

Division of Corporations

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FLORIDA NON-PROFIT CORPORATION

8000-32 OWNERS' ASSOCIATION, INC.

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**ARTICLES OF INCORPORATION
OF
8000-32 OWNERS' ASSOCIATION, INC.**

The undersigned incorporator, 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

The name of the corporation shall be 8000-32 OWNERS' ASSOCIATION, INC. For convenience, in this instrument the corporation shall be referred to as "the Association", the Common Roof Party Wall and Utility Agreement and Covenants, and all amendments thereto, as "the Agreement", and these Articles of Incorporation as "the Articles".

ARTICLE II
OFFICE

The principal office and mailing address of the Association shall be 8028 N.W. 68th Street, Miami, Florida 33166, or at such other place as may be designated by the Board of Directors from time to time. All books and records of the Association shall be kept at its principal office or at such other place as may be permitted by law.

ARTICLE III
PURPOSE

The purpose for which the Association is organized is to provide an entity pursuant to Chapter 617 and Sections 720.301, et seq., Florida Statutes, for the operation of certain real property as more fully described in the Agreement and located in Miami-Dade County, Florida.

ARTICLE IV
DEFINITIONS

The terms used in these Articles shall have the same definitions and meanings as those set forth in the Agreement, unless herein provided to the contrary, or unless the context otherwise requires.

ARTICLE V
POWERS

5.1 **Association Powers.** All of the powers and duties of the Association existing under Chapter 617 and Sections 720.301, et seq. Florida Statutes, the Agreement, these Articles, and any

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By-Laws adopted by the Association shall be exercised exclusively by the Board of Directors, or its duly authorized agents, contractors, or employees, subject only to the approval by Unit Owners when that approval specifically is required. The powers and duties of the Association shall include, but shall not be limited to, the following:

- a. Make and collect assessments.
- b. Lien and Foreclose for Unpaid Assessments.
- c. Grant or Modify Easements.
- d. Acquire Title to Property.
- e. Adopt Rules and Regulations.
- f. Maintain Official Records.
- g. Obtain Insurance.
- h. Repair or Reconstruct Improvements After Casualties.

5.2 Distribution of Income; Dissolution. The Association shall not pay a dividend to its members and shall make no distribution of income to its Members, Directors or Officers and, upon dissolution, all assets of the Association shall be transferred only as authorized by the Florida Not For Profit Corporation Act (Chapter 617, Florida Statutes).

ARTICLE VI
MEMBERS

6.1 Membership. The members of the Association shall consist of all of the record title Owners of Units in the warehouse building more fully described in the Agreement.

6.2 Assignment. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the Unit for which that share is held.

6.3 Voting. On all matters upon which the membership shall be entitled to vote, there shall be only one vote for each Unit. All votes shall be exercised or cast in the manner provided by the By-Laws, if the By-Laws be adopted. Any person or entity owning more than one Unit shall be entitled to cast the aggregate number of votes attributable to all Units owned.

6.4 Meetings. If adopted, the By-Laws shall provide for an annual meeting of the members, and may make provision for regular and special meetings of members other than the annual

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meeting.

ARTICLE VII
TERM OF EXISTENCE

The Association shall have perpetual existence.

ARTICLE VIII

The name of the incorporator for this Corporation is:

Edo Meloni, Esquire
Fein & Meloni
900 S.W. 40th Avenue
Plantation, Florida 33317

ARTICLE IX
OFFICERS

The affairs of the Association shall be administered by the officers holding the offices designated in the By-Laws. The officers shall be elected by the Board of Directors of the Association at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The By-Laws may provide for the removal from office of officers, for filling vacancies and for the duties and qualifications of the officers. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

President/Treasurer:

Luis Falcon 8028 N.W. 68th Street
Miami, Florida 33166

Secretary:

Jill Malone 8000 N.W. 68th Street
Miami, Florida 33166

ARTICLE X
DIRECTORS

10.1 **Number and Qualification.** The property, business and affairs of the Association shall be managed by a Board consisting of not less than three (3) Directors.

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10.2 Duties and Powers. All of the duties and powers of the Association shall be exercised exclusively by the Board of Directors, its agents, contractors or employees.

10.3 Election; Removal. Directors of the Association shall be elected at the annual meeting of the Members. Nominations may be made from the floor.

10.5 First Directors. The names and addresses of the first Board of Directors who shall hold office until their successors are elected and have taken office are as follows.

<u>Name</u>	<u>Address</u>
<u>President/Treasurer:</u>	
Luis Falcon	8028 N.W. 68 th Street Miami, Florida 33166
<u>Secretary:</u>	
Jill Malone	8000 N.W. 68 th Street Miami, Florida 33166
<u>Director</u>	
Cesar Novoa	8012 N.W. 68 th Street Miami, Florida 33166

**ARTICLE XI
INDEMNIFICATION**

Every Director and every officer of the Association (and the Directors and/or officers as a group) shall be indemnified by the Association against all expenses and liabilities, including attorneys' fees and paralegals' fees (at all trial and appellate levels and post-judgment proceedings) reasonably incurred by or imposed upon him or them in connection with the proceeding, litigation or settlement in which he may become involved by reason of his being or having been a Director or officer of the Association. The foregoing provisions for indemnification shall apply regardless of whether he is a Director or officer at the time such expenses or liabilities are incurred. Notwithstanding the above, in the event of a settlement the indemnification provisions herein shall not be automatic and shall apply only when the Board approves such settlement and authorizes such reimbursement for the costs and expenses of the settlement in the best interest of the Association. In instances where a Director or officer admits or is adjudged guilty of wilful misfeasance or malfeasance in the performance of his duties, the indemnification provisions of this Article shall not apply. Otherwise, the foregoing rights to indemnification shall be in addition to and not exclusive of any and all rights of indemnification to

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which a Director or officer may be entitled, whether by statute or common law. The indemnification hereby afforded to Directors and officers shall also extend to any entity other than the Association found responsible or liable for the actions of such individuals in their capacity as Directors or officers, including, but not limited to, Developer.

**ARTICLE XII
BY-LAWS**

The Board of Directors may adopt the first By-Laws of the Association and, if adopted, the By-Laws and may be altered, amended or rescinded in the manner provided therein.

**ARTICLE XIII
AMENDMENTS**

13.1 These Articles may be amended by a majority of the Board of Directors.

13.2 Limitation. No amendment shall make any changes in the qualifications for membership, nor in the voting or property rights of members without the approval in writing of all members. No amendment to this Section 13.2 shall be effective.

**ARTICLE XIV
INITIAL REGISTERED OFFICE
ADDRESS AND NAME OF REGISTERED AGENT**

The initial registered office of the Corporation shall be 8028 N.W. 68th Street, Miami, Florida 33166. The initial registered agent at that address shall be Luis Falcon.

ACKNOWLEDGMENT BY REGISTERED AGENT

Having been named to accept process for the above stated Corporation at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of Florida law relative to keeping open said office.

Luis Falcon / signed by aky in fact
Luis Falcon / Edo Meconi

IN WITNESS WHEREOF, the Incorporator has affixed his signature the day and year set forth below.

Edo Meconi
Edo Meconi, Incorporator

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