

Division of Corporations

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**FLORIDA NON-PROFIT CORPORATION**

**2908 ROYAL PALM CONDOMINIUM ASSOCIATION, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	06
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# ARTICLES OF INCORPORATION

## OF THE

2908 ROYAL PALM CONDOMINIUM ASSOCIATION, INC.

Under Chapter 617 of the Florida Not For Profit Corporation Law

The undersigned, desiring to form a corporation pursuant to the provisions of the Florida Not for Profit Corporation Law, does hereby certify:

1. The name of the Corporation is the 2908 ROYAL PALM CONDOMINIUM ASSOCIATION, INC., hereinafter referred to as the "Corporation".

2. The principal office and the mailing address of the Corporation shall be:

3157 Royal Palm Avenue  
Miami Beach, Florida 33140

3. The street address of the initial registration office of the Corporation is: 16900 N.E. 19<sup>th</sup> Avenue, N. Miami Beach, Florida 33162 and the name of the Corporation's initial registered agent at that address is Stuart A. Lipson, Esq..

4. The Association does not contemplate pecuniary gain or profit to the members thereof. The specific purpose for which it is formed are to provide for maintenance, preservation and architectural control of the condominium units and common elements within that certain Condominium more particularly described in the Declaration of Condominium for 2908 ROYAL PALM, A CONDOMINIUM (hereafter, "the Declaration of Condominium"), and to promote the health, safety and welfare of the residents within the Condominium and any additions. In order to effectuate these purposes, the association shall have the power to exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration of Condominium, which powers and privileges include but are not limited to the following:

- A. To fix, levy, collect and enforce payment by any lawful means all appropriate charges or assessments;
- B. To pay all expenses incident to the conduct of the business of the Association, including all licenses, taxes and governmental charges levied or imposed against the Common Elements;
- C. To acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise

Stuart A. Lipson, Esq.  
Fla. Bar No. 885770  
16900 N.E. 19<sup>th</sup> Avenue  
N. Miami Beach, FL 33162  
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dispose of the Common Elements on behalf of the membership of the Association;

- D. To borrow money and mortgage, pledge or hypothecate any or all of the Common Element as security for money borrowed or debts incurred;

To participate in mergers and consolidations with other nonprofit corporations organized for the same purposes; and

- F. To have and to exercise any and all powers, rights and privileges which a corporation organized under Florida Not-for-Profit Corporation Law may now or hereafter have or exercise.

## 5. MEMBERSHIP AND VOTING

- A. Membership: Every person or entity who is 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 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 a record title to any Unit in 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 transferor shall be terminated.

- B. Appurtenance to Unit: 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 his Unit.

- C. Voting Rights: Each Owner shall be entitled to one vote for each Unit owned. 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 Owner among themselves determine. The manner of exercising voting rights shall be determined by the By-Laws of the Association.

- D. Meetings: The By-Laws shall provide for meetings of the members.

## 6. BOARD OF ADMINISTRATORS

- A. Membership of Board: The affairs of this Association shall be managed by a Board consisting of the number of Administrators determined by the By-Laws, but not fewer than three (3) Administrators.

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

C. First Board of Administrators: The names and addresses of the persons who shall act in the capacity of Administrators until their successors shall be elected and qualified are as follows:

NAME: DONALD S. VERNON, JR.

ADDRESS: 3157 Royal Palm Avenue  
Miami Beach, FL 33140

NAME: MARIE VERNON

ADDRESS: 3157 Royal Palm Avenue  
Miami Beach, FL 33140

NAME: DONALD S. VERNON

ADDRESS: 3157 Royal Palm Avenue  
Miami Beach, FL 33140

#### 7. INDEMNIFICATION

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 only apply when the Board approves such settlement and reimbursement as being in the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Administrator or Officer may be entitled.

#### 8. BY-LAWS

The first By-Laws of the Association shall be adopted by the Board and may be thereafter be altered, amended or rescinded in the manner provided in such By-Laws.

#### 9. AMENDMENTS

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

1. By notice of the subject matter of a proposed amendment and of the meeting at which proposed amendment is considered, which notice shall be made as required by the By-Laws.

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2. By resolution for the adoption of a proposed amendment which may be proposed either by the Board or by a majority of the voting members. 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. Such amendments must be approved by not less than sixty-seven (67%) percent of the votes of the voting members.

#### 10. TERM

The term of the Association shall be perpetual.

#### 11. DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than seventy-five percent (75%) 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 purpose 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.

#### 12. SUBSCRIBERS

The name and address of the subscribers of these Articles of Incorporation is:

Donald S. Vernon, Jr.  
3157 Royal Palm Avenue  
Miami Beach, Florida 33140

#### 13. RESIDENT AGENT

The name and street address of the Resident Agent and Registered Office of these Articles of Incorporation is:

Stuart A. Lipson, Esquire  
16900 N.E. 19<sup>th</sup> Avenue  
N. Miami Beach, Florida 33162

#### 14. MISCELLANEOUS

**A. Developer's Rights.** No amendment of these Articles of Incorporation or the By-Laws shall change Developer's rights and privileges as set forth in the Declaration of Condominium without Developer's prior written approval so long as Developer owns any Unit.

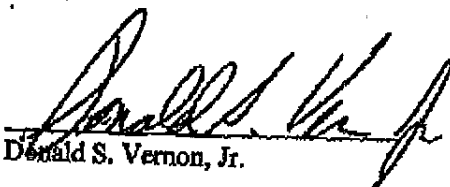
**B. Stock.** The Association shall issue no shares of stock of any kind or nature whatsoever.

**C. Severability.** Invalidation of any one or more of the provisions hereof shall in no way affect any other provisions, which shall remain in full force and effect.

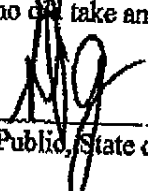
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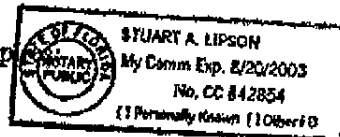
IN WITNESS WHEREOF this certificate has been signed and the statements made herein affirmed as true under the penalties of perjury this 3<sup>rd</sup> day of September 2001.

  
Donald S. Vernon, Jr.

THE FOREGOING INSTRUMENT was acknowledged before me this 3<sup>rd</sup> day of September, 2001, by Donald S. Vernon, Jr. who is personally known to me or who has produced PL DL as identification and who did take an oath.

  
Notary Public, State of Florida  
NAME:  
ADDRESS

Commission No.:  
My commission expires



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**CERTIFICATE DESIGNATING THE ADDRESS  
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

**WITNESSETH**

That the 2908 ROYAL PALM CONDOMINIUM ASSOCIATION, INC. deciding to organize under the laws of the State of Florida, has named Stuart A. Lipson, Esquire, located at: 16900 N.E. 19<sup>th</sup> Avenue N. Miami Beach, Florida 33162, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

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, and I accept the duties and obligations of Section 607.325, Florida Statutes.

Dated this 9<sup>th</sup> day of September, 2001

  
\_\_\_\_\_  
Stuart A. Lipson, Esq. Registered Agent

THE FOREGOING INSTRUMENT was acknowledged before me this 9<sup>th</sup> day of September, 2001, by Stuart A. Lipson, Esq. who is personally known to me or who has produced \_\_\_\_\_ as identification and who did take an oath.

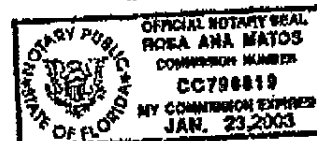
  
\_\_\_\_\_  
Notary Public, State of Florida

NAME:

ADDRESS

Commission No.:

My commission expires:



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