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LAW OFFICES OF
ROBERT M. BAKER, P.A.
SUITE 300
8181 WEST BROWARD BOULEVARD
PLANTATION, FLORIDA 33324

ROBERT M BAKER
MEMBER FLORIDA AND ILLINOIS BAR

BROWARD: (305) 475-2500
DADE: (305) 940-7340
FAX: (305) 475-3149

September 15, 1996

Secretary of State
Division of Corporations
P. O. Box 5588
Tallahassee, Florida 32314

400001969194
-10/09/96--01053--010
****122.50 ****122.50

RE: Villa Sonrisa Five Condominium Association, Inc.

Dear Sir or Madam:

Enclosed please find Articles of Incorporation for Villa Sonrisa Five Condominium Association, Inc. together with check in the amount of \$122.50 representing the necessary fee for filing.

Once same has been filed, please forward to our office a filed copy and certificate for same.

If you have any questions, please feel free to call.

Very truly yours,

ROBERT M. BAKER, P.A.

Laurie J. Goldman

Laurie J. Goldman
Legal Assistant

Enclosure

FILED
96 OCT 29 PM 1:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

789,706,619,671
W96-21622
B. REGISTER OCT 11 1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

October 11, 1996

LAURIE J GOLDMAN, LEGAL ASSISTANT
8181 W BROWARD BLVD
SUITE 300
PLANTATION, FL 33324

SUBJECT: VILLA SONRISA FIVE CONDOMINIUM ASSOCIATION, INC.
Ref. Number: W96000021622

We have received your document for VILLA SONRISA FIVE CONDOMINIUM ASSOCIATION, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

WILLIAM RUDNICK IS LISTED AS THE INCORPORATOR IN ARTICLE VI, BUT HE DID NOT SIGN THE ARTICLES.

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) 487-6919.

Beth Register
Corporate Specialist Supervisor

Letter Number: 696A00046450

LAW OFFICES OF
ROBERT M. BAKER, P.A.

SUITE 300
3101 WEST HOWARD BOULEVARD
PLANTATION, FLORIDA 33324

ROBERT M. BAKER
MEMBER FLORIDA AND ILLINOIS BARS

TELEPHONE: (954) 475-2500
FAX: (954) 475-3140

October 22, 1996

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314
Attention: Beth Register
Corporate Specialist Supervisor

RE: Villa Sonrisa Five Condominium Association, Inc.
Ref. Number W986000021622

Dear Ms. Register:

Enclosed please find the revised Articles of Incorporation for Villa Sonrisa Five Condominium Association, Inc..

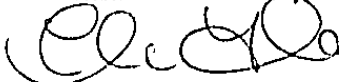
William Rudnick is listed as the incorporator in Article VI, in error. Mr. Harold Klemow is the correct incorporator which has been corrected on page two of the Articles papers.

Accordingly, please file same and forward the filed copy and certificate for same to our office.

If you have any questions, please feel free to call.

Very truly yours,

ROBERT M. BAKER, P.A.



Christine Fiala
Secretary to
Robert M. Baker

Enclosure

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation
of
Villa Sonrisa Five Condominium Association, Inc.

The undersigned, for the purpose of forming a not for profit corporation under Chapter 617 of the Florida Statutes, hereby adopt the following Articles of Incorporation

ARTICLE I

NAME

The name of this corporation shall be VILLA SONRISA FIVE CONDOMINIUM ASSOCIATION, INC. ("Association").

ARTICLE II

DEFINITIONS

Unless the context shall mean otherwise, the terms used herein and in the By-Laws shall have the same meaning, if any, as that ascribed to them in the Declaration of Condominium of Villa Sonrisa Five, recorded or to be recorded in the Public Records of Palm Beach County, Florida (the "Declaration").

ARTICLE III

PURPOSES AND POWERS

The Association shall have the following powers:

A. To operate VILLA SONRISA FIVE, A CONDOMINIUM (referred to herein as the "Condominium"), and to undertake the performance of, and to carry out the acts and duties incident to, the administration of the Condominium in accordance with the terms, provisions, conditions and authorizations contained in these Articles, the Association's By-Laws and the Declaration.

B. To borrow money and issue evidences of indebtedness in furtherance of any or all of the objects of its business; to secure the same by mortgage, deed of trust, pledge or other lien.

C. To carry out the duties and obligations and receive the benefits given the Association by the Declaration.

D. To establish By-Laws and Rules and Regulations for the operation of the Association and to provide for the formal administration of the Association; to enforce the Condominium Act of the State of Florida, the Declaration, the By-Laws and the Rules and Regulations of the Association.

E. To contract for the management of the Condominium.

F. To acquire, own, operate, mortgage, lease, sell and trade property, whether real or personal, as may be necessary or convenient in the administration of the Condominium.

G. 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 Declaration, the By-Laws and the Condominium Act. The Association shall also have all of the powers of Condominium Associations under and pursuant to Chapter 718, Florida Statutes, the Condominium Act, and shall have all of the powers reasonably necessary to implement the purposes of the Association.

ARTICLE IV

MEMBERS

A. Each Unit Owner in the Condominium and including the Developer shall automatically be Members of the Association. Membership of the Developer shall terminate upon being divested of all units in the Condominium and upon control of the Association being turned over to the Unit Owners in the Condominium.

