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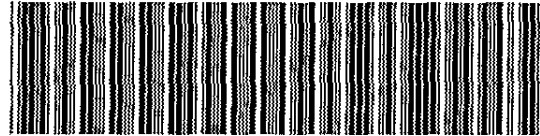
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W00d-31437

T. SMITH NOV 04 2002

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Santorini at Vizcaya
Community Association
Inc

Signature _____

Requested by: _____

Name _____

Date 11/1

Time 10:00

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☒ Art of Inc. File _____

_____ LTD Partnership File _____

_____ Foreign Corp. File _____

_____ L.C. File _____

_____ Fictitious Name File _____

_____ Trade/Service Mark _____

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_____ Dissolution / Withdrawal _____

_____ Annual Report / Reinstatement _____

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_____ Certificate of Good Standing _____

_____ Certificate of Status _____

_____ Certificate of Fictitious Name _____

_____ Corp Record Search _____

_____ Officer Search _____

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FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

November 1, 2002

CAPITAL CONNECTION, INC.

SUBJECT: SANTORINI AT VIZCAYA COMMUNITY ASSOCIATION, INC.
Ref. Number: W02000031437

We have received your document for SANTORINI AT VIZCAYA COMMUNITY ASSOCIATION, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

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

Please return the original and one copy of 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) 245-6927.

Tracy Smith
Document Specialist
New Filing Section

Letter Number: 702A00060065

RE-SUBMIT
PLEASE OBTAIN THE ORIGINAL
FILE DATE

RECEIVED
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DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION OF
SANTORINI AT VIZCAYA COMMUNITY ASSOCIATION, INC.
A FLORIDA NOT-FOR-PROFIT CORPORATION**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
02 NOV - 1 PM 12:40

The undersigned, desiring to act as the subscribers of **SANTORINI AT VIZCAYA COMMUNITY ASSOCIATION, INC.**, a Florida not for profit corporation, do hereby subscribe to, establish, and incorporate this corporation by adopting the following as the Articles of Incorporation of this corporation.

ARTICLE I

NAME AND PLACE OF BUSINESS

The name of the corporation is **SANTORINI AT VIZCAYA COMMUNITY ASSOCIATION, INC.** As used in these Articles and in the By-Laws the term "Homeowners' Association" shall mean this corporation. The place of business of the corporation shall be 12900 SW 128th Street, Suite 100, Miami, Florida 33186.

ARTICLE II

PURPOSE

The purpose of the Homeowner' Association is to promote and develop the common good and social welfare of the residents of **SANTORINI AT VIZCAYA**, a planned unit development of the real property more particularly described in the attached Exhibit "A", situate within the City of Miramar, Broward County, Florida, by effecting the following:

A. Operation and administrating the functions of the Homeowners' Association and to carry out the duties thereof set forth in the Declaration of Covenants, Conditions, and Restrictions of **SANTORINI AT VIZCAYA** ("Declaration"), and any supplemental Declaration and Sub-

Declaration promulgated thereunder.

Unless otherwise provided herein, the terms used in these Articles, the By-Laws, and the Rules and Regulations of the Homeowners' Association shall have the same meanings as defined in the Declaration.

B. Providing for the acquisition, construction, improvement, management, leasing, maintenance, and care of Homeowners' Association property, including the Common Property and Recreational Facilities, if any.

C. Enforcing the provisions of the Declaration, Supplemental Declarations and Sub-Declarations as provided therein or as permitted by law.

D. Presenting a united effort of its members to protect the value of property within SANTORINI AT VIZCAYA.

E. Accomplishing such other purposes appropriate for a master community association of a planned unit development.

ARTICLE III

POWERS

The Homeowners' Association shall have all of the following powers:

A. All of the common law powers of a corporation and all of the powers set forth and prescribed in Part I of Chapter 617, Florida Statutes (1989), "Florida Not For Profit Corporation Act", as amended from time to time.

B. All of the powers of the Homeowners' Association as set forth in the Declaration.

C. To accept subventions from other parties or any unit of government and to make capital contributions or subventions to other not-for-profit corporations.

D. To do anything necessary or expedient to carry out the purposes of the Homeowners' Association as set forth in the Declaration and Article II of these Articles.

E. To take title to and to operate, maintain, repair, improve, lease and administer the Common Property, Recreational Facilities, if any, and any other property be belonging to the Homeowners' Association (collectively referred to herein as the "Homeowners' Association's property").

F. To carry out the duties and obligations and receive the benefits given the Homeowners' Association by the Declaration.

G. To establish By-Laws for the operation of the Homeowners' Association and rules and regulations for governing the same and the use of the Homeowners' Association's property and all easements and other matters subjected to the Homeowners' Association's rule making power by the Declaration, and enforce the provisions of the Declaration, these Articles of Incorporation, the By-Laws, and the Rules and Regulations.

H. To contract for the management of the Homeowners' Association's property and to delegate tot he party with whom such contract has been executed the appropriate powers and duties of the Homeowners' Application except those which require specific action by or approval of the Board of Directors or Members of the Homeowners' Association.

I. Fix, levy, collect and enforce payment by any lawful means of all charges and/or assessments made pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Homeowners' Association, including all licenses, taxes, or governmental charges levied or imposed against the Homeowners' Association's property.

J. Acquire, (by gift, purchase, or otherwise), own, hold, improve, build upon, operate, lease, trade, sell and maintain both real and personal property in connection with the affairs of the Homeowners' Association, which property shall include, but not limited to, Residential Lots, Family Dwelling Units, Multi-Family Tracts, Commercial Units, and Commercial Sites, as well as Common Property and Recreational Facilities, if any.

K. Dedicate, sell or transfer all or any part of the Homeowners' Association's property 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 except upon an affirmative vote of the Members, as provided herein, whose annual and special assessments are used for maintenance and acquisition of such properties.

L. Subject to all applicable federal, state and local laws, ordinances and regulations governing cable communications and cable operators, to grant to a cable operator the exclusive right to install, operate and maintain cable television and/or telecommunications systems and receiving and distribution systems within SANTORINI AT VIZCAYA and require the Owners and occupants of dwelling units and/or residences within SANTORINI AT VIZCAYA to purchase Basic Programming Television furnished by such Basic cable operator; and to assess each Owner and occupant the monthly charge for such Basic Programming Television, and include the amount therefor in the assessments provided for in the Declaration.

M. To participate in mergers and consolidations with other non-profit corporation provided that any such merger or consolidation shall have been approved by the Members as provided herein.

ARTICLE IV

MEMBERS

A. All Owners shall automatically be Members of the Homeowners' Association.

Membership certificates are not required and shall not be issued.

B. Membership in the Homeowners' Association shall consist of all those owners of any Lot, Unit, Tract, or Site or Undivided Land.

C. The number of votes which may be cast on all matters on which the membership is entitled to vote shall be determined as follows:

1. Each Unit Owner shall have one vote for each Family or Commercial Unit projected by the Development Plan as it exists from time to time, or as modified as provided in Article IX, Section 15 of the Declaration, for any Tract or Site owned by said Members.

2. Any other provision of these Articles to the contrary notwithstanding, any action proposed to be taken by the Homeowners' Association which has a material adverse impact upon the Development Plan or commercial activities within the Properties shall require approval by the Company while the Companies own any portion of the Properties or by the ARC thereafter. The Company, in their reasonable discretion, shall determine whether any proposed action by the Homeowners' Association will have a material adverse impact.

3. All notices of meetings and other notices required to be given by the Homeowners' Association to either the Sub-Associations or to Members shall be sent to both the Voting Representative and the Alternative Voting Representatives, unless said notices relate to individual assessments applicable only against a specific Unit or proposed sanctions against the Owners of a particular Unit.

4. At all meetings of the Homeowners' Association in which the membership is entitled to vote, each Voting Representative shall vote the number of Class "A" Membership votes held by Members of his Sub-Association's members.

