

Robert A. Brandt
Counselor at Law

Admitted to practice in
Florida and New York

1110 Brickell Avenue, PH-1
Miami, FL 33131-3139

Internet Address: Rablegal@aol.com

Telephone 305 /374-2202

Facsimile 305 /374-2207

June 15, 1999

Division of Corporations
Attention: New Filings
P.O. Box 6327
Tallahassee, Florida 32314

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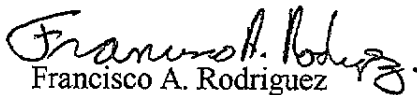
To whom it might concern:

Enclosed please find the Articles of Incorporation of Brickell Roads Townhouse Condominium Association, Inc. These Articles of Incorporation are submitted for filing. Further enclosed is our check in the amount of Seventy- Eight Dollars and Seventy-Five cents (\$78.75) for filing fees.

Please send us back a certified copy of these Article as soon as they are filed.

Thanks in advance for your cooperation on this matter and if you should have any questions, please do not hesitate to contact us.

Sincerely,


Francisco A. Rodriguez
Assistant to
Robert A. Brandt, Esq.

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TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF BRICKELL ROADS TOWNHOUSE
CONDOMINIUM ASSOCIATION, INC.**

The undersigned Subscribers associate themselves for the purpose of forming a not-for-profit corporation, pursuant to the laws of the State of Florida, and hereby adopt the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation shall be BRICKELL ROADS TOWNHOUSE CONDOMINIUM ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Association," these Articles of Incorporation as "these Articles," and the By-Laws of the Association as "the By-Laws." The principal location shall be 2809 Bird Avenue, Suite 145, Miami, Florida 33133.

**ARTICLE II
PURPOSE**

The purpose of the Association is to provide for the operation of that certain Condominium located in Miami-Dade County, Florida known as Brickell Roads Townhouse Condominium, a Condominium ("the Condominium").

**ARTICLE III
DEFINITIONS**

The terms used in these Articles shall have the same definitions and meanings as those set forth in the Declaration of Condominium for BRICKELL ROADS TOWNHOUSE CONDOMINIUM ("the Declaration") unless herein provided to the contrary, or unless the context otherwise requires.

**ARTICLE IV
POWERS**

4.1 General. The Association shall have all of the powers and privileges granted under the Florida Not-For-Profit Corporation Law and all of the powers and privileges which may be granted under any other applicable laws of the State of Florida, including the Florida Condominium Act, reasonably necessary to effectuate and implement the purposes of the Association, including the following:

- (a) To fix, levy, collect and enforce payment by any lawful means of all assessments and other charges against members as unit owners, and to use the proceeds thereof in the exercise of its powers and duties;
- (b) To pay all expenses incident to the conduct of the business of the Association, including all licenses, governmental charges or other expenses incurred, levied or imposed against the Common Elements;
- (c) To acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate,

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maintain, convey, sell, lease, transfer, trade, dedicate for public use or otherwise dispose of the Common Elements on behalf of the membership of the Association.

(d) To maintain, repair, replace, reconstruct, add to and operate the Condominium Property and other property acquired or leased by the Association for use by unit owners;

(e) To borrow money and mortgage, pledge or hypothecate any or all of the Common Elements as security for money borrowed or debts incurred;

(f) To purchase insurance upon the Condominium Property and its recreation areas, and insurance for the protection of the Association, its officers, administrators, and members as unit owners;

(g) To make, adopt and amend reasonable rules and regulations for the maintenance, conservation and use of the Condominium Property and for the health, comfort, safety and welfare of the unit owners;

(h) To approve or disapprove the leasing, transferring, mortgaging, ownership and possession of units as may be provided by the Declaration;

(i) To enforce by legal means the provisions of the Act, the Declaration, these Articles, the By-Laws and the rules and regulations for the use of the Condominium Property; and

(j) To contract for the management of the Condominium and maintenance of the Condominium Property including the Common Elements and any and all of the equipment, machinery, elevators, air conditioning units and other such items, and any facilities used by the unit owners.

4.2 Condominium Property. All funds and titles of all properties acquired by the Association and their proceeds shall be held for the benefit and use of the members in accordance with the provisions of the Declaration, these Articles and the By-Laws.

4.3 Distribution of Income. The Association shall make no distribution of income to its members, administrators or officers.

4.4. Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration and the By-Laws.

ARTICLE V TERM OF EXISTENCE

The Association shall have perpetual existence.