B. Membership, as to all members other than the Developer shall commence upon the acquisition of fee simple title to a unit in the Condominium and shall terminate upon the divestment of title to said Unit.

C. On all matters as to which the membership shall be entitled to vote there shall be only one vote for each unit, which vote shall be exercised in the manner provided by the Declaration of Condominium and the By-Laws.

D. 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 his Unit.

ARTICLE V

EXISTENCE

The Association shall have perpetual existence.

ARTICLE VI

INCORPORATOR

Harold Klemow is the Incorporator to these Articles of Incorporation.

ARTICLE VII

DIRECTORS

A. The Condominium and Association affairs shall be managed by a Board of Directors composed initially of three persons, in accordance with Article III of the Association's By-Laws.

B. The number of Directors to be elected, the manner of their election and their respective terms shall be as set forth in Article III of the Association's By-Laws. Should a vacancy occur on the Board, the remaining Directors shall select a member to fill the vacancy until the next annual meeting of the membership.

The following persons shall constitute the initial Board of Directors and they shall hold office for the term and in accordance with the provisions of Article III of the Association's By-Laws:

<u>NAME</u>	<u>ADDRESS</u>
William Rudnick	10191 W. Sample Road Coral Springs, Florida 33065
Harold Klemow	10191 W. Sample Road Coral Springs, Florida 33065
Kurt Kimmelman ST	10191 W. Sample Road Coral Springs, Florida 33065

ARTICLE VIII

OFFICERS

The affairs of the Association shall be administered by the Officers designated in the By-Laws, who shall serve at the pleasure of said Board of Directors. The names and addresses of the Officers who shall serve until the first election of Officers pursuant to the provisions of the By-Laws are as follows:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Harold Klomow	President	10191 W. Sample Road Coral Springs, Florida 33065
William Rudnick	Vice- President	10191 W. Sample Road Coral Springs, Florida 33065
Kurt Kimmelman	Secretary/ Treasurer	10191 W. Sample Road Coral Springs, Florida 33065

ARTICLE IX

BY-LAWS

The By-Laws of the Association shall be adopted by the initial Board of Directors. The By-Laws may be amended in accordance with the provisions thereof, except that no portion of the By-Laws may be altered, amended, or rescinded in such a manner as will prejudice the rights of the Developer of the Condominium or mortgagees of units without their prior written consent.

ARTICLE X

AMENDMENTS TO ARTICLES

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

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

B. A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors, acting upon the vote of a majority of the Board of Directors, or by the members of the Association having a majority of the votes in the Association. In order for any amendment or amendments to be effective, same must be approved by an affirmative vote of 66-2/3% of the entire Board of Directors and by an affirmative vote of the members having 75% of the votes of the Association.

C. 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 joinder of all record owners of mortgages upon condominium units. No Amendment shall be made that is in conflict with the condominium Act or the Declaration.

D. A copy of each amendment adopted shall be filed with the Secretary of State, pursuant to the provisions of applicable Florida Statutes and the Condominium Act.

ARTICLE XI

INDEMNIFICATION

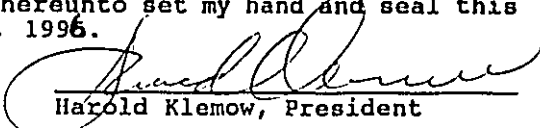
Every Director and every Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon the Director or Officer in connection with any proceeding or any settlement thereof to which the Director or Officer may be a party, or in which the Director or Officer may become involved by reason of the Director or Officer being or having been a Director or Officer of the Association, whether or not a Director or Officer at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of the Director's or Officer's duty; provided that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all of the rights to which such Director or Officer may be entitled.

ARTICLE XII

INITIAL REGISTERED OFFICE, AGENT AND ADDRESS

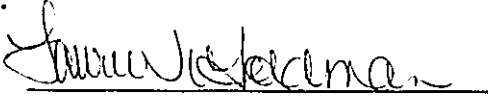
The principal office of the Association shall be at 10191 W. Sample Road, Suite 216A, Coral Springs, Florida 33065, or at such other place, within or without the State of Florida, as may be subsequently designated by the Board of Directors. The initial registered office is at 301 Yamato Road, Suite 4150, Boca Raton, Florida 33431, and the initial registered agent therein is Steven L. Daniels, Esquire.

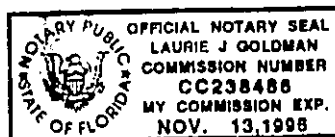
31 IN WITNESS WHEREOF, I have hereunto set my hand and seal this day of July, 1996.


Harold Klemow, President

STATE OF FLORIDA)
COUNTY OF Broward)

31 The foregoing instrument was acknowledged before me this day of July, 1996, by HAROLD KLEMOW. He is personally known to me or has/have produced as identification.


NOTARY PUBLIC
PRINT/STAMP/TYPE NAME:
COMMISSION EXPIRES:
COMMISSION NUMBER:



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT

The undersigned accepts his appointment as the initial registered agent of Villa Sonrisa Five Condominium Association, Inc.


STEVEN L. DANIELS, ESQUIRE

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