D. The Homeowners' Association may give, dedicate or sell all or any part of the Homeowners' Association's property (including leasehold interest therein) to an public agency, authority, utility, or private concern for such purposes and subject to such conditions as may be determined by the Homeowners' Association, provided that no such gift or sale or determination of such purposes or conditions shall be effective unless the same shall be authorized by the affirmative vote of three-fourths (3/4) of the votes cast at a duly called meeting of the Members of the Homeowners' Association, and unless written notice of the meeting and of the proposed agreement and action thereunder is sent at least thirty (30) days prior to such meeting to every Member or Voting Representative entitled hereunder to vote. A true copy of such resolution together with a certificate of the results of the vote taken thereon shall be made and acknowledged by the President or Vice-President and Secretary or another officer of the Homeowners' Association and such certificate shall be annexed to any instrument of dedication or transfer affecting the Common Property or Recreational Facilities, if any, prior to the recording thereof. Such certificate shall be conclusive evidence of authorization by the Members.

ARTICLE V

SUBSCRIBERS

The names and street addresses of the subscribers to these Articles of Incorporation are as follows:

Name	Address
Francisco Perez	12900 SW 128 th Street, Suite 100 Miami, Florida 33186

Michael Peredo

12900 SW 128th Street, Suite 100
Miami, Florida 33186

ARTICLE VI

DIRECTORS

A. The affairs and property of the Homeowners' Association shall be managed and governed by a Board of Directors ("Board of Directors") composed of not less than three (3) persons ("Directors"). The first Board of Directors shall have three (3) members, and in the future, the number shall be determined from time to time by the Board of Directors by resolution, but may never be less than three.

B. Directors shall be elected by the Members (voting is always through their Voting Representatives) in accordance with the By-Laws at the regular annual meetings of the membership of the Homeowners' Association. Directors shall be elected to serve for staggered terms of three (3) years each. Each initial director named below shall serve for the term specified opposite his name, and then his successor shall be elected for a three (3) year term. Notwithstanding the foregoing, the term of each director shall not expire until the annual meeting held upon or next following the expiration of such Director's term of office. In the event of a vacancy created otherwise than by expiration of a Director's term of office, the remaining Directors may appoint a director to serve the balance of said unexpired term.

ARTICLE VII

BOARD OF DIRECTORS

The following persons shall constitute the first Board of Directors and shall serve until the expiration of their respective, staggered terms specified below:

Francisco Perez

12900 SW 128th Street, Suite 100
Miami, Florida 33183

3 years

Michael Peredo	12900 SW 128 th Street, Suite 100 Miami, Florida 33183	3 years
Ann DeCicco	12900 SW 128 th Street, Suite 100 Miami, Florida 33183	3 years

ARTICLE VIII

REGISTERED AGENTS

The registered office of the Homeowners' Association and the registered agents at such office shall be William Garcia, Esq., Garcia & Avellan, 201 Alhambra Circle, Suite 500, Coral Gables, Florida 33134. The registered office and the registered agents may be changed by resolution of the Board of Directors.

ARTICLE IX

OFFICERS

A. Subject to the direction of the Board of Directors, the affairs of the Homeowners' Association shall be administered by officers who shall be elected by and serve at the pleasure of said Board of Directors. The following persons constitute the original officers of the Homeowners' Association and they shall continue to serve as much officers until removed by the Board of Directors:

Name	Office
Francisco Perez	President
Ann DeCicco	Secretary
Michael Peredo	Treasurer

B. All officers shall be elected by the Board of Directors in accordance with the By-Laws at the regular annual meeting of the Board of Directors as established by the By-Laws. The Board of Directors shall elect a President, Vice President, Secretary, and Treasurer, and such other officers

as it shall deem desirable. The President shall be elected from among the membership of the Board of Directors but no other officer need to be a director.

ARTICLE X

BY-LAWS

A. The original By-Laws are to be made by the Company and the Board of Directors as provided in these Articles. By-Laws may thereafter be altered, amended, adopted or rescinded only by a resolution approved by not less than a majority of the Board of Directors and either the Company (for as long as the Company maintains control of the Homeowners' Association) or a majority of the membership of the Homeowners' Association (Members voting only through their Voting Representatives).

