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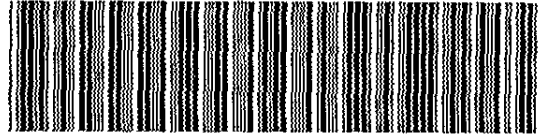
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*Attorneys at Law*

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*Telephone* 305.347.4566 *Facsimile* 786.777.0774

Larry O. Schatzman, Esq.  
Emil R. Infante, Esq., LL.M.

Writer's direct e mail:  
larry.schatzman@infanteschatzman.com

September 24, 2003

Secretary of State  
Division of Corporations  
Corporate Records  
PO Box 6327  
Tallahassee, FL 32314

RE: United Grand Condominium Owners, Inc.

Gentlepersons,

Enclosed please find the original and one copy of the Articles of Incorporation for United Grand Condominium Owners Inc., a corporation not for profit, together with this firm's check for \$78.75, representing the filing fee and charge for a certified copy of the articles. Kindly return the filing receipt and certified copy to this office.

Yours very cordially,

  
Larry O. Schatzman

ARTICLES OF INCORPORATION

OF

UNITED GRAND CONDOMINIUM OWNERS , INC.,

a Florida corporation not for profit

BY THESE ARTICLES OF INCORPORATION, the Incorporator forms a corporation not for profit under Florida law.

ARTICLE I  
NAME

EFFECTIVE DATE  
9-24-03

The name of this corporation is UNITED GRAND CONDOMINIUM OWNERS, INC. and its mailing address shall be 1110 Brickell Avenue, # 504 , Miami , FL 33131.

ARTICLE II  
NOT FOR PROFIT

This corporation is a not for profit corporation as defined in the Florida Not For Profit corporation Act, Florida Statutes, Chapter 617. The corporation is not formed for pecuniary profit and no part of the income or assets of the corporation is distributable to, or for the benefit of, its members. Directors or officers, except to the extent permitted by law.

ARTICLE III  
TERM

This corporation shall commence existence on the subscription and acknowledgment of these Articles, except that in the event the Articles are not filed with the Secretary of State within five (5) days, exclusive of legal holidays, after subscription and acknowledgment hereof, corporate existence shall commence upon filing and shall exist perpetually.

ARTICLE IV  
PURPOSE

This corporation is formed exclusively for the following purposes:

a. To permit the association of members for the purpose of taking any and all actions necessary and permitted by The Florida Condominium Act , the Declaration of Condominium of The Grand

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Condominium, any amendments or exhibits thereto and pursuant to any law of the state of Florida to enforce the rights of residential unit owners in The Grand condominium whether enforcement action be against The Grand Condominium Owners Association, Inc., its officers and directors or against any other unit owner, lessee or user thereof, including, but not limited to, the solicitation and receipt of funds from any person or entity, and the expense thereof for the costs and expenses of retaining attorneys and other professionals, as the members may determine, to assist in the enforcement and protection of such rights.

b. To exercise an and all rights and powers conferred by the laws of the State of Florida, and specifically as provided in Fla. Stat., Sec. 617.0302.

c. To do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

#### ARTICLE V POWERS

The powers of the corporation shall be as enumerated in the Florida Not For Profit Corporation Act (Fla. Stat. 617.0302).

#### ARTICLE VI LIMITATION

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, officers or directors, but the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles.

#### ARTICLE VI MEMBERS

The corporation shall have members who shall be admitted in such manner as set forth in the by-laws and who shall have all the rights and privileges of members of the corporation, provided no one who is not an owner, or the designate of a corporate owner, of a residential condominium unit in The Grand may be a member. The by-laws may provide for nonvoting members of one or more classes, who shall be admitted in such manner and who shall have such rights and privileges as are set forth in the by-laws, but who shall not have the to vote. Twenty five per cent (25%) of the voting members

appearing in person or by proxy shall constitute a quorum at a meeting of members. The names and addresses of the initial voting members are:

Larry O. Schatzman 1717 N. Bayshore Dr., #2254 Miami, FL 33132	Ron Cantwell 1717 N. Bayshore Dr., #2331 Miami, FL 33132
Susan Cohn 1717 N. Bayshore Dr., #4131 Miami, FL 33132	Barbara Bienvenu 1717 N. Bayshore Dr., #2034 Miami FL 33132
Dominique Aristondo 1717 N. Bayshore Dr., #4236 Miami, FL 33132	Harry Steele 1717 N. Bayshore Dr., #3846 Miami, FL 33132

#### ARTICLE VII REGISTERED AGENT

The initial Registered Agent for this corporation is LARRY O. SCHATZMAN and the initial Registered Office is 1110 Brickell Avenue, Suite 504, Miami, FL 33131.

