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## Florida Department of State

Division of Corporations

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## FLORIDA NON-PROFIT CORPORATION

VILLA DORAL MASTER HOMEOWNERS ASSOCIATION, INC.

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

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article X

March 30, 1999

EMPIRE

SUBJECT: VILLA DORAL MASTER HOMEOWNERS ASSOCIATION, INC.  
REF: W99000007581

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You must list at least one incorporator with a complete business street address.

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Becky McKnight  
Document Specialist

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ARTICLES OF INCORPORATION

of

VILLA DORAL MASTER HOMEOWNERS ASSOCIATION, INC.  
(A Florida corporation not for profit)

ARTICLE I

NAME

The name of this corporation shall be VILLA DORAL MASTER HOMEOWNERS ASSOCIATION, INC. (hereinafter referred to as the "ASSOCIATION"). The initial principal office address of the Association shall be 11030 North Kendall Drive Suite 100, Miami, Florida 33176.

ARTICLE II

PURPOSES

The general nature, objectives and purposes of the ASSOCIATION are:

A. To administer the operation and management of the common elements of the property described in designated in the Declaration of Covenants, Conditions, Restrictions and Easements for Villa Doral Master Homeowners Association as further described in Exhibit, "A", attached hereto and made a part hereof, to provide maintenance of those common areas, to provide, purchase, construct, improve, maintain, repair, and replace those common areas.

B. To perform all duties and exercise all powers conferred upon the ASSOCIATION by the RESTRICTIONS, as amended.

ARTICLE III

GENERAL POWERS

The general powers that the ASSOCIATION shall have are as follows:

Prepared by:

Maria Fernandez-Valle ESQ,  
999 Ponce Deleon Blvd Suite #1110  
Coral Gables, FL 33134

(305) 448-7706

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A. To hold funds solely and exclusively for the benefit of the MEMBERS for purposes set forth in these Articles of Incorporation.

B. Operate and maintain common property, specifically the surface water management systems as permitted by the South Florida Water Management District, including lakes, retention areas, culverts and related appurtenances. The surface water management permit and its conditions shall be attached to the rules and regulations of the association.

C. To promulgate and enforce rules, regulations, and agreements to effectuate the purposes for which the ASSOCIATION is organized.

D. To delegate power where such delegation is deemed to be in the interest of the ASSOCIATION.

E. To own, convey, purchase, lease, hold, sell, mortgage, contract for services, or otherwise acquire or dispose of real or personal property, subject to any restriction contained in these Articles of Incorporation.

F. To enter into, make, perform or carry out contracts of every kind with any person, firm, corporation, association or other entity.

G. To do any and all of the activities and pursue any and all of the purposes set forth in the RESTRICTIONS and in these Articles of Incorporation and not forbidden by the laws of the State of Florida.

H. To fix assessments to be levied against property in VILLA DORAL to defray expenses and the cost of effectuating the purposes of the ASSOCIATION and to create reasonable reserves for such expenditures as deemed necessary, and to authorize its Board of Directors, in its discretion, to enter into agreements with banks in Florida or other organizations for the collection of such assessments.

I. To charge recipients for services rendered by the ASSOCIATION when deemed appropriate by the Board of Directors of the ASSOCIATION.

J. To pay taxes and other charges, if any, on or against property owned or accepted by the ASSOCIATION.

K. In general, to have all powers conferred upon a corporation not-for-profit by the laws of the State of Florida, except as may be prohibited herein.

L. Notwithstanding anything contained herein to the contrary, the ASSOCIATION shall not have the power to, and shall not engage in or carry on propaganda or otherwise attempt to influence legislation, or participate or intervene, directly or indirectly, in any political campaign

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on behalf of, or in opposition to, any candidates for office, whether public, quasi-public or private, or otherwise engage in or carry on any political action including the publishing or distribution of political statements.

M. To sue and be sued.

N. The association shall exist in perpetuity, however, if the Association is dissolved, the property consisting of the surface water management systems shall be conveyed to an appropriate agency of the local government. If its is not accepted, then the surface water management system shall be dedicated to a similar non profit-corporation.

#### ARTICLE IV

##### MEMBERS, VOTING AND BOARD OF DIRECTORS

Although Declarant will control the Homeowners Association during the development stage, the Owners eventually will be responsible for the continuation of the Homeowners Association.

A Membership. Every Owner is a mandatory Member of the Homeowners Association. Membership is appurtenant to and may not be separated from title to any Units.

B Voting Rights. The Homeowners Association will have two classes of voting membership:

(a) Class A. Class A Members are all Owners of Units other than Declarant, while Declarant is a Class B Member. Class A Members will be entitled to one vote for each Units owned.

