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MARYVEL DE CASTRO VALDES
H. HUGH MCCONNELL, OF COUNSEL

LCTRIGG@SRHL-LAW.COM

REPLY TO CORAL GABLES OFFICE

November 5, 2014

VIA FEDERAL EXPRESS

Department of State
Division of Corporations - Corporate Filings
2661 Executive Center Circle West
Tallahassee, FL 32301

**Re: Brickell Place Condominium Association, Inc. ("Association")
Conversion from For Profit Corporation to Non-Profit Corporation**

Dear Sir or Madam:

The undersigned law firm represents the above-referenced Association. The Association was initially organized as a For Profit Corporation on February 22, 1978. In October of 2009, the Association filed a Petition in Circuit Court of the 11th Judicial Circuit ("Court") to convert from a For Profit Corporation to a Not-For-Profit Corporation. The Court granted the Association's petition and approved the conversion on January 27, 2010. On or about February 10, 2010, the Florida Department of State, Division of Corporations ("Division") converted the Association from a For Profit Corporation (Document No. 566459) to a Non-Profit Corporation (Document No. N10000001546) pursuant to Section 617.1805, Florida Statute. Thereafter, due to recommendations from the Association's CPA, the Association requested that the Court and the Division vacate the prior Order and reinstate the Association back to a For Profit Corporation. On February 26, 2014, the Court granted the Association's motion to vacate its prior Order and restored the Association to a For Profit Corporation. Moreover, on March 24, 2014, the Division reinstated the Association as a For Profit Corporation.

After the conversion back to a For Profit Corporation, the Association was advised by its insurance carriers that the Association's insurance premiums would be significantly increased as a result of the conversion. In light of this new information and the detrimental consequences the conversion would have on its insurance premiums, the Association filed a Motion with the Court to vacate the Order entered on February 26, 2014. On October 29, 2014, the Court granted the Association's Motion to Vacate the Order Entered on February 26, 2014, restored the Association to a Non-Profit Corporation and reinstated the Association's Amended and Restated Articles of Incorporation dated September 23, 2009 *nunc pro tunc*

201 Alhambra Circle Eleventh Floor Coral Gables, Florida 33134
Miami-Dade: 305.442.3334 Fax: 305.443.3292 Toll Free: 800.737.1390

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CORAL GABLES, FLORIDA
CLERK OF CIRCUIT COURT

from January 27, 2010. As such, in light of the Court's most recent Order, the Association conversion back to a For Profit Corporation on February 26, 2014, has been voided as if it never took place.

Therefore, we hereby request that the Association be reinstated as a Florida Non-Profit Corporation (Document No. N10000001546) in accordance with the Court's Order dated October 29, 2014. We further request that the Association's For Profit Corporation (Document No. 566459) be dissolved.

Enclosed please find the following documents relating to the conversion of the Association from a For Profit Corporation back to a Non-Profit Corporation pursuant to Section 617.1807, Florida Statutes:

1. Motion to Vacate Court's Order Entered February 26, 2014;
2. Order Vacating Court Order Entered on February 26, 2014;
3. Corporate Resolution authorizing the reinstatement of the Association as a Non-Profit Corporation;
4. Corporation Reinstatement Form; and
5. Payment in the amount of \$245.00 for Reinstatement Fee (\$175.00); Annual Report Fee for 2014 (\$61.25); and Certificate of Status (\$8.75).

Accordingly, please reinstate the Non-Profit Corporation (Document No. N10000001546) effective from January 27, 2010 as set forth in the Court Order dated October 29, 2014. Additionally, please issue a certificate confirming the reinstatement to our office.

We appreciate your assistance with this matter. If you have any questions or if you need any additional information to effectuate the change of the Association's corporate status, please do not hesitate to contact the undersigned.

Sincerely,

SIEGFRIED, RIVERA, HYMAN, LERNER,
DE LA TORRE, MARS & SOBEL, P.A.

L. Chere Trigg

L. Chere Trigg

LCT
Enclosures
cc: President
Property Manager
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#2140150

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.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MOTION TO VACATE COURT'S ORDER ENTERED FEBRUARY 26, 2014

Petitioner, BRICKELL PLACE CONDOMINIUM ASSOCIATION, INC. ("ASSOCIATION"), by and through undersigned counsel and pursuant to Florida Rule of Civil Procedure 1.540, hereby files this Motion to Vacate the Court's Order entered February 26, 2014, and, in support thereof, states as follows:

1. In October 2009, Association filed a Petition with this Court seeking to convert from a For-Profit to a Not-For-Profit Corporation pursuant to Section 617.1805, Florida Statutes, and Chapter 718, Florida Statutes ("Conversion"). The Petition advised that the Association originally incorporated itself as a For-Profit Corporation in error, that the Association had been operating as a Not-For-Profit Corporation since its initial incorporation in 1975, and that the Association endeavored to continue to operate as a Not-For-Profit Corporation. In accordance with Section 617.1806, Florida Statutes, attached to the Petition were the following: (1) a Corporate Resolution executed by all Officers and Directors of the Association authorizing the Conversion; and (2) Proposed Articles of Incorporation ("Articles of Incorporation") for the Association to operate as a Not-For-Profit Corporation. See Petition filed 10/2009, **Exhibit "A."**

