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MARIA ANTONIA GUITIAN

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P.O. Box 144555
Coral Gables, Fl. 33144

July 24th, 1996

Ms. Loria Poole
Corporate Specialist
Florida Department of State
Division of Corporations
P.O.Box 6327
Tallahassee, Florida 32314

RE: Paraiso Condominium Association, Inc.

*Sen Mary V.
1000 W. 28 St
Apt 5
Fla. 33010*

Dear Ms. Poole:

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Please find enclosed the Order of the Court on the Petition for Conversion of the Profit Corporation to the Not-For Profit. Also find enclosed the new Articles of Incorporation. Please advise me what other documents you need to comply with the Division of Corporations.

Should you have any questions, please do not hesitate to contact.

Very truly yours,

Maria A Guitian

Maria A. Guitian, Esq.

MAG/wp
Enclosures
cc: Victoriano Benitez

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TALLAHASSEE, FLORIDA

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IN THE CIRCUIT COURT IN AND FOR DADE COUNTY, FLORIDA

GENERAL JURISDICTION DIVISION

CASE # 96-10947 CA 20

IN RE: THE MATTER OF

PARAISO CONDOMINIUM
ASSOCIATION, INC.,

ORDER ON PETITION FOR CONVERSION TO A NOT FOR PROFIT CORPORATION

THIS CAUSE having come before the Court on the Petition of
PARAISO CONDOMINIUM ASSOCIATION, INC. by and through its
President, VICTORIAN BENITEZ and the Court having been advised on
the premises and having reviewed the Court file,

ORDERS AND ADJUDGES as follows:

1. PARAISO CONDOMINIUM ASSOCIATION, INC.'s Petition for
Conversion to a Not for Profit Corporation is hereby granted.

2. The Department of State, Division of Corporation is
hereby directed to convert the status of the Corporation,
pursuant to Florida Statute Section 617.1806 to a Not for Profit
Corporation and accept the New Articles of Incorporation.

DONE AND ORDERED, in Chambers at Miami, Dade County,
Florida on this 18th day of June, 1996.

Alan L. Foster
Circuit Court Judge

STATE OF FLORIDA, COUNTY OF DADE
HARVEY RUBIN, CLERK, of Circuit and County Courts
Deputy Clerk



ARTICLES OF INCORPORATION

OF

PARAISO CONDOMINIUM ASSOCIATION, INC.

PARAISO CONDOMINIUM ASSOCIATION, INC. a Florida No-Stock
Non-Profit Membership Corporation.

By these Articles, the undersigned hereby associate
themselves for the purposes of forming a corporation not-for-
profit under Chapter 718, Florida Statutes, and certify as
follows:

ARTICLE I
NAME AND DEFINITIONS

The name of the corporation shall be PARAISO CONDOMINIUM
ASSOCIATION, INC. For convenience, the corporation shall be
referred to in this instruments as the "ASSOCIATION", and the
terms used herein shall have the meaning for each stated in
the Declaration of Condominium of PARAISO CONDOMINIUM
ASSOCIATION, INC. (hereinafter referred to as the "Declaration
of Condominium"), as said condominium is described below, unless
the context otherwise requires or unless otherwise stated in
these Articles.

ARTICLE II
PURPOSE

A. The purpose for which the Association is organized is
to provide an entity pursuant top Section 718.111 of the
Condominium Act for the operation of Paraiso Condominium
Association to be located on any part or all of the following
property in Dade County, Florida:

See Schedule "I" attached hereto

B. The Association shall pay no dividend, and shall
distribute no part of its income to its members, Directors or
officers. Nevertheless, the Association may pay compensation
in a reasonable amount to its members, Directors, and officers
for services rendered, and it may confer benefits upon its
members in conformity with the purposes of the Association.
Upon termination of the Condominium, the Association may make
distribution to its members as permitted by Law, and no such
payment, benefit or distribution shall be deemed to be a dividend
or distribution on income.

ARTICLE III
POWERS

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

Prepared By: Maria A. Gutierrez, Esq.
Fla Bar 813966
814 Ponce De Leon Blvd. #506
Coral Gables, Fl 33134
(305) 446-8185

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A. 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 purposes of the Association, in the terms of these Articles, the Declaration of Condominium, and the Condominium Act.

B. In furtherance of the purposes of the Association, the Association shall have all of the powers and duties set forth in the Condominium Act, and all of the powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration as presently drafted and as it may be amended from time to time, including but not limited to the following irrevocable rights, powers and authority:

1. To make and collect Assessments and Special Assessments against members as Unit Owners to defray the costs, expenses and losses of the Condominium.

2. To use the proceeds of Assessments and Special Assessments in the exercise of its powers and duties.

3. To maintain, repair, replace and operate the Condominium Property, which shall include the irrevocable right to access to each Unit from time to time during reasonable hours as may be necessary for such maintenance, repair and replacement of any Common Elements therein or accessible therefrom, or for the making of emergency repairs therein to prevent damage to the Common Elements or to another Unit or Units.

4. To purchase insurance upon the Condominium Property and insurance for the protection of the Association and its members as Unit Owners.

5. To reconstruct improvements after casualty and to construct further improvements of the Condominium Property.

6. To make and amend reasonable regulations respecting the use of the Condominium Property.

7. To enforce by legal means the provisions of the Condominium Act, the Declaration of Condominiums, these Articles, the By-Laws of the Association and the regulations for the use of the property in the Condominium, including the imposition of fines and penalties for violations.

8. To contract for the management and maintenance of the Condominium Property and to authorize a management agent 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, regulations and maintenance, repair and replacement

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if the common elements with funds as shall be made available to the Association for such purposes. The Association and its officers shall, however, retain at all times the powers and duties granted by the Condominium documents and the Condominium Act, as amended, from time to time, including but not limited to the making of assessments, promulgation of rules and execution of contracts on behalf of the Association.

9. To employ personnel for reasonable compensation to perform the services required for proper administration and operation of the Association.

10. To pay taxes and assessments which are liens against any part of the Condominium other than individual Units (unless the individual Units or Units are owned by the Association and the appurtenances thereto, and to assess the same against the Units subject to liens for such purposes.

11. To pay the cost of all power, water, sewer, trash, garbage and other utility services rendered to the Condominium and not billed to owners of individual units.

12. Subject to the restrictions contained in the Declaration, to borrow money and to pledge and mortgage the assets and revenues of the Association as security for loans made to the Association or for any other indebtedness of the Association.

13. Subject to any restrictions in the Declaration, to acquire, own, lease, operate, trade or sell property including real estate.

14. To invest the funds of the Association in Certificates of Deposits, money market funds, bank repurchase plans, or any other reasonable investment.

15. To adopt and establish By-Laws for the operation of the Condominium Property and the Association.

C. Subject to the restrictions set forth in the Declaration of Condominium, the Association shall have the power to purchase a Unit or Units and to hold, lease, mortgage and convey the same.

ARTICLE IV MEMBERS

A. The members of the Association shall consist of all of the Unit Owners of record in the Condominium; and after termination of the Condominium the membership shall consist of those who are members at the time of such termination and

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their successors and assigns.

B. Change of ownership in the Association shall be established by recording in the Public Records of Dade County, Florida, a deed or other instrument establishing record title to a Condominium Parcel and the delivery to the Association of a true copy of such instrument. The new Unit Owner designated by such instrument shall thereupon become a member of the Association and the membership of the prior Unit Owner shall thereby be terminated.

C. The Share of a member in the funds and assets of the Association cannot be assigned, mortgaged or transferred in any manner except as an appurtenance of his unit.

D. In connection with the membership in the Association, on all matters upon which the membership is entitled to vote, the Owner(s) of each Condominium Parcel shall be entitled to one vote per Condominium Parcel owned. The manner of exercising voting rights shall be determined by the By-Laws of the Association.

ARTICLE V DIRECTORS

A. The Property, business and affairs of the Association shall be managed by a Board of Directors consisting of the number of Directors determined by the By-Laws, but which shall consist of four (4) directors until the first election of Directors from the membership in accordance with Section 718.301 (1) of the Condominium Act, at which time the Board shall be increased to five (5) members; thereafter until the "Transfer of Association Control" (Florida Statute Section 718.301), the Board shall consist of five (5) members. Thereafter the Board shall consist of no less than three (3) members but no more than seven (7) members and the size shall be determined by the Board of Directors in accordance with the By-Laws of the Association. The Directors shall be elected from among the Unit Owners. If a Unit Owner shall be a corporation, partnership, or Trust, then an Officer or partner or beneficiary of such Unit Owner may qualify as a Director.

B. Directors shall be designated or elected and removed and vacancies on the Board of Directors shall be filled as provided by the By-Laws.

C. The names and addresses of the three (3) members of the first Board of Directors, who shall hold office until the election or appointment of their successors are as follows:

VICTORIANO BENITEZ

JOSE MONTESINO

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1000 W. 28th St.
Unit 5
Hialeah, Florida 33010

1000 W. 28th St.
Unit 11
Hialeah, Florida 33010

Candida Alonso
1000 W. 28th Street #6
Hialeah, Fl. 33010

ARTICLE VI OFFICERS

The affairs of the Association shall be administered by the President, Vice President, Secretary and Treasurer and any other officers designated in accordance with the By-Laws. The office of President, Vice President, Secretary and Treasurer may be held by one individual. The names and addresses of the officers, who shall serve until the election or appointment of their successors, are as follows:

President: Jose Montesino, 1000 W. 28th St. Unit 11
Hialeah, Fl. 33010

Vice-President: Candida Alonso 1000 W 28th St. #6
Hialeah, Fl. 33010

Treasurer: Victoriano Benitez, 1000 W 28th St. #5
Hialeah, Fl. 33010

Officers shall be elected yearly by the Board of Directors from among the members of the Board at each Annual Meeting of the Board of Directors, unless otherwise provided for in the By-Laws of the Association.

