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Division of Corporations Page 1 of 1

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BALMORAL ESTATES HOMEOWNERS' ASSOCIATION, INC

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

September 15, 2003

BALMORAL ESTATES HOMEOWNERS' ASSOCIATION, INC.
2828 S.W. 112TH AVENUE
MIAMI, FL 33165

SUBJECT: BALMORAL ESTATES HOMEOWNERS' ASSOCIATION, INC.
REF: N02000000158

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

You failed to make the correction(s) requested in our previous letter.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6869.

Teresa Brown
Document Specialist

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

September 15, 2003

BALMORAL ESTATES HOMEOWNERS' ASSOCIATION, INC.
2828 S.W. 112TH AVENUE
MIAMI, FL 33165

SUBJECT: BALMORAL ESTATES HOMEOWNERS' ASSOCIATION, INC.
REF: N02000000158

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The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

September 12, 2003

BALMORAL LAKES HOMEOWNER'S ASSOCIATION, INC.
2828 S.W. 112TH AVENUE
MIAMI, FL 33165

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.

SUBJECT: BALMORAL LAKES HOMEOWNER'S ASSOCIATION, INC.
REF: NO2000000158

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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The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

A certificate must accompany the Restated Articles of Incorporation setting forth one of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendments requiring member approval; OR (2) If the restatement contains an amendment requiring member approval, the date of adoption of the amendment by the members and a statement that the number of votes cast for the amendment was sufficient for approval.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6869.

Teresa Brown
Document Specialist

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Division of Corporations - P.O. BOX 6327 -Tallahassee, Florida 32314

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EXHIBIT "B"**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
BALMORAL ESTATES HOMEOWNERS' ASSOCIATION, INC.**

The undersigned subscribers, desiring to form a corporation not for profit under Chapter 617, Florida Statutes, hereby adopt the following Articles of Incorporation. The restatement was adopted by the board of directors and does not contain any amendments requiring member approval.

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TALLAHASSEE, FLORIDA

**ARTICLE I.
NAME AND PRINCIPAL PLACE OF BUSINESS**

The name of the corporation shall be Balmoral Estates Homeowners' Association, Inc., (the "Association"). The principal office of the Association shall initially be located at:

Midway Self Storage
8105 Park Boulevard
Miami, FL 33178

**ARTICLE II.
PURPOSE**

The purpose for which the Association is organized is to engage as a corporation not for profit in protecting the value of the property of the Members of the Association, to exercise all the powers and privileges and to perform all of the duties and obligations of the Association as defined and set forth in the Declaration of Covenants, Conditions and Restrictions for Balmoral Estates (the "Declaration") to be recorded in the office of the Clerk of the Circuit Court in and for Dade County, Florida, including the establishment and enforcement of payment of charges and assessments contained in the Declaration, and to engage in such other lawful activities as may be to the mutual benefit of the Members and their property. All terms used in these Articles which are defined in the Declaration shall have the same meaning in these Articles as in the Declaration.

**ARTICLE III
POWERS**

The powers of the Association shall include and be governed by the following provisions:

Section 1. COMMON LAW AND STATUTORY POWERS. The Association shall have all of the common law and statutory powers of a corporation not for profit, including, but not limited to, those powers set forth and described in Chapter 617, Florida Statutes, as the same may be amended from time to time, together with, or as limited by, these Articles, and the Bylaws of the Association, all as may be amended from time to time.

Section 2. NECESSARY POWERS. The Association shall have all the powers reasonably necessary to implement its purpose, including, but not limited to, the following:

(a) To operate and manage the Common Area in accordance with the purpose and intent contained in the Declaration;

