

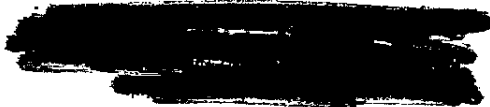
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HOLLAND & KNIGHT

Requestor's Name  
315 SOUTH CALHOUN STREET

Address  
Tallahassee, Florida 32301

City/State/Zip      Phone #  
224-7000



Office Use Only

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

1. Mayfair House Condominium Association  
(Corporation Name)      (Document #)

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

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

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(Corporation Name)      (Document #)      100002817951--2  
-03/25/99--01035--005  
\*\*\*\*\*76.50--\*\*\*\*\*70.00

Walk-in       Pick up time 2:00       Certified Copy

Mailbox       Will wait       Photocopy       Certificate of Search

NEW FILINGS	
<input type="checkbox"/>	Partnership
<input type="checkbox"/>	Non-Profit
<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"/>	Restatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Filing Article of Incorporation

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 MAR 25 11:50 RECEIVED

FILED

T. SMITH MAR 25 1999

**ARTICLES OF INCORPORATION**  
**OF**  
**MAYFAIR HOUSE CONDOMINIUM ASSOCIATION, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
MAYFAIR HOUSE  
CONDOMINIUM ASSOCIATION, INC.**

a Corporation Not-For-Profit

In order to form a corporation under the laws of the State of Florida for the formation of corporations not-for-profit, the undersigned, hereby forms a corporation for the purposes and with the powers herein specified; and to that end the undersigned does, by these Article of Incorporation, set forth:

**I. NAME**

The name of the corporation shall be MAYFAIR HOUSE CONDOMINIUM ASSOCIATION, INC. ("Association").

**II. PURPOSE**

The purposes and objects of the Association shall be to administer the operation and management of the **MAYFAIR HOUSE CONDOMINIUM** ("Condominium") which may be established in accordance with the Florida Condominium Act, Chapter 718, Florida Statutes ("Act") upon that certain real property situated in Miami-Dade County, Florida, described on Exhibits "A-1," "A-2," and "A-3" of the Declaration of Condominium of Mayfair House Condominium to be recorded in the public records of Miami-Dade County, Florida ("Declaration") as such Declaration is amended from time to time, and to perform the acts and duties incident to the operation and management of the Condominium in accordance with the provisions of these Articles of Incorporation, the Bylaws of the Association which will be adopted ("Bylaws") pursuant hereto and the Declaration as and when the property described therein together with the improvements situated thereon are submitted to the condominium form of ownership; and to own, operate, encumber, lease, manage, sell, convey, exchange and otherwise deal with the lands submitted to the condominium form of ownership; the improvements thereon and such other property, real and/or personal, as may be or become part of the Condominium ("Condominium Property") to the extent necessary or convenient in the administration of the Condominium as provided for in the Declaration.

**III. POWERS**

The Association shall have the following powers:

A. All of the powers and privileges granted to corporations not-for-profit under the law pursuant to which this corporation is chartered.

B. All of the powers reasonably necessary to implement and effectuate the purposes of the Association, including, without limitation, the power, authority and right to:

1. Levy and collect assessments for the Common Expenses, from Members of the Association in accordance with the Declaration.

2. Maintain, repair, replace, operate, and manage the Condominium and Common Elements and, including the right to reconstruct Common Elements after casualty.

3. Contract for the management of the Condominium and, in connection therewith, delegate any and/or all of the powers and duties of the Association to the extent and in the manner permitted by the Declaration and the Act.

4. Employ personnel to perform the services required for the proper operation of the Condominium.

5. Purchase Units in the Condominium and buy, own, operate, lease, sell, trade and mortgage the Units and other real and personal property for the benefit of its members.

6. Obtain and maintain adequate insurance to protect the Association and the Condominium Property in accordance with the requirements set forth in the Declaration.

7. Grant permits, licenses and easements over the Common Elements for utilities, roads and other purposes reasonably necessary or useful for the proper maintenance or operation of the Condominium.

8. Contract to sue or be sued with respect to its exercise or non-exercise of its powers.

9. Access each Unit during reasonable hours, when necessary for the maintenance, repair or replacement of any Common Elements or to prevent damage to such Common Elements.

10. Prepare or cause to be prepared all financial reports required by the Act or rules and regulations issued in accordance with the Act.

C. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions hereof and the Declaration, Bylaws and the Act (as of the date of incorporation).