ARTICLE VI SUBSCRIBERS

The names and addresses of the Subscribers to these Articles is as follows:

Hernando A. Carrillo - 2809 Bird Avenue, Suite 145, Miami, Florida 33133

Sherry Carrillo - 2809 Bird Avenue, Suite 145, Miami, Florida 33133

Carmen Carrillo - 2809 Bird Avenue, Suite 145, Miami, Florida 33133

ARTICLE VII MEMBERS

7.1 Membership. Every person or entity who is a record owner of any Unit in the Condominium shall be a member of the Association. The foregoing does not include persons or entities who hold an interest merely as security for the performance of an obligation. Change of membership in the Association shall be established by recording in the Public Records of Florida, a deed or other instrument establishing record title in any Unit in a transferee and the delivery to the Association of a certified copy of such instrument. Upon such delivery, the transferee designated by such instrument shall become a member of the Association and the membership of the transferee shall be terminated.

7.2 Assignment. The member's share of the funds and any assets of the Association shall not be assigned, hypothecated or transferred in any manner except as an appurtenance to the member's unit.

7.3. Voting. Subject to Developer's reservation of voting rights in the Declaration of Condominium, each Owner shall be entitled to one vote for each Unit owned, which vote shall be exercised or cast in the manner provided by the Declaration and By-Laws. When more than one person holds an interest or interests in any Unit, the vote for such Unit shall be limited to one vote as the Owners among themselves determine.

7.4 Meetings. The By-Laws shall provide for an annual meeting of members, and may make provision for regular and special meetings of members other than the annual meeting.

ARTICLE VIII BOARD OF ADMINISTRATION

8.1 Number and Qualification. The property, business and affairs of the Association shall be managed by a Board consisting of the number of administrators determined by the By-Laws, but which shall consist of not fewer than three (3) administrators. Except for administrators appointed by Developer, at least a majority of the administrators must be members of the Association.

8.2 Duties and Powers. All of the duties and powers of the Association existing under the Act, the Declaration, these Articles and the By-Laws shall be exercised exclusively by the Board, its agents, contractors or employees, subject only to approval by Unit Owners when such approval is specifically required.

8.3 Election: Removal. Administrators shall be elected at the annual meeting of the members in the manner determined by the By-Laws. Administrators may be removed and vacancies on the Board shall be filled in the manner provided by the By-Laws.

8.4 First Administrators. The names and addresses of the first Board who shall hold office until their successors are elected and have qualified are as follows:

Hernando A. Carrillo - 2809 Bird Avenue, Suite 145, Miami, Florida 33133

Sherry Carrillo - 2809 Bird Avenue, Suite 145, Miami, Florida 33133

Carmen Carrillo - 2809 Bird Avenue, Suite 145, Miami, Florida 33133

The Administrators named above shall serve until the first election of Administrators, as determined by the By-Laws and any vacancies in their number occurring before the first election of Administrators shall be filled by act of the remaining Administrators.

ARTICLE IX OFFICERS

The affairs of the Association shall be administered by the officers designated in the By-Laws. The officers shall be elected by the Board at its first meeting following each annual meeting of the members of the Association and they shall serve at the pleasure of the Board. The By-Laws may provide for the removal of officers, for filling vacancies and for the duties of the officers. The names and addresses of the officers who shall serve until their successors are designated by the Board are as follows:

President: Hernando A. Carrillo

Secretary/Treasurer: Sherry Carrillo

ARTICLE X INDEMNIFICATION

10.1 In General. Every Administrator 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 him in connection with any proceeding or any settlement of any proceeding to which he may be a party or in which he may become involved by reason of his being or having been an Administrator or Officer of the Association, whether or not he is an Administrator or Officer of the Association at the time such expenses are incurred, except when the Administrator or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement, the indemnification shall apply only when the Board approves such settlement and reimbursement as being for the best interest of the Association. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which such Administrator or Officer may be entitled.

10.2 Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any By-Law, agreement, vote of members or otherwise. The indemnification shall inure to the benefit of the heirs and personal representative of all persons covered by this indemnification.

10.3 Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was an administrator, officer, employee or agent of the Association, or is or was serving at the request of the Association against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether

or not the Association would have the power to indemnify his against such liability under the provisions of this Article.

ARTICLE XI BY-LAWS

The first By-Laws of the Association shall be adopted by the Board designated herein. Thereafter, the By-Laws may be altered, amended or rescinded by the administrators and members in the manner provided by the By-Laws.

