

# NO200000235

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## FLORIDA NON-PROFIT CORPORATION

alhambra grand plaza condominium association, inc.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

January 14, 2002

EMPIRE CORPORATE KIT COMPANY

SUBJECT: ALHAMBRA GRAND PLAZA CONDOMINIUM ASSOCIATION, INC  
REF: W02000000911

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

You failed to make the correction(s) requested in our previous letter.

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

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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

H02000009468  
ARTICLES OF INCORPORATION  
OF

ALHAMBRA GRAND PLAZA CONDOMINIUM ASSOCIATION, INC.

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We, the undersigned, for the purpose of forming a not-for-profit corporation in accordance with the laws of the State of Florida, acknowledge and file these Articles of Incorporation in the Office of the Secretary of the State of Florida.

ARTICLE I  
NAME

The name of this Corporation shall be ALHAMBRA GRAND PLAZA CONDOMINIUM ASSOCIATION, INC. For convenience, the Corporation shall hereinafter be referred to as the "Condominium Association".

ARTICLE II  
PURPOSES AND POWERS

The Condominium Association shall have the following powers:

- A. To manage, operate and administer ALHAMBRA GRAND PLAZA, a Condominium (referred to hereinafter as the "Condominium"), and to undertake the performance of, and to carry out the acts and duties incident to, the administration of the Condominium in accordance with the terms, provisions, conditions and authorizations contained in these Articles, the Condominium Association's By-Laws and the Declaration of Condominium of Alhambra Grand Plaza recorded in the Public Records of Dade County, Florida.
- B. To borrow money and issue evidences of indebtedness in furtherance of any and all of the objects of its business; to secure the same by mortgage, deed of trust, pledge, lien, or other instrument.
- C. To carry out the duties and obligations and to receive the benefits provided for the Condominium Association by the Declaration of Condominium of ALHAMBRA GRAND PLAZA, a Condominium.
- D. To establish By-Laws and Rules and Regulations for the operation of the Condominium Association and to provide for the formal administration of the Condominium Association; to enforce the Condominium Act of the State of Florida, the Declaration of Condominium of Alhambra Grand Plaza, the By-laws and the Rules and Regulations of the Association.
- E. To contract for the management of the Condominium.
- F. To acquire, own, operate, mortgage, lease, sell and trade property, whether real or personal, as may be necessary or convenient in the administration of the Condominium.
- G. The Association shall have all of the common law and statutory powers and duties set forth in Chapter 718, Florida Statutes, as amended (the "Condominium Act") and the Declaration of Condominium for the Condominium and all other powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration of Condominium of Alhambra Grand Plaza, as same may be amended from time to time.

ARTICLE III  
MEMBERS

- A. Each unit owner in the Condominium and Subscribers to these Articles shall automatically be members of the Association. Membership of the

Subscribers shall terminate upon the divestment of title of the respective subscribers to their respective units.

- B. Membership, as to all members other than the Subscribers, shall commence upon the acquisition of record title to a unit as evidenced by the recording of a deed of conveyance in the Public Records of Dade County, Florida or, as provided in the Declaration of Condominium of Alhambra Grand Plaza, upon transfer of title upon the death of a member and membership shall terminate upon the divestment of title to said unit.
- C. On all matters as to which the membership shall be entitled to vote, there shall be only one vote for each unit, which vote shall be exercised in the manner provided by the Declaration of Condominium of Alhambra Grand Plaza and the By-Laws of the Condominium Association.
- D. The share of a member in the funds and assets of the Condominium Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to his unit.

#### ARTICLE IV EXISTENCE

The Condominium Association shall have perpetual existence.

#### ARTICLE V SUBSCRIBERS

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

<u>NAME</u>	<u>ADDRESS</u>
JEFFREY E. REICHENBACHER	799 Brickell Plaza
FRANSISCO ESPINOSA	Suite 700
PATRICIA ESPINOSA	Miami, FL 33131

#### ARTICLE VI DIRECTORS

- A. The Condominium and Condominium Association's affairs shall be managed by a Board of Directors initially composed of three (3) persons, in accordance with Article III of the Condominium Association's By-Laws.
- B. The number of Directors to be elected, the manner of their election and their respective terms shall be as set forth in Article IV of the Condominium Association's By-Laws.

The following persons shall constitute the initial Board of Directors and they shall hold office for the term and in accordance with the provisions of Articles III and IV of the Condominium Association's By-Laws.

<u>NAME</u>	<u>ADDRESS</u>
JEFFREY E. REICHENBACHER	799 Brickell Plaza
FRANSISCO ESPINOSA	Suite 700
PATRICIA ESPINOSA	Miami, FL 33131

ARTICLE VII  
OFFICERS

The affairs of the Association shall be administered by the Officers designated in the By-Laws, who shall serve at the pleasure of said Board of Directors. The names and addresses of the Officers who shall serve until the first election of Officers pursuant to the provisions of the Condominium Association's By-Laws are as follows:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
FRANCISCO ESPINOSA	PRESIDENT/ TREASURER	799 Brickell Plaza Suite 700 Miami, FL 33131
FRANCISCO ESPINOSA	V. PRESIDENT/ SECRETARY	799 Brickell Plaza Suite 700 Miami, FL 33131

ARTICLE VIII  
BY-LAWS

The By-Laws of the Condominium Association shall be adopted by the initial Board of Directors. The By-Laws may be amended in accordance with the provisions thereof, except that no portion of the By-Laws may be altered, amended, or rescinded in such a manner as would prejudice the rights of the Developer of the Condominium or mortgagees holding mortgages encumbering units in the Condominium, without their prior written consent.

