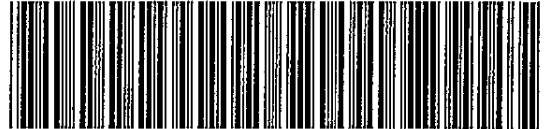


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BAME Development Corporation
of South Florida, Inc.
PO Box 012313
Miami, Florida 33101



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(City/State/Zip/Phone #)

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TALLAHASSEE FLORIDA



BAME Development Corporation of South FL., Inc.

March 27, 2003

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

RE: New Hope Overtown Homeowners Association, Inc.

To Whom It May Concern:

Enclosed, please find Articles of Incorporation for the above referenced Homeowners Association. Also enclosed is a check in the amount of \$78.75, made payable to "Secretary of State," for filing fees.

If there are any questions, or if additional information is needed, please feel free to contact me at (305) 373-7233.

Thank you,

Jeanette L. Stanley
Administrative Secretary

/js

Enclosures

ARTICLES OF INCORPORATION
OF
NEW HOPE OVERTOWN HOMEOWNERS ASSOCIATION, INC.
A NOT FOR PROFIT CORPORATION

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TALLAHASSEE FLORIDA

The undersigned, acting as incorporator of a nonprofit corporation under Chapter 617 of Florida Statutes, adopts the following Articles of Incorporation:

NAME OF CORPORATION: The name of the corporation is New Hope Overtown Homeowners Association, Inc. (hereinafter referred to as the "Association").

PRINCIPAL OFFICE: The principal office of the Association is located at the offices of BAME Development Corporation of South Florida, 245 NW 8th St., Miami, FL 33136

MAILING ADDRESS: The mailing address of the Association is c/o BAME Development Corporation of South Florida, 245 NW 8th St., Miami, FL 33136

REGISTERED AGENT: The name of the initial registered agent of Association is John M. Little. The address of this registered agent is c/o Legal Services of Greater Miami, Suite 500, 3000 Biscayne Blvd., Miami, Florida 33137.

DURATION/MEMBERSHIP: The period of duration is perpetual.

BOARD OF DIRECTORS: The method of selection of the Board of Directors and number of directors shall be stated in the bylaws.

INCORPORATOR: The name of the incorporator is William G. Mauzy whose address is c/o BAME Development Corporation of South Florida, 245 NW 8th St., Miami, FL 33136

PURPOSES: The specific primary purposes for which the Association is formed are to provide for maintenance, preservation, and architectural control of the residence lots and common area within a certain subdivided tract of real property described as follows:

See "Exhibit A" which is attached hereto and
made a part hereof by this reference

and to promote the health, safety, and welfare of the residents within the above-described subdivision and such additions thereto as may hereafter be brought within the jurisdiction of the Association for such purpose.

POWERS: In furtherance of such purposes, the Association shall have the power to:

a. Perform all of the duties and obligations of the Association as set forth in a cer-

tain Declaration of Covenants, Conditions, Restrictions and Easements (hereinafter referred to as the "Declaration") applicable to the subdivision and to be recorded in the public records of Miami-Dade County, Florida.

- b. Affix, levy, and collect all charges and assessments pursuant to the terms of the Declaration, and enforce payments thereof by any lawful means; and pay all expenses in connection therewith, and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes, or governmental charges levied or imposed on the property of the Association.
- c. Acquire (by gift, purchase, or otherwise), own, hold, improve, build on, operate, maintain, convey, sell, lease, transfer, dedicate to public use, or otherwise dispose of real and personal property in connection with the affairs of the Association;
- d. Borrow money and, subject to consent by vote or written instrument of two-thirds of each class of members, mortgage, pledge, convey by deed of trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;
- e. Dedicate, sell, or transfer all or any part of the common areas to any municipality, public agency, authority, or utility for such purposes and subject to such conditions as may be agreed on by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two thirds of each class of members, agreeing to such dedication, sale, or transfer;
- f. Participate in mergers and consolidations with other not for profit corporations organized for the same purposes, or annex additional residential property and common areas, provided that any merger, consolidation, or annexation shall have the consent by vote or written instrument of two-thirds of each class of members;
- g. Have and exercise any and all powers, rights, and privileges that a corporation organized under Chapter 617 of the Florida Statutes by law may now or hereafter have or exercise.

The Association is organized and shall be operated exclusively for the aforementioned purposes. The activities of the Association may be financed by assessments on members as provided in the Declaration, and no part of any net earnings shall inure to the benefit of any member.

MEMBERSHIP: Every person or entity who is a record owner of a fee or undivided fee interest in any lot which is subject by covenant of record to assessments by the Association but excluding persons holding title merely as security for performance of an obligation, shall be a member of the Association. Membership shall be appurtenant to and may not be separated from ownership of a lot which is subject to assessment by the Association.

The Association shall have two classes of voting members as follows:

CLASS A - Class A Members shall be all of the Owners (excluding the Declarant, as such term is defined in the Declaration, for so long as the Declarant is a "Class B Member") and shall be entitled to one vote for each Lot owned. When

more than one person holds a interest in any Lot, all such persons shall be Members. The vote for such Lot shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any Lot. After the Declarant has ceased to be a Class B Member it shall become a Class A Member as to any Lots that it owns.

CLASS B - The Class B Member shall be the Declarant (as such term is defined in the Declaration) who shall be entitled to three votes for each Lot subject to the Declaration irrespective of ownership. The Class B membership shall cease as provided in the Declaration.

DISSOLUTION: On dissolution, the assets of the Association shall be distributed to an appropriate public agency to be used for purposes similar to those for which the Association was created. In the event such distribution is refused acceptance, such assets shall be granted, conveyed, and assigned to any not for profit corporation, association, trust, or other organization organized and operated for such similar purpose.

EXECUTION

These Articles of Incorporation are hereby executed by the Incorporator on this 27th day of March, 2003.

William G. Mauzy
William G. Mauzy

REGISTERED AGENT'S ACCEPTANCE OF APPOINTMENT

I hereby accept my appointment as registered agent for New Hope Overtown Home-owners Association, Inc., a Florida not for profit corporation.

John M. Little John M Little Date: 3/27/03

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Exhibit "A": Legal Description of Property

Tracts A, B, C, and D, NEW HOPE OVERTOWN, according to the Plat thereof, as recorded in Plat Book 157, at Page 14, of the Public Records of Miami-Dade County, Florida

Also Known As:

Lots 1, 2, 3 and 4 of Block 5 and Tract "F", OVERTOWN VILLAS SECTION 03, according to the Plat thereof, as recorded in Plat Book 125, at Page 82, of the Public Records of Miami-Dade County, Florida.
Folio # 01-3137-024-0010 thru 0050

Lots 4, 5, 7, 8 and 17, Block 49, NORTH, CITY OF MIAMI, according to the Plat thereof, as recorded in Plat Book "B", at Page 41, of the Public Records of Miami-Dade County, Florida.
Folio # 01-0104-090-1060, 1070, 1090, 1100, and 1200

Lots 1 through 10 inclusive, Block 6, OVERTOWN VILLAS SECTION 04, according to the Plat thereof, as recorded in Plat Book 125, at Page 83, of the Public Records of Miami-Dade County, Florida.
Folio # 01-4137-026-0010 thru 0110

Lots 1 through 3 inclusive, Block 7, OVERTOWN VILLAS SECTION 04, according to the Plat thereof, as recorded in Plat Book 125, at Page 83, of the Public Records of Miami-Dade County, Florida.
Folio # 01-4137-026-0110 through 1030

Tracts "G" and "H", OVERTOWN VILLAS SECTION 04, according to the Plat thereof, as recorded in Plat Book 125, at Page 83, of the Public Records of Miami-Dade County, Florida.
Folio # 01-4137-026-0140

Lots 1, 2 and the East 46.00 feet of Lot 3, Block 52 NORTH, CITY OF MIAMI, according to the Plat thereof, as recorded in Plat Book B, at Page 41, of the Public Records of Miami-Dade County, Florida.
Folio # 01-0105-020-1010, 1020, 1030

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