

566459

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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FILED
14 MAR 24 PM 3:45
FEDERAL BUREAU OF INVESTIGATION
U.S. DEPARTMENT OF JUSTICE

* Court Order to 4/8/14
Vacate Conversion
M. J. Sullivan

Albert E. | Acuña, P.A.
ATTORNEYS AT LAW

March 19, 2014

VIA U.S. CERTIFIED MAIL

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

**Re: Brickell Place Condominium Association, Inc.
 (Reversion from For-Profit Corporation to For-Profit Corporation)
 Dissolution of Florida Non-Profit Corporation
 Reinstatement of Florida Profit Corporation**

Dear Sir or Madam:

Please be advised that the undersigned law firm serves as general counsel to Brickell Place Condominium Association, Inc. (hereinafter referred to as "Association").

By way of a brief background, on January 27, 2010 the Association's Petition for Conversion to a Florida Non-Profit Corporation (from a Florida Profit Corporation) was granted by the Circuit Court of the Eleventh Judicial Circuit in and for Miami-Dade County, Florida (hereinafter referred to as the "Court"). As such, on or about February 10, 2010 the Florida Department of State implemented this change by converting the Association as a Florida Profit Corporation (Document No.: 566459) into a Florida Non-Profit Corporation (Document No.: N10000001546). Recently, upon the advice of its CPA, the Association requested that the Court Vacate the aforementioned January 27, 2010 Order on the Association's Petition for Conversion to a Florida Non-Profit Corporation. On February 26, 2014 the Court granted the Association's Motion to Vacate the Order Converting the Association to a Florida Non-Profit Corporation nunc pro tunc to January 27, 2010. By virtue of the Court's February 26, 2014 Order nunc pro tunc to January 27, 2010, the Association's conversion to a Florida Non-Profit Corporation was abrogated as if it never had existed or taken legal effect. Moreover, said Order directs that the Association be "restored to a Florida for-profit Corporation with all previously filed Articles of Incorporation and filings taking full force and effect." (See Paragraph 3).

As such, at this time we request that the Association be reinstated as a Florida Profit Corporation (Document No.: 566459) and that the Association as a Florida Non-Profit Corporation (Document No.: N10000001546) be dissolved.

Enclosed for your review please find the relevant documents:

- Order Converting Association to a Florida Non-Profit Corporation entered on January 27, 2010;
- Corporate Resolution authorizing conversion to Florida Non-Profit Corporation;

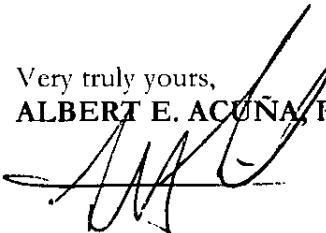
- Amended Articles of Incorporation of Brickell Place Condominium Association, Inc. (Corporation Not-For Profit);
- Certificate of Status re: Florida Non-Profit Corporation (Document No.: N10000001546);
- February 26, 2014 Order Vacating Order Converting Association to a Florida Non-Profit Corporation *nunc pro tunc* to January 27, 2010 (Certified Copy);
- Corporate Resolution authorizing restoration back to Florida Profit Corporation;
- Corporation Reinstatement Form;
- Payment of 1,358.75 (\$600.00 Reinstatement Fee; \$600.00 Annual Report Fee for each year dissolved (4); \$150.00 Annual Report Fee for current year; and \$8.75 for Certificate of Status).

If there is anything else you require please do not hesitate to directly contact the undersigned counsel at your earliest convenience.

Please issue a certificate confirming that the Association as a Florida Profit Corporation (Document No.: 566459) has been reinstated.

We thank you for your expedited attention to this matter.

Very truly yours,
ALBERT E. ACUÑA, P.A.



ALBERT E. ACUÑA, ESQ.
For the firm.

cc: Brickell Place Condominium Association, Inc.

FILED

14 MAR 24 PM 3:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN THE CIRCUIT COURT OF THE
11TH JUDICIAL CIRCUIT IN AND FOR
MIAMI-DADE COUNTY, FLORIDA

GENERAL JURISDICTION DIVISION

CASE NO. 09-74389 CA 09

IN RE: BRICKELL PLACE CONDOMINIUM
ASSOCIATION, Inc., a Florida Corporation.