ARTICLE VII INDEMNIFICATION AND INSURANCE

Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him or her in connection with any proceeding(s) or any settlement(s) of any proceeding(s) to which he or she may be a party or in which he or she may become involved by reason of his being or having been a Director or officer of the Association, whether or not he or she is a Director or officer at the time such expenses are incurred, except when the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties; provided that in the event of settlement, the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interests of the Association.

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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.

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

ARTICLE VIII BY-LAWS

The first By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded by the Board of Directors or the members of the Association as provided in the By-Laws.

ARTICLE IX AMENDMENTS

Amendments to these Articles of Incorporation shall be proposed and adopted in the following manner:

A. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting of the members of the Board of Directors at which a proposed amendment is considered.

B. A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by members owning twenty percent (20%) or more of the Condominium parcels. Members not present in person or by proxy at the meeting to consider the amendment may express their approval in writing, provided such approval is delivered to the Secretary prior to such meeting. Except as provided in Section F of this Article IX, a resolution adopting a proposed amendment must bear the approval of not less than a majority of the Board of Directors and the members owning not less than fifty-one percent (51%) of the Condominium parcels.

C. In the alternative, an amendment may be made by an agreement signed and acknowledged by all the record Owners of Condominium Parcels in the manner required for the execution of a deed.

D. No amendment shall make any changes in the qualifications for membership nor the voting rights of the members, without approval in writing by all members and the written consent of all Institutional Mortgages. No amendment that is in conflict with the Condominium shall be made, or, if made, shall be of force and effect.

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E. A copy of each amendment shall be certified by the Secretary of State, State of Florida, and be recorded in the Public Records of Dade County, Florida.

F. Section B of this Article XI notwithstanding, until such time as Unit Owners lawfully elect a majority of the Directors, amendments to these Articles of Incorporation may be adopted at any meeting of the Board of Directors by a majority vote of the Board of Directors.

ARTICLE X
TERM

The term of the Association shall be perpetual.

ARTICLE XI
SUBSCRIBERS

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

Jose Montesino
1000 W. 28th St. # 11
Hialeah, Fl. 33010

Victoriano Benitez
1000 W. 28th St. #5
Hialeah, Fl. 33010

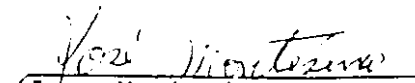
Candida Alonso
1000 W. 28th St. # 6
Hialeah, Fl. 33010

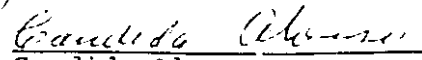
ARTICLE XII
INITIAL REGISTERED AGENT /PRINCIPAL OFFICE

The initial *PRINCIPAL* office of the Association is P.O. Box 523532, Miami, Florida 33152 and the initial registered agent of the Association is Maria Antonia Guitian, Esq. 814 Ponce De Leon Boulevard, Suite 506, Coral Gables, Florida 33134. The Association retains the privilege of having its offices outside of the Condominium parcels and property.

IN WITNESS WHEREOF, the subscribers have hereunto affixed their signatures this 11th day of January, 1996.


Victoriano Benitez


Jose Montesino


Candida Alonso

SCHEDULE I

The North Half of the East 150 feet
of Tract 3, less the South 50 Feet
thereof; together with the West 15 feet
of the East 150 feet of the South 50
feet of the North Half of said Tract 3,
AMENDED PLAT OF TROJAN PARK, according to the
Plat thereof, as recorded in Plat Book 28 at
Page 46, of the Public Records of Dade
County, Florida.

*Maria Antonia Guitian***ATTORNEY AT LAW**

P.O. Box 144555
Coral Gables Florida 33134

Telephone 446-8185
Fax (305) 446-6230

FAX MESSAGE**SEND TO:**

Name: *Bobbe Eldridge*
Firm: *Department of State*

Fax Number: *(904) 487-6013*
Telephone Number:

FROM:

Name: *Maria A. Guitian*
Location: *P.O. Box 144555*
Telephone Number: *(305) 446-8185*

Date Sent: *7-30-96*
Time Sent:

Sending by:

Number of Pages (Including cover sheet) *2*

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COMMENTS:

Re: Palaiso Condominium Association, Inc

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SCHEDULE II

The debts and liabilities of the Profit Corporation shall become that of the successor corporation: Not for profit.

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APPENDIX TO ARTICLES OF INCORPORATION OF
PARAISO CONDOMINIUM ASSOCIATION, INC.
A Not for Profit Corporation.

Comes now the undersigned and hereby files this Appendix
accepting the Designation as Registered Agent for the above
captioned corporation.

Dated this 1st day of August, 1996.

Maria A. Guitian
Maria A. Guitian, Esq.
Registered Agent

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36 Jul 30 1996