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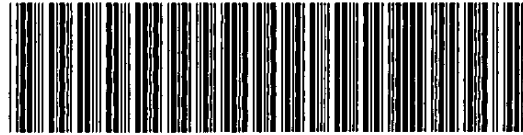
(Business Entity Name)

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2006 DEC -7 PM 2:11

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. Hampton DEC -7 2006

## COVER LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: 256-258 Condominium Association, Inc.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the Articles of Incorporation and a check for :

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee &  
Certificate of  
Status

☒ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

FROM: Adam ZIPPER, Esquire  
Name (Printed or typed)

7301 SW 57 Ct., #510  
Address

South Miami, FL 33143  
City, State & Zip

(305) 662-1600  
Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**

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ARTICLES OF INCORPORATION

2006 DEC -7 PM 2:11

OF

256-258 CONDOMINIUM ASSOCIATION, INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, by these Articles associate themselves for the purpose of forming a corporation not for profit under chapter 617, Florida Statutes, and certify as follows:

ARTICLE I

**NAME.** The name of the corporation shall be "256-258 CONDOMINIUM ASSOCIATION, INC." (the "Association") and the corporate address is 1119 Cotorro Avenue, Coral Gables, FL 33146.

ARTICLE II

**PURPOSE.** The purposes for which the Association is organized are as follows:

1. To operate as a corporation not-for-profit pursuant to Chapter 617, Florida Statutes;
2. To enforce and exercise the duties of the ASSOCIATION as provided in the DECLARATION; and
3. To promote the health, safety, welfare comfort and social and economic benefit of the members.

ARTICLE III

**POWERS.** The powers of the Association shall include and be governed by the following provisions:

(A) The Association shall have all the common law and statutory powers of a corporation not for profit not in conflict with the terms of these Articles or the declaration of condominium of the Condominium.

(B) The Association shall have all the powers and duties set forth in these Articles and the DECLARATION and all of the powers and duties reasonably necessary to operate the ASSOCIATION, including but not limited to the following:

(1) To hold title to and own fee simple or other lesser interest in real, personal or mixed property, wherever situated, including units in the Condominium, and to lease, mortgage and convey same.

(2) To make and collect assessments against the members as unit owners to defray the costs, expenses and losses of the ASSOCIATION and to defray the costs, expenses and losses of any other business, enterprise, venture or property interest of the Association.

(3) To use the proceeds of the assessments in the exercise of these powers and duties.

(4) To maintain, repair, replace and operate the property of the

Condominium or any other property of the Association.

(5) To purchase insurance upon the property of the Association, 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 the Condominium or any other property of the Association.

(7) To make and amend reasonable regulations respecting the use of the property of the Association.

(9) To contract for the management of the Association, the property of 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.

(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 acquire fee simple title to, to lease, acquire memberships or acquire other possessory or use interest in and to operate lands and facilities, whether or not contiguous to the lands of the condominium intended to provide for the enjoyment, recreation or other use or benefit of the members, or a substantial number of the members, of the Association.

(12) To employ personnel to perform the services required for the proper operation, management, maintenance or control of the Association, or any other property of the Association.

(13) To hire attorneys or other professionals for the purpose of bringing legal action or enforcing rights in the name of and on behalf of the members of the Association where such actions or rights are common to all members, or a substantial number of the members; and to bring such action in the name of and on behalf of the members.

(C) All funds and, the title of all properties acquired by the Association and their proceeds shall be held in trust for the members in accordance with the provisions of the Declaration and by the By-Laws of the Association.

#### ARTICLE IV

##### MEMBERS.

(A) The members of the Association shall consist of all of the record owners of Lots in the subdivision.

(B) A 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 a Lot and the delivery to the Association of a certified copy of such instrument. The owner designated by

such instrument thus becomes a member of the Association and the membership of the prior owner is terminated.

(C) The share of a member in the funds or assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to his unit.

(D) The owner of each Lot shall be entitled to at least one (1) vote as a member of the Association. The exact number of votes to be cast and the manner of exercising voting rights shall be determined by the By-Laws of the Association.

## ARTICLE V

### DIRECTORS.

(A) The affairs of the Association will be managed by a Board consisting of not less than three (3) nor more than seven (7) directors who shall be designated or elected as hereinafter set forth. Directors need not be members of the Association.

(B) The names and addresses of the members of the first Board of Directors who have been designated as such by the Developer and who shall hold office until their successors are designated or elected as herein provided and have qualified or until removed as herein provided are as follows:

<u>NAME</u>	<u>ADDRESS</u>
JERRY FLICK	1119 Cotorro Avenue Coral Gables, FL 33146
JACQUELINE FLICK	1119 Cotorro Avenue Coral Gables, FL 33146

Until unit owners other than the Developer are entitled to elect a majority of the members of the Board of Directors, the members of the Board of Directors shall be designated by the Developer and may be changed from time to time as the Developer, in its sole discretion, may determine. This right includes the right to fill vacancies in the Board.

