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The Secretary of State
Division of Corporations
The Capitol
P.O. Box 6327
Tallahassee, Florida 32314

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

Re: Fashion Square Owners Association, Inc.

Dear Sir or Madam:

In connection with the referenced matter, please find our check payable to the Secretary of State in the amount of \$122.50. The aforementioned payment represents filing fees for the Articles of Incorporation and documentary stamps.

Please return the Articles of Incorporation to my attention when filed. Should you have any questions, please do not hesitate to contact me.

Very truly yours,



Linda Connor Kane

LCK/mm
cc: Larry Rothstein
Enclosure

9/19

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**ARTICLES OF INCORPORATION
OF
FASHION SQUARE OWNERS ASSOCIATION, INC.**

In compliance with the laws of the State of Florida, the undersigned hereby voluntarily associate for the purpose of forming a corporation not-for-profit for the purpose and with powers set forth herein. All capitalized terms set forth herein, to the extent not defined herein, shall have the meanings set forth in the Declaration of Covenants, Restrictions and Easements recorded in Official Records Book 1453, page 1041, of the public records of Clay County, Florida, as modified by the First Amendment to Declaration of Covenants, Restrictions and Easements recorded in Official Records Book 1519, page 1428, Second Amendment to Declaration of Covenants, Restrictions, and Easements recorded in Official Records Book 1544, page 435 and the Third Amendment to Declaration of Covenants, Restrictions, and Easements recorded in Official Records Book 1544, page 442 of the public records of Clay County, Florida, as it may be further modified and supplemented from time to time ("Declaration").

ARTICLE I - NAME

The name of the corporation is FASHION SQUARE OWNERS ASSOCIATION, INC., hereinafter referred to as the "Association".

ARTICLE II - REGISTERED AGENT

The name and address of the Registered Agent of the Association is:

Lawrence I. Rothstein
2701 South Bayshore Drive
Penthouse
Coconut Grove, Florida 33133

ARTICLE III - PRINCIPAL OFFICE

The principal office of the Association shall be located at 2701 South Bayshore Drive, Coconut Grove, Florida 33133, but the Association may maintain offices and transact business in such places, within or without the State of Florida, as may from time to time be designated by the Board of Directors.

ARTICLE IV - PURPOSE AND POWERS

The Association does not contemplate pecuniary gain or profit to its Members. The specific purposes for which it is formed are to operate as a not-for-profit corporation pursuant to Chapter 617, Florida Statutes, and to provide for the maintenance and operation of the Common Property within that certain tract of land described in the Declaration ("Common Property"), as such is supplemented from time to time, all for the mutual advantage and benefit of the Members of this Association, who shall be the Owners of all or any part of the Common Property. For such purposes, the Association shall have and exercise the following authority and powers:

(1) To exercise all the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration, these Articles, and the Bylaws, as the same may be amended from time to time, and as may be reasonably necessary or convenient to effectuate the purposes of the Association. The Declaration is incorporated herein by this reference as if set forth in detail.

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TALLAHASSEE, FLORIDA

(2) To fix, levy, collect, and by any lawful means enforce payment of all Assessments pursuant to the terms of the Declaration, and to pay all expenses in connection therewith, and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes, or governmental charges levied or imposed against the property of the Association.

(3) To acquire, by gift, purchase, or otherwise, own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use, or otherwise dispose of real or personal property or any improvements thereon in connection with the affairs of the Association.

(4) To borrow money and, with the assent of Members holding fifty one percent (51%) of the voting rights in the Association, to mortgage, pledge, or hypothecate all or any part of the Association's real or personal property as security for money borrowed or debts incurred, as more fully provided in the Declaration.

(5) To maintain, repair, replace, operate and manage the Common Property, including, without limitation, the Stormwater Management System.

(6) To employ personnel, agents, or independent contractors to perform the services required for the proper operation of the Common Property.

