

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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FILED
00 DEC -5 AM 11:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*2940-42 Louise Street Homeowners
Association, Inc.*

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☒ Art of Inc. File *Cert*
☐ LTD Partnership File
☐ Foreign Corp. File
☐ L.C. File
☐ Fictitious Name File
☐ Trade/Service Mark
☐ Merger File
☐ Art. of Amend. File
☐ RA Resignation
☐ Dissolution / Withdrawal
☐ Annual Report / Reinstatement
☒ Cert. Copy
☐ Photo Copy
☐ Certificate of Good Standing
☐ Certificate of Status
☐ Certificate of Fictitious Name
☐ Corp Record Search
☐ Officer Search
☐ Fictitious Search
☐ Fictitious Owner Search
☐ Vehicle Search
☐ Driving Record
☐ UCC 1 or 3 File
☐ UCC 11 Search
☐ UCC 11 Retrieval
☐ Courier

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12-5

Signature _____

Requested by: *CD*

Name _____

Date *12-5-00*

Time *11:00*

Walk-In _____

Will Pick Up _____

ARTICLES OF INCORPORATION
OF
2940-42 LOUISE STREET HOMEOWNERS ASSOCIATION, INC.
(a Florida corporation not for profit)

FILED
00 DEC -5 AM 11:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby acknowledge and file in the Office of the Secretary of State of Florida, for the purpose of forming a corporation not for profit under the Laws of the State of Florida, these Articles of Incorporation as provided by law.

ARTICLE I
NAME

The name of this corporation shall be 2940-42 LOUISE STREET HOMEOWNERS ASSOCIATION, INC. For convenience, the corporation shall hereinafter be referred to as the "Association".

ARTICLE II
PURPOSES AND POWERS

The purposes for which this corporation is formed are as follows:

Section 1. To be the "Association", and as such to established and collect assessments from the homeowners and the members for the purpose of operating, maintaining, preparing, improving, reconstructing and administering the Homeowners Property.

Section 2. To carry out the duties and obligations and receive the benefits given the ASSOCIATION pursuant to the Declaration of Covenants, Restrictions and Easements for 2940-42 LOUISE STREET and pursuant to these Articles of Incorporation and the Bylaws.

Section 3. To establish By-laws for the operation of the Homeowners Property providing for the form of administration and rules and regulations for governing the ASSOCIATION, these Articles and the By-laws of the ASSOCIATION.

Section 4. To contract for the management of the ASSOCIATION and to delegate to such party such powers and duties if the ASSOCIATION as permitted by law.

Section 5. For any lawful purpose.

To accomplish the foregoing purposes, the corporation shall have all corporate powers permitted under Florida law, including, but not limited to, the capacity to contract, bring suit and be sued.

ARTICLE III
MEMBERS

Section 1. The members of the ASSOCIATION shall consist of the record owners of Dwelling Units within 2940-42 LOUISE STREET. The approval of the ASSOCIATION must be obtained prior to purchasing a Dwelling Unit and prior to becoming a member. After receiving such approval, change of membership in the ASSOCIATION shall be established by recording in the Public Records of Dade County in which the Dwelling Unit is located a Deed or other instrument establishing record title to the Dwelling Unit and the delivery to the ASSOCIATION of a copy of such instrument. Such membership shall automatically terminate when such person is no longer the owner of a Dwelling Unit. Membership certificates are not required and shall need not be issued. On all matters upon which the membership shall be entitled to vote, there shall be only one (1) vote for each Dwelling Unit, which vote shall be exercised by the Dwelling Unit Owner in accordance with the provisions of these Articles of Incorporation and the Declaration of Covenants, Restrictions and Basements for 2940-42 LOUISE STREET. The Developer shall be the holder of the membership rights of a Dwelling Unit until title to the Dwelling Unit is transferred, unless expressly otherwise provided herein or by law.

Section 2. The shares of a member in the funds and assets of the ASSOCIATION cannot be assigned, appurtenance or transferred in any manner except as an appurtenance to his Dwelling Unit.

Section 3. Subject to the foregoing, admission to and termination of membership shall be governed by these Articles of Incorporation and the Declaration of Covenants, Restrictions and Easements for 2940-42 LOUISE STREET.

ARTICLE IV
EXISTENCE

The corporation shall have perpetual existence.

ARTICLE V
SUBSCRIBERS

The names and residences of subscribers to these Articles of Incorporation are as follows:

Michael A. Luis	2761 West Trade Avenue Coconut Grove, Florida 33133
John S. Micali	13301 SW 124th Street Miami, Florida 33186
Jean Lesly Duret	13301 SW 124th Street Miami, Florida 33186

ARTICLE VI
DIRECTORS

Section 1. The affairs of the corporation shall be managed and governed by a Board of Directors composed of not less than three (3) persons. The first Board of Directors shall have three (3), and in the future, the number will be determined from time to time in accordance with the provisions of these Articles of Incorporation.

Section 2. The initial Directors shall hold an organizational meeting, at the request of a majority of the Directors, to complete the organization of the corporation by appointing officers, adopting bylaws, and carrying on any other business brought before the meeting.

Section 3. All officers shall be elected by the Board of Directors in accordance with these Articles of Incorporation. The Board of Directors shall elect from among the members a President, Vice-President, Treasurer and Secretary and such other officers, as it shall deem desirable, consistent with these Articles of Incorporation. The President shall be elected from among the membership of the Board of Directors, but no other officer need be a Director.

