



THE UNITED STATES CORPORATION COMPANY

N 99000002692

FILED 99 MAY -3 PM 2:16

ACCOUNT NO. : 072100000032

SECRETARY OF STATE TALLAHASSEE, FLORIDA

REFERENCE : 219684 154172A

AUTHORIZATION : Patricia Pigato

COST LIMIT : \$ 70.00

ORDER DATE : April 27, 1999

ORDER TIME : 12:35 PM

ORDER NO. : 219684-005

CUSTOMER NO: 154172A

CUSTOMER: Jose J. Leonardo, Esq
JOSE J. LEONARDO, ESQ
JOSE J. LEONARDO, ESQ
Suite 222
12515 N. Kendall Drive
Miami, FL 33186

DIVISION OF CORPORATION 99 MAY -3 PM 1:42

DOMESTIC FILING

NAME: COSTA BRAVA ASSOCIATION, INC.

000002860400--7

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
XX PLAIN STAMPED COPY
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS: JN 5/3/99

ARTICLES OF INCORPORATION  
OF  
COSTA BRAVA ASSOCIATION, INC.  
A NONPROFIT CORPORATION

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned, with other persons being desirous of forming a nonprofit corporation, under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

ARTICLE I.

The name of the corporation shall be:

COSTA BRAVA ASSOCIATION, INC.

The address of the principal office of this corporation shall be 4444 Southwest 71st Avenue, Suite 107, Miami, Florida 33155, and the mailing address of the corporation shall be the same.

ARTICLE II.

The Corporation is organized to engage in all lawful acts or activities not for pecuniary profit for which Florida not-for-profit corporations may be organized, so far as permitted by Code Section 501(c)(3), including the following: homeowner's association. All references to "Code" are to the Internal Revenue Code of 1986 as amended or to corresponding provisions of future federal tax legislation.

### ARTICLE III

All persons interested in the purposes of the Corporation are eligible for membership in the Corporation if they are capable of contributing to the achievement of those purposes and the effective operation of the Corporation, and if they comply with the requirements established from time to time in the Bylaws. Members shall have no voting rights or other rights except as provided in the Bylaws.

### ARTICLE IV

No part of the net earnings of the Corporation shall inure to the benefit of (or be distributable to) its directors, officers, members or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of any of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, except as otherwise provided in Code Section 501(h). The Corporation shall not participate or intervene in any political campaign (including the publishing or distributing of statements) on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities except those permitted to be carried on by a corporation exempt for federal income tax under Code Section 501(c)(3) and which entitle contributors to the

Corporation to deduct their charitable contribution under Code Section 170(a).

If the Corporation is at any time deemed to be a private foundation within meaning of Code Section 509(a), then for the period in which the Corporation is so deemed, the Corporation shall distribute its income for each tax year at such time and in such manner as not to subject the Corporation to tax under Code Section 4942, and the Corporation shall not engage in any act of self dealing as defined in Code Section 4941(d), retain any excess business holdings as defined in Code Section 4943(c), make any investments as to subject the Corporation to tax under Code Section 4944 or make any taxable expenditures as defined in Code Section 4945(d).

#### ARTICLE V

This corporation is to exist perpetually.

#### ARTICLE VI

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than three directors. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but may never be less than three. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each initial member of the Corporation's Board of Directors

is: Mario Felipe                      4444 Southwest 71st Avenue, Suite 107,  
Dir.                                      Miami, Florida 33155

Jorge L. Guerra                      same  
Dir.

Jorge L. Guerra Jr.                      same  
Dir.

#### ARTICLE VII

Upon the dissolution or winding up of the Corporation, the assets remaining after payment (or provision for payment) of the Corporation's debts and liabilities shall be distributed to a not-for-profit fund, foundation or corporation that has established its tax exempt status under Code Section 501(c)(3).

#### ARTICLE VIII


The street address of the initial registered office of the corporation shall be 1201 Hays Street, Tallahassee, Florida, 32301, and the name of the initial registered agent of the corporation at that address is Corporation Service Company.

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TALLAHASSEE, FLORIDA

ARTICLE IX

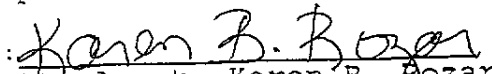
The incorporator of these Articles of Incorporation is Jose J. Leonardo, whose address is Suite 222, 12515 North Kendall Drive, Miami, Florida 33186.

I, the undersigned, being the original Incorporator of the foregoing corporation, do hereby certify that the foregoing constitutes the proposed Articles of Incorporation of Jose J. Leonardo, and I hereby declare and certify that the facts herein stated are true.

  
JOSE J. LEONARDO, ESQ.

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION

Corporation Service Company, a Florida corporation authorized to transact business in this State, having a business office identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

Corporation Service Company  
By:   
Its Agent, Karen B. Rozar