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- Amendment
 Resignation of R.A., Officer/Director
 Change of Registered Agent
 Dissolution/Withdrawal
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REGISTRATION/QUALIFICATION

- Foreign
 Limited Partnership
 Reinstatement
 Trademark
 Other

Examiner's Initials

FILED

Prepared by:
Hayley B. Colina, Esq.
LAW OFFICES OF WALTER A. ANON, P.A.
7975 N.W. 155th Street, Suite A
Miami Lakes, FL 33016

2006 FEB 27 PM 3:25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
LAS BRISAS DEL CARIBE CONDOMINIUM ASSOCIATION, INC.**

The undersigned, by these Articles, hereby form this not-for-profit corporation under the laws of the State of Florida, pursuant to Chapter 617, Florida Statutes, and certify as follows:

ARTICLE I - NAME AND ADDRESS

The name of the corporation shall be **LAS BRISAS DEL CARIBE CONDOMINIUM ASSOCIATION, INC.** For convenience, the Corporation shall be referred to in this instrument as the "Association." The street address of the initial principal office is 101-A Business Centre Drive, Destin, Florida 32550.

ARTICLE II - PURPOSES AND POWERS

The Association does not contemplate pecuniary gain or profit to the members thereof. The specific purposes 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 **LAS BRISAS DEL CARIBE 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:

1. To fix, levy, collect and enforce assessments against members as Unit Owners to defray the cost, expenses and losses of the Condominium, and to make such other Special Assessments against Unit Owners as the Declaration of Condominium shall provide, and to enforce such levy of Assessments against Unit Owners as the Declaration of Condominium shall provide, and to enforce such levy of Assessments through a lien and the foreclosure thereof or by other action pursuant to the Declaration of Condominium.

2. 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;

3. To acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of the Common Elements on behalf of the membership of the Association;
4. To borrow money in accordance with the terms of the Declaration of Condominium;
and
5. To purchase insurance upon the property of any condominium operated by the Association, the Common Elements or the other property of the Association and insurance for the protection of the Association and its members.
6. To reconstruct improvements after casualty and to further improve the property of any condominium operated by the Association, the Common Elements or any other property of the Association.
7. To approve or disapprove the leasing, transfer of ownership, and occupancy to the extent authorized by the Declaration.
8. To make and amend reasonable regulations respecting the use of the property of any condominium operated by the Association, the Common Elements or any other property of the Association.
9. To contract for the management of the Association, the Common Elements, any condominium operated by the Association or any portion thereof, and to delegate to such contractor all powers and duties of the Association except such as are specifically required by the Declaration to have approval of the Board of Directors or the membership of the Association. Notwithstanding the foregoing, as provided by Section 718.302, F.S., any such contract shall be fair and reasonable and such contract may be cancelled by unit owners other than the developer if the unit owners other than the developer have assumed control of the association, or if unit owners other than the developer own not less than 75 percent of the voting interests in the condominium, the cancellation shall be concurrence of the owners of not less than 75 percent of the voting interests other than the voting interests owned by the developer. If a contract is so canceled and the unit owners other than the developer have not assumed control of the association, the association shall make a new contract or otherwise provide for maintenance, management, or operation in lieu of the canceled obligation, at the direction of the owners of not less than a majority of the voting interests in the condominium other than the voting interests owned by the developer.
10. To contract with the Developer, its successors and assigns, and any of the partners of the Developer, their officers, directors, partners or shareholders.
11. To enforce by legal means the provisions of the Condominium Act, the Declaration, these Articles, the By-Laws of the Association and rules and regulations for the use of the property of any condominium operated by the Association, and the Common Elements or any other property of the Association, as appropriate, subject to, however, to the limitation regarding assessing Units owned by the Developer for fees and expenses relating in any way to claims or potential claims against the Developer as set forth in the Declaration or By-Laws.

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

ARTICLE III – DEFINITION

The terms used in these Articles shall have the same definitions and meanings as those set forth in the Declaration of the Condominium to be recorded in the Public Records of Miami-Dade County, Florida, unless herein provided to the contrary or unless the context otherwise requires.

ARTICLE IV - MEMBERSHIP AND VOTING

A. Membership: Every person or entity who is a record title 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 Miami-Dade County, Florida, a deed or other instrument establishing a record title to 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.

