

Division of Corporations

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Division of Corporations

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FLORIDA NON-PROFIT CORPORATION**Orchard Park Neighborhood Association, Inc.**

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**ARTICLES OF INCORPORATION
OF
ORCHARD PARK NEIGHBORHOOD ASSOCIATION, INC.
A Florida Not For Profit Corporation**

The undersigned, desiring to form a corporation under the laws of the State of Florida, declare:

ARTICLE I - NAME

The name of this corporation shall be ORCHARD PARK NEIGHBORHOOD ASSOCIATION, INC. (hereinafter referred to as the "Association").

The principal address of the Association shall be 4220 Post Avenue, Miami Beach, FL 33140. The mailing address of the Association shall be 4220 Post Avenue, Miami Beach, FL 33140.

ARTICLE II - PURPOSES

The purposes of the Association are to serve as a liaison between the residents of Orchard Park neighborhood of Miami Beach, Florida and the City of Miami Beach and other governmental authorities and to represent the interests of residents of the Orchard Park neighborhood of Miami Beach and to carry out the functions and duties of a neighborhood association.

The Association is a not for profit corporation as defined by the Not For Profit Corporation Act in Chapter 617 of the Florida Statutes. As such it is not organized for the pecuniary gain or profit of, and its net earnings nor any part thereof is distributable to its members, directors, officers or other private persons except as permitted under the provisions of the Not For Profit Corporation Act.

ARTICLE III - POWERS

The Association shall have all of the powers given to corporations not for profit by the Florida Statutes.

ARTICLE IV - MEMBERS

The authorized number, qualifications and manner of admission of members of this Association, the different classes of membership, if any, the property, voting and other rights and privileges of members, the liability of members for dues and/or assessments and the method of collection, and the termination and transfer of membership shall be as set forth in the By-Laws of the Association.

ARTICLE V - BOARD OF DIRECTORS

A. The affairs of the Association shall be initially managed by a Board of five (5) Directors, whose names are:

<u>NAME</u>	<u>ADDRESS</u>
Gordon Loader	4220 Post Ave., Miami Beach, FL 33140
Derek Cohen	4461 Post Ave., Miami Beach FL 33140
Joy B. Spill, Esquire	
9100 S. Dadeland Blvd., Ste 504	
Miami, FL 33156 305-670-6750 1	
Fla Bar 403148	

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Karen Rivo 4566 Prairie Avenue, Miami Beach FL 33140
Mark Gellman 4225 Prairie Avenue, Miami Beach, FL 33140
Jill Turner 4225 Prairie Avenue, Miami Beach, FL 33140

B. New Directors shall be appointed or elected and the number of Directors shall be increased or diminished in accordance with the By-Laws of the Association.

ARTICLE VI - OFFICERS

The officers of the Association shall be a President, Vice President, Secretary and Treasurer, and such additional officers as the By-Laws permit. The officers shall be elected by the Directors at its first meeting following the annual meeting of the Members of the Association or at any special meeting called for that purpose.

The names and addresses of the first officers who are:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Derek Cohen	President	4461 Post Ave., Miami Beach FL 33140
Mark Gellman	Vice Pres.	4225 Prairie Avenue, Miami Beach, FL 33140
Karen Rivo	Secretary	4566 Prairie Avenue, Miami Beach FL 33140
Gordon Loader	Treasurer	4220 Post Ave., Miami Beach, FL 33140

ARTICLE VII - BY-LAWS

The By-Laws of the Association shall be adopted by the first Board of Directors and may be altered as follows:

A. An amendment may be proposed by any member or any Director prior to a meeting at which it will be considered.

B. Notice of the subject matter for the proposed amendment shall be included in the notice of the meeting at which the amendment is to be considered.

C. Except as otherwise provided in the By-Laws, the amendment must be approved, either in person or by proxy by at least (i) two-thirds (2/3) of the entire membership of the Board of Directors and by sixty percent (60%) of the entire membership of the Association.

ARTICLE VIII - AMENDMENT OF ARTICLES

These Articles may be amended in the same manner provided above for amending the By-Laws, except that each instrument must also be filed with the Secretary of State of Florida to be valid.

ARTICLE IX - EXISTENCE

Joy B. Spill, Esq
9100 S. Dadeland Blvd., Ste 504
Miami, Fl 33156 305-670-6750
Fla Bar 403148

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The Association shall have perpetual existence.

ARTICLE X - INITIAL SUBSCRIBERS

The names and addresses of the initial subscriber is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Joy Spill	9100 So. Dadeland Blvd. Suite 504 Miami Florida 33156-7815

ARTICLE XI - INDEMNIFICATION

Every Director and every Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees (at trial and all appellate levels) reasonably incurred by or imposed upon him in connection with any proceedings to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or Officer of the Association or any settlement thereof, 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 shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled.

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 enterprise against any liability asserted against him and incurred by him in 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.

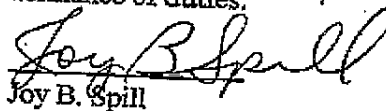
ARTICLE XII - RESIDENT AGENT

The Resident Agent of the Association, for the purposes of accepting service of the process shall be Joy B. Spill, Esquire, whose address within the State of Florida is 9100 S. Dadeland Blvd., Suite 504, Datan One, Miami, Florida 33156.

IN WITNESS WHEREOF, the undersigned incorporator, has executed these Articles of Incorporation for the purpose of forming the Association this 9 day of January, 2002


Joy B. Spill

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.


Joy B. Spill

Date: January 9, 2002