

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 222-1222 • 1-800-342-8062 • Fax (850) 222-1222

*N00000000 7249*

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Center Coconut Grove Condominium  
Association, Inc.*

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-10/31/00--01035--023  
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- Art of Inc. File *Cert*
- LTD Partnership File
- Foreign Corp. File
- L.C. File
- Fictitious Name File
- Trade/Service Mark
- Merger File
- Art. of Amend. File
- RA Resignation
- Dissolution / Withdrawal
- Annual Report / Reinstatement
- Cert. Copy
- Photo Copy
- Certificate of Good Standing
- Certificate of Status
- Certificate of Fictitious Name
- Corp Record Search
- Officer Search
- Fictitious Search
- Fictitious Owner Search
- Vehicle Search
- Driving Record
- UCC 1 or 3 File
- UCC 11 Search
- UCC 11 Retrieval
- Courier

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Signature \_\_\_\_\_

Requested by: *CO* *10-31-00* *11:00*  
Name Date Time

Walk-In \_\_\_\_\_ Will Pick Up \_\_\_\_\_

*10-31*

**FILED**  
00 OCT 31 PM 3:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**CENTER COCOANUT GROVE CONDOMINIUM ASSOCIATION, INC.**  
( a Florida corporation not for profit)

We, the undersigned, hereby acknowledge and file in the Office of the Secretary of State of Florida, for the purpose of forming a corporation not for profit under the Laws of the State of Florida, these Articles of Incorporation as provided by law.

**ARTICLE I**  
**NAME**

The name of this corporation shall be CENTER COCOANUT GROVE CONDOMINIUM ASSOCIATION, INC. For convenience, the corporation shall hereinafter be referred to as the "Association".

**ARTICLE II**  
**PURPOSES AND POWERS**

The purposes for which this corporation is formed are as follows:

Section 1. To be the "Association" as defined Condominium Act of the Statutes of the States of Florida, and as such to established and collect assessments from the unit owners and the members for the purpose of operating, maintaining, preparing, improving, reconstructing and administering the Condominium Property.

Section 2. To carry out the duties and obligations and receive the benefits given the ASSOCIATION:

a. by the Declaration of Condominium for CENTER COCOANUT GROVE CONDOMINIUM (hereinafter referred to as "DECLARATION");

b. by the Condominium Act; and

c. otherwise provided by law.

Section 3. To establish By-laws for the operation of the Condominium Property providing for the form of administration and rules and regulations for governing the ASSOCIATION, and to enforce the provisions of the Condominium Act, the DECLARATION and exhibits thereto, these Articles and the By-laws of the ASSOCIATION.

Section 4. To contract for the management of the Condominium and to delegate to such party such powers and duties if the ASSOCIATION as permitted by law.

Section 5. For any lawful purpose. To accomplish the foregoing purposes, the corporation shall have all corporate powers permitted under Florida law, including, but not limited to, the capacity to contract, bring suit and be sued, and those provided by the Condominium Act.

**ARTICLE III**

## EXHIBIT "C"

terminate when such person is no longer the owner of a Condominium Parcel. Membership certificates are not required and shall need not be issued.

On all matters upon which the membership shall be entitled to vote, there shall be only one (1) vote for each Unit, which vote shall be exercised by the Unit Owner in accordance with the provisions of the DECLARATION and By-laws. Until the Condominium Property is formally submitted to condominium ownership, the membership of the ASSOCIATION shall be comprised of the Developer of the CONDOMINIUM, its successors, grantees and assigns. When the Condominium Property is formally submitted to condominium ownership, the Developer shall exercise the membership rights of a Unit until title to the Unit is transferred, unless expressly otherwise provided herein or by laws.

Section 2. The shares of a member in the funds and assets of the ASSOCIATION cannot be assigned, apothecated or transferred in any manner except as an appurtenance to his unit.

Section 3. Subject to the foregoing, admission to and termination of membership shall be governed by the DECLARATION.

### ARTICLE IV EXISTENCE

The corporation shall have perpetual existence.

### ARTICLE V SUBSCRIBERS

The names and residences of subscribers to these Articles of Incorporation are as follows:

**Michael A. Luis**

**2761 West Trade Avenue  
Coconut Grove, Florida 33133**

**John S. Micali**

**13301 SW 124<sup>th</sup> Street  
Miami, Florida 33186**

**Jean Lesly Duret**

**13301 SW 124<sup>th</sup> Street  
Miami, Florida 33186**

### ARTICLE VI DIRECTORS

Section 1. The affairs of the corporation shall be managed and governed by a Board of Directors composed of not less than three (3) nor more than nine (9) persons. The first Board of Directors shall have three (3), and in the future, the number will be determined from time to time in accordance with the provisions of the By-laws of the corporation.

Section 2. Directors shall be elected by the voting members in accordance with the By-laws at the regular annual meeting of the membership of the corporation or at any special

**EXHIBIT "C"**

**ARTICLE VIII**  
**OFFICERS, INITIAL OFFICE AND RESIDENT AGENT**

Subject to the direction of the Board of Directors, the affairs of the ASSOCIATION shall be administered by the officers who shall serve at the pleasure of the Board of Directors. The names of the officers who shall serve until the first election following the First Annual Meeting of the Board of Directors are as follows:

<b><u>NAME</u></b>	<b><u>TITLE</u></b>
<b>Michael A. Luis</b>	<b>President/Secretary/Treasurer</b>

The Street address of the initial office of this corporation is 2761 West Trade Avenue, Coconut Grove, Florida; 33133 and the name of the initial resident agent of this corporation at that address is Peter Duarte.

**ARTICLE VIII**  
**FIRST BOARD OF DIRECTORS**

The first Board of Directors shall consist of three (3) persons who shall hold office and serve until their successors are elected and qualified and their names and addresses are as follows:

<b>Michael A. Luis</b>	<b>2761 West Trade Avenue Coconut Grove, Florida 33133</b>
<b>John S. Micali</b>	<b>13301 SW 124<sup>th</sup> Street Miami, Florida 33186</b>
<b>Jean Lesly Duret</b>	<b>13301 SW 124<sup>th</sup> Street Miami, Florida 33186</b>

**ARTICLE IX**  
**BY-LAWS**

The By-laws of this corporation shall be adopted by the first Board of Directors, and attached to the Declaration of Condominium to be filed in the Public Records of the County in which the Property is located, which By-laws may be altered, amended or rescinded in the manner provided by the By-laws.

**ARTICLE X**  
**AMENDMENTS**

Section 1. Amendments to these Articles of Incorporation may be proposed by the Board of Directors or a majority of the voting members. Such proposals shall set forth the proposed alteration, amendment or rescission in writing and shall be filed by the Board of Directors or a majority of the members and delivered to the President, who shall thereupon call a special meeting of the ASSOCIATION, the notice of which shall be given in the manner provided

**EXHIBIT "C"**

**INDEMNIFICATION**

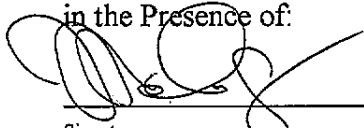
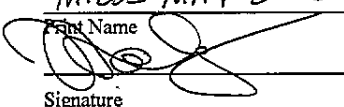
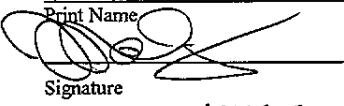
Every officer and every Director of the ASSOCIATION shall be indemnified by the ASSOCIATION against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement thereof, to which he may be a part, or in which he may 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 of his duties; provided that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement is being made for the best interests of the ASSOCIATION. The foregoing right of idemnification shall be in addition and not exclusive of all other rights to which such Director or officer may be entitled.

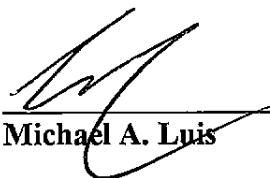
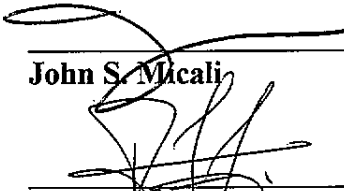
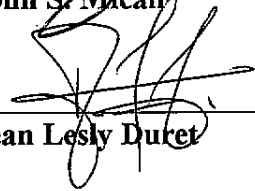
**ARTICLE XII**  
**TITLES**

The titles to the Articles contains herein are for convenience purposes only and shall not be considered in the interpretation or the meaning of the provisions of these Articles of Incorporation.

IN WITNESS WHEREOF, the subscribers hereto have hereunto set their hands and seals this \_\_\_\_\_ day of October 30, 2000

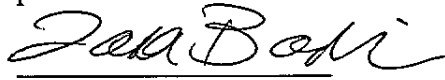
Signed, Sealed Delivered  
in the Presence of:

  
\_\_\_\_\_  
Signature  
MILES MALMBORG  
\_\_\_\_\_  
Print Name  
  
\_\_\_\_\_  
Signature  
MILES MALMBORG  
\_\_\_\_\_  
Print Name  
  
\_\_\_\_\_  
Signature  
MILES MALMBOR.  
\_\_\_\_\_  
Print Name

  
\_\_\_\_\_  
Michael A. Luis  
  
\_\_\_\_\_  
John S. Micali  
  
\_\_\_\_\_  
Jean Lesly Duret


STATE OF FLORIDA                    )  
  )SS.  
COUNTY OF DADE                    )

The foregoing instrument was acknowledged before me this \_\_\_\_\_ day of October 30, 2000 by Michael A. Luis, John S. Micali and Jean Lesly Duret, who are personally known to me or who produced their Florida Drivers Licenses as identification and who did (did not) take the oath.

  
\_\_\_\_\_  
Signature

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

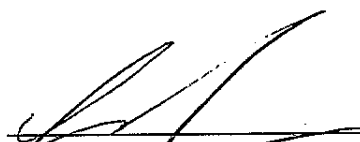
FIRST: THAT CENTER COCOANUT GROVE CONDOMINIUM ASSOCIATION, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 2761 WEST TRADE AVENUE, CITY OF MIAMI, STATE OF FLORIDA, 33133, HAS NAMED MICHAEL A. LUIS, LOCATED 2761 WEST TRADE AVENUE, MIAMI, STATE OF FLORIDA, 33133 AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

  
\_\_\_\_\_  
(CORPORATE OFFICER)

TITLE: SUBSCRIBER

DATE: 10-30, 2000

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 PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

  
\_\_\_\_\_  
MICHAEL A. LUIS  
(Resident Agent)

DATE: 10-30, 2000

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00 OCT 31 PM 3:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA