

Division of Corporations

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Account Name : EMPIRE CORPORATE KIT COMPANY  
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FLORIDA NON-PROFIT CORPORATION

664-668 fernwood road condominium association, inc.

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or other instrument of conveyance amongst the Public Records whereupon the Membership of the prior Dwelling Unit Owner shall terminate as to that Dwelling Unit.

- B. No Member may assign, hypothecate or transfer in any manner his membership or his share in the funds and assets of the Association except as an appurtenance to his Dwelling Unit.
- C. With respect to voting, each Dwelling Unit shall be entitled to two (2) votes, which votes shall be exercised and cast in accordance with the Declaration and the Condominium Documents.

**ARTICLE V**  
**TERM**

The term that this Association is to exist shall be perpetual.

**ARTICLE VI**  
**INCORPORATOR**

The name and Address of the Incorporator of these Articles is as follows: Leonardo F. Brito, Esq. 1001 Brickell Bay Drive Suite 1812, Miami, FL 33131.

**ARTICLE VII**  
**BOARD OF DIRECTORS**

- A. The number of initial directors on the Board of Directors shall be three (3). The number of Directors elected by the Members at and subsequent to the Majority Election Date shall be as provided in Paragraph C and D of this Article VII.
- B. The names and addresses of the persons who are to serve as the First Board are as follows:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
Roberto Cortes	723 CRANDON BLVD # 206 KEY BISCAZYNE, FL 33149
Ernesto Weisson	445 GRAND BAY DR # 910 Key Biscayne, FL33149
Guisela Torres	1700 SW 1 <sup>ST</sup> AV.. # 509 MIAMI, FL 33129

Developer reserves the right to designate a successor Director to serve on the Board.

- C. The number of directors may be up to four (4). Directors must be Members or the spouses, parents or children of Members, except that if a Dwelling Unit is owned by an entity and not an individual, such entity may appoint two individuals on its behalf to be eligible to serve on the Board of Directors.
- D. The following provisions shall govern the right of each Director to vote and the manner of exercising such right:
  - 1. There shall be only one (1) vote for each Director.
  - 2. In the case of deadlock by the Board, application shall be made to a court of competent jurisdiction to resolve the deadlock.

**ARTICLE VIII**  
**POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

All of the power and duties of the Association shall be exercised by the Board in accordance with the provisions of the Act and the Condominium Documents.

**ARTICLE IX**  
**INDEMNIFICATION**

Every Director and Officer of the Corporation shall be indemnified by the Corporation against all expenses and liability, including attorneys' fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a director or officer, whether or not he is a director or officer at the time such expenses are incurred, except in such cases where the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, provided however, that in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the director or officer seeking such reimbursement or indemnification, the indemnification herein shall apply only if the Board approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to but not exclusive of all other rights to which such officer or director may be entitled.

ARTICLES X  
BYLAWS

The Bylaws of the Association may be altered, amended or rescinded by the affirmative vote of not less than a majority of the Members present at an Annual Members' Meeting or special meeting of the membership and the affirmative approval of a Majority of the board at a regular or special meeting of the Board. In the event of a conflict between the provisions of these Articles and the provisions of the Bylaws, the provisions of these Articles shall control.

ARTICLE XI  
AMENDMENTS

These Articles may be amended by an instrument in writing signed by the President (or a Vice President) and the Secretary (or an Assistant Secretary) and filed in the Office of the Secretary of State of the State of Florida. The instrument amending these Articles shall identify the particular Article or Articles being amended, give the exact language of such amendment and give the date of a adoption of the amendment by the Board. A certified copy of each such amendment shall always be attached to any certified copy of these Articles or a certified copy of Articles as restated to include such Amendments and shall be an exhibit to each Declaration upon the recording of each Declaration. This Article XI is intended to comply with Chapter 617, Florida statutes.

ARTICLE XII  
REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the Association is 1001 Brickell Bay Drive Suite 1804 Miami, Fl 33131 and the initial registered agent of the Association at that address shall be BRITO & YOUNG PROFESSIONAL LIMITED COMPANY.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of incorporation this    day of   July   200  

  
Name: Leonardo F. Brito  
Incorporator

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

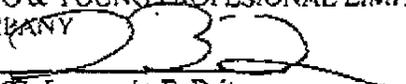
FIRST -664-668 FERNWOOD ROAD CONDOMINIUM ASSOCIATION, INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF MIAMI, COUNTY OF DADE, STATE OF FLORIDA. HAS NAMED BRITO & YOUNG PROFESSIONAL LIMITED COMPANY, 1001 BRICKELL BAY DRIVE, SUITE 1804, MIAMI, FLORIDA 33131, COUNTY OF MIAMI-DADE, STATE OF FLORIDA, AS IT'S AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE:

  
Name: Leonardo F. Brito  
Title: Incorporator

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

BRITO & YOUNG PROFESSIONAL LIMITED COMPANY

BY:   
NAME: Leonardo F. Brito  
TITLE: Managing Member  
DATE: January 2, 2004

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