2. On January 27, 2010, the Court granted Association's Petition, thus judicially approving the Association's Conversion to a Not-For-Profit Corporation ("Conversion"). See Order dated 1/27/2010, **Exhibit "B."** Upon receipt of the judicially approved Petition and

Articles of Incorporation, the Florida Department of State issued its Certificate officially converting the Association to a Not-For-Profit Corporation. See Certificate, **Exhibit "C."**

3. In January 2014, Association filed a Motion to Vacate the Court's Order granting the Conversion ("Motion") based on the advice of its recently-retained accountants concerning the Association's tax liability as a Not-For-Profit Corporation. The Court granted Association's Motion on February 26, 2014, thus restoring the Association to a For-Profit Corporation *nunc pro tunc* to January 27, 2010. The Order also vacated the Corporate Resolution and Amended Articles of Incorporation attached to the original Petition filed in October 2009 ("Order"). See Order dated 2/26/2014, **Exhibit "D."**

4. Recently, the Association was advised by its insurance carriers that the Association's insurance premiums would be significantly increased and would, in fact, more than double as a result of the Conversion back to a For-Profit Corporation.

5. Florida Rule of Civil Procedure 1.540(b), allows the Court to relieve a party from a final judgment, decree, or order based upon a showing of mistake, excusable neglect and/or that it is no longer equitable that the judgment or decree should have prospective application.

6. In this case, at the time Association filed the Motion, Association was unaware of the detrimental consequences the Conversion would have on its insurance premiums and was not appraised of such consequences until after the Conversion had been perfected. Thus, the Motion and Order granting same were the result of mistake and excusable neglect. Furthermore, based on the increased financial burden imposed on the Association as a result of the Conversion to a For-Profit Corporation, it is no longer equitable for the Order to be prospectively applied.

7. The Association is organized and incorporated as a condominium association pursuant to Chapter 617 and 718, Florida Statutes. The Association is organized solely for purposes of operating, maintaining and managing the Condominium. All funds and assets of the Association, and increments thereto or profits derived therefrom, are held by the Association for

the benefit of its members, i.e. the unit owners, and the funds are used solely for the operation, maintenance and repair of the Condominium and the payment of costs and expenses incidental thereto. See Declaration, Article XI, **Exhibit "E."** The Association's funds are not distributed to its members, directors, or officers, except as otherwise provided for and allowed under Chapters 617 and 718, Florida Statutes.

8. Since its inception, Association has continually acted as a Not-For-Profit Corporation, even after the Court vacated its previous Order thereby converting the Association to a For-Profit Corporation. Moreover, subsequent to the Court's entry of the Order to Vacate, Association continued to operate in accordance with the Articles of Incorporation previously filed and approved by the Court for the Association's operation as a Not-For-Profit Corporation.

9. Based on the foregoing, the Association respectfully requests an Order vacating the Order entered by the Court on February 26, 2014, thus converting the Association back to a Not-For-Profit Corporation and reinstating the Articles of Incorporation as a Not-For-Profit Corporation *nunc pro tunc* to January 27, 2010.

10. Upon being converted to a non-profit corporation, Association agrees to accept all property of the former for-profit corporation and to assume and pay all its indebtedness and liabilities.

11. Pursuant to the enclosed Corporate Resolution executed by all directors of the Board of Directors of the Association, the reversion back to a Not-For-Profit Corporation is duly authorized. See **Exhibit "F."**

WHEREFORE, Petitioner, BRICKELL PLACE CONDOMINIUM ASSOCIATION, INC., respectfully requests that the Court enter an Order vacating the Order entered February 26, 2014, thereby converting the Association to a Not-For-Profit Corporation and reinstating the Articles of Incorporation as a Not-For-Profit Corporation *nunc pro tunc* to January 27, 2010, together with such further relief as the Court deems fair and equitable under the circumstances.

CERTIFICATE OF SERVICE

WE HEREBY CERTIFY that a true and correct copy of the foregoing was electronically filed with the Clerk of the Court using Florida Court's E-Filing Portal on this 17th day of October, 2014.