#### IV. MEMBERS

The qualifications of members, manner of their admission to and termination of membership and voting by members shall be as follows:

A. The owners of all Units in the Condominium shall be members of the Association.

B. Membership shall be limited to the owners of fee title to a Unit in a Condominium, or by acquisition of a fee ownership interest therein, by voluntary conveyance or operation of law, and the membership of any person or entity shall be automatically terminated when such person or entity is divested of all title or his entire fee ownership in such Unit; provided, that nothing herein contained shall be construed as terminating the membership of any person or entity owning fee title to or a fee ownership interest in two or more Units at any time while such person or entity shall retain fee title to or a fee ownership interest in any Unit.

C. 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 Unit(s) owned by such member. The funds and assets of the Association shall be expended, held and used only for the benefit of the membership and for the purposes authorized herein, in the Declaration, and in the Bylaws.

D. On all matters upon which the membership is entitled to vote, as hereinafter provided, there shall be one, and only one vote for each Unit in the Condominium, which vote may be exercised or cast by the Owner(s) of each Unit as provided for in the Bylaws. Should any member own more than one Unit, such member shall be entitled to exercise or cast one vote for each such Unit, in the manner provided for in the Bylaws.

E. Until such time as the Declaration is recorded in the public records of Miami-Dade County, Florida, the membership of the Association shall be comprised of the subscribers to these Articles, each of whom shall be entitled to cast one vote on all matters upon which the membership would be entitled to vote.

## **V. EXISTENCE AND DISSOLUTION**

The Association shall have perpetual existence. The Association may be dissolved with the assent given in writing and signed by all the Members in accordance with the provisions of the Declaration. Upon dissolution of the Association, other than incident to a merger or consolidation, 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 as created, or for the general welfare of the residents of the county in which the Condominium 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.

## **VI. PRINCIPAL OFFICE/REGISTERED OFFICE/REGISTERED AGENT**

The principal office of the Association shall be located at 3000 Florida Avenue, 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.

The Registered Agent is Intrastate Registered Agent Corporation. The Registered Agent is located at 701 Brickell Avenue, Suite 3000, Miami, Florida 33131.

## **VII. MANAGEMENT**

The affairs of the Association shall be managed by the President of the Association assisted by the Secretary/Treasurer and, if any, the Vice Presidents, Assistant Secretaries and Assistant Treasurers, who shall perform only such duties as expressly authorized by a unanimous vote of the Board. The Board of Directors, or the President, with the approval of a unanimous vote of the Board of Directors, may employ a managing agent, agency, and/or other managerial and supervisory personnel or entity to administer or assist in the administration of the operation and management of the Condominium and the affairs of the Association, and any and all such persons and/or entity or entities may be so employed without regard to whether any such person or entity is a member of the Association or a Director or officer of the Association, as the case may be (proved again that same was first approved by a unanimous vote of the Board.)

## **VIII. BOARD OF DIRECTORS**

There shall be a Board of Directors consisting of four (4) Directors, two appointed by each Member. Only the Member appointing Director may remove such Director. Any vacancy created on the Board shall be filled by the Member who appointed the Director whose seat is vacant.

## **IX. OFFICERS**

The Board of Directors shall elect at the annual meeting of members each year, a President, Secretary/Treasurer, and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board of Directors shall deem advisable from time to time. The President shall be elected from the membership of the Board of Directors, but no other officer need be a Director. The same person may hold two offices, the duties of which are not incompatible; provided, however, that the office of President and Vice President shall not be held by the same person, nor shall the office of President and Secretary or Assistant Secretary be held by the same person.

## **X. FIRST BOARD OF DIRECTORS**

The name and addresses of the members of the first Board of Directors who, subject to the provisions of the laws of the State of Florida, these Articles of Incorporation and the Bylaws, shall hold office for the first year of the Association's corporate existence, and thereafter until their successors are selected and have qualified, are as follows:

- 1) Robert M. Flanders  
c/o Lodgian, Inc.  
Suite 700, Two Live Oak Center  
3445 Peachtree Road NE  
Atlanta, GA 30326
- 2) Mark Rafuse  
c/o Lodgian, Inc.  
Suite 700, Two Live Oak Center  
3445 Peachtree Road NE  
Atlanta, GA 30326
- 3) David Luski  
c/o DRA Advisors, Inc.  
1180 Avenue of the Americas  
New York, New York 10036
- 4) Francis X. Tansey  
c/o DRA Advisors, Inc.  
1180 Avenue of the Americas  
New York, New York 10036

**XI. FIRST OFFICERS**

The officers of the Corporation, who shall hold office until their successors are elected pursuant to these Articles of Incorporation and the Bylaws, and have qualified, shall be the following:

President	-	David Luski c/o DRA Advisors, Inc. 1180 Avenue of the Americas New York, New York 10036
Secretary/ Treasurer-		Robert M. Flanders c/o Lodgian, Inc. Suite 700, Two Live Oak Center 3445 Peachtree Road NE Atlanta, GA 30326

**XII. BYLAWS**

The original Bylaws of the Association shall be adopted by a majority vote of the subscribers to these Articles of Incorporation at a meeting at which a majority of the subscribers is present, and, thereafter, the Bylaws may be amended, altered or rescinded by affirmative vote of the unanimous vote of the Board of Directors.

