earlier date as Declarant shall determine in its sole discretion.

The Declarant shall be entitled to elect at least one member of the Board of Directors of the Association as long as Declarant holds for sale in the ordinary course of business at least five percent of the Lots in both phases of GB Villas. After the Declarant relinquishes control of the Association, the Declarant may exercise the right to vote any Declarant-owned voting interests in the same manner as any other member, except for purposes of reacquiring control of the Association or selecting the majority of the members of the Board of Directors.

Notwithstanding anything provided herein, the Class B membership shall exist until termination of the Class B Control Period even though Declarant may not own any Lots.

Section 5. Class C Membership Interests. Class C Memberships shall exist as long as Land Owner owns any of the Lots described in Exhibit A-1 to the Declaration.

Section 6. Multiple Ownership.

(a) If there is more than one GB Villas Member with respect to a Lot as a result of the fee interest in such Lot being held by more than one Person, such GB Villas Members collectively shall be entitled to only one vote. The vote of the Owners of a Lot owned by more than one Person shall be cast by the person ("Voting Member") named in a certificate signed by all of the Owners of the Lot, or, if appropriate, by properly designated officers, partners or principals of the respective legal entity, and filed with the Secretary of the Association, and such certificate shall be valid until revoked by a subsequent such certificate. If such certificate is not filed with the Secretary of the Association, the vote of such Lot shall not be considered.

(b) Notwithstanding the provisions of Section 5(a) above, whenever any Lot is owned by a husband and wife, they may, but shall not be required to, designate a Voting Member. If a proxy or certificate designating a Voting Member is not filed by the husband and wife, the following provisions shall govern their right to vote:

(1) When both husband and wife are present at a meeting, each shall be regarded as the agent and proxy of the other for purposes of casting the vote for each Lot owned by them. If they are unable to concur in their decision upon any subject requiring a vote, they shall lose their right to vote on that subject at that meeting.

(2) When only one spouse is present at a meeting, the spouse present may cast the Lot vote without establishing the concurrence of the other spouse, absent any prior written notice to the contrary to the Association by the other spouse. In the event of prior written notice to the contrary to the Association by the other spouse, the vote of said GB Villas Member shall not be considered.

(c) When neither spouse is present, the person designated in a proxy or certificate signed by either spouse may cast the vote, absent any prior written notice to the contrary to the Association by the other spouse or the designation of a different Voting Member by the other spouse. In the event of prior written notice to the contrary to the Association or the designation of a different Voting Member by the other spouse, the vote of said GB Villas Member shall not be considered.

Section 7. Meetings of GB Villas Members. The Bylaws of the Association shall provide for an annual meeting of GB Villas Members, make provision for regular and special meetings of GB Villas Members other than the annual meeting and set the quorum requirements for meetings of the GB Villas Members.

Section 8. No Transfer or Hypothecation. No GB Villas Member may assign, hypothecate or transfer in any manner his membership in the Association except as an appurtenance to his Lot.

Section 9. Loss of Membership. Any GB Villas Member who conveys or loses title to a Lot by sale, gift, judicial decree or otherwise shall, immediately upon such conveyance or loss of title, no longer be a GB Villas Member with respect to such Lot and shall lose all rights and privileges of a GB Villas Member resulting from ownership of such Lot.

#### **ARTICLE V** **CORPORATE EXISTENCE**

The Association shall have perpetual existence.

#### **ARTICLE VI** **BOARD OF DIRECTORS**

Section 1. Management by Directors. The property, business and affairs of the Association shall be managed by a Board of Directors, which shall consist of not less than three persons and no more than five persons. The number of Directors if in excess of three persons shall be determined by the membership. A majority of the Directors in office shall constitute a quorum for the transaction of business. The Bylaws shall provide for meetings of Directors.

Section 2. Original Board of Directors. The names and addresses of the first Board of Directors of the Association, who

shall hold office until the first annual meeting of GB Villas Members (which first annual meeting of the GB Villas Members shall not occur until 1997) and thereafter until qualified successors are duly elected and have taken office, shall be as follows:

<u>Name</u>	<u>Address</u>
Jose Luis Llanes	601 Brickell Key Drive Suite E, Miami, Florida 33131
Juan Pablo Bannatyne	601 Brickell Key Drive Suite E, Miami, Florida 33131
Eduardo Avila	601 Brickell Key Drive Suite E, Miami, Florida 33131

Section 3. Election of GB Villas Members of Board of Directors. Except for the original Board of Directors, Directors shall be elected by the GB Villas Members of the Association at the annual meeting of the membership as provided in the Bylaws of the Association, and the Bylaws may provide for the method of voting in the election and for removal from office of Directors. All Directors and officers (other than the initial Directors who may be re-elected from time to time) shall be GB Villas Members or shall be authorized representatives, officers or employees of Declarant or Land Owner. The election of Directors shall be by voting as provided in accordance with the Bylaws. All persons nominated for membership by Declarant or Land Owner, or its Voting Members to the Board of Directors, shall be deemed to be an authorized representative, officer or employee of Declarant or Land Owner, as applicable. During the Class B Control Period, no Director need be a GB Villas Member.

Section 4. Duration of Office. Persons elected to the Board of Directors shall hold office until the next succeeding annual meeting of GB Villas Members and thereafter until qualified successors are duly elected and have taken office.

Section 5. Vacancies. If a Director elected by the general membership shall for any reason cease to be a Director, the remaining Directors so elected may elect a successor to fill the vacancy for the balance of the unexpired term.

Section 6. Compensation. Directors and officers, as such, shall receive no compensation for their services.

Section 7. Release of Certain Directors and Officers. Upon the resignation of a Director who was on the original Board of Directors, or a Director elected during such period of time that Declarant or Land Owner holds a majority of the votes of the Association, or upon the resignation of an Officer who was one of the original Officers as designated in these Articles, or an officer of the Association elected during such period of time that Declarant and/or Land Owner holds a majority of the votes of the Association, such resignation shall operate to and shall remise, release, acquit, satisfy and forever discharge such officer or Director of and from any and all manner of action and actions, cause and causes of action, suits, debts, dues, sums of money, accounts, reckonings, bonds, bills, specialties, covenants, contracts, controversies, agreements, promises, variances, trespasses, damages, judgments, and executions which the Association or GB Villas Members had, now have or hereafter have or which any personal representative, successor, heir or assign of the Association or GB Villas Members hereafter can, shall or may have against said Officer or Director for, upon or by reason of any matter, cause or thing whatsoever from the beginning of the world to the day of such resignation, except for such Director's or officer's willful misconduct or gross negligence.

**ARTICLE VII**  
**OFFICERS**

Section 1. Officers Provided For. The Association shall have a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time elect. One person may not hold more than one office, except for the offices of Secretary and Treasurer. During the Class B Control Period, no officer need be a GB Villas Member.

Section 2. Election and Appointment of Officers. The officers of the Association, in accordance with any applicable provision of the Bylaws, shall be elected by the Board of Directors for terms of one year and thereafter until qualified successors are duly elected and have taken office. The Bylaws may provide for the method of voting in the election, for the removal from office of officers, for filling vacancies and for the duties of the officers. The President and Vice President shall be Directors; other officers may or may not be Directors of the Association. If the office of President shall become vacant for any reason, or if the President shall be unable or unavailable to act, any Vice President shall automatically succeed to the office or perform its duties and exercise its powers. If any office other than that of the President shall become vacant for any reason, the Board of Directors may appoint an individual to fill such vacancy until the next election of Directors.

Section 3. First Officers. The names and addresses of the first officers of the Association, who shall hold office until their successors are duly elected and have taken office, shall be as follows:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President	Jose Luis Llanes	601 Brickell Key Drive Suite E, Miami, FL 33131
Vice President	Juan Pablo Bannatyne	601 Brickell Key Drive Suite E, Miami, FL 33131
Secretary/ Treasury	Eduardo Avila	601 Brickell Key Drive Suite E, Miami, FL 33131

**ARTICLE VIII**  
**BYLAWS**

The Board of Directors shall adopt Bylaws consistent with these Articles of Incorporation. Such Bylaws may be altered, amended or repealed by the membership in the manner set forth in the Bylaws.