(7) To have and to exercise all powers, rights, and privileges which a corporation organized under the laws of the State of Florida may now or hereafter have or exercise.

All of the Association's assets and earnings shall be used exclusively for the purposes set forth herein and in accordance with Section 528 of the Internal Revenue Code of 1986, as amended ("Code"), and no part of the assets of this Association shall inure to the benefit of any individual Member or any other person. The Association may, however, reimburse its Members for actual expenses incurred for or on behalf of the Association, and may pay compensation in a reasonable amount to its Members for actual services rendered to the Association, as permitted by Section 528 of the Code, other applicable provisions of the Code, federal and state law. In addition, the Board of Directors shall also have the right to exercise the powers and duties set forth in the Bylaws.

ARTICLE V - MEMBERSHIP

(1) Every person or entity who is the record owner of a fee or undivided fee interest in any portion of the Property, including Fashion Square Partnership, a Florida general partnership ("Declarant"), shall be a Member of the Association. In the event that a corporation, partnership or other entity is the owner of a portion of the Property, then such corporation, partnership or entity shall designate one person to be the Member for the purpose of receiving notice and casting the votes. Such Owner shall file a voting certification duly authorized by the corporation, partnership or entity designating the Member and such person shall be the Member for all purposes set forth herein. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any portion of the Property.

(2) The transfer of the membership of any Owner shall be established by the recording in the public records of Clay County of a deed or other instrument establishing a transfer of record title to any portion of the Property for which membership has already been established. Upon such recordation the membership interest of the transferor shall immediately terminate. Notwithstanding the foregoing, the Association shall not be obligated to recognize such a transfer of membership until such time as the Association receives a copy of the deed or other instrument establishing the transfer of ownership of the

portion of the Property. It shall be the responsibility and obligation of the former and new Owner to provide such copy to the Association.

(3) The interest 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 portion of the Property owned by such Member.

ARTICLE VI - VOTING RIGHTS

Each Member shall have the number of votes equal to the number of gross square feet of the Property owned by such Member. Whenever a proposed action must be approved by a specified percentage of the votes of the Members, each Member shall be entitled to vote the number of votes assigned to such Member, and the action will be approved or disapproved either: (i) by the specified percentage of votes cast at a meeting of the Members which is duly noticed and at which a quorum is present; or (ii) by the specified percentage of votes given by written consent.

ARTICLE VII - BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of Directors, who need not be Members of the Association. The number of Directors of the Association shall be not less than three (3) nor more than seven (7). The names and addresses of the persons who are to act in the initial capacity of Directors until the selection and qualification of their successors are:

<u>Name</u>	<u>Address</u>
Maurice Wiener	2701 South Bayshore Drive, Penthouse Coconut Grove, Florida 33133
Lawrence I. Rothstein	2701 South Bayshore Drive, Penthouse Coconut Grove, Florida 33133
Richard N. Wiener	950 Third Avenue New York, New York 10022

At the first annual meeting, the Members shall elect one-third (1/3) of the Directors for a term of one (1) year, one-third (1/3) of the Directors for a term of two (2) years, and one-third (1/3) of the Directors for a term of three (3) years. Should the membership of the Board of Directors not be divisible by three, then the classes of directors should be made as nearly equal as possible. At each annual meeting thereafter, the Members shall elect Directors for terms of three (3) years. Any vacancy on the Board of Directors shall be filled for the unexpired term of the vacated office by the remaining Directors.

ARTICLE VIII - TERM OF EXISTENCE

This corporation shall have perpetual existence, unless sooner dissolved in accordance with the provisions herein contained or in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is the date on which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE IX - DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by the Members holding not less than seventy-five percent (75%) of the voting rights in the Association. Upon dissolution of the Association, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created, or for the general welfare of the residents of the county in which the Property is located. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust, or other organization to be devoted to similar purposes. In addition, prior to the conveyance of any portion of the Stormwater Management System, or the transfer of any maintenance obligations pertaining to the Stormwater Management System, the approval of the St. Johns River Water Management District must be obtained.

