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CT CORPORATION SYSTEM

FILED
01 SEP -5 PM 12:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPORATION(S) NAME

Villas of St. Agnes Homeowners Association, Inc.

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-09/05/01--01023--019
*****78.75 *****78.75

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input checked="" type="checkbox"/> Nonprofit	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
<input type="checkbox"/> Foreign	<input type="checkbox"/> Reinstatement	<input type="checkbox"/> Other
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Change of RA
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> UCC
<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input checked="" type="checkbox"/> Certified Copy		
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name _____
Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

9/5/01

Order#: 4770201

Ref#: _____

Amount: \$ _____

660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

J. BRYAN SEP - 5 2001

**ARTICLES OF INCORPORATION
OF
VILLAS OF ST. AGNES HOMEOWNERS ASSOCIATION, INC.**

(A CORPORATION NOT FOR PROFIT)

To form a corporation under and in accordance with the provisions of Chapter 617, Florida Statutes for the formation of corporations not for profit, the undersigned, does hereby organize and establish a corporation for the purposes and with the powers hereinafter set forth, and to accomplish that objective the undersigned does hereby make, adopt and subscribe these Articles of Incorporation, to-wit:

**ARTICLE I.
NAME OF CORPORATION**

The name of the Corporation shall be:

VILLAS OF ST. AGNES HOMEOWNERS ASSOCIATION, INC.

**ARTICLE II.
PURPOSES**

The purposes for which the Corporation is formed are:

(a) The management and operation of that certain residential community known as "VILLAS OF ST. AGNES" ("Villas of St. Agnes") described as

Tracts 11, 12, 13 and 17 of TOWNPARK SUBDIVISION 5,
Section 36, Township 53 South, Range 41 East, as recorded in
Plat Book 91, Page 10 of the Public Records of Miami-Dade
County, Florida

LESS AND EXCEPT that portion of Tracts 11 and 12 lying East
of a line 20 feet West of and parallel with the City of Miami
Monument Line of NW 3rd Avenue, as shown on said Plat

(b) The ownership and management of real and personal property whether tangible or intangible.

All assets, revenues, and income, if any, of the Corporation shall be used exclusively for the management of Villas of St. Agnes including the payment of expenses incident thereto, and no part of the revenues or income, if any, of the Corporation shall inure to the benefit of any private person, entity or individual. The purposes of the Corporation shall also include the performance of activities incidental to the furtherance of the Corporation's stated purposes and permitted under the laws of the United States and the State of Florida.

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No part of the revenues or income, if any, of the Corporation shall inure to the benefit of or be distributable to its members, trustees, officers, directors or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(3), of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE III. ADDRESS

The mailing address of the Corporation is:

c/o Miami-Dade Empowerment Trust, Inc.
140 West Flagler Street, Suite 1107
Miami, Florida 33130
ATTN: Chief Executive Officer

ARTICLE IV. COMMENCEMENT OF EXISTENCE

The existence of the Corporation will commence upon the filing of these Articles of Incorporation.

ARTICLE V. DURATION

The period of duration of the Corporation shall be perpetual.

ARTICLE IV. TYPE OF CORPORATION

The Corporation shall be a corporation not for profit and shall have neither capital stock nor stockholders.

ARTICLE VII.
MEETINGS

The members of the corporation shall meet quarterly at a place and on a date set by said members provided, however, that the first meeting of the members of the corporation shall be held not later than February 1, 2002, at 140 West Flagler Street, Suite 1107, Miami, Florida.

ARTICLE VIII.
MEMBERSHIP

The authorized number and qualifications of members of the Corporation, the different classes of membership, if any, the property, voting, and other rights and privileges of members, shall be set forth in the Bylaws; provided, that after all of the parcels in Villas of St. Agnes have been sold to individual homeowners the Corporation shall have no member who is not an owner of a Parcel in Villas of St. Agnes.