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 for which that share is held.

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 Owners 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 an annual meeting of members, and may provide for regular and special meetings of members other than the annual meeting.

ARTICLE V – TERM OF EXISTENCE

The Association shall have perpetual existence.

ARTICLE VI – INCORPORATOR

The name and address of the Incorporator of this Corporation is as follows:

Hayley B. Colina
Law Offices of Walter A. Anon, P.A.
7975 NW 155th Street, Suite A
Miami Lakes, Florida 33016

ARTICLE VII - BOARD OF DIRECTORS

A. Membership of Board: The affairs of this Association shall be managed by a Board consisting of the number of Directors determined by the By-Laws, but not fewer than three (3) Directors nor more than seven (7) directors who shall be designated or elected as hereinafter set forth.

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

C. Duties and Power: 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 of Directors, its agents, contractors, or employees, subject only to approval by Unit Owners when such approval is specifically required.

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

<u>Name</u>	<u>Address</u>
William Lee Brumfield	1450 Amberjack Drive Gautier, MS 39553
Herman L. Neese, Jr.	101-A Business Centre Drive Destin, Florida 32550
Alan M. O'Neal	101-A Business Centre Drive Destin, Florida 32550

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

ARTICLE VIII - OFFICERS

The affairs of the Association shall be administered by the Officers designated in the By-Laws. After the first election of Directors, the Officers shall be elected by the Board at the first Board meeting following the annual meeting. Directors shall serve at the pleasure of the Board. The names and addresses of the officers who shall serve until their successors are designated by the Board are as follows:

Lee Brumfield	President
Alan M. O'Neal	Vice President
Herman L. Neese, Jr.	Secretary / Treasurer

ARTICLE IX - INDEMNIFICATION

Every Director 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 a Director or Officer of the Association, whether or not he is a Director or Officer of the Association at the time such expenses are incurred, except when 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 shall apply only 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 Director or Officer may be entitled. The directors shall be authorized to purchase directors and officers liability insurance providing coverage to the officers and directors of the Association at the expense of the Association.

ARTICLE X - BY-LAWS

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

ARTICLE XI - 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 a proposed amendment is considered, which notice shall be made as required by the By-Laws.
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. Such amendments must be approved by not less than sixty-seven percent (67%) of the votes of the voting members. If there are no members of the Association, the amendment shall be adopted by a vote of the majority of directors and the provisions for adoption by members shall not apply.
3. Provided, that no amendment shall abridge, limit or alter the rights reserved by or granted to the Developer, its successors or assigns, or any successor developer, by these Articles or By-Laws without prior written consent of the Developer, its successors or assigns, or successor developer.
4. A copy of each amendment shall be certified by the Secretary of State and recorded in the public records of Miami-Dade County, Florida.

ARTICLE XII - DISSOLUTION

The Association may be dissolved, upon termination of the Condominium as provided in the Declaration of Condominium, with the assent given in writing and signed by not less than seventy-five percent (75%) of the votes which members present at a meeting on such topic or represented by proxy are entitled to cast. 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 is refused, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted.

ARTICLE XIII - RESIDENT AGENT

The name and street address of the initial Resident Agent & initial Registered Office of the Corporation is:

Walter A. Anon, Esq.
Law Offices of Walter A. Anon, P.A.
7975 NW 155th Street,
Suite A
Miami Lakes, Florida 33015


ARTICLE XIV - 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.

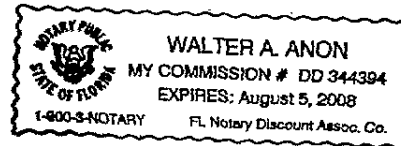
IN WITNESS WHEREOF, the undersigned subscribing Incorporator has executed this instrument this 24 day of February, 2006.


Print Name: Hayley Colina

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 24 day of February, 2006 by Hayley Colina who is either personally known to me or who presented valid picture identification in the form of FOE and who did take an oath.


NOTARY PUBLIC
State of Florida at Large
My Commission Expires:



ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated Association, at the place designated in these Articles, Walter A. Anon, Esq. hereby accepts its obligation to act in this capacity, and agrees to comply with the provisions of Chapter 617, Florida Statutes, relative to keeping open said office.

By: _____

Walter A. Anon, Esq.

Dated this 24th day of February, 2006.