**ARTICLE IX**  
**AMENDMENTS**

Section 1. Manner of Amendment. Amendments to these Articles of Incorporation shall be proposed and approved by the Board of Directors and thereafter submitted to a meeting of the membership of the Association for adoption or rejection by the same vote of the GB Villas Membership as required to amend the Bylaws, provided that no amendment shall be effective which would affect the rights of the Class B Member or Class C Member without the approval of the Class B Member and/or Class C Member, as applicable, and no amendment shall be effective which will adversely affect the rights of any Institutional Mortgagee without the prior written consent of such Institutional Mortgagee or affect the rights of Land Owner without the prior written consent of Land Owner. No amendment shall be made to these Articles of Incorporation which shall in any manner reduce, amend, affect or modify the terms, conditions, provisions, rights

and obligations set forth in the Declaration. Any amendment to these Articles shall be filed with the Secretary of State of the State of Florida, and a certified copy of such amendment from the Secretary of State shall be recorded in the Public Records of the County.

Section 2 Conflict. In case of any conflict between these Articles of Incorporation and the Bylaws, these Articles shall control; and in case of any conflict between these Articles of Incorporation and the Declaration, the Declaration shall control.

#### **ARTICLE X INCORPORATOR**

The name and address of the incorporator to these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Robert M. Haber	520 Brickell Key Drive, Suite O-305 Miami, Florida 33131

#### **ARTICLE XI INDEMNIFICATION**

Section 1. Indemnity. The Association shall indemnify any Person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, or 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 attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or misfeasance or malfeasance in the performance of his duty to the Association, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that despite the adjudication of liability, but in view of all of the circumstances of the case, such Person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper. 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 which he reasonably believed to be in or not opposed to the best interests of the Association, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

Section 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 1 above or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees, appellate attorneys' fees and court costs) reasonably incurred by him in connection therewith.

Section 3. Approval. Any indemnification under Section 1 above (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the Director, officer,

employee or agent is proper under the circumstances because he has met the applicable standard of conduct set forth in Section 1 above. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (b) if such quorum is not obtainable, or, even if obtainable, if a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion, or by a majority of the GB Villas Members.

Section 4. Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount, unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized in this Article.

Section 5. 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 bylaw, agreement, vote of GB Villas Members or otherwise, both as to action in his official capacity while holding such office 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, executors and administrators of such person.

Section 6. Insurance. 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 the Association, or is or was serving at the request of the Association as 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 this Article.

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

The initial registered office of this corporation shall be at 520 Brickell Key Drive, Suite O-305, Miami, Florida 33131, 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 Robert M. Haber.

**ARTICLE XIII**  
**DISSOLUTION**

The Association may be dissolved, consistent with the applicable provisions of Florida Statutes, upon petition having the assent given in writing and signed by not less than three-fourths of each class of GB Villas Members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be disposed of in accordance with Florida law.

**ARTICLE XIV**  
**NO STOCK OR DIVIDENDS**

There shall be no dividends to any of the GB Villas Members. This Association shall not issue shares of stock of any kind or nature whatsoever.



IN WITNESS WHEREOF, the incorporator has hereunto set his hand this 7<sup>th</sup> day of June, 1996.

*Robert M. Haber*  
Robert M. Haber

STATE OF FLORIDA     )  
                                  )   SS  
COUNTY OF DADE     )

The foregoing instrument was acknowledged before me this 7<sup>th</sup> day of June, 1996, by Robert M. Haber, who is personally known to me or who has produced \_\_\_\_\_ as identification and who did not take an oath.

*Kathleen DeLauri*  
NOTARY PUBLIC, State of  
Florida



KATHLEEN DELAURI  
My Commission CC 403038  
Expires Aug. 24, 1997  
Bonded by HAI  
800-422-1088

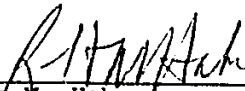
\_\_\_\_\_  
Name of Notary Public  
My Commission Expires:

**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:

That desiring to operate 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, County of Dade, State of Florida, the corporation named in said Articles has named Robert M. Haber, 520 Brickell Key Drive, Suite O-305, Miami, Florida 33131, as its statutory registered agent.

Having been named the statutory agent of the above corporation 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.

  
\_\_\_\_\_  
Robert M. Haber

DATED this 7<sup>th</sup> day of June, 1996.

FILED  
JUN 10 1996  
12 0 3 01 1996 96