FILED
2014 FEB 26 AM 9:06
CIVIL DIVISION

ORDER VACATING:

**ORDER ON PETITION FOR CONVERSION TO A NOT-FOR-PROFIT
CORPORATION PURSUANT TO §617.1805, F.S. & CHAPTER 718, F.S.**

(Dated January 27, 2010)

THIS CAUSE came before the Court upon Petitioner, **Brickell Place Condominium Association, Inc.'s**, Motion to Vacate Order on Petition for Conversion to a Not-for-Profit Corporation pursuant to §617.1805, F.S. through §617.1808, F.S., and Chapter 718, *et seq.*, F.S., and with the Court having heard argument of counsel and being otherwise fully advised in the premises,

it is **ORDERED** and **ADJUDGED** that said Motion is hereby **GRANTED**;

1. The Court's previous *Order on Petition for Conversion to a not-for-profit Corporation Pursuant to §617.1805, F.S. & Chapter 718, F.S.* dated January 27, 2010 is hereby **VACATED**.
2. Petitioner's Corporate Resolution dated September 23, 2009 and Amended Articles of Incorporation dated September 23, 2009 are also **VACATED** and shall have no further legal effect.
3. Petitioner shall be restored to a Florida for-profit Corporation with all previously filed Articles of Incorporation and filings taking full force and effect.

DONE AND ORDERED in Chambers at Miami, Miami-Dade County, Florida this 26th

of February, 2014, *NUNC PRO TUNC TO JANUARY 27, 2010.*

HON. JERALD BAGLEY
CIRCUIT COURT JUDGE

JUDGE JERALD BAGLEY

Conformed copied furnished to:
Albert E. Acuña, Esq.

STATE OF FLORIDA, COUNTY OF DADE
I HEREBY CERTIFY that the foregoing is a true and correct copy of the
original on file in this office. FEB 26 2014
HARVEY RUVIN Clerk, of Circuit and County Courts
Deputy Clerk



FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

10 FEB 10 AM 8:35

IN THE CIRCUIT COURT OF THE
11TH JUDICIAL CIRCUIT IN AND FOR
MIAMI-DADE COUNTY, FLORIDA

GENERAL JURISDICTION DIVISION

CASE NO. 09-74389 CA 09

IN RE: BRICKELL PLACE CONDOMINIUM
ASSOCIATION, Inc., a Florida Corporation.

**ORDER ON PETITION FOR CONVERSION TO A NOT-FOR-PROFIT
CORPORATION PURSUANT TO §617.1805, F.S. & CHAPTER 718, F.S.**

THIS CAUSE came before the Court upon Petitioner, Brickell Place Condominium Association, Inc.'s, Petition for Conversion to a Not-for-Profit Corporation pursuant to §617.1805, F.S. through §617.1808, F.S., and Chapter 718, *et seq.*, F.S., and with the Court having heard argument of counsel and being otherwise fully advised in the premises finds that:

1. Petitioner's Petition for Conversion to a Not-for-Profit Corporation and proposed Articles of Incorporation attached thereto are in proper form.

Accordingly, it is **ORDERED** and **ADJUDGED** that said Petition is hereby **GRANTED**; furthermore:

1. The proposed--Articles of Incorporation attached to Petitioner's Petition for Conversion to a Not-for-Profit Corporation are hereby approved and endorsed by this Court;
2. All of the Petitioner's property shall become property of the successor corporation not-for-profit, subject to all indebtedness and liabilities of the Petitioner.

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CERTIFICATION ON LAST PAGE
HARVEY RUWIN, CLERK

DONE AND ORDERED in Chambers at Miami, Miami-Dade County, Florida this

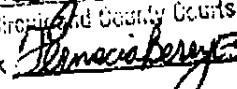
27 day of January, 2010


HON. JERALD BAGLEY
CIRCUIT COURT JUDGE

Conformed copied furnished to:

Albert E. Acuña, Esq.,
Law Office of Alexis Gonzalez, P.A.
Counsel for Petitioner, Brickell Place Condominium Association, Inc.
9755 S.W. 40th Terr.
Miami, FL 33165

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
10 FEB 10 AM 8:35

STATE OF FLORIDA, COUNTY OF DADE
I HEREBY CERTIFY that the foregoing is a true and correct copy of the
original on file in this office. January 27, 2010
HARVEY RUVIN, Clerk of Circuit and County Courts
Deputy Clerk 



CORPORATE RESOLUTION OF
BRICKELL PLACE CONDOMINIUM ASSOCIATION, INC.

