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**FLORIDA NON-PROFIT CORPORATION**

**THE PALMS AT EASTERN SHORES CONDOMINIUM ASSOCIATION**

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**ARTICLES OF INCORPORATION  
FOR  
THE PALMS AT EASTERN SHORES CONDOMINIUM  
ASSOCIATION, INC.  
(a corporation not-for-profit)**

The undersigned, acting as Incorporator(s) of a corporation pursuant to Chapter 617 Florida Statutes adopt(s) the following Articles of Incorporation:

**ARTICLE I- NAME AND DEFINITIONS**

The name of the corporation shall be THE PALMS AT EASTERN SHORES CONDOMINIUM ASSOCIATION, Inc. (the "Association"). The capitalized terms herein shall have the same meaning as the defined terms in the Declaration of Restriction and Protective Covenants for THE PALMS AT EASTERN SHORES CONDOMINIUM INC., unless otherwise defined herein.

**ARTICLE II  
PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS**

The initial principal place of business and mailing address of the corporation shall be: 1925 Brickell Ave., Suite D206, Miami, Florida 33129.

**ARTICLE III-PURPOSE(S)**

The corporation is organized as a corporation not-for-profit under chapter 617 of the laws of the State of Florida. The specific purposes for which the corporation is organized are:

1. To promote the health, safety and business, as well as social welfare of the Owners of Units within that area referred to as THE PALMS AT EASTERN SHORES CONDOMINIUM (the "Declaration") executed contemporaneously herewith by BERNIE MARIBONA, Incorporator, a Florida corporation, to be recorded in the Public records of Miami, Dade County, Florida.
2. To own and maintain, repair and replace the general and/or Common Area, landscaping and other improvements in and/or benefiting the Properties for which the obligation to maintain and repair has been delegated and accepted.
3. To control the specifications, architecture, design, appearance, elevation and location of, and landscaping around all buildings and improvements of any type, including walls, fences, antennae, sewers, drains, disposal system or other structures constructed, placed or permitted to remain in the Properties, as well as the alteration, improvement, addition or change thereto.
4. To operate without profit for the benefit of its Members
5. To perform those functions reserved by the Association in the Declaration.

THIS INSTRUMENT PREPARED BY:  
ROGER BESU, PA FLA BAR #: 172148  
1925 BRICKELL AVE.  
SUITE D206  
MIAMI FLORIDA 33129  
(305) 854-8369

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#### ARTICLE IV - GENERAL POWERS

The general powers that the Association shall have are as follows:

1. To hold funds solely and exclusively for the benefit of the members for the purposes set forth in these Articles of Incorporation.
2. To promulgate and enforce rules, regulations, bylaws, covenants, restrictions and agreements to effectuate the purposes for which the Association is organized.
3. To delegate power or powers where such is deemed in the interest of the Association.
4. To affix assessments to be levied against Units and the costs of effectuating the objects and purposes of the Association and to create reasonable reserves for such expenditures, and to authorize its Board of Directors, in its discretion, to enter into agreements with management companies and other organizations for the collection of such assessments.
5. To pay taxes and other charges, if any, on or against the Common Areas.
6. To have all powers conferred upon a corporation by the laws of the State of Florida, except as prohibited herein.

#### ARTICLE V MANNER OF ELECTION OF DIRECTORS

Directors shall be elected or appointed in accordance with the provisions of the Bylaws of the Association.

#### ARTICLE VI-MEMBERS

The Members shall consist of the Owners of Units in the Properties.

#### ARTICLE VII-DIRECTORS

The Board of Directors of the corporation shall be comprised of at least three (3) directors. The initial members of the Board of directors and their street address are:

Name	Address
Bernie Maribona	3320 NE 164 ST. NO. MIAMI BEACH, FL
Hector Marrero	2100 W 76TH ST., #208, HIALEAH FLORIDA 33016
Roger Basu	1925 Brickell Ave., Suite D206 Miami FL 33129

As long as Developer shall have the right to appoint the Board of Directors, Directors need not be Members of the Association and need not be residents of the State of Florida. All Directors appointed by the Developer shall serve at the pleasure of the Developer, and may be removed from office, and a successor Director may be appointed at any time by the Developer. At the first annual election to the Board of Directors where Directors are elected by the Members, the term of office of the elected Director receiving the highest plurality of votes shall be established at two (2) years, with the other elected Directors to serve for a term of one (1) year. Elections shall be by plurality votes. All Directors shall hold office until the election of new directors at the next annual meeting or resignation of said Director. Each year thereafter, as many Directors shall be elected and appointed, as the case may be, as there are regular terms of office of Directors expiring at such time, and the term of the Director so elected or appointed at each annual election shall be for two (2) years expiring at the second annual election following their election, and thereafter until their successors are duly elected and qualified, or until removed from office with or without cause by the affirmative vote of a majority of the Members which elected or appointed them.

#### ARTICLE VIII-OFFICERS

The Officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board may from time to time, by resolution, create. Any two or more offices may be held by the same person except the offices of President and Secretary. Officers shall be elected for one (1) year term in accordance with the procedures set forth in the ByLaws. The names of the Officers who are to manage the affairs of the Association until the first annual meeting of the Board of Directors and until their successors are duly elected and qualified are:

Director/President	BERNIE MARIBONA
Director/Vice President	ROGER BESU
Director/Secretary: Treasurer	HECTOR MARRERO

#### ARTICLE IX INITIAL REGISTERED AGENT AND STREET ADDRESS

The Name and street address of the Corporation's initial registered agent and office is: Roger Besu PA, 1925 Brickell Ave., Suite D209, Miami, Florida 33129.

