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Division of Corporations

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THE TOP ESTATES HOMEOWNERS ASSOCIATION, INC.

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AMENDED AND RESTATED ARTICLES OF INCORPORATION

TREE TOP ESTATES

HOMEOWNERS ASSOCIATION, INC.

Pursuant to the provisions of Section 617.1007 of the Florida Statutes, TREE TOP ESTATES HOMEOWNERS ASSOCIATION, INC. hereby amends and restates its Articles of Incorporation as follows:

ARTICLE I. NAME OF THE CORPORATION.

The name of the corporation is TREE TOP ESTATES HOMEOWNERS ASSOCIATION, INC. hereinafter referred to as the "Association".

ARTICLE II. TERM OF EXISTENCE.

This corporation shall commence existence at the time and date of the filing of these Articles by the Department of State of the State of Florida, and, thereafter, shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida.

ARTICLE III. PURPOSES AND POWERS.

The Association does not contemplate pecuniary gain or profit to its members. The specific purposes for which it is formed are to provide for the maintenance, preservation and architectural control of the residential lots and common area within that certain tract of property described in Exhibit "A" attached hereto and to promote the health, safety and welfare of the residents within the property described in Exhibit "A" and any addition thereto as may hereafter be brought within the jurisdiction of this Association. For such purposes, the Association shall have and exercise the following authority and powers.

(a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Homeowners Agreement and Declaration of Protective Covenants, Conditions and Restrictions for Tree Top Estates, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the public records of Dade County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein and made a part hereof as if set forth at length.

(b) Acquire (by gift, purchase or otherwise) own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association.

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(c) Borrow money, and with the assent of two-thirds (2/3) of the members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred.

(d) Dedicate, sell or transfer all or any part of the common area to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3) of the members, agreeing to such dedication, sale or transfer.

(e) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes or annex additional residential property and common area, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of the members.

(f) Have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Florida by law may now or hereafter have or exercise.

ARTICLE IV. MEMBERSHIP.

Every person or entity who is a record owner of a fee or undivided fee interest in any lot, which is subject to covenants or record to assessment by the Association, shall be a member of the Association. Such person or entity shall be known as an owner and shall hold a Class A voting membership. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any lot which is subject to assessment by the Association.

ARTICLE V. VOTING RIGHTS.

The Association shall have one class of voting membership. The members shall be all owners and shall be entitled to one vote for each lot on which they hold the interest required for membership. When more than one person holds such interest or interests in any lots, all such persons shall be members, and the vote for such lot or unit shall be exercised as they, among themselves, determine, but in no event shall more than one vote be cast with respect to any such lot. Membership is not restricted to natural persons, but in the event that title to a lot is held by a corporation, partnership or other similar entity, that entity shall designate one person to exercise the voting right with respect to that lot.

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ARTICLE VI. REGISTERED OFFICE AND REGISTERED AGENT.

(a) The street address of the registered office of the corporation shall be:

8980 SW 67 Avenue
Miami, Florida 33156

(b) The name of the registered agent at such address to accept service of process shall be:

Mary Quartin

(c) The corporation shall have the power to change its registered agent and move its principal registered office to any other address within the State of Florida, and to establish branch offices and other business locations at other places within or without the State of Florida.

ARTICLE VII. BOARD OF DIRECTORS.

(a) The affairs of the Association shall be managed by a Board of six (6) Directors who shall be members of the Association.

(b) The name and address of each person who is to serve on the Board of Directors is as follows:

<u>Name</u>	<u>Address</u>
Mary Quartin	8980 SW 67 Avenue Miami, FL 33156
Marty Hitzig	8960 SW 67 Avenue Miami, FL 33156
George Radell	8910 SW 67 Avenue Miami, FL 33156
Robert Birenbaum	8940 SW 67 Avenue Miami, FL 33156
Virginia Wood	8920 SW 67 Avenue Miami, FL 33156
Shifra Kossman	8900 SW 67 Avenue Miami, FL 33156

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(c) Each director shall serve for a term of one (1) year or until their successor is elected at the annual membership meeting. Any vacancy on the Board of Directors shall be filled for the unexpired term of the vacated office by the remaining directors.

ARTICLE VIII. OFFICERS

The officers of the Corporation who shall serve until the next annual meeting of directors shall be the following:

<u>NAME</u>	<u>OFFICE</u>
Virginia Wood	President
Marty Hitzig	Vice President
Thomas Wood	Secretary
Mary Quartin	Treasurer

ARTICLE IX. DISSOLUTION.

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the votes of the members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purpose.

ARTICLE X. BY-LAWS.

The By-Laws of this Corporation shall be adopted by the first Board of Directors, which By-Laws may be altered, amended or rescinded at any duly called meeting of the members of the Association in the manner provided in the By-Laws.

ARTICLE XI. AMENDMENT.

These Articles of Incorporation may be amended in the manner approved by law. Every amendment shall be approved by the Board of Directors, proposed by them to the entire membership, and approved at meeting of the membership called for such purpose by the assent of two-thirds (2/3) of the membership entitled to vote thereon, unless all the directors and all the members sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

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IN WITNESS WHEREOF, the Corporation has caused these Amended and Restated Articles of Incorporation to be executed this 15 day of ~~JUNE~~ MAY 2008 by its duly authorized officers.

Virginia Wood
Virginia Wood, President

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**CERTIFICATE OF THE
PRESIDENT**

Pursuant to the provisions of §617.1007 Florida Statutes, the undersigned hereby certifies as follows:

(a) The Amended and Restated Articles of Incorporation of TREE TOP ESTATES HOMEOWNERS ASSOCIATION, INC. (the "Corporation") attached hereto contain amendments to the Corporation's Articles of Incorporation that require shareholder approval.

(b) The Corporation has one class of voting membership and the amendments set forth in the Corporation's Amended and Restated Articles of Incorporation were duly adopted by all of the voting membership by written consent on the 15 day of May 2008. The number of votes cast by the shareholders was sufficient for approval.

**TREE TOP ESTATES HOMEOWNERS
ASSOCIATION, INC.**

By: Virginia Wood
Name: Virginia Wood
Title: President

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CERTIFICATE OF REGISTERED AGENT

OF

TREE TOP ESTATES HOMEOWNERS ASSOCIATION, INC.

Pursuant to Fla. Stat. §617.0501 the following is submitted:

That TREE TOP ESTATES HOMEOWNERS ASSOCIATION, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at Village of Pinecrest, County of Miami Dade, State of Florida, has named Mary Quartin with an address of 8980 SW 67 Avenue, Miami, Florida 33156, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named as registered agent and to accept service of process for the above stated corporation, at the place designated in this certificate, the undersigned hereby accepts appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provision of all statutes relative to the obligations of such registered agent, with which the undersigned acknowledges it is familiar.

Dated this 15 day of May 2008.


Name: Mary Quartin

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EXHIBIT "A"

TREE TOP ESTATES, according to the plat thereof, recorded in Plat Book 109, at Page 28, of the public records of Dade County, Florida.