**XIII. INDEMNIFICATION**

Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or officer of the Association, whether or not he is 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 his duties; provided, that in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the Director or officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.



#### **XIV. AMENDMENTS TO ARTICLES OF INCORPORATION**

An amendment or amendments to these Articles of Incorporation may be proposed by the Board of Directors of the Association acting upon a vote of the majority of the Directors, or by one of the members of the Association, whether meeting as members or by instrument in writing signed by them. Upon any amendment or amendments to these Articles of Incorporation being proposed by the Board of Directors or members, such proposed amendment or amendments shall be transmitted to the President of the Association or the acting chief executive officer in the absence of the President, who shall thereupon call a special meeting of the members of the Association for a date not sooner than fourteen (14) days or later than sixty (60) days from the receipt by him of the proposed amendment or amendments, and it shall be the duty of the Secretary to give each member written notice of such meeting stating the time and place of the meeting and reciting the proposed amendment or amendments in reasonably detailed form. If mailed, such notice shall be deemed to be properly given when deposited in the United States mail, addressed to the member at his post office address as it appears on the records of the Association, with postage thereon prepaid. Any member may, by written waiver of notice signed by such member, waive such notice, and such waiver when filed in the records of the Association, whether before, during or after the holding of the meeting, shall be deemed equivalent to the giving of such notice to such member. At such meeting or by written approval, the amendment or amendments proposed must be approved by an affirmative vote of both Members in order for such amendment or amendments to become effective. Thereupon, such amendment or amendments of these Articles of Incorporation shall be transcribed and certified in such form as may be necessary to file the same in the office of the Secretary of State of the State of Florida. A certified copy of each such amendment of these Articles of Incorporation shall be recorded in the public records of Miami-Dade County, Florida, within thirty (30) days from the date on which the same is filed in the office of the Secretary of State.

#### **XV. FIDELITY BONDING**

In addition to the indemnification provisions hereof, the Association shall obtain and maintain blanket fidelity bonds on each Director, officer and employee of the Association and of any management firm. If obtained, the total amount of fidelity bond coverage shall not be less than the estimated maximum funds including reserve funds, in the custody of the Association or management firm, as the case may be, at any given time during the term of each bond. The fidelity bond shall name the Association as an obligee and shall contain waivers by the issuers of the bonds of all defenses based upon the exclusion of persons serving without compensation from the definition of "employees" or similar terms or expressions. The premiums on all bonds shall be paid by the Association as a common expense (except for the premiums on fidelity bonds maintained by the management firm, if any). The bonds shall provide that they may

not be cancelled or substantially modified (including cancellation for nonpayment of premium) without at least ten (10) days' prior written notice to the Association.

**IN WITNESS WHEREOF**, the subscriber hereto has set his hand and seal this 24<sup>th</sup> day of March, 1999.

*Linda Connor Kane*  
Linda Connor Kane, Incorporator

STATE OF FLORIDA  
COUNTY OF Duval

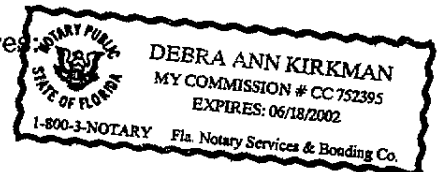
The foregoing instrument was acknowledged before me this 24<sup>th</sup> day of March, 1999 by Linda Connor Kane, who is personally known to me and who did not take an oath.

*Debra Ann Kirkman*  
Notary Public, State of Florida

DEBRA ANN KIRKMAN  
(Print or type name)

My Commission Expires:

Commission Number:



(SEAL)

The undersigned corporation agrees to act as registered agent for the above named corporation, do accept service of process at the place designated in these Articles of Incorporation and to comply with the provisions of the Florida Business Corporation Act and Florida Not for Profit Corporation Act and acknowledges that it is familiar with, and accepts, the objectives of such position.

Intrastate Registered Agent Corporation

By: *[Signature]*

Dated: March 24, 1999

FILED  
99 MAR 25 AM 11:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA