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SECRETARY OF STATE  
TALLAHASSEE, FL 32301

restated  
24/5/05

Garry B. Schwartz, P.A.

4000 Ponce De Leon Boulevard, Suite #470  
Coral Gables, Florida 33146  
Telephone: 305.777.0321  
Fax: 305.259.4370  
E-mail: gbsmiami@hotmail.com

April 27, 2005

Via Federal Express

Amendment Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

Re: LA SAMANNA CONDOMINIUM, INC., Document No. N04000000576

Dear Sir/Madam:

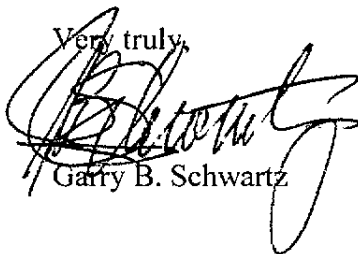
Enclosed for filing is the Restated Articles of the above referenced corporation.

I have also enclosed an extra copy of the Restated Articles for certification purposes, and a check in the amount of \$43.75 payable to the Florida Department of State for the filing fee and the fee for the certified copy.

All correspondence and requests for further information should be directed to the undersigned at the address shown above on the letterhead.

Thank you for your attention.

Very truly,



Garry B. Schwartz

GBS/kh

Enclosures (3)

RESTATED ARTICLES OF INCORPORATION

LA SAMANNA CONDOMINIUM, INC.

(a Florida corporation not for profit)

Document No. N04000000576

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05 MAY -4 PM 4:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 617.1007, Florida Statutes, this Florida Not For Profit Corporation restates its Articles of Incorporation so as to read in their entirety as follows:

ARTICLE I

Name, Address and Term

The name of the corporation, hereinafter called the "Association", is changed to LA SAMANNA CONDOMINIUM ASSOCIATION, INC. The principal corporate office address is 7990 S.W. 117<sup>th</sup> Avenue, #137, Miami, FL 33183. The term of the Association shall be perpetual.

ARTICLE II

Purpose

The Association is organized and shall exist upon a non-stock basis as a not-for-profit corporation under the laws of the State of Florida, and no portion of any earnings of the Association shall be distributed or inure to the private benefit of any member, Director or officer of the Association. The purpose and objectives of the Association shall be to administer the operation and management of La Samanna, a Condominium, (the "Condominium") in accordance with the Florida Condominium Act (the "Act") upon land situated in Miami-Dade County, Florida, in accordance with the rights reserved by Developer as contained in the Declaration of Condominium of La Samanna, a Condominium, to be recorded in the Public Records of Miami-Dade County, Florida and to perform the acts and duties incident to the administration, operation and management of such condominium in accordance with the terms, provisions, conditions and authorizations of these Articles of Incorporation, the Bylaws of the Association to be adopted (the "Bylaws") and in the formal Declaration of Condominium (the "Declaration") which will be recorded in the Public Records of Miami-Dade County, Florida, when the land and the improvements constructed thereof are submitted to the condominium form of ownership; and to operate, encumber, lease, manage, convey, trade and otherwise deal with the land, the improvements and such other property, whether real and/or personal, as may be or become part of the Condominium (the "Condominium Property") to the extent necessary or convenient in the administration of the Condominium.

ARTICLE III

Powers

For the accomplishment of its purposes, the Association shall have all of the

common law and statutory powers and duties of a corporation not for profit under the laws of the State of Florida, and as provided in these Articles, the Declaration of Condominium, the By-Laws or the Florida Condominium Act; and it shall have all the powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration, as it may hereafter be amended, including but not limited to the following powers:

A. To make and collect assessments against members of the Association to defray the costs, expenses and losses of the Condominium, and to use the proceeds of assessments in the exercise of its powers and duties.

B. To maintain, repair, replace and operate the Condominium.

C. To purchase insurance upon the Condominium property and Association property for the protection of the Association, its members, and their mortgagees.

D. To reconstruct improvements after casualty and to make further improvements of the Condominium property.

E. To make, amend and enforce reasonable rules and regulations governing the use of the Common Elements.

F. To approve or disapprove the transfer, mortgage, ownership and occupancy of Condominium units, as provided by the Declaration of Condominium and the By-Laws.

G. To enforce the provisions of the Condominium Act, the Declaration of Condominium, these Articles, and the By-Laws of the Association.

H. To contract for the management and maintenance of the Condominium and to delegate any powers and duties of the Association in connection therewith except such as are specifically required by the Declaration of Condominium or the By-Laws to be exercised by the Board of Directors or the membership of the Association.

I. To employ accountants, attorneys, architects, and other professional personnel to perform the services required for proper operation of the Condominium.

J. To acquire real and personal property in the name of the Association or otherwise hold, convey, lease, and mortgage Association property for the use and benefit of its members.

K. To collect assessments due from unit owners.

L. To make and establish reasonable rules and regulations governing use of the units, common elements and limited common elements in and of the Condominium as such terms are defined in the Declaration.

M. To sue and be sued and to institute, maintain, settle, or appeal actions or hearings in its name on behalf of all unit owners concerning matters of common interest to most or all unit owners.

N. To contract for services necessary to operate and maintain the utilities to

the Condominium.

All funds and the title to all property acquired by the Association shall be held for the benefit of the members in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation and the By-Laws.