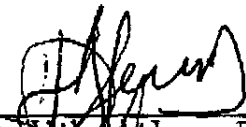
The undersigned officers of Brickell Place Condominium Association, Inc., a Florida for-profit corporation (the "Association") hereby certifies that the following resolutions have been adopted by the Board of Directors of the Association:

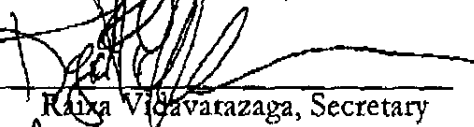
RESOLVED, that the Association hereby authorizes and directs President, Dr. Heliodoro De Leon, to execute and file, on behalf of the Association, a Petition for Conversion to a Not-For-Profit Corporation in the Circuit Court of the 11th Judicial Circuit of Florida in and for Miami-Dade County, Florida, and propose new/amended Articles of Incorporation in accordance thereto. It is hereby agreed that the Association, as organized under its new not-for-profit status, will accept all property of the Association, as organized under its current for-profit status, and will furthermore agree to assume and pay all of its indebtedness and liabilities.

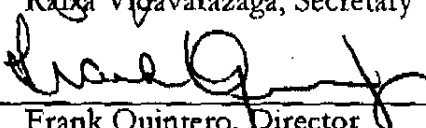
IT IS HEREBY CERTIFIED that the foregoing Resolution has been duly adopted at a meeting of the Board of Directors of the Association, which meeting was called for such specific purpose and held in accordance with the current Declaration of Condominium, By-Laws and Articles of Incorporation of the Association, and in accordance with the laws of the State of Florida. It is further certified that the Board of Directors of the Association has full power and authority to pass said Resolution and that the foregoing Resolution is in full force and effect as of this date and it has not been altered, amended, modified or rescinded.

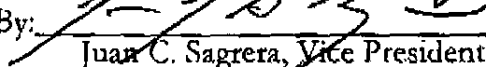
IN WITNESS WHEREOF, this Certificate has been executed this 23rd day of SEPTEMBER, 2009.

**BRICKELL PLACE CONDOMINIUM
ASSOCIATION, INC.**

By: 
Dr. Heliodoro De Leon, President

By: 
Raixa Vidavarezaga, Secretary

By: 
Frank Quintero, Director

By: 
Juan C. Sagrera, Vice President

By: 
Jorge Gonzalez, Treasurer

By: 
Laura Rodriguez, Director

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
10 FEB 10 AM 8:35

CORPORATE RESOLUTION OF
BRICKELL PLACE CONDOMINIUM ASSOCIATION, INC.

The undersigned officers of Brickell Place Condominium Association, Inc., a Florida for-profit corporation (the "Association") hereby certifies that the following resolutions have been adopted by the Board of Directors of the Association:

RESOLVED, that the Association hereby authorizes and directs President, Juan Carlos Sagrera, to execute and file, on behalf of the Association, a Motion to Vacate that certain Order dated January 27, 2010 on the Association's Petition for Conversion to a Not-For-Profit Corporation in the Circuit Court of the 11th Judicial Circuit of Florida in and for Miami-Dade County, Florida, and re-instate the Association to a for-profit Florida corporation along with its previously filed Articles of Incorporation in accordance therewith.

IT IS HEREBY CERTIFIED that the foregoing Resolution has been duly adopted at a meeting of the Board of Directors of the Association, which meeting was called for such specific purpose and held in accordance with the current Declaration of Condominium, By-Laws and Articles of Incorporation of the Association, and in accordance with the laws of the State of Florida. It is further certified that the Board of Directors of the Association has full power and authority to pass said Resolution and that the foregoing Resolution is in full force and effect as of this date and it has not been altered, amended, modified or rescinded.

FEBRUARY **IN WITNESS WHEREOF**, this Certificate has been executed this 4TH day of 2014.

