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5/24/99

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

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****122.50 ****78.75

Re: Articles of Incorporation for
"VILLAS OF PARK DRIVE CONDOMINIUM ASSOCIATION, INC."

Dear Sir/Madam:

Enclosed please find the Articles of Incorporation (original plus a copy) for

"VILLAS OF PARK DRIVE CONDOMINIUM ASSOCIATION, INC."

Also enclosed is a check in the amount of \$122.50 for filing purposes as well as a self-addressed stamped envelope to return a copy of the recorded document.

Very truly yours,



Robert Kahn

Enclosures

ref.VPDainss.doc

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W-12627
ajc
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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

June 1, 1999

ROBERT KAHN
4522 SHERIDAN AVE.
MIAMI BEACH, FL 33140

SUBJECT: VILLAS OF PARK DRIVE CONDOMINIUM ASSOCIATION, INC.
Ref. Number: W99000012627

We have received your document for VILLAS OF PARK DRIVE 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):

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Please return the original and one copy of 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 (850) 487-6878.

Alan Crum
Document Specialist

Letter Number: 299A00029692

STATE OF FLORIDA)
COUNTY OF MIAMI DADE)

**ARTICLES OF INCORPORATION OF
VILLAS OF PARK DRIVE CONDOMINIUM ASSOCIATION, INC.**

A Florida Not for Profit Corporation

THE UNDERSIGNED hereby make, subscribe, swear, acknowledge and file these Articles of Incorporation of Villas Of Park Drive Condominium Association, Inc.

1. **NAME**

The name of the corporation shall be **VILLAS OF PARK DRIVE CONDOMINIUM ASSOCIATION, INC.**, hereinafter referred to as the "Association" or Corporation".

2. **PURPOSE**

In accordance with the provisions of Chapter 718, Florida Statutes, the "Condominium Act" **Villas Of Park Drive Condominium Association, Inc.** ("The Condominium") according to a Declaration of Condominium (the "Declaration") to be recorded in the public Records of Dade County, Florida. This Corporation is organized for the purpose of operating, governing, administering, and managing the property and affairs of the Condominium and to exercise all powers and discharge all responsibilities granted to it as a corporation under the laws of the State of Florida, the By-Laws and the Act, and to acquire, hold, convey and otherwise deal in ad with real and personal property in the Corporation's capacity as a condominium association.

3. **POWERS**

The powers of the Association shall include and be governed by the following provisions:

3.1 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 and the Declaration, all the powers conferred by the Condominium Act upon a condominium association and all the powers set forth in the Declaration.

3.2 The Association shall have all of the powers reasonably necessary to implement its purpose, including, but not limited to, the following:

(a) To operate and manage the Condominium and Common Elements in accordance with the purpose and intent contained in the Declaration;

(b) to make and collect assessments against members to defray the costs of the Condominium;

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TALLAHASSEE, FLORIDA

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- (c) To use the proceeds of assessments in the exercise of its powers and duties;
- (d) To maintain, repair, replace and operate the Common Elements;
- (e) To reconstruct improvements upon the Condominium Property after casualty and to further improve the property;
- (f) To make and amend By-Laws and regulations respecting the use of the Condominium Property and to enforce same;
- (g) To enforce the provisions of the Declaration and these Articles;
- (h) To provide for the management and maintenance of the Condominium and to authorize a management agent to assist the Association in carrying out its powers and duties by performing such functions as the collection of assessments, preparation or records, enforcement of rules and maintenance of the Common Elements. The Association shall, however, retain at all times the powers and duties granted it by the Condominium Act, including, but not limited to, the making of assessments, promulgation of rules, and execution of contracts on behalf of the Association;
- (i) To possess, enjoy and exercise all powers necessary to implement, enforce, and carry into effect the powers above described, including the power to acquire, hold, convey, and deal in real and personal property.

3.3 All funds and title to all properties acquired by the Association and the proceeds thereof shall be held only for the benefit of the members in accordance with the provisions of the condominium documents. No part of the income, if any, of the Association shall be distributed to the members, directors, and officers of the Association.