SIEGFRIED, RIVERA, HYMAN, LERNER,
DE LA TORRE, MARS & SOBEL, P.A.
Attorneys for Petitioner
201 Alhambra Circle, 11th Floor
Coral Gables, FL 33134
Tel.: 305-442-3334
Fax: 305-443-3292

By: _____

HELIO DE LA TORRE
Fla. Bar No. 307130
DANIEL MARQUEZ
Fla. Bar No. 0103921

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TALLAHASSEE FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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, Jose Luis Perez, to execute and file, on behalf of the Association, a Motion to Vacate that certain Order dated February 26, 2014 Converting the Association to a For-Profit Corporation *nunc pro tunc* to January 27, 2010 in the Circuit Court of 11th Judicial Circuit in and for Miami-Dade County, Florida, and re-instate the Association to a Not-For-Profit Corporation along with its previously filed Amended Articles of Incorporation to operate as a Not-For-Profit Corporation in accordance therewith. It is hereby agreed that the Association, as organized under its 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 14 day of October, 2014.

By: [Signature]
Jose Luis Perez
President

By: [Signature]
Raiza Vidaurrazaga
Secretary/Treasurer

By: [Signature]
Diana De Cespedes
Director

BRICKELL PLACE CONDOMINIUM
ASSOCIATION, INC.

By: [Signature]
Juan Carlos Sagrera
Vice President

By: [Signature]
Frank Quintero, Jr.
Director

By: [Signature]
Kenneth Snay
Director



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.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER VACATING COURT ORDER ENTERED FEBRUARY 26, 2014

THIS CAUSE came before the Court upon Petitioner, BRICKELL PLACE CONDOMINIUM ASSOCIATION, INC.'s Motion to Vacate the Court's Order entered February 26, 2014, and with the Court having heard argument of counsel and being otherwise fully advised in the premises, It is

ORDERED and ADJUDGED as follows:

1. Petitioner's Motion to Vacate the Court's Order entered February 26, 2014 is hereby **GRANTED**:
2. The Court's previous Order entered February 26, 2014 is hereby **VACATED**.
3. Petitioner's Amended Articles of Incorporation dated September 23, 2009 are hereby reinstated and shall have full force and effect *nunc pro tunc* from January 27, 2010.
4. Petitioner shall be restored to a Florida Non-Profit Corporation with the Amended Articles of Incorporation dated September 23, 2009 taking full force and effect *nunc pro tunc* from January 27, 2010.

DONE and ORDERED in Chambers at Miami-Dade County, Florida this 29th day of October, 2014, *nunc pro tunc* to January 27, 2010.

HONORABLE JERALD BAGLEY
CIRCUIT COURT JUDGE

Conformed Copy

OCT 29 2014

Jerald Bagley
Circuit Court Judge

Copies furnished to:
Helio De La Torre, Esq.

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CORPORATE RESOLUTION OF
BRICKELL PLACE CONDOMINIUM ASSOCIATION, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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, Jose Luis Perez, to execute and file, on behalf of the Association, a Motion to Vacate that certain Order dated February 26, 2014 Converting the Association to a For-Profit Corporation *nunc pro tunc* to January 27, 2010 in the Circuit Court of 11th Judicial Circuit in and for Miami-Dade County, Florida, and re-instate the Association to a Not-For-Profit Corporation along with its previously filed Amended Articles of Incorporation to operate as a Not-For-Profit Corporation in accordance therewith. It is hereby agreed that the Association, as organized under its 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 14 day of October, 2014.

By: [Signature]
Jose Luis Perez
President

By: [Signature]
Raiza Vidaurrazaga
Secretary/Treasurer

By: [Signature]
Diana De Cespedes
Director

BRICKELL PLACE CONDOMINIUM
ASSOCIATION, INC.

By: [Signature]
Juan Carlos Sagrera
Vice President

By: [Signature]
Frank Quintero, Jr.
Director

By: [Signature]
Kenneth Snay
Director

MIDIALEAUFEL

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

GENERAL JURISDICTION DIVISION

CASE NO.

09-74389CA09

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

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MIAMI-DADE COUNTY
FLORIDA

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

COMES NOW, Petitioner, Brickell Place Condominium Association, Inc., by and through its undersigned counsel and files its Petition to change the nature of its Corporation to a not-for-profit designation pursuant to §617.1805 through §617.1808, Florida Statutes, and Chapter 718, Florida Statutes, and in support thereof states as follows:

1. Pursuant to Article II of its Declaration of Condominium recorded on December 15, 1975 in the public records of Miami-Dade County, Florida Official Records Book 9178 Page 973, Brickell Place Condominium Association, Inc., ("Association") initially existed as a condominium association and legal entity, without incorporation, pursuant to Chapter 711, Laws of Florida, 1963, Section 12, as amended, containing all powers and duties set forth in the said Condominium Act and reasonably necessary to operate the Condominium as set forth in said Declaration and By-laws, as the same may be amended from time to time.
2. On February 22, 1978, the Association incorporated itself as a for-profit Florida Corporation, presumably in error.
3. ASSOCIATION, has been acting as a not-for-profit Florida corporation, with its sole place of business situated and lying in Miami-Dade County, Florida, organized as a Florida Condominium Association pursuant to the provisions of the Florida

PLAINTIFF'S
EXHIBIT

A

Condominium Act, Chapter 718, *et seq.*, for the purpose of operating "Brickell Place", a community according to the Declaration thereof, as recorded in the Public Records of Miami-Dade County, Florida solely for the benefit of its members.