**BRICKELL PLACE CONDOMINIUM
ASSOCIATION, INC.**

By: [Signature]
Juan C. Sagrera, President

By: [Signature]
Raiza Vidaurrazaga, Secretary

By: Diana de C.
Diana De Cespedes, Director

By: [Signature]
Jose Luis Pere, Vice President

By: [Signature]
Frank Quintero, Jr., Esq., Director

By: [Signature]
Jorge Gonzalez, Director



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 16, 2010

ALBERT E. ACUNA, ESQ.
LAW OFFICE OF ALEXIS GONZALEZ, P.A.
9755 SW 40TH TERRACE
MIAMI, FL 33165

The Judicially Approved Petition of Conversion and Articles of Incorporation for BRICKELL PLACE CONDOMINIUM ASSOCIATION, INC. were filed on February 10, 2010, and assigned document number N10000001546. Please refer to this number whenever corresponding with this office.

A corporation annual report/uniform business report will be due this office between January 1 and May 1 of the year following the calendar year of the file date. A Federal Employer Identification (FEI) number will be required before this report can be filed. Please apply NOW with the Internal Revenue Service by calling 1-800-829-4933 and requesting form SS-4.

Please be aware if the corporate address changes, it is the responsibility of the corporation to notify this office.

Should you have any questions regarding corporations, please contact this office at (850) 245-6931.

Sincerely,
Becky McKnight
Regulatory Specialist II
New Filings Section
Division of Corporations

Letter Number: 810A00003806

State of Florida



Department of State

I certify from the records of this office that BRICKELL PLACE CONDOMINIUM ASSOCIATION, INC., filed a Judicially Approved Petition of Conversion and Articles of Incorporation, converting said corporation to a corporation not for profit on February 10, 2010.

The document number of the resulting corporation is N10000001546.

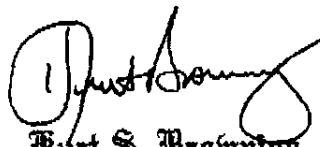
I further certify that said corporation has paid all fees and penalties due this office through December 31, 2010, and its status is active.

I further certify that said corporation has not filed Articles of Dissolution.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capital, this the
Sixteenth day of February, 2010



CR2EO22 (01-07)


Kurt S. Browning
Secretary of State



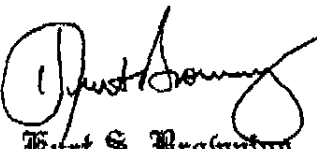
I certify the attached is a true and correct copy of the Judicially Approved Petition of Conversion and Articles of Incorporation for BRICKELL PLACE CONDOMINIUM ASSOCIATION, INC., filed February 10, 2010, as shown by the records of this office.

The document number of this corporation is N10000001546.

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capital, this the
Sixteenth day of February, 2010



CR2EO22 (01-07)


Kurt S. Browning
Secretary of State

AMENDED ARTICLES OF INCORPORATION
OF
BRICKELL PLACE CONDOMINIUM ASSOCIATION, INC.

(Corporation Not For Profit)

In order to form a corporation under and in accordance with the provisions of the laws of the State of Florida for, the formation of corporations not for profit, we, the Undersigned hereby associate ourselves into a corporation for the purposes and with the powers hereinafter mentioned; and to that end we do, by these Articles of Incorporation, set forth:

I

The name of the proposed corporation shall be:

BRICKELL PLACE CONDOMINIUM ASSOCIATION, INC.

II

The purposes and objects of the Corporation shall be:

1. To administer the operation and management of BRICKELL PLACE CONDOMINIUM ASSOCIATION, INC., a townhome community in Broward County, Florida.
2. To undertake the performance of the acts and duties incident to the administration of the operation and management of BRICKELL PLACE CONDOMINIUM ASSOCIATION, INC. in accordance with the terms, provisions, conditions and authorizations contained in these Amended Articles of Incorporation and in the Declaration of Condominium for BRICKELL PLACE CONDOMINIUM ASSOCIATION, INC., (hereinafter referred to as "Declaration") which was recorded in the public records of Miami-Dade County, Florida on December 15, 2975, Florida Official Records Book 9178, Page 973.
3. To own, operate, lease, sell, trade and otherwise deal with such property, whether real or personal, as may be necessary or convenient in the administration of said BRICKELL PLACE CONDOMINIUM ASSOCIATION, INC. Corporation shall be conducted as a non-profit organization for the benefit of its members.