B. No amendment to the By-Laws shall be passed which would change the rights and privileges of the Company referred to in the Declaration without the Company's written approval.

C. No amendment to the By-Laws shall be passed which would operate to impair or prejudice the rights or security of any mortgage.

D. No By-Laws or amendments thereto may conflict with any provision of the Declaration of these Articles.

E. Any Member or Voting Representative may waive any or all of the requirements of this Article and consent in writing to the adoption of a specific By-Laws or amendment, either before, at or after a meeting of the membership at which a vote is taken to amend the By-Laws.

ARTICLE XI

INDEMNIFICATION

The Homeowners' Association shall, to the fullest extent permitted by the provisions of the Florida General Corporation Act, as the same may be amended and supplemented, indemnify any

and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions including reasonable attorney's fees incurred by or imposed upon those indemnified and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any By-Laws, agreement, vote of Members or disinterested Director, or otherwise, both as to action in another capacity while holding such office, and in the capacity as office-holder, and shall continue as to a person who has ceased to be a Director or Officer and shall inure to the benefit of the heirs, executors and administrators of such a person.

ARTICLE XIII

CONSTRUCTION

In the event of any conflict or ambiguity between the terms and conditions of the Declaration and these Articles or the By-Laws, the Declaration shall have priority over these Articles and the By-Laws, and the terms and conditions of the Declaration shall take precedent over and supersede the terms and conditions of the Articles and the By-Laws. In the event of a conflict between these Articles and the By-Laws, the terms of the Articles shall take precedent over the terms of the By-Laws. Any conflict or ambiguity with regard to the affairs of the Homeowners' Association shall be resolved by reference to this provision.

ARTICLE XV

DISTRIBUTIONS

There shall be no dividends paid to any of the Members nor shall any part of the income of the Homeowners' Association be distributed to any member of the Board of Directors or Officers except, however, for any reasonable compensation to directors or officers which may be authorized by the By-Laws. To the extent that there are any excess receipts or disbursements, such excess shall be applied towards reserves or future expenses. Upon dissolution or final liquidation of the

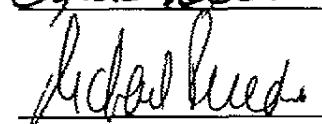
Homeowners' Application, which shall not take place unless the Declaration is terminated, the Homeowners' Association may make distribution to its members as permitted by Chapter 617, Florida Statutes (1989), as amended from time to time, but only as provided in the Declaration.

ARTICLE XVI

MANAGEMENT AGENT

The Homeowners' Association may contract for management and maintenance and authorize a management agent to assist the Homeowners' Association in carrying out its powers and duties by performing such functions as the collection of assessments, preparation of records, enforcement of rules and maintenance of the Homeowners' Association's property. The Homeowners' Association shall, however, retain at all times the powers and duties granted to it by these Articles, the By-Laws and the Declaration, including but not limited the making of assessments, promulgation of rules, and execution of contracts on behalf of the Homeowners' Association.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals this 28th day of October, 2002.

 (Seal)
 (Seal)
 (Seal)

STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this th 22 day of October, 2002, before me personally appeared **FRANCISCO PEREZ, PRESIDENT OF SANTORINI AT VIZCAYA COMMUNITY ASSOCIATION, INC.**, who subscribed to same and acknowledged before me that he executed the same for the purpose expressed therein.



William Garcia
MY COMMISSION # DD018243 EXPIRES
June 11, 2005
BONDED THRU TROY FARM INSURANCE, INC.

[Signature]
Sign and Print Name: _____
Notary Public, State of Florida
Serial No.: _____
My Commission Expires: _____

The undersigned agrees to act as the registered agent of **SANTORINI AT VIZCAYA COMMUNITY ASSOCIATION, INC.**, a Florida not-for-profit corporation.

[Signature] (Seal)

02 NOV - 1 PM 12:40
SECRETARY OF S.A.P.
DIVISION OF CORPORATIONS