#### ARTICLE X - INCORPORATOR

The name and street address of the Incorporators for these Articles of Incorporation is: BERNIE MARIBONA

#### ARTICLE XI-CORPORATE EXISTENCE

The Association shall have perpetual existence.

#### ARTICLE XII-BYLAWS

The Board of directors shall adopt Bylaw consistent with these Articles.

ARTICLE XIII  
AMENDMENT TO ARTICLES OF INCORPORATION AND BYLAWS

Amendment of these Articles requires the approval of at least two thirds of the membership votes. No amendment affecting the Developer or its successor or assigns of Developer of the Property shall be effective without the prior written consent of said Director or its successors or assigns, as Developer.

ARTICLE XIV  
INDEMNIFICATION OF OFFICERS AND DIRECTORS

1. The Association hereby indemnifies any Director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

a. Whether civil, criminal, administrative or investigative, other than one by or in the right of the Association to procure a judgment in its favor, brought to impose a liability or penalty on such person for any act alleged to have been committed by such person in his capacity of director or officer of the Association, or in his capacity as a Director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's fees actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interest of the Association, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in the best interest of the Association or that he had reasonable grounds for belief that such action was unlawful.

- a. By or in the right of the Association to procure a judgment in its favor by reason of his being or having been a Director or officer of the Association, or by reason of his being or having been a Director, officer employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, if such person acted in good faith in the reasonable belief that such action was in the best interest of the Association. Such persons shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of negligence or misconduct in the performance of his duty to the Association unless and only to the extent that the court, administrative agency, or investigative body before which such action, suite or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

2. The board of Directors shall determine whether amounts for which a Director or officer seeks indemnification were properly incurred and whether such director or officer acted in good faith and in a manner he reasonably believed to be in the best interests of the Association, and whether with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceedings.

3. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Association to indemnify under applicable law.

**ARTICLE XV**  
**TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED**

1. With the exception of the initial Directors and Officers who are shareholders, principals or employees of the Developer and one or more of its contractors, the financial or familial interest of an Officer or Director in any contract or transaction between the Association and one(1) or more of its directors or officers, or between the Association and any other corporation, partnership, association or other organization in which one (1) or more of its Directors or officers are directors or officers, or have a financial interest, shall be disclosed in the future and such director shall not be permitted to vote on such matter which shall be decided upon by only disinterested Board members. No Director or Officer of the Association shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.
2. Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction, but must abstain from voting on the issue.

**ARTICLE XVI-DISSOLUTION**

The operation of the condominium shall be by the association. Dissolution of this corporation shall comply with Florida statute 617.1402. If the corporation has members entitled to vote on a resolution to dissolve, and unless the board of directors determines that because of a conflict of interest or other substantial reason it should not make any recommendation, the board of directors must adopt a resolution recommending that the corporation be dissolved and directing that the question of such dissolution be submitted to a vote at a meeting of members entitled to vote thereon, which may be either an annual or special meeting. Written notice stating that the purpose, or one of the purposes, of such meeting is to consider the advisability of dissolving the corporation must be given to each member entitled to vote at such meeting in accordance with the articles of incorporation or the bylaws. A resolution to dissolve the corporation shall be adopted upon receiving at least a majority of the votes which members present at such meeting or represented by proxy are entitled to cast. If the corporation has no members or if its members are not entitled to vote on a resolution to dissolve, the dissolution of the corporation may be authorized at a meeting of the board of directors by a majority vote of the directors then in office.

When the board of directors intends to terminate or merge the condominium, or dissolve or merge the association, the boards shall so notify the division before taking any action to terminate or merge the condominium or the association. Upon recordation of the instrument evidencing consent of all of the unit owners to terminate the condominium, the association within 30 business days shall notify the division of the termination and the date the document was recorded, the county where the document was recorded, and the book and page number of the public records where the document was recorded, and shall provide the division a copy of the recorded termination notice certified by the clerk.

IN WITNESS WHEREOF, the undersigned Incorporated has executed these Articles of Incorporation, this 8 day of APRIL, 2003.

TOTAL P.07

Bernie Maribona  
BERNIE MARIBONA

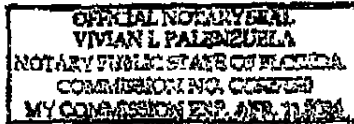
STATE OF FLORIDA )  
COUNTY OF MIAMI-DADE )

April The foregoing instrument was acknowledged before me this 8th day of 2003 by BERNIE MARIBONA, who is personally known to me or have produced as identification.

Vivian L. Palenzuela  
Notary Public

Print Name

My Commission Expires:



REGISTERED AGENT

The undersigned hereby accepts appointment as Registered Agent of THE PALMS AT EASTERN SHORES CONDOMINIUM ASSOCIATION, INC., this \_\_\_\_ day of \_\_\_\_, 2003

By Roger Besu  
Name: Roger Besu, Esq.

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