ARTICLE IX.
BOARD OF DIRECTORS

(a) Until 50% of the Parcels in Villas of St. Agnes have been sold to individual homeowners the affairs of the Corporation shall be managed by a Board of Directors (the "Board") consisting of members appointed by the Miami-Dade Empowerment Trust, Inc. (the "Developer"). Thereafter, and until all of the Parcels in Villas of St. Agnes have been sold to individual homeowners the Developer shall designate not less than 66% of the members of the Board of Directors and 34% of the Board of Directors may be designated said homeowners. The number of directors shall not be less than three. If the number of directors shall be less than three, the remaining directors shall immediately appoint another director to fill the vacancy.

(b) The name and address of each person who is to serve as an initial director of the Corporation are set forth below:

[THE REMAINDER OF THIS PAGE LEFT BLANK INTENTIONALLY]

<u>Name</u>	<u>Position</u>	<u>Address</u>
Brian K. Finnie (Empowerment Trust representative)	Chairman	Miami-Dade Empowerment Trust, Inc., 140 West Flagler Street, Suite 1107 Miami, Florida 33130
Father Richard Barry (St. Agnes Representative)	Vice Chairman	St. Agnes Community Development Corporation 1750 NW 3 rd Avenue Miami, Florida 33130
James Gibson (St. Agnes Representative)	Member	St. Agnes Community Development Corporation 1750 NW 3 rd Avenue Miami, Florida 33130

(c) The Successor directors shall be elected as provided in the by laws of the corporation adopted consistent with Article X below.

ARTICLE X. BYLAWS

The first Board of Directors of the Corporation shall adopt Bylaws consistent with these Articles of Incorporation. Thereafter, the Bylaws may be altered or rescinded by the directors or the members in the manner provided by such Bylaws.

ARTICLE XI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is c/o Clyne & Self, P.A., 324 Datura street, Suite 235, West Palm Beach, Florida 33401, and the initial registered agent of the Corporation at that address is David C. Self, II.

ARTICLE XII. INCORPORATOR

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
David C. Self, II, Esquire	c/o Clyne & Self, P.A. 324 Datura Street, Suite 235 West Palm Beach, Florida 33401

The incorporator of the Corporation assigns to the Corporation his rights under Section 617.013, Florida Statutes, to constitute a corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE XIII.
DISTRIBUTION UPON DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, transfer all of the assets of the Corporation to the Board, to be used by the Board for operating Villas of St. Agnes, or, if the Board shall no longer be in existence, to any successor organization or other such organization or organizations organized and operated exclusively for operating Villas of St. Agnes.

ARTICLE XIV.
BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors and the members; provided that (a) notice of the proposed action relating to the Bylaws is included in the notice of the meeting or is waived in writing by a majority of the Board or members as appropriate; and (b) the Board may not amend or repeal any bylaw adopted by the members if the membership specifically provides that the bylaw is not subject to amendment or repeal by the Board.

ARTICLE XV.
AMENDMENT

The Corporation reserves the right to alter, amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, by an affirmative vote of the majority of the total number of members of the Board of Directors at any regular or special meeting of the Board of Directors.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 4th day of September, 2001



David C. Self/II

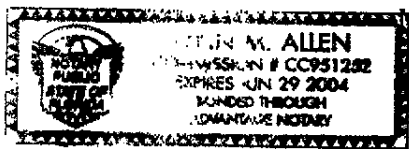
STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

I HEREBY CERTIFY that on this day, before me, an officer duly qualified to take acknowledgments, personally appeared David C. Self, II, to me known to be the person described in and who executed the foregoing instrument and acknowledged before me that he executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 4th
__ day of _September_, 2001.

Lynna M. Allen
Notary Public

(NOTARY SEAL)



My Commission Expires:

ACKNOWLEDGMENT OF DESIGNATION AS AGENT
UPON WHOM MAY BE SERVED

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR VILLAS OF ST. AGNES HOMEOWNERS ASSOCIATION, INC., AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION, 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, AND AM FAMILIAR WITH, AND ACCEPT, THE OBLIGATIONS OF THAT POSITION.

SIGNATURE: *David C. Self, II*
David C. Self, II
DATE: September 4, 2001

STATE OF FLORIDA)
) ss:
COUNTY OF PALM BEACH)

The foregoing instrument was acknowledged before me this 4th day of September,
2001, by David C. Self, II.



Lynn M. Allen
Notary Public

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01 SEP -5 PM 12:00
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TALLAHASSEE, FLORIDA