4. Association has been and endeavors to continue to administer the operation and management of BRICKELL PLACE CONDOMINIUM ASSOCIATION, INC., a condominium association in Miami-Dade County, Florida solely for the benefits of its members.
5. Association has been and endeavors to continue 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 the proposed Articles of Incorporation (attached hereto as Exhibit "A"), and in the Declaration of Covenants and Restrictions for BRICKELL PLACE CONDOMINIUM ASSOCIATION, INC., recorded in the Public Record of Miami-Dade County.
6. Association has been and endeavors to continue 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 as a not-for-profit organization for the benefit of its members.
7. Association is desirous of correcting or changing its for-profit designation to a not-for-profit designation pursuant to §617.1805 through §617.1808, Florida Statutes, and Chapter 718, Florida Statutes, the "Condominium Act" pursuant to the Corporate Resolution (attached hereto as Exhibit "B").
8. Pursuant to the aforementioned Corporate Resolution executed by all directors of the Board of Directors of the Association, the change to a not-for-profit corporation is duly

authorized and, President, Dr. Heliodoro De Leon is hereby authorized to execute this Petition, in accord with §617.1806, F.S.

9. Moreover, pursuant to the aforementioned Corporate Resolution, the Association, as organized under its new not-for-profit identity, agrees to accept all property of the Association, as organized under its current for-profit identity, and assume and pay all of its indebtedness and liabilities, in accord with §617.1806, F.S.

WHEREFORE, for the aforementioned reasons and given the fact that it has been acting as a not-for-profit corporation and endeavors to continue to do so, Petitioner, Brickell Place Condominium Association, Inc., respectfully requests this Honorable Court to approve its Petition for Conversion to a Not-For-Profit Corporation pursuant to §617.1805 through §617.1808, F.S., and Chapter 718, F.S.

Dated this _____ day of October, 2009.

Respectfully submitted,

THE LAW OFFICE OF ALEXIS GONZALEZ, P.A.

9755 S.W. 40th Terrace
Miami, FL 33165
Tel: (305) 223-9999
Fax: (305) 223-1880

By: 

ALBERT E. ACUÑA, ESQ.
Florida Bar No. 545791

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, 1975, 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.



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.

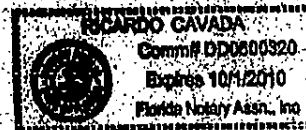
IN WITNESS WHEREOF, the Subscriber has hereunto set his hand and seal, this 23
day of Sept, 2009.

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



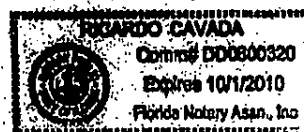
The undersigned hereby accepts appointment as Registered Agent of the above Corporation.

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

STATE OF FLORIDA)
COUNTY OF)

BEFORE ME, the Undersigned Authority, personally appeared Albert 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



**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 León, 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.

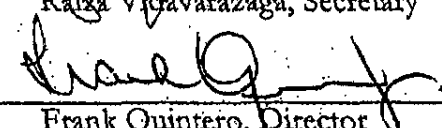
IT IS HEREBY CERTIFIED that the foregoing Resolution has been duly adopted at a meeting of the Board of Directors of the Association, which meeting was called for such specific purpose and held in accordance with the current Declaration of Condominium, By-Laws and Articles of Incorporation of the Association, 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 León, President

By: 
Raixa Vidavarez, Secretary

By: 
Frank Quintero, Director

By: 
Juan C. Sagrera, Vice President

By: 
Jorge Gonzalez, Treasurer

By: 
Laura Rodriguez, Director

EXHIBIT

B

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.

PLAINTIFF'S
EXHIBIT

B

ATTEST, COPY
CERTIFICATION ON LAST PAGE
HARVEY RUVIN, CLERK

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

27 day of January, 2008 *JB*

Jerald Bagley
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 AD 2010*
HARVEY RUVIN, Clerk of Circuit and County Courts
Deputy Clerk *Theresa Berry*



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.

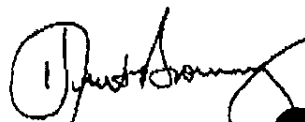
I further certify that said corporation has paid all fees and penalties due this office through December 31, 2010, and its status is active.

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. Probst
Secretary of State

PLAINTIFF'S
EXHIBIT

State of Florida



Department of State

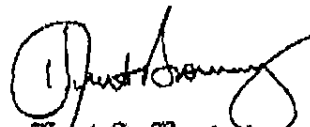
I certify the attached is a true and correct copy of the Judicially Approved Petition of Conversion and Articles of Incorporation for BRICKELL PLACE CONDOMINIUM ASSOCIATION, INC., filed February 10, 2010, as shown by the records of this office.

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. McClinton
Secretary of State

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.