FILED
STATE
SECRETARY OF
TALLAHASSEE, FLORIDA
10 FEB 10 AM 8:35

This Instrument Prepared Albert E. Acuña, Esq.
Law Office of Alexis Gonzalez, P.A.,
9755 S.W. 40th Terrace, Miami, Florida 33165 (305)223-9999

III

The Corporation shall have the following powers:

1. The Corporation shall have all of the powers and privileges granted to Corporations not for profit under the laws pursuant to which this Corporation is chartered, and all of the powers and privileges, which may be, granted to or exercisable by it under any other applicable laws of the State of Florida now or hereafter in effect.
2. The Corporation shall have all of the powers to exercise, undertake and perform all of the rights, duties and obligations which may be granted to or imposed upon the Corporation pursuant to the Declaration and as stay be reasonably necessary to effectuate the purposes of the Corporation. Including, but not limited to the following:
 - (a) To make and establish reasonable rules and regulations governing the use of the property and facilities subject to the Declaration;
 - (b) To levy and collect assessments against members of the Corporation to defray the expenses of BRICKELL PLACE CONDOMINIUM ASSOCIATION, INC. in accordance with the Declaration and the By-Laws of this Corporation, including the right to levy and collect for the purposes of owning, holding, operating leasing, managing and otherwise trading and dealing with any property, whether real or personal, which may be necessary or convenient in the administration, operation and management of BRICKELL PLACE CONDOMINIUM ASSOCIATION, INC. and in accomplishing the purposes stated in the Declaration;
 - (c) To maintain, repair, replace, improve, operate and manage the Common Area of BRICKELL PLACE CONDOMINIUM ASSOCIATION, INC., as defined in the Declaration and the property comprising it, including the right to reconstruct improvements after casualty;

- (d) To contract for the management of BRICKELL PLACE CONDOMINIUM ASSOCIATION, INC. and to delegate to such contractor all of the powers and duties of the Corporation, except those which may be required by law or the Declaration to have approval of the Board of Directors or membership of the Corporation;
- (e) To enforce the provisions of the Declaration, these Amended Articles of Incorporation, the By-Laws of the Corporation, and the Rules and Regulations governing BRICKELL PLACE CONDOMINIUM ASSOCIATION, INC.;
- (f) To do and perform all acts and deeds incidental, necessary or convenient in effectuating the purposes of the Corporation and in the exercise and performance of the rights, duties and obligations granted or imposed upon the Corporation by the Declaration; and
- (g) To exercise all powers granted under the law of the State of Florida to Corporations Not- For-Profit for the purposes of promoting the health, safety and welfare of the owners and residents of BRICKELL PLACE CONDOMINIUM ASSOCIATION, INC.

IV

The qualification of the members, the manner of their admission to membership and termination of such membership, and voting by members shall be as follows:

1. The owners of all Units in BRICKELL PLACE CONDOMINIUM ASSOCIATION, INC. shall be members of the Corporation, and no other person or entities shall be entitled to membership, except as provided in item (5) of this Article.
2. Membership shall be established by the acquisition of record fee simple title to a Unit and the membership of any party shall automatically terminate upon that party being divested of title to her, his or its entire fee ownership interest in any Unit, except that nothing herein contained shall be construed as terminating the membership of any party who may own two

or more Units, so long as such party shall retain a record fee simple interest in any Unit within BRICKELL PLACE CONDOMINIUM ASSOCIATION, INC.

- (a) Each condominium parcel shall be entitled to one vote at any meeting of the Association. The vote of each condominium parcel is not divisible. If a parcel is owned by more than one person, the owners of said unit shall designate one of them as the voting member, or in the case of a corporate parcel owner, an officer or employee thereof shall be designated as the voting member. The designation of the voting member shall be made as provided by and shall be subject to provisions and restrictions set forth in the Bylaws of the Association.

V

The interest of a member in the funds and assets of the Corporation cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to her, his or its Unit. The funds and assets of the Corporation shall belong solely to the Corporation subject to the limitation that the same be expended, held or used for the benefit of the membership and for the purposes authorized herein, in the Declaration, and in the By-Laws.

VI

The Corporation shall have perpetual existence.

VII

The principal Office of the Corporation shall be located at 190 Brickell Avenue, Miami, Florida 33129, but the Corporation may maintain offices and transact business in such other places within or without the State of Florida as from time to time be designated by the Board of Directors. In compliance with Section 617.023, Florida Statutes, LAW OFFICE OF ALEXIS GONZALEZ, P.A. is designated Registered Agent of the Corporation upon whom service of process may be served at 9755 S.W. 40th Terrace, Miami, Florida 33165 as the office to be maintained for such purpose, provided that such Registered Agent and office may be changed from time to time as the Board of Directors of the Corporation may determine.