ARTICLE IX  
AMENDMENTS TO ARTICLES OF INCORPORATION

Amendments to these Articles shall be proposed and adopted in the following manner:

- A. Notice of the subject matter of any proposed amendment to these Articles of Incorporation shall be included in the notice of the meeting of the Condominium Association at which the proposed amendment is to be considered.
- B. A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors, acting upon the vote of a majority of the Board of Directors, or by the members of the Condominium Association having a majority of the votes in the Association. In order for any amendment or amendments to be effective, said amendment must be approved by an affirmative unanimous vote of the entire Board of Directors and by an affirmative vote of members having no less than 100% of the total votes in the Condominium Association.
- C. No amendment shall make any changes in the qualifications for membership nor in the voting rights of members of the Association, without approval in writing by all members and the joinder of all record owners of mortgages encumbering condominium units. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium of Villa Bahia.
- D. A copy of each amendment adopted shall be filed within ten (10) days of adoption with the Secretary of State, pursuant to the provisions of applicable Florida Statutes.

**ARTICLE X  
INDEMNIFICATION**

Every Director and every Officer of the Condominium Association shall be indemnified by the Association and by each member of the Association against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon the Director(s) or Officer(s) in connection with any proceeding or any settlement thereof to which the Director(s) or Officer(s) may be a party, or in which the Director(s) or Officer(s) may become involved by reason of the Director(s) or Officer(s) being or having been a Director(s) or Officer(s) of the Association, whether or a Director(s) or Officer(s) at the time such expenses are incurred, except in such cases wherein the Director(s) or Officer(s) is adjudged guilty of willful misconduct in the performance of such Director's or Officer's duty, provided that in the event of a settlement, the indemnification set forth herein shall apply only when the Board of Directors, exclusive of any Director(s) seeking indemnification, approves such settlement and reimbursement as being for the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all of the rights to which such Director(s) or Officer(s) may be entitled.

**ARTICLE XI  
INITIAL REGISTERED OFFICE AND AGENT**

The principal office of the Association shall be at 799 Brickell Plaza, Suite 700 Miami, Florida 33131, or at such other place, within or without the State of Florida as may be subsequently designated by the Board of Directors. The initial registered office of the Association is at 799 Brickell Plaza, 7<sup>th</sup> Floor, Suite 700, Miami, Florida 33131, and the initial registered agent therein is JEFFREY E. REICHENBACHER.

IN WITNESS WHEREOF, they have hereunto set their hands and seals this 21 day of December, 2008.

Sealed and delivered in  
the presence of:

Regina Garcia  
witness Regina Garcia

Diego A. Cabrera  
witness Diego A. Cabrera

Jeffrey E. Reichenbacher  
JEFFREY E. REICHENBACHER

STATE OF FLORIDA  
COUNTY OF DADE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared Jeffrey E. Reichenbacher, to me known to be the person described in and who executed the foregoing instrument and he acknowledged before me that he executed the same, and who has produced personal identification FLORIDA DRIVER'S LICENSE and who did take an oath.

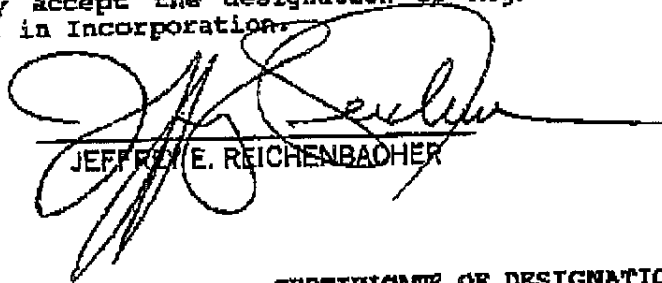
WITNESS my hand and official seal in the County and State last aforesaid this 21<sup>st</sup> day of December, 2008.

Diego A. Cabrera



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I hereby accept the designation of Registered Agent as set forth in these Articles in Incorporation.



JEFFREY E. REICHENBACHER

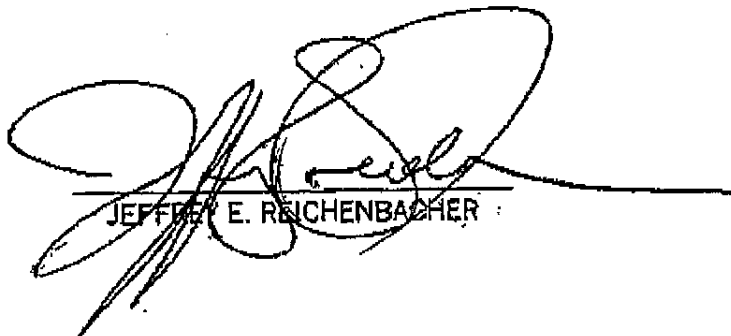
**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Corporation is:  
ALHAMBRA GRAND PLAZA CONDOMINIUM ASSOCIATION, INC.
2. The name and address of the registered agent and office is:  
(P.O. BOX not acceptable)

JEFFREY E. REICHENBACHER  
~~799 BRICKELL PLAZA~~ 799 BRICKELL PLAZA  
8TH FLOOR, SUITE 700  
MIAMI, FLORIDA 33131

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



JEFFREY E. REICHENBACHER

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