

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-242-8062 • Fax (850) 222-1222

No 02000003257

Avignon in the Gables
Condominium Assoc.

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-05/01/02--01052--013
*****78.75 *****78.75

- Art of Inc. File _____
- _____ 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 _____

RECEIVED
02 MAY -1 AM 11:28
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
2002 MAY -1 PM 2:30
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

✓ 5/1/02

Signature _____

Requested by AW

Name _____

Date 5/1

Time _____

Walk-In _____

Will Pick Up _____

FILED

2002 MAY -1 PM 2:30

ARTICLES OF INCORPORATION
OF
AVIGNON IN THE GABLES CONDOMINIUM ASSOCIATION, INC. - CITY OF STATE
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation not-for-profit under the laws of the State of Florida, hereby adopts the following articles of incorporation:

ARTICLE I - NAME OF CORPORATION

The name of the Corporation shall be Avignon in the Gables Condominium Association, Inc., and shall hereinafter be referred to as the Corporation.

ARTICLE II - OFFICE OF THE CORPORATION

The principal office of the Corporation shall be at 401 Biltmore Way, Suite 403, Coral Gables, FL 33134 and the mailing address of the Corporation shall be the same.

ARTICLE III - PURPOSE OF THE CORPORATION

The purpose for which the Corporation is organized is to provide an entity pursuant to the Florida Corporation Act for the operation of a condominium located in Dade County, Florida known as Avignon in the Gables, a condominium.

ARTICLE IV - POWERS OF THE CORPORATION

1. The Corporation shall have all the common law and statutory powers of the Corporation not-for-profit which are not in conflict with the terms of these Articles.

2. The Corporation shall have all the powers granted by Chapter 718, Florida Statutes, as amended from time to time.

3. The Corporation shall have all the powers reasonably necessary to implement the purposes of the Corporation, and all of the powers granted to it in the Declaration of Condominium when said Declaration is recorded in the public records of Dade County, Florida.

ARTICLE V - MEMBERS

1. All unit owners shall be members of the Corporation and no other person or entity shall be entitled to membership.

2. Membership in the Corporation shall be established by recording in the public records of Dade County, Florida a deed or other instrument of conveyance establishing a record title holder to a condominium parcel in the condominium and notification in writing to the Corporation of such recording information as provided in the Declaration of Condominium. The membership of the prior owner shall cease upon recording of the instrument of conveyance.

3. The share of the member in the funds and assets of the Corporation shall not be assigned, pledged or transferred in any manner except as an appurtenance to the individual condominium parcel.

4. Members shall be entitled to one vote for each condominium unit owned by such member. Voting rights shall be exercised in the manner provided in the Bylaws of the Corporation.

ARTICLE VI - DIRECTORS

1. The affairs of the Association shall be managed by a Board of Directors consisting of 5 persons, all of whom must be members of the condominium association.

2. The election of Directors shall occur at the Annual Meeting of the members which shall be held in the first week of December each year, or as soon thereafter as is reasonably possible; provided, however, if the fiscal year of the Corporation is not the calendar year, then the annual meeting shall be held approximately 30 days before the commencement of the fiscal year. Directors shall be elected in the manner provided in the Bylaws.

ARTICLE VII - OFFICERS

The officers of the Association shall be chosen by, and from amongst, the members of the Board of Directors. The officers shall be a President, Vice-President, Secretary and Treasurer. The officers shall serve at the pleasure of the Board and may be removed at any time by a vote of at least 3 members of the Board.

ARTICLE VIII - INDEMNIFICATION

Every Director and Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorney fees

reasonably incurred or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved by reason of his being or having been an officer or director, except in such cases where the director or officer is adjudged guilty of any type of willful wrongdoing in the performance of his duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled.

ARTICLE IX - BY-LAWS

The Bylaws of the Corporation shall be those Bylaws set forth as an Exhibit to the Declaration of Condominium and may only be altered, amended or rescinded in the manner provided by the said Bylaws by an affirmative vote of at least 75% of the total number of members of the Association.

ARTICLE X - AMENDMENTS

These Articles may be amended in the following manner:

A resolution proposing an amendment to these Articles must be approved by at least 3 members of the Board of Directors before it can be submitted to the entire membership for their vote. Notice of the subject matter of the proposed amendment shall then be included in the notice of any regular or special meeting at which such proposed amendment is to be considered. To be adopted, the proposed amendment must be approved by at least 75% of the members of the Association.

ARTICLE XI - TERM

The term of the Corporation shall be the life of the Condominium, unless the Corporation is terminated sooner which shall require the unanimous action of the Members. The Corporation shall be terminated by the termination of the condominium in accordance with the condominium documents.

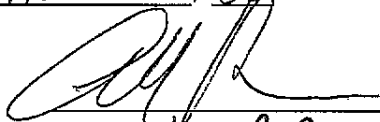
ARTICLE XII - INCORPORATOR

The name and address of the incorporator(s) is: Carlos R. Rua, 401 Biltmore Way, Suite 403, Coral Gables, FL 33134.

ARTICLE XIII - REGISTERED AGENT

The resident agent of the Corporation shall be Carlos R. Rua, whose address is 401 Biltmore Way, Suite 403, Coral Gables, FL 33134.

IN WITNESS WHEREOF, these Articles of Incorporation have been executed this 30 day of APRIL, 2002.




Carlos R. Rua

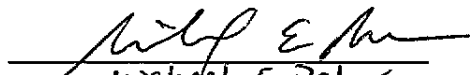
STATE OF FLORIDA)

COUNTY OF DADE)

I HEREBY CERTIFY that on the 30 day of April, 2002 before me, the undersigned authority, personally appeared Carlos R. Rua, who is personally known to me or has produced _____ as identification and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed the same for the purposes therein expressed.

NOTARY PUBLIC - STATE OF FLORIDA

My commission expires:
 Michael E. Rehr
MY COMMISSION # CC774782 EXPIRES
September 13, 2002
BONDED THRU TROY FAIN INSURANCE, INC.



Michael E. Rehr

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

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 agree to comply with the provisions of said act relative to keeping open said office.

DATED: 4/30, 2002.



Carlos R. Rua
Registered Agent

This instrument was prepared by:
Michael E. Rehr, Esq.
9500 So. Dadeland Blvd - Suite 550
Miami, FL 33156
mer\ArtsIncav

2002 MAY - 1 PM 2:30
SECRETARY OF STATE
TALLAHASSEE FLORIDA