ARTICLE XII AMENDMENTS

Amendments to these Articles may be considered at any regular or special meeting of the members and may be adopted in the following manner:

12.1 Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered and said notice shall be made as required by the By-Laws.

12.2 A resolution for the adoption of a proposed amendment may be proposed either by the Board or by a majority of the voting members of the Association. Administrators and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, provided that such approval is delivered to the Secretary at or prior to the meeting. The approvals must be approved by sixty-seven (67%) percent of the voting members of the Association.

12.3 Anything herein to the contrary notwithstanding, no amendment shall make any changes in the qualifications for membership or in the voting rights or property rights of members, or any changes in Sections 4.2, 4.3 and 4.4 of Article IV, entitled "Power," without approval in writing by all members and the joinder of all record owners of the mortgages upon units. No amendment shall be made that is in conflict with the Act or Declaration, nor shall any amendments make any changes which would in any way affect any of the rights, privileges, powers or position in favor of or reserved by Developer, or any Institutional Lender, or an affiliate of Developer, unless Developer, such Institutional Lender or affiliate shall join in the execution of the amendment.

12.4 A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of the applicable Florida Statutes, and a copy certified by the Secretary of State shall be recorded in the Public Records of Dade County, Florida.

ARTICLE XIII TERM

The term of the Association shall be perpetual.

ARTICLE XIV DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less

than seventy-five (75%) percent of the voting members. 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 the Association was created. In the event that such dedication shall be refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE XV MISCELLANEOUS

15.1 Stock. The Association shall issue no shares of stock of any kind or nature whatsoever.


15.2 Severability. In addition of any one or more of the provisions hereof shall in no way affect any other provision, which shall remain in full force and effect.

ARTICLE XVI REGISTERED AGENT

The name and street address of the first registered agent authorized to accept service of process within Florida for the Association is:

Hernando A. Carrillo
2809 Bird Avenue, Suite 145
Miami, Florida 33133

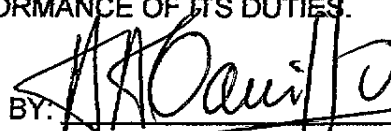
IN WITNESS WHEREOF, the Subscribers have affixed their signatures this 14th day of June, 1999.


Hernando A. Carrillo


Sherry Carrillo


Carmen Carrillo

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE,
THE UNDERSIGNED AGREES TO ACT IN THIS CAPACITY, AND FURTHER
AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE
TO THE PROPER AND COMPLETE PERFORMANCE OF ITS DUTIES.

BY: 
Hernando A. Carrillo Date: _____
Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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STATE OF FLORIDA >

> ss:

COUNTY OF MIAMI DADE >

The foregoing instrument was sworn to subscribed and acknowledged before me this 14 day of JUNE 1999, by Hernando A. Carrillo. He is (check one) personally know to me or has produced a FL Driver's License as identification.

My Commission Expires:

Francisco A. Rodriguez
Notary Public, State of Florida

NOTARY PUBLIC - STATE OF FLORIDA
FRANCISCO A. RODRIGUEZ
COMMISSION # CC774098
EXPIRES 9/10/2002
BONDED THRU ASA 1-888-NOTARY1

STATE OF FLORIDA >

> ss:

COUNTY OF MIAMI DADE >

The foregoing instrument was sworn to subscribed and acknowledged before me this 14 day of JUNE 1999, by Sherry Carrillo. She is (check one) personally know to me or has produced a FL Driver's License as identification.

My Commission Expires:

Francisco A. Rodriguez
Notary Public, State of Florida

NOTARY PUBLIC - STATE OF FLORIDA
FRANCISCO A. RODRIGUEZ
COMMISSION # CC774098
EXPIRES 9/10/2002
BONDED THRU ASA 1-888-NOTARY1

STATE OF FLORIDA >

> ss:

COUNTY OF MIAMI DADE >

The foregoing instrument was sworn to subscribed and acknowledged before me this 14 day of JUNE 1999, by Carmen Carrillo. She is (check one) personally know to me or has produced a FL Driver's License as identification.

My Commission Expires:

Francisco A. Rodriguez
Notary Public, State of Florida

NOTARY PUBLIC - STATE OF FLORIDA
FRANCISCO A. RODRIGUEZ
COMMISSION # CC774098
EXPIRES 9/10/2002
BONDED THRU ASA 1-888-NOTARY1