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- (b) To make and collect assessments against Members to defray the Common Expenses;
- (c) To use the proceeds of assessments in the exercise of its powers and duties;
- (d) To maintain, repair, replace and operate the Common Area and the Improvements located thereon;
- (e) To reconstruct Improvements upon the Common Area after casualty;
- (f) To make and amend the Bylaws for the Association and Rules and Regulations respecting the use of the Property;
- (g) To pay all taxes and other assessments which are liens against the Common Area;
- (h) To enforce by legal means the provisions of the Declaration, these Articles, and Bylaws, and the Rules and Regulations of the Association.
- (i) To provide for management and maintenance, and, in its discretion, to authorize a management agent to assist the Association in carrying out its powers and duties by performing such functions as collection of assessments, preparation of records, enforcement schedules and maintenance of the Common Area. The Association shall, however, retain at all times the powers and duties granted it by common law, Florida Statutes and local ordinances including, but not limited to, the making of assessments, the promulgation of Rules and Regulations, and the execution of contracts on behalf of the Association.
- (j) To possess, enjoy and exercise all powers necessary to implement, enforce, and carry into effect the powers above described, including the power to acquire, hold, and convey real and personal property.
- (k) To do and perform all such other acts and things permitted and to exercise all powers granted to a corporation not for profit under the laws of the State of Florida as those laws now exist or as they may hereafter provide.

Section 3. FUNDS AND TITLE TO PROPERTIES All funds and title to all properties acquired by the Association and the proceeds thereof shall be held only for the benefit of the Members in accordance with the provisions of the Declaration.

Section 4. LIMITATIONS The powers of the Association shall be subject to and be exercised in accordance with the provisions of the Declaration.

ARTICLE IV. MEMBERSHIP AND VOTING RIGHTS

Section 1. MEMBERSHIP Every Owner of a Lot shall automatically become a Member of the Association upon the acquisition of fee simple title to any Lot, by filing a deed therefor in the Public Records of Dade County. Membership shall be appurtenant to and may not be separated from ownership of any Lot.

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Membership shall continue until such time as the Member transfers or conveys his interest of record or the interest is transferred or conveyed by operation of law, at which time membership, with respect to the Lot conveyed, shall automatically be conferred upon the transferee. No person or entity holding an interest of any type or nature whatsoever in any Lot as security for the performance of obligation shall be a Member.

Section 2. VOTING The Association shall have two (2) classes of voting membership as follows:

Class A Class A Members shall originally be all Owners with the exception of the Developer for so long as there exists a Class B Membership. Class A Members shall have one vote for each Lot owned. In the event a Lot is owned by more than one individual or by a corporation or other entity, the Class A Member shall file a certificate with the Secretary of the Association naming the person authorized to cast votes for said Lot. If the certificate is not on file, the Owner(s) shall not be qualified to vote and the vote of such Owner(s) shall not be considered nor shall the presence of such Owner(s) at a meeting be considered in determining whether the quorum requirement has been met. If a Lot shall be owned by a husband and wife as tenants by the entirety, no certificate need be filed with the Secretary naming the person authorized to cast votes for said Lot, and either spouse, but not both, may vote in person or by proxy and be considered in determining whether the quorum requirement has been met at any meeting of the Members, unless prior to such meeting, either spouse has notified the Secretary in writing that there is a disagreement as to who shall represent the Lot at the meeting, in which case the certificate requirements set forth above shall apply.

Class B The Class B Member shall be the Developer. The Developer shall be entitled to one (1) vote for each Lot owned, plus, until the Change of Control Date (as such term is hereinafter defined), two (2) votes for each vote which may be cast, in the aggregate, by the Class A Members. The Class B membership shall cease and terminate at such time as the Developer elects, but in no event, later than three (3) months after the last Lot is conveyed by the Developer. Notwithstanding anything to the contrary contained herein, the Class A Members shall have the right to appoint or direct that there be elected a majority of the Board of Directors of the Association no later than three (3) months after ninety percent (90%) of Lots have been conveyed by the Developer (the "Change of Control Date"), provided, however, that so long as the Developer holds for sale in the ordinary course of business at least five percent (5%) of the Lots, the Developer shall be entitled to elect at least one (1) Director.

ARTICLE V. DURATION

The Association shall have perpetual existence.