(b) Class B. The Class B Member is Declarant, who shall be entitled to 10 votes in all matters for each Units owned by the Class B Member or its affiliates. Declarant may assign its Class B Membership. The Class B Membership will end and be converted to Class A Membership three months after the first to occur of the following events:

(i) The total votes outstanding in the Class A Membership equals the total votes outstanding in the Class B Membership;

(ii) 90% of the Units within Villa Doral made subject to this Declaration, have been conveyed to Members other than the Class B Members; or

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(iii) Declarant chooses to become a Class A Member, as evidenced by instrument to such effect, executed by Declarant and Declarant's mortgagees holding a mortgage encumbering Villa Doral or portion thereof, which is recorded in the Public Records.

C Exercise of Vote. When more than one person holds an interest in any Units, all such persons shall be Members; however, the number of votes for that Units will not be increased, and the Members must determine among themselves how the Units's vote may be exercised. Corporations, partnerships, and other entities must notify the Homeowners Association of the natural person who will be considered a Member of the Homeowners Association and be entitled to exercise its vote.

D Board of Directors.

(a) Composition. The Board initially will consist of at least three persons appointed by Declarant. Upon termination of the Class B Membership, the Board will consist of three directors, selected in accordance with the Articles and Bylaws.

(b) So long as the Declarant shall have the right to appoint all of the Board of Directors, the Directors need not be Members of the Homeowners Association.

E The names and addresses of the members of the first Board of Directors, who shall hold office until the first annual meeting of the ASSOCIATION, and until their successors are elected or appointed and have qualified, are as follows:

William Vento

11030 North Kendall Drive  
Suite 100  
Miami, Florida 33176

Rigoberto Avila

11030 North Kendall Drive  
Suite 100  
Miami, Florida 33176

Gabriel Villar

11030 North Kendall Drive  
Suite 100  
Miami, Florida 33176

ARTICLE V

OFFICERS

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A. The officers of the ASSOCIATION shall be a President, a Vice President, a Secretary, and a Treasurer, and such other officers as the Board may from time to time deem necessary. Any two (2) or more offices may be held by the same person except for the offices of President and Secretary. Officers shall be elected for one (1) year terms in accordance with the procedure set forth in the By-Laws.

B. The names of the officers who are to manage the affairs of the ASSOCIATION until the first annual meeting of the Board of Directors, and until their successors are duly elected and qualified are:

PRESIDENT:	William Vento
SECRETARY:	Rigoberto Avila
TREASURER:	Gabriel Villar

#### ARTICLE VI

##### CORPORATE EXISTENCE

The ASSOCIATION shall have perpetual existence.

#### ARTICLE VII

##### BY-LAWS

The Board of Director may, from time to time, adopt, alter or rescind By-Laws of the ASSOCIATION.

#### ARTICLE VIII

##### AMENDMENT TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended as set forth in the Declaration of Covenants, Conditions, Restrictions and Easements for Villa Doral Master Homeowners Association. in the following manner:

#### ARTICLE IX

##### PRINCIPAL PLACE

The principal place of business is 11030 North Kendall Drive Suite 100, Miami, Florida 33176.

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ARTICLE X

The registered agent and his address is:

William Vento  
11030 North Kendall Drive Suite 100  
Miami, Florida 33176

IN WITNESS WHEREOF, the Subscribers have hereunto set their hands and seals this  
the 29 day of Jan, 1999.

William Vento 11030 North Kendall Drive  
#100 Miami, FL 33176  
Rigoberto Avila 11030 North Kendall Dr  
#100 Miami, FL 33176  
Gabriel Villar 11030 North Kendall Dr  
#100 Miami, FL 33176

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me by William Vento and Rigoberto Avila and Gabriel Villar, this 29 day of Jan, 1999, who is/are personally known to me or who has/have produced driver's license as identification and who did/did not take an oath.

[Signature]  
Notary Public.

My Commission Expires:



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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGAIN UPON WHOM PROCESS MAY BE SERVED IN COMPLIANCE WITH SECTION 48.091 FLORIDA STATUTES. THE FOLLOWING IS SUBMITTED:

FIRST: The Villa Doral Master Homeowners Association Inc., desiring to organize or qualify under the Laws of the State of Florida with its principal place of business at the City of Miami, Florida has named William Vento at 11030 N. Kendall Drive, Suite 100, Miami, Florida 33176, as its resident Agent to accept service of process within the State of Florida.

SECOND: That Villa Doral Master Homeowners Association Inc., hereby names 11030 N. Kendall Drive, Suite 100, Miami, Florida 33176 as its principal place of business.

Signature:

William Vento

Title:

President

Date:

1/13/99

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

Signature:

William Vento

Date:

1/13/99

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