ARTICLE VII
OFFICERS, INITIAL OFFICE AND RESIDENT AGENT

Subject to the direction of the Board of Directors, the affairs of the ASSOCIATION shall be administered by the officers who shall serve at the pleasure of the Board of Directors. The names of the officers who shall serve until the first election following the First Annual Meeting of the Board of Directors are as follows:

<u>NAME</u>	<u>TITLE</u>
Michael A. Luis	President/Secretary/Treasurer

The Street address of the initial office of this corporation is 2761 West Trade Avenue, Coconut Grove, Florida; 33133 and the name of the initial resident agent of this corporation at that address is Mike A. Luis.

ARTICLE VIII
FIRST BOARD OF DIRECTORS

The first Board of Directors shall consist of three (3) persons who shall hold office and serve until their successors are elected and qualified and their names and addresses are as follows:

Michael A. Luis	2761 West Trade Avenue Coconut Grove, Florida 33133
John S. Micali	13301 SW 124th Street

Miami, Florida 33186

Jean Lesly Duret

**13301 SW 124th Street
Miami, Florida 33186**

ARTICLE X
AMENDMENTS

Section 1. Amendments to these Articles of Incorporation may be proposed by the Board of Directors or a majority of the voting members. Such proposals shall set forth the proposed alteration, amendment or rescission in writing and shall be filed by the Board of Directors or a majority of the members and delivered to the President, who shall thereupon call a special meeting of the ASSOCIATION. A quorum of all members of the ASSOCIATION shall be required for the requested alteration, amendment or rescission. Notwithstanding the foregoing provisions of this Article IX, no amendment to these Articles shall abridge, amend or alter the rights of the Developer or may be adopted or become effective without the proper written consent of the Developer.

Section 2 Any voting member may waive any or all of the requirements of this Article as to notice by the Secretary or proposals to the President for alteration, amendment or rescission of these Articles, either before, at or after a membership meeting at which a vote is taken to amend, alter or rescind these Articles in whole or in part.

ARTICLE XI
INDEMNIFICATION

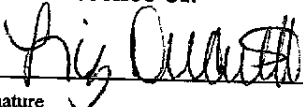
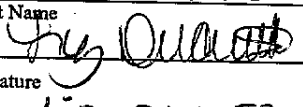
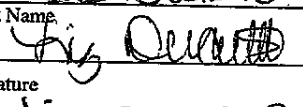
Every officer and every Director of the ASSOCIATION shall be indemnified by the ASSOCIATION against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement thereof, to which he may be a part, or in which he may become involved, by reason of his being or having been a Director or officer of the ASSOCIATION, whether or not he is a Director or officer at the time such expenses are incurred, except in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement is being made for the best interests of the ASSOCIATION. The foregoing right of indemnification shall be in addition and not exclusive of all other rights to which such Director or officer may be entitled.

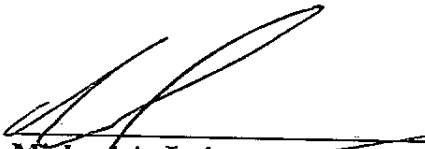
ARTICLE XII
TITLES

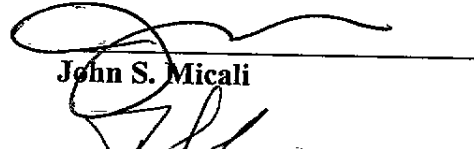

The titles to the Articles contained herein are for convenience purposes only and shall not be considered in the interpretation or the meaning of the provisions of these Articles of Incorporation.

IN WITNESS WHEREOF, the subscribers hereto have hereunto set their hands and seals this 20th day of November, 2000

Signed, Sealed Delivered
in the Presence of:

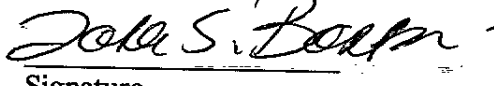

Signature
Liz DUARTE
Print Name

Signature
Liz DUARTE
Print Name

Signature
Liz DUARTE
Print Name


Michael A. Luis


John S. Micali

Jean Lesly Duret

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 20 day of NOVEMBER, 2000 by Michael A. Luis, John S. Micali and Jean Lesly Duret, who are personally known to me or who produced their Florida Drivers Licenses as identification and who did (did not) take the oath.


Signature
TARA S. BARBIC
Print Name
Notary Public, State of Florida



(Seal)

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED


FIRST: THAT 2940-42 LOUISE STREET HOMEOWNERS ASSOCIATION
INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE
STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 2761
WEST TRADE AVENUE, MIAMI, STATE OF FLORIDA, 33133, HAS NAMED
MICHAEL A. LUIS, LOCATED AT 2761 WEST TRADE AVENUE, MIAMI, STATE
OF FLORIDA, 33133, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS
WITHIN FLORIDA.


(CORPORATE OFFICER)

TITLE: SUBSCRIBER

DATE: 11/16, 2000

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE,
I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO
COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.


MICHAEL A. LUIS
(Resident Agent)

DATE: 11/16, 2000

FILED
00 DEC -5 AM 11:20
CLERK OF STATE
TALLAHASSEE, FLORIDA