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

COMES NOW, Petitioner, Brickell Place Condominium Association, Inc. ("BPCA"), by and through its undersigned counsel and files this Motion to vacate that certain order entered by this Honorable Court on January 27, 2010 whereby the Petitioner's status was changed to a not-for-profit Florida Corporation, and in support thereof states as follows:

1. On or about October 9, 2009, BPCA, upon the advice of its accountant at the time filed a Petition for Conversion to a Not-For-Profit Florida Corporation.
2. During all material and relevant times thereto, all discussions between BPCA and its accountant was by way of its President who unfortunately no longer serves as President due to his sudden and tragic passing during the fall of 2009 shortly after the filing of the instant action.
3. Upon information and belief, BPCA's accountant at the time advised that it would be more advantageous for BPCA to be classified as a not-for-profit corporation, as such, BPCA advised its counsel to effectuate said change.
4. However, after BPCA retained new accounting professionals it was advised that the opposite was true and that by virtue of the change to a not-for-profit Florida corporation tax consequences and liabilities would accrue with regard to BPCA assets.

PLAINTIFF'S
EXHIBIT

D

5. Upon information and belief, this consequence was never explained to BPCA then-President, because had said consequence been explained then quite obviously BPCA would have never petitioned this Honorable Court to convert it to a not-for-profit corporation, and remained a for-profit corporation.
6. Pursuant to Chapter 718, et seq., F.S., (§718.104(4)(i), F.S.), a Florida condominium can either be a for-profit or a not-for-profit Florida corporation.
7. Association has been and endeavors to continue to administer the operation and management of BRICKELL PLACE CONDOMINIUM ASSOCIATION, INC., a condominium association in Miami-Dade County, Florida solely for the benefits of its members.
8. Association has been and endeavors to continue 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 its previously filed Articles of Incorporation, and in the, Declaration of Condominium BRICKELL PLACE CONDOMINIUM ASSOCIATION, INC., recorded in the Public Record of Miami-Dade County at Book No. 9178, Page No. 973.
9. Association has been and endeavors to continue 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 solely and exclusively for the benefit of its members.
10. Pursuant to the enclosed Corporate Resolution (Exhibit "A") executed by all directors of the Board of Directors of the Association, the reversion back to a for-profit corporation is duly authorized.

WHEREFORE, for the aforementioned reasons Petitioner, Brickell Place Condominium Association, Inc., respectfully requests this Honorable Court to vacate its prior Order dated January 27, 2010 reverting Petitioner's status to a Florida For-Profit Corporation pursuant to Chapter 607, *et seq.*, F.S.

Dated this 13 day of February, 2014.

Respectfully submitted,

ALBERT E. ACUÑA, P.A.

782 N.W. 42nd Ave, Suite 343
Miami, FL 33126
Tel: (305) 548-5020
Fax: (305) 424-9284

By: 

ALBERT E. ACUÑA, ESQ.
Florida Bar No. 545791
AEAacuna@acapalaw.com

CORPORATE RESOLUTION OF
BRICKELL PLACE CONDOMINIUM ASSOCIATION, INC.

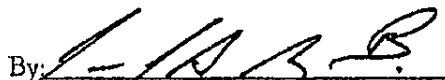
The undersigned officers of Brickell Place Condominium Association, Inc., a Florida for-profit corporation (the "Association") hereby certifies that the following resolutions have been adopted by the Board of Directors of the Association:

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.

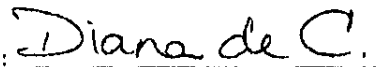
IT IS HEREBY CERTIFIED that the foregoing Resolution has been duly adopted at a meeting of the Board of Directors of the Association, which meeting was called for such specific purpose and held in accordance with the current Declaration of Condominium, By-Laws and Articles of Incorporation of the Association, 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.

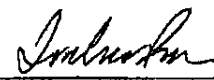
4TH
FEBRUARY IN WITNESS WHEREOF, this Certificate has been executed this ____ day of ____ 2014.

**BRICKELL PLACE CONDOMINIUM
ASSOCIATION, INC.**

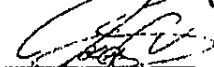
By: 
Juan C. Sagrera, President

By: 
Raiza Vidaurrazaga, Secretary

By: 
Diana De Cespedes, Director

By: 
Jose Luis Pere, Vice President

By: 
Frank Quintero, Jr., Esq., Director

By: 
Jorge Gonzalez, Director

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.

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

day 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
HARVEY RUVIN Clerk, of Circuit and County Courts
original on file in this office - FEB 26 2014

Deputy Clerk



7592580Y6

75 DEC 15

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REC 9178 PG 973

DECLARATION OF CONDOMINIUM

OF

BRICKELL PLACE, A CONDOMINIUM

KNOW ALL MEN BY THESE PRESENTS:

that AMERICAN DESIGN & DEVELOPMENT CORP. OF MIAMI, a Florida Corporation, (hereinafter called the "Developer"), for itself, its successors, grantees and assigns, does hereby make, declare and establish this Declaration of Condominium pursuant to the requirements of Chapter 711 of the Statutes of the State of Florida, as amended (hereinafter referred to as the "Condominium Act").

