

# N00000 D08014

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**FLORIDA NON-PROFIT CORPORATION**

**killian place homeowners association, inc.**

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**FLORIDA DEPARTMENT OF STATE**  
**Katherine Harris**  
**Secretary of State**

December 4, 2000

**EMPIRE**

**SUBJECT: KILLIAN PLACE HOMEOWNERS ASSOCIATION, INC.**  
**REF: W00000028454**

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Adding "of Florida" or "Florida" to the end of a name is not acceptable.

THE CONFLICT IS KILLIAN PLACE HOMEOWNERS ASSOCIATION, INC. DOC #N30727.

You must list the corporation's principal office and/or a mailing address in the document.

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight  
Document Specialist

FAX Aud. #: H00000062949  
Letter Number: 600A00061175

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ARTICLES OF INCORPORATION  
OF  
KILLIAN ESTATES HOMEOWNER'S ASSOCIATION, INC.

The undersigned hereby associates themselves for the purpose of forming a corporation not-for-profit under and pursuant to Chapter 617, Florida Statutes, and do hereby certify as follows:

ARTICLE I

The name of the corporation is Killian Estates Homeowner's Association, Inc., hereafter called the "Association."

ARTICLE II  
PURPOSE AND POWERS OF THE ASSOCIATION

This association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance and preservation of the Maintained Areas as described in the Declaration of Covenants, Conditions and Restrictions for Killian Place Subdivision, Dade County, Florida, and for the safety and welfare of the residents within the above-described property for this purpose to:

- (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 Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration," applicable to the property and recorded or to be recorded in 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 as if set forth at length;
- (b) fix, levy, collect and enforce payment by any lawful means all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses in incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;
- (c) 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;

This instrument prepared by:  
Elliott Harris, Esq.  
111 S.W. 3rd Street, 6th Floor  
Miami, Florida 33130  
Fla. Bar No. 097072

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- (d) borrow money, and with the assent of two-thirds (2/3) of each class of members;
- (e) dedicate, sell or transfer all or any part of the Maintained 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 each class of members, agreeing to such dedication, sale or transfer;
- (f) participate in mergers and consolidations with other non-profit corporations organized for the same purposes provided that any such merger or consolidation shall have the assent of two-thirds (2/3) of each class of members;
- (g) to contract with a third party and to enter into a management agreement with the designee of the Declarant for the management and maintenance of the common areas and to perform the duties and obligations so delegated;
- (h) 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;
- (i) to cause to be established a special taxing district for the maintenance of the Maintained Area of the association.

#### ARTICLE III

and principal

The initial registered/office of the Association is located at Suite 600, 111 S.W. 3rd Street, Miami, Florida 33130, or such other place as the Board of Directors of the Association may designate from time to time.

#### ARTICLE IV

Elliott Harris of 111 S.W. 3rd Street, Suite 600, Miami, Florida 33130, is hereby appointed the initial registered agent of this Association.

#### ARTICLE V MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided interest in any Lot which is subject to covenants of record of assessment by the Association, including contract Sellers, shall be a member of the Association. 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.

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ARTICLE VI  
VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A members shall be all Owners with the exception of Declarant and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in any Lot, all such persons shall be members. The vote for such Lot shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. The Class B member shall be the Declarant (as defined in the Declaration), and shall be entitled to five (5) votes for each Lot owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

(a) Within 90 days after 90% of the residences expected to be built in the project are constructed and conveyed to purchasers; or

(b) 30 days after Declarant elects to terminate the Class B membership (whereupon the Class A members shall assume control of the Association and elect the board).

Declarant shall be entitled to elect at least one member of the Board of Directors of the Homeowners Association as long as Declarant holds for sale in the ordinary course of business at least 5% of the lots in the subdivision.

ARTICLE VII  
BOARD OF DIRECTORS

The affairs of this Association shall be managed by a Board of six (6) directors, who shall be members of the Association, excepting that until Class B membership has ceased and been converted to Class A membership, the members of the Board of Directors need not be members of the Association, and the initial Board of Directors, until such time as Class B membership has ceased and been converted to Class A membership, shall be comprised of three (3) members. The names and addresses of persons who are to set in the capacity of directors until the selection of their successors are:

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Elliott Harris  
Liza Garcia  
Rogelio Cainzos

The initial Board of Directors herein designated shall serve until Class B membership has ceased and been converted to Class A membership and until the first annual membership meeting thereafter, at which time the members shall elect five (5) directors, one from each house in the subdivision, for a term of one (1) year; and at each annual meeting thereafter the members shall elect five (5) directors for a term of one (1) year. Any vacancy on the Board of Directors shall be filled for the unexpired term of the vacated office by the remaining directors.

ARTICLE VII  
DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of 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 non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE IX  
DURATION

The corporation shall exist perpetually.

ARTICLE X  
OFFICERS

Subject to the direction of the Board, the affairs of the Association shall be administered by the officers designated in the By-Laws, who shall serve at the pleasure of said Board of Directors. The names and addresses of the officers who shall serve until the first election following the first annual meeting of the Board of Directors are as follows:

Elliott Harris  
Liza Garcia  
Rogelio Cainzos

President  
Secretary  
Treasurer

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ARTICLE XI  
BY LAWS

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

ARTICLE XII  
AMENDMENTS

Amendment of these Articles shall require the assent of seventy-five (75%) percent of the entire membership.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, we, the undersigned, constituting the incorporators of this Association, have executed these Articles of Incorporation this 1<sup>st</sup> day of December, 2000.

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Elliott Harris  
Elliott Harris

Lita Garcia  
Lita Garcia

Roger Caines  
Roger Caines

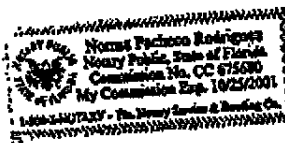
STATE OF FLORIDA)

SS.

COUNTY OF DADE )

SWORN TO and subscribed before me as Elliott Harris the day and year last above written.

Norma Pacheco Rodriguez  
Notary Public



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STATE OF FLORIDA)

SS.

COUNTY OF DADE )

SWORN TO and subscribed before me as to Liza Garcia the day and  
year last above written.

  
Notary Public

Notary Public, State of Florida  
Commission No. CC 675678  
My Commission Exp. 10/25/2001

STATE OF FLORIDA)

SS.

COUNTY OF DADE )

SWORN TO and subscribed before me as to Roger Cainzos the day  
and year last above written.

  
Notary Public

Notary Public, State of Florida  
Commission No. CC 675678  
My Commission Exp. 10/25/2001

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TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

  
\_\_\_\_\_  
REGISTERED AGENT  
Edmund Harris

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