VIII

The affairs of the Corporation shall be managed by the President of the Corporation assisted by the Vice President, Secretary and Treasurer, subject to the directions of the Board of Directors. The Board of Directors or the President, with the approval of the Board of Directors, may employ a Managing Agent and/or other managerial and supervisory personnel or entities to administer or assist in the administration of the operation and management of BRICKELL PLACE CONDOMINIUM ASSOCIATION, INC. and the affairs of the Corporation, and any such person or entity may be so employed without regard to whether such person or entity is a member of the Corporation or a Director or Officer of the Corporation, as the case may be.

Except for (a) actions by the Corporation to enforce provisions of the Declaration, (b) actions to collect assessments or foreclose liens securing assessments levied by the Corporation pursuant to the Declaration or the By-Laws of the Corporation, (c) actions to collect claims against insurance policies or bonds carried by the Corporation, (d) proceedings challenging valuations or levies for ad valorem taxation, (e) actions against parties to whom funds of the Corporation shall have been paid and from whom refund or repayment is due or may be due to recover such amounts as shall be due to the Corporation, or (f) counterclaims brought by the Association in proceedings instituted against it, no judicial or administrative proceedings shall be commenced or prosecuted by the Corporation unless approved and authorized by vote of members owning not less than seventy-five (75%) percent of the Units in BRICKELL PLACE CONDOMINIUM ASSOCIATION, INC.

IX

The number of members of the first Board of Directors of the Corporation shall be no less than three (3), but not more than seven (7). The number of members of succeeding Boards of Directors shall be as provided from time to time by the By-Laws of the Corporation. The members of the Board of Directors shall be elected by the members of the Corporation at the Annual Meeting of the membership as provided by the By-Laws of the Corporation and at least a majority of the Board of Directors shall be members of the Corporation or shall be authorized representatives, officers, or employees of a corporate member of the Corporation.

X

The Board of Directors shall elect a President, Vice President and Secretary/Treasurer. The President and Vice President shall be members of the Board of Directors, but no other Officer need be a Director. The same person may hold two offices, the duties of which are not incompatible; provided, however, that the office of President and Vice President shall not be held by the same person. The election of Officers shall be held annually at the first meeting of the Board of Directors following the Annual Meeting of the membership, and vacancies of offices shall be filled by election by the Board of Directors as same occur.

XI

The names and post office addresses of the current Board of Directors who, subject to the provisions of these Articles of Incorporation, the By-Laws, and the laws of the State of Florida, shall hold office until successors are elected and have qualified, are as follows:

Dr. Heliodoro De Leon, President
1865 Brickell Avenue, Unit 2114
Miami, FL 33129

Juan C. Sagrera, Vice President
1865 Brickell Avenue, Unit 1810
Miami, FL 33129

Raiza Vidavarazaga, Secretary
1865 Brickell Avenue, Unit 906
Miami, FL 33129

Jorge Gonzalez, Treasurer
1865 Brickell Avenue, Unit 401
Miami, FL 33129

Frank Quintero, Jr., Director
1901 Brickell Avenue, Unit 1712
Miami, FL 33129

Laura Rodriguez, Director
1901 Brickell Avenue, Unit 1712
Miami, FL 33129

XII

The subscriber to these Amended Articles of Incorporation is Dr. Heliodoro De Leon whose address is stated in Article XI.

XIII

The original By-Laws of the Corporation previously adopted by the Board of Directors may be altered or rescinded only in such manner and by such vote as said By-Laws may provide.

XIV

Every Director and every Officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him or her in connection with any proceeding to which she or he may be a party, or in which he or she may become involved, by reason of his or her being or having been a Director or Officer of the Corporation, whether or not he or she is a Director or Officer at the time such expenses are incurred, except in those cases in which the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties. If any claim for reimbursement or indemnification hereunder shall be based upon a settlement by the Director or Officer seeking such reimbursement or indemnification, the indemnification herein shall apply only if the Board of Directors approves such settlement and reimbursement as being in the best interests of the Corporation. 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.