I

SUBMISSION STATEMENT

The Developer is the owner of the fee simple title to that certain tract of land situated in Miami, Dade County, Florida, which is described in Exhibit I attached hereto and incorporated herein, and on which tract there is constructed a condominium community consisting of three buildings, together with certain common elements, recreational facilities and appurtenances thereto attached. The Developer does hereby submit the tract described in Exhibit I, together with all improvements constructed thereon, to condominium ownership, and hereby declares the same to be a condominium as provided for in the Condominium Act, to be known as BRICKELL PLACE, A CONDOMINIUM.

II

CONDOMINIUM ASSOCIATION NAME

The name of the Condominium Association herein formed shall be BRICKELL PLACE ASSOCIATION. This Association shall exist, without incorporation, as a legal entity pursuant to Chapter 711, Laws of Florida, 1963, Section 12 as amended. This Association shall have all of the powers and duties set forth in the said

This instrument prepared by
and return to:
ALBERT C. WERLEY, Attorney at Law
6641 Central Avenue
Post Office Box 40750
St. Petersburg, Florida 33743
Telephone: (813) 381-0000

CONDOMINIUM PLATS PERTAINING HERETO
ARE RECORDED IN CONDOMINIUM PLAT BOOK
_____, PAGES _____ THROUGH _____.

PLAINTIFF'S
EXHIBIT
E

ME 9178 N 980

A. -the irrevocable right to have access to each condominium parcel from time to time during reasonable hours as may be necessary for the maintenance, repair or replacement of any common elements therein, or for making emergency repairs therein necessary to prevent damage to common elements or to any other unit or units.

B. -the power to make and collect assessments and to lease, maintain, repair and replace common elements and limited common elements.

C. -the duty to maintain accounting records according to good accounting practices, which will be open to inspection by condominium parcel owners during working hours.

D. -the power to enter into contracts with others for a valuable consideration, for the maintenance and management of the Condominium Community, including the normal maintenance and repair of common elements and limited common elements, and in connection therewith, to delegate the powers and rights herein contained, including that of making and collecting assessments, perfecting liens for non-payment, etc. Each condominium parcel owner, his heirs, successors and assigns, shall be bound by any such management agreement or amendments or revisions thereof to the same extent and effect as if he had executed such management agreement for the purposes herein expressed, including but not limited to adopting, ratifying, confirming and consenting to the execution of the same by the Association, covenanting and promising to perform each and every of the covenants, promises and undertakings to be performed by the condominium parcel owners as required under said management agreement, acknowledging that all of the terms and conditions thereof, including the management company's fee, are reasonable, and agreeing that the persons acting as directors and officers of the Association entering into such an agreement have not breached any of their duties or obligations to the Association. The management agreement, as well as each and every provision thereof, and the acts of the Board of Directors and Officers of the Association entering into such agreement are hereby ratified, confirmed, approved and adopted.

E. -the power to adopt reasonable rules and regulations for the maintenance and conservation of the condominium property, and for the health, comfort, safety and welfare of the condominium unit owners, all of whom shall be subject to such rules and regulations.

XI

ASSESSMENTS, LIABILITIES, LIENS AND INTEREST

The Association, through its Board of Directors, will establish an annual budget for the Association and will assess

9178 981

condominium parcel owners for their proportionate share of common expenses except for expenses allocated for the maintenance and repair of yacht slips, which costs shall be equally allocated to the various owners of such yacht slips, which such assessments will be on the basis set forth below. The Developer is excused from payment of its share of the common expense in respect to units owned by the Developer during the period of time Developer owns such units, and Developer guarantees that the assessment for common expenses of the condominium imposed upon the unit owners other than the Developer shall not increase over the stated published dollar amount and hereby obligates itself to pay any amount of common expenses incurred during that period and not produced by the assessments at the guaranteed level receivable from other unit owners. Developer may commence paying its share of the common expense and thereupon be relieved of any further liability under this guarantee.

A. The Board of Directors of the Association in establishing an annual budget for operation, management and maintenance of the Condominium, may include therein a sum to be collected and maintained as a reserve fund for replacement of common elements and, which reserve fund will be for the purpose of enabling the Association to replace structural elements and mechanical equipment constituting a part of the common elements as well as the replacement of personal property which may constitute a portion of the common elements held for the joint use and benefit of all of the owners of condominium parcels. The amount to be allocated to such reserve fund will be established by said Board of Directors so as to accrue and to maintain at all times a sum reasonably necessary to anticipate the need for replacement of said common elements. The amount collected and allocated to the reserve fund will be maintained in a separate account by the Association, although nothing herein contained will limit the Association from applying any monies in such reserve fund to meet other needs or requirements of the Association in operating or managing the Condominium Community in the event of emergencies, or in the event that the sums collected from owners of condominium parcels are insufficient to meet the then fiscal financial requirements of the Association.