3.4 The powers of the Association shall be subject to and be exercised in accordance with the provisions of the Declaration which governs the use of the Condominium Property.

4. MEMBERS

4.1 All Unit Owners in the Condominium who have been approved by the Association shall automatically be members of the Association, and their membership shall automatically terminate when they are no longer owners of a Unit. If a member should transfer his Unit pursuant to the provisions of the Declaration, the grantee will automatically be a member of the Association. Membership certificate will not be issued.

4.2 Each Unit owner is entitled to one (1) vote for each Unit owned by such owner. An entity or several individuals owning a Unit shall designate one (1) voting member for the Unit(s) which they own, as set forth in the Declaration and By-Laws.

4.3 The share of a member in the funds and assets of the Association shall not be assigned, hypothecated, or transferred in any manner except as an appurtenance to the Units.

5. **EXISTENCE**

The Corporation shall have perpetual existence.

6. **SUBSCRIBER**

The name and address of the subscriber hereto is **CHARLES G. McCAFFREY IV.**
60 Park Drive, # B, Bal Harbour, FL 33154

7. **DIRECTORS**

7.1 The affairs and property of this Association shall be managed and governed by a Board of Directors composed of not less than two (2) nor more than six (6) Directors. The first Board of Directors shall have two (2) members, and the number of Directors on subsequent Boards will be determined from time to time in accordance with the provisions of the By-Laws of the Association.

7.2 Except for Directors appointed by the Developer in accordance with the Declaration, the Board of Directors shall consist of voting members of the Association. The voting members shall be the individual owners of Units, except that when multiple individuals, or any corporation, partnership trust or other entity owns a single Unit, a voting member shall be designated for such owner(s) in accordance with the By-Laws of the Corporation.

7.3 Directors shall each serve a one (1) year term, except that a director's term shall end when he or she is no longer a voting member.

7.4 All Officers shall be elected by the Board of Directors in accordance with the By-Laws at regular, annual meetings of the Board of Directors, to be held as provided in the By-Laws.

7.5 The following persons shall constitute the first Board of Directors, and shall hold office and serve in accordance with Article 7.3 herein.

<u>Name</u>	<u>Address</u>
(1) CHARLES G. McCAFFREY IV.	60 Park Drive, # B, Bal Harbour, FL 33154
(2) JOHN OLSEN	224 Bal Bay Drive Bal Harbour, FL 33154
(3) BOBBY BENNETT	60 Park Drive, # C, Bal Harbour, FL 33154

8. OFFICERS

Subject to the direction of the Board of Directors, the affairs of the Association shall be determined by the officers designated in the By-Laws. the names and titles of the officers who shall serve for the first year of the Corporation's existence are as follows:

<u>Name</u>	<u>Title</u>
(1) CHARLES G. McCAFFREY IV.	President, Treasurer
(2) JOHN OLSEN	Vice-President, Secretary

9. BY-LAWS

The By-Laws of the Association shall be adopted by the first Board of Directors and shall be attached to the Declaration to be filed in the public records of Dade County, Florida. The By-Laws may be altered, amended, or rescinded only in the manner provided in the By-Laws.

10. AMENDMENTS

10.1 A majority of the voting members may propose alterations, amendments to, or the rescission of the Articles, so long as the proposals do not conflict with the Condominium Act of the Declaration. Such proposals shall set forth the proposed alterations, amendments to, or rescission; shall be in writing; shall be filed by any two (2) members and shall be delivered to the President of the association, who shall thereupon call a Special Meeting of the member not less than ten (10) days nor later than thirty (30) days from receipt of proposed amendment, the notice which shall be given in the manner provided by the By-Laws. An affirmative vote of eighty percent (80%) of the voting members of the Association shall be required for the adoption of the proposed alteration, amendment, or rescission.