XV

An Amendment to these Amended Articles of Incorporation may be proposed by the Board of Directors of the Corporation acting upon a vote of the majority of the Directors, or by the members of the Corporation owning a majority of the Units subject to the Declaration, whether meeting as members or by instrument in writing signed by them. Upon any Amendment to these Amended Articles of Incorporation being proposed by said Board of Directors or members, the proposed Amendment shall be transmitted to the President of the Corporation or other Officer of the Corporation in the absence of the President, who shall thereupon call a Special Meeting of the members of the Corporation for a date not sooner than twenty (20) days nor later than sixty (60) days from the receipt by him or her of the proposed Amendment, and it shall be the duty of the Secretary to give to each member written or printed notice of such meeting; stating the time and place of the meeting and reciting the proposed Amendment in reasonably detailed form, which notice shall be mailed or presented personally to each member not less than ten (10) days before the

date set for such meeting. If mailed, such notice shall be deemed to be properly given when deposited in the United States Mail, addressed to the member at his or her Post Office Address as it appears on the records of the Corporation, postage prepaid. Any member may, by written waiver of notice signed by such member, waive such notice, and such waiver when filed in the records of the Corporation, whether before or after the holding of the Meeting, shall be deemed equivalent to the giving of such notice to such member.

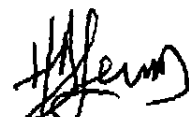
For any proposed Amendment to be adopted and become effective the proposed Amendment must be approved by affirmative vote of members owning not less than two-thirds (2/3) of the Units subject to the Declaration. At any meeting held to consider the adoption of an Amendment the written vote of any member of the Corporation shall be recognized, even if such member is not in attendance at such meeting or represented at the meeting by proxy, provided such written vote is delivered to the Secretary of the Corporation at or prior to the meeting.

Upon the adoption of an Amendment to these Amended Articles of Incorporation by the requisite vote, the Amendment shall be transcribed and certified in such form as may be necessary to file the Amendment in the office of the Secretary of State of the State of Florida. If members whose votes would be sufficient to adopt any Amendment to these Amended Articles of Incorporation at a duly convened meeting for that purpose execute an instrument amending these Amended Articles of Incorporation, such instrument shall be and constitute, when duly filed in the office of the Secretary of State, a valid and effective Amendment to these Amended Articles of Incorporation and it shall not be necessary for such Amendment to be adopted at a meeting of the members.

XVI

The commencement date of the existence of this corporation shall be the date of subscription of this Certificate of Incorporation if such date is within five business days prior to the dates of filing of this Certificate in the office of the Secretary of State of Florida. Otherwise the commencement date shall be the date of such filing.

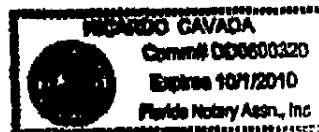
IN WITNESS WHEREOF, the Subscriber has hereunto set his hand and seal, this 23
day of Sept, 2009.


Dr. Hector De Leon (SEAL)
Dr. Hector De Leon, President
Brecken Place Cond. Assoc., Inc

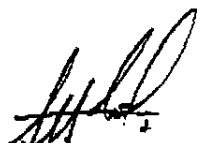
STATE OF FLORIDA)
COUNTY OF)

BEFORE ME, the Undersigned Authority, personally appeared Dr. Hector De Leon, who
acknowledged that he/she executed the foregoing Articles of Incorporation for the purposes therein
expressed, this 23 day of Sept, 2009. He/she a personally known to me and did not take an
oath

NOTARY PUBLIC-STATE OF FLORIDA



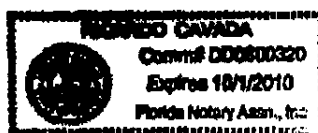
The undersigned hereby accepts appointment as Registered Agent of the above Corporation.


Alberto E. Acuña (SEAL)
Alberto E. Acuña, Esq.,
Law Office of Alberto Gonzalez, P.A.

STATE OF FLORIDA)
COUNTY OF)

BEFORE ME, the Undersigned Authority, personally appeared Alberto E. Acuña, who
acknowledged that he/she executed the foregoing Articles of Incorporation for the purposes therein
expressed, this 23 day of Sept, 2009. He/she a personally known to me and did not take an
oath

NOTARY PUBLIC-STATE OF FLORIDA



FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
10 FEB 10 AM 8:35