#### ARTICLE VIII

##### DIRECTORS

This corporation shall have a Board of Directors of six (6) directors initially. The number shall be fixed by the By-Laws and may be changed from time to time in accordance therewith.

#### ARTICLE VII

##### INITIAL DIRECTORS

The names and addresses of the members of the first Board of Directors are:

Larry O. Schatzman 1717 N. Bayshore Dr., #2254 Miami, FL 33132	Ronald Cantwell 1717 N. Bayshore Dr., #2331 Miami, FL 33132
Susan Cohn 1717 N. Bayshore Dr., #4131 Miami, FL 33132	Barbara Bienvenue 1717 N. Bayshore Dr., #2034 Miami, FL 33132
Dominique Aristondo	Harry Steele

1717 N. Bayshore Dr., #4236  
Miami, FL 33132

1717 N. Bayshore Dr., #3846  
Miami, FL 33132

#### ARTICLE VIII OFFICERS

The officers of the corporation shall consist of a president, vice president, secretary and treasurer and such other officers as may be provided for in the by-laws. Each officer shall be elected by the board of directors at such time and manner as set forth in the by-laws. The initial officers are:

Ron Cantwell, President  
Harry Steele, Vice President  
Susan Cohn, Secretary  
Barbara Bienvenu, Treasurer

#### ARTICLE IX BY-LAWS

The bylaws shall be adopted by the board of directors at its first meeting. The by-laws may be altered, amended or rescinded by the board of directors.

#### ARTICLE X AMENDMENT

Amendment sot these Articles may be proposed by a resolution adopted by the board of directors and presented in a quorum of the voting members, and may be adopted by at least two thirds (2/3) of a quorum of voting members of the corporation.

#### ARTICLE XI DISTRIBUTION ON DISSOLUTION

The corporation shall not seek tax exempt status under the Internal Revenue code and any assets of the corporation remaining upon its dissolution shall, at the vote of a majority of the Board of directors be returned, pro rata to those contributing funds to the corporation or to an entity or organization that is itself exempt6 as described in Sections 501<sup>(c)</sup>(3) or 170<sup>(c)</sup>(2) of the Internal Revenue Code.

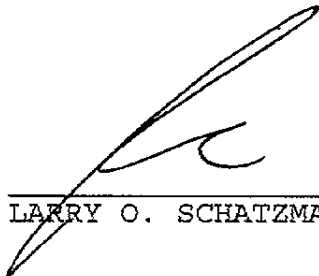
#### ARTICLE XII INDEMNIFICATION

The Corporation shall indemnify any officer and Director, including former officers and Directors, in the manner set out and provided for pursuant to the provisions of Florida Not For Profit Corporation Act.

ARTICLE X  
INCORPORATOR

The name and address of the person signing these Articles is LARRY O. SCHATZMAN, 1717 N. Bayshore Dr., #2254, , Miami, FL 33132.

DATED: September 24, 2003

  
LARRY O. SCHATZMAN

STATE OF FLORIDA  
COUNTY OF DADE

The foregoing instrument was acknowledged before me this 24<sup>th</sup> day of September, 2003 by LARRY O. SCHATZMAN, as incorporator, who is personally known to me and did take an oath.



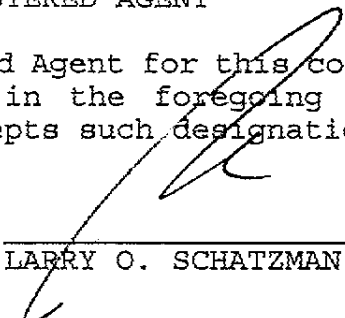
Amarilis Hernandez  
My Commission CC975823  
Expires October 17 2004

Notary Public, State of Florida at Large  
Print Name: Amarilis Hernandez  
-My commission expires: 10/17/04

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CONSENT OF REGISTERED AGENT

Having been named as Registered Agent for this corporation at the Registered Office designated in the foregoing Articles of Incorporation, the undersigned accepts such designation.

  
LARRY O. SCHATZMAN