B. All monies collected by the Association shall be treated as the separate property of the said Association, and such monies may be applied by the Association to the payment of any expense of operating and managing the Condominium Community, or to the proper undertaking of the duties imposed upon it by virtue of this Declaration of Condominium and Bylaws of said Association. Monies for any assessment paid to the Association by any owner of a condominium parcel, may be co-mingled with the monies paid to the Association by other unit owners. Although all funds and other assets of the Association, and any increments thereto or profits derived therefrom, will be held for the benefit of the members of the Association, no member of the said Association shall have the right to assign, hypothecate, pledge or in any manner transfer his membership interest therein, except as an appurtenance to his condominium parcel.

When the owner of a condominium parcel shall cease to be a member of the Association by reason of the divestment of his ownership of such condominium parcel, by whatever means, the Association shall not be required to account to such owner for any share of the funds or assets of the Association, or which may have been paid to said Association by such owner, as all monies which any owner has paid to the Association will be and constitute an asset of said Association and may be used in the operation and management of the Condominium Community.

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C. The payment of any assessment or installment thereof due to the Association shall be in default if such assessment, or any installment thereof, is not paid to the Association on or before the due date for such payment. When in default, the delinquent assessment or delinquent installment thereof due to the Association shall bear interest at the rate of ten (10%) percent per annum until such delinquent assessment or installment thereof and all interest due thereon has been paid in full to the Association.

D. The owner or owners of each condominium parcel shall be personally liable, jointly and severally, as the case may be, to the Association for the payment of all assessments, regular or special, which may be levied by the Association while such party or parties are owner or owners of a condominium parcel in the Condominium. In the event that any owner or owners are in default in payment of any assessment or installment thereof owing to the Association, such owner or owners shall be personally liable, jointly and severally, for interest on such delinquent assessment or installment thereof as above provided, and for all costs of collecting such assessment or installment thereof and interest thereon, including a reasonable attorney's fee, whether or not suit be brought.

E. No owner of a condominium parcel may exempt himself from liability for any assessment levied against such owner and his condominium parcel by waiver of the use or enjoyment of any common elements, limited common elements, or by abandonment of a condominium parcel, or in any other manner.

F. Recognizing that the necessity for providing proper operation and management of the Condominium entails the continuing payment of costs and expenses therefor, which results in benefit to all owners of condominium parcels, and that the payment of such common expenses represented by the assessments levied and collected by the Association is necessary in order to preserve and protect the investment of the owner of a condominium parcel, the Association is hereby granted a lien upon each condominium parcel and its appurtenant undivided interest in common elements, and if applicable upon any exclusive right to use limited common elements which may be an appurtenance to any such condominium parcel, which lien will secure and does secure monies due on all assessments now or hereafter levied against the owner of each condominium parcel and which lien shall also secure interest, if any, which may be due on the amount of any delinquent assessments owing to the Association as well as all costs and expenses, including a reasonable attorney's fee, which may be incurred by the Association in enforcing this lien. The lien granted to the Association may be foreclosed in the same manner as real estate mortgages may be foreclosed in the State of Florida; and in any suit for the foreclosure of said lien, the Association shall be entitled to rental from the owner of any condominium parcel from the date on which the payment of any assessment or installment thereof became delinquent, and, without notice to the owner of such condominium parcel, the Association shall be entitled to the appoint-

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ment of a receiver for said condominium parcel. The rental required to be paid shall be equal to the rental charged on comparable type or apartments in the Miami area. The lien granted to the Association will further secure such advances for taxes, and payments on account of superior mortgages, liens or encumbrances which may be required to be advanced by the Association in order to preserve and protect its lien, and the Association shall further be entitled to interest at the rate of ten (10%) percent per annum on any such advances made for such purpose. All persons, firms or corporations who acquire, by whatever means, any interest in the ownership of any condominium parcel, or who may be given or acquire a mortgage, lien or other encumbrance thereon, is hereby placed on notice of the lien granted to the Association, and will acquire such interest in any condominium parcel expressly subject to such lien, upon its recording as provided hereinafter.

