

Division of Corporations

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Florida Department of State

Division of Corporations

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FLORIDA ~~PROFIT~~ CORPORATION OR P.A.**NON-PROFIT****WPG Condominium Association, Inc.**

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 6, 2000

SIMON & SIMON PA

SUBJECT: WPG CONDOMINIUM ASSOCIATION, INC.
REF: W00000000405

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Please see correction on Article I*

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ARTICLES OF INCORPORATION
OF
WFG CONDOMINIUM ASSOCIATION, INC.,
a Florida not for profit corporation

ARTICLE I

The name of the corporation is WFG CONDOMINIUM ASSOCIATION, INC. whose principal office is located at: 13000 S.W. 120th Street, Miami, Florida 33186.

ARTICLE II

This corporation is incorporated as a corporation not-for-profit under the provisions of Chapter 617 Florida Statutes, and the general purpose for which this corporation is organized is to be the "Association" as defined in the Condominium Act of the State of Florida, Florida Statute 718, as amended, for the condominium property known as WFG CONDOMINIUM, a Condominium, located in Miami-Dade County, Florida. The Association shall have all of the powers given to corporations not for profit by the Florida Statutes and all of the powers expressly conferred upon it by the Declaration, together with all powers necessary to fulfill both such stated powers and the duties expressly given to it by such Declaration.

ARTICLE III

The members of this corporation shall consist of all of the record owners of the Condominium Units in the Condominium, and all persons who are owners of Condominium Units within said condominium property shall automatically be members of this corporation. Such membership shall automatically terminate when such person is no longer the owner of a condominium unit. Change of membership in the Association shall be established by the recording in the Public Records of Miami-Dade County, Florida, of a deed or other instrument establishing a record title to a Unit. The membership of the prior owner shall be terminated as of the date of recording of such deed or other instrument. The share of a member in the funds and assets of this corporation cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the Condominium Unit. A member will be entitled to one vote for each Condominium Unit owned by him.

ARTICLE IV

The corporation shall have perpetual existence.

ARTICLE V

The officers who are to serve until their successors are appointed by and serve at the pleasure of the Board of Directors

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are as follows:

| | |
|----------------|----------------|
| President | Edward Granoff |
| Vice-President | Arthur Perrin |
| Treasurer | Rose Perrin |
| Secretary | Rose Perrin |

ARTICLE VI

The corporation shall be governed by a Board of Directors consisting of three (3) persons and the names and addresses of the persons who are to serve as Directors until the first annual meeting of the members are as follows:

| | |
|----------------|---|
| Rose Perrin | 13000 SW 120 Street, Miami, Florida 33186 |
| Edward Granoff | 13000 SW 120 Street, Miami, Florida 33186 |
| Arthur Perrin | 13000 SW 120 Street, Miami, Florida 33186 |

The affairs of the Corporation shall be managed and governed by a Board of Directors composed of not less than three (3) and not more than seven (7) members. The Directors subsequent to the first Board of Directors shall be elected at the annual meeting of the membership for a term of one year or until their successors shall be elected and shall qualify. Provisions for such election and provisions respecting a removal, disqualification and resignation of Directors and for filling vacancies on the Board shall be established by the By-Laws.

ARTICLE VII

The name and address of the subscriber of these Articles of Incorporation is as follows:

| | |
|---------------|---|
| Gary P. Simon | 9100 So. Dadeland Blvd. Ste. 504 Miami, Florida 33156 |
|---------------|---|

ARTICLE VIII

The By-Laws of this corporation shall be made and adopted by the first Board of Directors and attached to the Condominium Declaration to be filed in the Public Records of Miami-Dade County, Florida, which By-Laws may be altered, amended or rescinded at any duly called meeting of the members in the manner provided by said By-Laws.

ARTICLE IX

Amendments of these Articles shall be proposed and adopted in the following manner:

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

Adoption: A resolution for the adoption of a proposed amendment may be proposed either by a majority of the Board of Directors or by not less than one-half (1/2) of the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing providing the approval is delivered to the secretary at or prior to the meeting. The approval must be by not less than 66-2/3% of the votes of the entire membership of the Association

Limitation: Provided, however, that no amendment shall make any changes in the qualifications for membership nor in the voting rights or property rights of members without approval in writing by all members and the joinder of all record owners of mortgages upon units so affected. No amendment shall be made that is in conflict with the Act or the Declaration.

Recording: A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of the applicable Florida Statutes, and a copy certified by the Secretary of State shall be recorded in the Public Records of Miami-Dade County, Florida.

ARTICLE X

This Corporation shall never have nor issue shares of stock nor will it ever have or provide for non-voting membership, nor shall there ever be any dividends paid to any of the members, nor shall any part of the income of the Corporation be distributed to its Board of Directors or officers, provided, however, that upon the termination of the Condominium in accordance with the Florida Statutes as amended, from time to time, or pursuant to the Declaration of Condominium, the distribution of the assets of the corporation shall be in accordance with the provisions of the Declaration of Condominium.

ARTICLE XI

The corporation shall have all the powers set forth and described in Chapter 617.0302 Florida Statutes, as amended, from time to time, together with those powers conferred or implied by the aforesaid Declaration of Condominium, this charter and any and all lawful By-Laws of the corporation or powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration of Condominium. The Corporation may pay compensation in a reasonable amount to its members, Directors and Officers for

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services rendered, as provided in the By-Laws.

ARTICLE XII

Indemnity: The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Association) by reason of the fact that he is or was a Director, employee, officer or agent of the Association, against expenses (including attorneys' fees, and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or willful misfeasance or willful malfeasance in the performance of his duty to the Association unless and only to the extent that the court in which such action or suit was brought shall determine upon application, that despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnify for such expenses which such court shall deem proper. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the Association, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was lawful.

Expenses: To the extent that a Director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in the paragraph above or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

Approval: Any indemnification under this section (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the Director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth above. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum

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consisting of Directors who were not parties to such action, suit or proceeding, or (b) if such quorum is not obtainable, or even if obtainable, a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion, or by a majority of the members.

Advances: Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the Director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized in this Article. However, in the event such funds are advanced and it is subsequently determined by a Court of competent jurisdiction that the Director, officer, employee or agent acted in bad faith or in a manner he reasonably believed to be opposed to the best interest of the Association, then, upon demand he shall be responsible to return to the Association, all such funds advanced on his behalf.

Miscellaneous: The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of members or otherwise, both as to action in his official capacity while holding such office and as to a person who has ceased to be a Director, officer, employee, or agent and shall inure to the benefit of that person's heirs, personal representatives, successors and assigns.

Insurance: The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other business enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

Voting: The voting rights of the unit owners being members of this corporation shall be as set forth in the Declaration of Condominium and/or By-Laws.

ARTICLE XIII

The initial registered office of this corporation shall be 9100 So. Dadeland Blvd., Suite 504, Miami, Florida 33156-7815 with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial

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registered agent at that address shall be GARY P. SIMON.

IN WITNESS WHEREOF, the subscriber hereto has hereunto affixed his signature this 5th day of January, 2000.

Gary P. Simon
GARY P. SIMON, INCORPORATOR

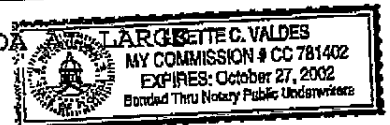
STATE OF FLORIDA
COUNTY OF MIAMI-DADE

BEFORE ME, personally appeared GARY P. SIMON, to me well known to be the individual described in and who executed the foregoing Articles of Incorporation or who presented a for identification, and acknowledged before me that they executed the same for the purposes therein expressed and did not take an oath.

WITNESS my hand and seal in the State and County above mentioned this 5th day of January, 2000.

My commission expires:

Lisette C. Valdes
NOTARY PUBLIC
STATE OF FLORIDA



ACCEPTANCE BY REGISTERED AGENT

The undersigned is familiar with and accepts the obligations and responsibilities of the position of the Registered Agent. Having been named to accept service of process for the Association at the place herein designated, I hereby accept to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the complete and proper performance of duties.

Gary P. Simon
GARY P. SIMON, REGISTERED AGENT

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January 5, 2000

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