ARTICLE VI. BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors consisting of not less than three (3) or more than seven (7) Directors. Until such time as the Developer relinquishes control of the Association, as described in the Declaration and Bylaws, the Developer shall have the right to appoint a majority of the members of the Board of Directors and to approve or disapprove the appointment of all Officers of the Association. Further, no Director appointed by the Developer need be a Member, however, all Directors

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elected by Members other than the Developer must be Members. The Initial Board shall consist of three (3) Directors appointed by the Developer. The Developer shall be entitled at any time, and from time to time, to remove or replace any Director originally appointed by the Developer. The Developer may waive or relinquish in whole or in part any of its rights to appoint any one of the Directors it is entitled to appoint. The following persons shall constitute the Board of Directors:

NameAddress

Tony Garcia

Midway Self Storage
8105 Park Boulevard
Miami, FL 33178**ARTICLE VII
OFFICERS**

The Officers named in this Article VII shall serve until replaced by the Developer or until the first regular meeting of the Board of Directors, whichever shall occur first. Officers elected at the first meeting of the Board shall hold office until the next annual meeting of the Board of Directors, or until their successors shall have been appointed and shall qualify. So long as the Developer retains control of the Association, as defined in the Declaration, no Officer elected by the Board shall serve the Association until such time as the Developer approves the Officer. Upon the election of an Officer by the Board of Directors, whether the election occurs at the annual meeting or otherwise, the Board shall forthwith submit the name of such newly appointed Officer or officers, as the case may be, in writing, to the Developer. The Developer shall approve or disapprove said Officer, or Officers, within twenty (20) days after receipt of said name or names. In the event the Developer fails to act within such time period, such failure shall be deemed approval by the Developer. The initial Officers shall consist of a President, Secretary, and Treasurer. The following persons shall serve as Officers of the Association.

President, Vice President
Secretary and Treasurer

Antonio Garcia

**ARTICLE VIII
INDEMNIFICATION**

Every Director and Officer of the Association shall be indemnified by the Association as provided in the Declaration.

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**ARTICLE IX.
SUBSCRIBER**

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

Name
Antonio Garcia

Address
Midway Self Storage
8105 Park Boulevard
Miami, FL 33174

**ARTICLE X.
BYLAWS**

The Bylaws of the Association may be adopted, amended, altered, or rescinded as provided in the Bylaws; provided, however, that at no time shall the Bylaws conflict with these Articles of Incorporation or the Declaration. Until such time as the Developer relinquishes control of the Association, no amendments to the Bylaws shall be effective unless the Developer shall have joined in and consented to such amendment in writing.

**ARTICLE XI.
AMENDMENTS**

Section 1. **METHOD OF AMENDMENT.** Alteration, amendment or rescission of these Articles shall be proposed and adopted in the following manner:

(a) The Board shall adopt a resolution setting forth the proposed amendment, and directing that it be submitted to a vote at a meeting of the Members, which may be either at the annual or a special meeting.

(b) Written notice setting forth a proposed amendment or a summary of the changes to be effected thereby shall be given to each Member entitled to vote thereon, which meeting may not occur less than fourteen (14) days nor later than thirty (30) days from the giving of notice of the meeting to consider the proposed amendment.

(c) At such meeting of the Members, a vote of the Members entitled to vote thereon, as provided in the Declaration, shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of seventy-five percent (75%) of the votes of the Members.

Section 2. **NUMBER OF AMENDMENTS.** Any number of amendments may be submitted to the Members and voted upon by them at one meeting.

Section 3. **WRITTEN CONSENT.** If all of the Members eligible to vote sign a written statement manifesting their intentions that an amendment to the Articles be adopted, then the amendment shall thereby be adopted as though the procedure set forth in Section 1 of this Article has been satisfied.

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**CERTIFICATE OF DESIGNATING PLACE OF BUSINESS
FOR SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Sections 48.091 and 617.023, Florida Statutes (1995), the following is submitted in compliance with said Statutes:

BALMORAL ESTATES HOMEOWNERS' ASSOCIATION, INC., desiring to organize under the laws of the State of Florida, with its principal offices at Midway Self Storage, 8105 Park Boulevard, Miami, FL 33176 has named Antonio Garcia, whose address is Midway Self Storage, 8105 Park Boulevard, Miami, FL 33176 as its agent to accept service of process within the State of Florida.

Acknowledgment

Having been named to accept service of process for the above-stated Association, at the place designated in this Certificate, Antonio Garcia hereby accepts the responsibility to act in this capacity and agrees to comply with the provisions of said act relative to keeping open said office.

Dated this 10 day of September, 2003.

By: 

ANTONIO GARCIA

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