ARTICLE X - OFFICERS

Subject to the direction of the Board of Directors, the affairs of this Association shall be administered by its officers, as designated in the Bylaws of this Association. Said officers shall be elected annually by the Board of Directors. The names and addresses of the officers who shall serve until the first annual meeting of the Board of Directors are:

<u>Name and Title</u>		<u>Address</u>
Maurice Wiener	President	2701 South Bayshore Drive, Penthouse Coconut Grove, Florida 33133
Richard N. Wiener	Vice President	950 Third Avenue New York, New York 10022
Lawrence I. Rothstein	Secretary/Treasurer	2701 South Bayshore Drive, Penthouse Coconut Grove, Florida 33133

ARTICLE XI - BYLAWS

The Bylaws of this Association shall be adopted by the first Board of Directors, which Bylaws may be altered, amended, modified or repealed in the manner set forth in the Bylaws.

ARTICLE XII - AMENDMENTS

The Association shall have the right to amend or repeal any of the provisions contained in these Articles or any amendments hereto, provided, however, that any such amendment shall require the assent of Members holding seventy-five percent (75%) of the voting rights in the Association, and provided, further, that no amendment shall conflict with any provisions of the Declaration. The consent of any Mortgagees shall be required for any amendment to these Articles which impairs the rights, priorities, remedies or interest of such Mortgagees, and such consent shall be obtained in accordance with the terms and conditions, and subject to the time limitations, set forth in the Declaration. Any amendments to these articles which affect the rights of the St. Johns River Water Management District shall be subject to the approval of the St. Johns River Water Management District.

ARTICLE XIII - INDEMNIFICATION

The Association shall indemnify any of its directors, officers, employees or agents, or former directors permitted by law. Said indemnification shall include, but not be limited to, the expenses, including the cost of any judgments, fines, settlements and counsel's fees, actually and necessarily paid or incurred in connection with any action, suit or proceeding, whether civil, criminal, administrative or investigative, and any appeals thereof, to which any such person or his legal representative may be made a party or may be threatened to be made a party by reason of his being or having been a director, officer, employee or agent, as herein provided. The foregoing right of indemnification shall not be inclusive of any other rights to which any such person may be entitled as a matter of law or which he may be lawfully granted. It shall be the obligation of the Association to obtain and keep in force a policy of officers' and directors' liability insurance.

ARTICLE XIV - SUBSCRIBER

The name and address of the Subscriber of the corporation is:

HMG/FASHION SQUARE Inc
2701 South Bayshore Drive Penthouse
Coconut Grove, FL 33133

IN WITNESS WHEREOF, for the purpose of forming this Association under the laws of the State of Florida, the undersigned has executed these Articles of Incorporation this 27 day of August, 1994.

Signed, sealed and delivered in the presence of:

Keith W. Crink
Print Name: KEITH W. CRINK

[Signature]

Wanda Penney
Print Name: WANDA PENNEY

STATE OF FLORIDA
COUNTY OF Dade

The foregoing instrument was acknowledged before me this 28th day of August, 1994, by Lawrence I. Rothstein, who is personally known to me or has produced [Signature] as identification.

Denise I. Abdelnour
Print Name: Denise I. Abdelnour
Notary Public, State of Florida
My Commission Expires:
Commission Number:



**CERTIFICATE OF DESIGNATION OF PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:


FASHION SQUARE OWNERS ASSOCIATION, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business in Orange Park, County of Clay, State of Florida, has named Lawrence I. Rothstein, whose address is 2701 South Bayshore Drive, Penthouse, Coconut Grove, Florida 33133, as its agent to accept service of process within Florida.



Lawrence I. Rothstein, Secretary

Date: 8/27/96

Having been named to accept service of process for the above stated corporation that designated in the certificate, I agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Lawrence I. Rothstein

Date: 8/27/96

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