(C) Until unit Owners other than the Developer are entitled to elect at least a majority of the Board of Directors, the Board of Directors shall consist of three (3) members. The first election of Directors shall not be held until required by the Declaration and/or By-Laws thereof, or until the Developer elects to terminate its control of the Association.

(E) Beginning with the election at which unit owners other than the Developer are entitled to elect at least a majority of the Board of Directors, the affairs of the Association will be managed by a Board consisting of three (3) directors. After Lot owners other than the Developer are entitled to elect a majority of the members of the Board of Directors, directors of the Association 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 of Directors shall be filled in the manner provided by the By-Laws.

#### ARTICLE VI

**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 of Directors at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The names and addresses of the officers who shall until serve their successors are designated by the Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
JERRY FLICK	PRESIDENT/TREASURER
JACQUELINE FLICK	VICE PRESIDENT/SECRETARY

#### ARTICLE VII

**INDEMNIFICATION.** Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorney's 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 at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance in the performance of his duties. The foregoing right of indemnification shall be in addition to and not exclusive of all of the 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 VIII

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

#### ARTICLE IX

**ARENDMENTS.** Amendments to the Articles of Incorporation shall be proposed and adopted in the following manner:

(A) Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered.

(B) A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by the members of the Association. Directors, and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing

provided such approval is delivered to, the secretary or assistant secretary at or prior to the meeting. Except as elsewhere provided, such approvals must be either by:

- (1) Not less than two-thirds (2/3) of the voting interests of the entire membership of the association, or
- (2) Until the transfer of control from the Developer to unit owners other than the Developer, by two-thirds (2/3) of the directors.

(C) Provided, however, that no amendment shall make any 'changes in the qualifications for membership nor the voting rights of 'members without approval in writing by all members and the joinder of all record owners of mortgages upon the Condominium.

(D) Provided, further, that no amendment shall abridge, limit or alter the rights reserved by or granted co the Developer, its successors or assigns, or any successor developer, by these Articles or By-Laws without the prior written consent of the Developer, its successors or assigns, or a successor developer.

(E) A copy of each amendment shall be certified by the Secretary of State and recorded in the public-records of Broward County, Florida.

#### ARTICLE X

**TERM.** The term of the Association shall be perpetual.

#### ARTICLE XI

**SUBSCRIBERS.** The name and address of the subscriber to these Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
JERRY FLICK	1119 Cotorro Avenue Coral Gables, FL 33146

#### ARTICLE XII

**APPOINTMENT OF REGISTERED AGENT AND OFFICE.** JERRY FLICK is hereby appointed to serve as Registered Agent of the Association. The Street address of the Registered Office of the Registered Agent is 1119 Cotorro Avenue, Coral Gables, FL 33146.

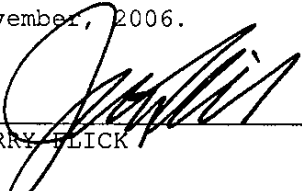
#### ARTICLE XIII

**DISPOSITION OF ASSETS UPON DISSOLUTION.** Upon dissolution of the Association, the assets, both real and personal of the Association, shall be dedicated to an appropriate public agency or utility to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association. 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 by the Association.

No disposition of The 256-258 CONDOMINIUM ASSOCIATION, INC. properties shall be effective to divest or diminish any right or title of any member vested in him under the recorded declaration of condominium for the Condominium, unless made in accordance with the provisions of any applicable declaration.

I WITNESS WHEREOF, the subscriber has affixed his signature this 21 day of November, 2006.

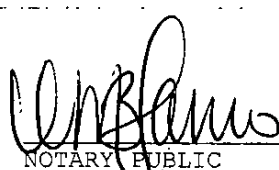
  
JERRY FLICK

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 21 day of November, 2006, by JERRY FLICK who is personally known to me or who has produced \_\_\_\_\_ as identification.

My commission expires:

**ELIZABETH M. BLANCO**  
Notary Public, State of Florida  
My comm. exp. Mar. 5, 2010  
Comm. No. DD 525132

  
NOTARY PUBLIC  
STATE OF FLORIDA, AT LARGE

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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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:

**256-258 CONDOMINIUM ASSOCIATION, INC.**

2. The name and address of the registered agent and office is:

**JERRY FLICK at 1119 Cotorro Avenue, Coral Gables, FL 33146**

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.

  
JERRY FLICK

Date 11/21/2006