10.2 Any voting member may waive any or all of the requirements of this Article as to notice or proposals to the President of the Association for the alteration, amendment, or rescission of the Articles. Such waiver may occur before, or after a membership meeting at which a vote is taken to amend, alter or rescind these Articles in whole or in part.

11. INDEMNIFICATION OF OFFICERS AND DIRECTORS

11.1 Every Director and every Officer of the Corporation shall be indemnified by the Corporation against all expenses and liability, including counsel fees, reasonably incurred by or imposed upon him in which he may become involved, by reason of his being or having been a Director or Officer at the time such expenses occurred, except in

such cases wherein the Director or Officer is adjudged guilty of willful misfeasance in the performance of his duties; provided that in the event of any claim for reimbursement or indemnification thereunder as being in the interest of the Corporation. Such approval shall be made by a majority vote of a quorum consisting of Directors who were not parties to such proceedings. The foregoing right of indemnification shall be in to and not exclusive of all other rights to which such Director or Officer may be entitled.

12. **TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED**

12.1 No contract or transaction between the Association and one or more of its Directors or Officers, or between the Association and any other corporation, partnership, association, trust or other organization in which one or more of its Directors or Officers are Directors or Officers, or have financial interest, shall be invalid, void or voidable solely for this reason, or solely because the Board of Committee thereof which authorized the contract or transaction, or solely because said Officer's or Director's votes are counted for such purpose. No Director or Officer of the Association shall incur liability by reason of the fact that said Director or Officer may be interested in any such contract or transaction.

12.2 Interested Officers and Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

13. **PRINCIPAL OFFICE**

The Corporation's principal office shall be at:
60 Park Drive, # B, Bal Harbour, FL 33154

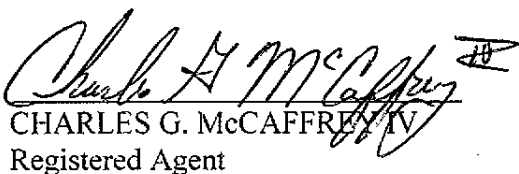
14. **ADDRESS OF REGISTERED OFFICE**

The street address of the registered office of this Corporation in the State of Florida shall be 1111 Kane Concourse (96th St.), #303, Bay Harbor, FL 33154. The name of the initial registered agent shall be CHARLES G. McCAFFREY IV.

15. **MEETINGS BY CONFERENCE TELEPHONE**

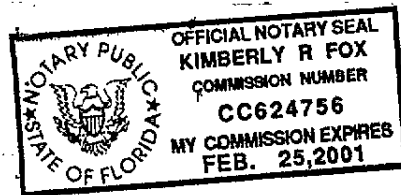
The Board may hold its meetings by means of conference telephone as provided by Section 607.131 and 607.007, Florida Statutes.

IN WITNESS WHEREOF, the subscriber has sworn to and executed these Articles, at Miami Beach, Dade County, Florida this 20 day of May, 1999.


CHARLES G. McCAFFREY IV
Registered Agent

SWORN TO AND ACKNOWLEDGED BEFORE ME this 20 day of May, 1999, at Bay Harbor, Florida, by CHARLES G. McCAFFREY IV, who is personally known to me or provided the following as identification: _____.

Kimberly R. Fox
NOTARY PUBLIC
STATE OF FLORIDA AT LARGE



Kimberly R. Fox
Printed Notary Name

My Commission Expires: Feb. 25, 2001

ACCEPTANCE OF APPOINTMENT OF RESIDENT AGENT

The undersigned, CHARLES G. McCAFFREY IV, hereby accepts appointment as the Resident Agent for Villas Of Park Drive Condominium Association, Inc. and does agree to accept service of process on behalf of the Corporation and to forward same to the appropriate corporate officer. The undersigned is familiar with and accepts the obligations provided for in the Florida Statutes Section 607.324.

WITNESS my hand this 20 day of May, 1999.

Charles G. McCaffrey IV
CHARLES G. McCAFFREY IV

vpdcaai.

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TALLAHASSEE, FLORIDA