G. The lien herein granted unto the Association shall be effective from and after the time of recording in the Public Records of Dade County a claim of lien stating the description of the condominium parcel encumbered thereby, the name of the record owner, the amount due and the date when due, and the lien shall continue in effect until all sums secured by said lien, as herein provided, shall have been fully paid. Such claims of lien will include only assessments which are due and payable when the claim of lien is recorded, plus interest, costs, attorney's fees, advances to pay taxes and prior encumbrances and interest thereon, all as above provided. Such claims of lien will be signed and verified by an officer or agent of the Association. Upon full payment of all sums secured by such claim of lien, the same will be satisfied of record. The claim of lien filed by the Association will be subordinate to a lien of any mortgage or any other lien recorded prior to the time of recording of the Association's claim of lien, except that the lien of the Association for tax or special assessment advances made by the Association where any taxing authority having jurisdiction levied any tax or special assessments against the Condominium as an entirety instead of levying the same against each condominium parcel and its appurtenant undivided interest in common elements, will be prior in lien, right and dignity to the lien of all mortgages, liens and encumbrances, whether or not recorded prior to the Association's claim of lien therefor, and the Association's claim of lien for collection of such portion of any tax or special assessment will specifically designate that the same secures an assessment levied pursuant to the provisions of this paragraph.

In the event that any person, firm or corporation acquires title to any condominium parcel and its appurtenant undivided interest in common elements by virtue of any foreclosure or judicial sale or through voluntary conveyance in lieu of foreclosure and judicial sale, such person, firm or corporation so acquiring

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title shall only be liable and obligated for assessments as will accrue and become due and payable for said condominium parcel and its appurtenant undivided interest in common elements subsequent to the date of acquisition of such title, and will not be liable for the payment of any assessments which were in default and delinquent at the time it acquired such title, except that such person, firm or corporation will acquire such title subject to the lien of any assessment by the Association representing an apportionment of taxes or special assessment levied by taxing authorities against the Condominium in its entirety. In the event of the acquisition of a condominium parcel by foreclosure or judicial sale, or through voluntary conveyance in lieu of foreclosure and judicial sale, any assessment or assessments as to which the party so acquiring title shall not be liable shall be absorbed and paid by all owners of all condominium parcels as a part of common expense, although nothing herein contained will be construed as releasing the party liable for such delinquent assessment from the payment thereof or the enforcement of collection of such payment by means other than foreclosure.

H. Whenever any condominium parcel will be leased, sold or mortgaged by the owner thereof, the Association, upon written request of the owner of such condominium parcel, will furnish to the proposed lessee, purchaser or mortgagee, a statement verifying the status of payment of any assessment which may be due and payable to the Association by the owner of such condominium parcel. Such statement shall be executed by any officer of the Association and any lessee, purchaser or mortgagee may rely upon such statement in concluding the proposed lease, purchase or mortgage transaction, and the Association shall be bound by such statement.

I. In the event that a condominium parcel is to be leased, sold or mortgaged at the time when payment of any assessment against the owner of said condominium parcel due to the Association shall be in default (whether or not a claim of lien has been recorded by the Association), then the proceeds of such rental, purchase or mortgage proceeds, will be applied by the lessee, purchaser or mortgagee first to payment of any then delinquent assessment or installments thereof due to the Association before the payment of any rent, proceeds of purchase or mortgage proceeds to the owner of any condominium parcel who is responsible for payment of such delinquent assessment.

J. In any voluntary conveyance of a condominium parcel, a grantee will be jointly and severally liable with a grantor for all unpaid assessments against a grantor made prior to the time of such voluntary conveyance, without prejudice to the rights of a grantee to recover from a grantor the amounts paid by a grantee therefor.

K. Institution of a suit at law to attempt to effect collection of any delinquent assessment shall not be deemed to be

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an election by the Association which will prevent its thereafter seeking enforcement of collections of any sums remaining owing to it by foreclosure, or will proceedings by foreclosure to attempt to effect such collections be deemed to be an election precluding the institution of suit at law to attempt to affect collection of any sum then remaining due to it.

XII

INSURANCE

The following provisions shall apply in connection with the insurance to be maintained by the Association:

A. All insurance policies (except as hereinafter allowed) will be purchased by the Association for the benefit of the condominium parcel owners and their respective mortgagees as their interests may appear and shall provide for the issuance of certificates of insurance and mortgage endorsements to the holders of first mortgages on the units or any of them and shall provide that the insurer waives its right of subrogation as to any claim against condominium parcel owners, the Association and their respective servants, agents and guests. Such policies and endorsements will be deposited with the Insurance Trustees (as hereinafter defined) who must first acknowledge that the policies and any proceeds thereof will be held in accordance with the terms hereof.

B. Each condominium parcel owner may obtain insurance, at his own expense, affording coverage upon his own property and for his individual liability, but all such insurance will contain the same waiver of subrogation as that referred to herein and shall waive any right to contribution.

C. The following coverage will be obtained by the Association:

- 1) -the buildings and all other insurable improvements upon the land and all personal property as may be owned by the Association will be insured in an amount equal to the maximum insurable replacement value thereof (exclusive of excavation and foundations) as determined annually by an insurance company affording such coverage. Such coverage will afford protection against loss or damage by fire and other hazards covered by the standard extended coverage endorsements and such other risks as from time to time customarily will be covered with respect to buildings similar in construction, location and use, including but not limited to vandalism, malicious mischief, and windstorm damage.
- 2) -public liability and property damage in such