#### ARTICLE IV Membership

The qualification of members, the manner of their admission to and termination of membership and voting by members shall be as follows:

A. The Developer shall be a member of the Association as long as the Developer owns units in the Condominium. The record owners of all units in the Condominium shall be members of the Association and no other persons or entities shall be entitled to membership, except as provided in Paragraph E of this Article IV.

B. Membership shall be established by the acquisition of legal title to a unit in the Condominium or by acquisition of a fee ownership interest therein, whether by voluntary conveyance or operation of law, and the membership of any person or entity shall be automatically terminated when such person or entity is divested of all title or his/her/its entire fee ownership in such unit; provided that nothing herein contained shall be construed as terminating the membership of any person or entity owning fee title to or a fee ownership interest in two or more units at any time while such person or entity shall retain fee title to or a fee ownership interest in any unit.

C. The interest 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 owned by such member. The funds and assets of the Association shall be held or used only for the benefit of the membership and for the purposes authorized herein, in the Declaration and in the Bylaws.

D. On all matters upon which the membership shall be entitled to vote, there shall be one vote, and only one vote, for each unit in the condominium, which vote may be exercised or cast by the owner of each unit as may be provided in the Bylaws of the Association. Should any person or entity own more than one unit, such member shall be entitled to exercise or cast one vote for each such unit in the manner provided by the Bylaws.

E. Until such time as the land and the improvements constructed thereon are submitted to the condominium form of ownership by recordation of the Declaration in the Public Records of Miami Dade County, Florida, the membership of the Association shall be comprised of the subscribers to these Articles each of whom shall be entitled to cast one vote on all matters on which the membership shall be entitled to vote.

## ARTICLE V

### By-Laws

The By-Laws of the Association may be altered, amended, or rescinded in the manner provided therein.

## ARTICLE VI

### Amendments

Except as otherwise provided by Florida law, these Articles of Incorporation may be amended by vote of a majority of the voting interest at any annual or special meeting, or by approval in writing of the owners of a majority of the units without a meeting, provided that notice of any proposed amendment has been given to the members of the Association, and that the notice contains a copy of the proposed Amendment.

An amendment shall become effective upon filing with the Secretary of State and a certified copy of the amendment shall be recorded in the Public Records of Miami-Dade County, Florida.

## ARTICLE VII

### Directors and Officers:

A. The affairs of the Association will be administered by a Board of Directors consisting of the number of Directors determined by the By-Laws, but not less than three (3) Directors, initially appointed by the Developer, and in the absence of such determination shall consist of three (3) Directors. Except for Directors appointed by the Developer, all Directors must be members of the Association.

B. Directors of the Association shall be elected by the members in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

C. The business of the Association shall be conducted by the officers elected as provided in the By-Laws. The officers shall be elected by the Board of Directors and shall serve at the pleasure of the Board.

## ARTICLE VIII

### Incorporator

The name and address of the sole incorporator is:

Antonio Vias  
7990 S.W. 117<sup>th</sup> Avenue, #137  
Miami, FL 33183

## ARTICLE IX

### Directors

The Directors of the Association and their addresses are:

Antonio Vias  
7990 S.W. 117<sup>th</sup> Avenue, #137  
Miami, FL 33183

Carlos Vias  
7990 S.W. 117<sup>th</sup> Avenue, #137  
Miami, FL 33183

Melissa Guzman  
7990 S.W. 117<sup>th</sup> Avenue, #137  
Miami, FL 33183

Said Directors shall serve until their successors are duly elected, qualified and serving.

## ARTICLE X

### Registered Agent

The registered office of the Association is at:

7990 S.W. 117<sup>th</sup> Avenue, #137  
Miami, FL 33183

The initial registered agent at said address is: Antonio Vias

## ARTICLE XI

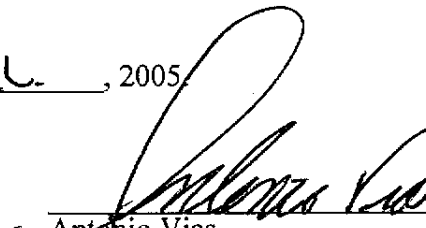
### Indemnification

Every member of the Board of Directors and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him/her in connection with any proceeding or any settlement of any proceeding to which he may be a party, or in which he/she may become involved by reason of his/her being or having been a member of the Board of Directors or officer of the Association, whether or not he/she is a Board of Directors or officer at the time such expenses are incurred, except in such cases wherein the member of the Board of Directors or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his/her duties; provided that, in the event of any claims for reimbursement or indemnification hereunder based upon a settlement by the member or officer seeking such reimbursement or indemnification, the indemnification herein shall apply only if the Board of Directors approves such settlement and reimbursement as being for the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights which such

member or officer may be entitled. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

There are no members or members entitled to vote on the approval of these restated Articles. The Board of Directors adopted this restatement on April 26, 2005.

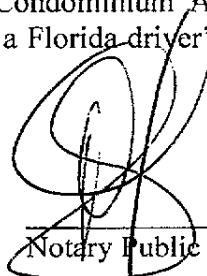
Signed this 26 day of April, 2005.

  
Antonio Vias,  
Chairman of the Board of Directors

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me by this 26<sup>th</sup> day of April, 2005 by Antonio Vias, Chairman of the Board of Directors of La Samanna Condominium, Inc., n/k/a La Samanna Condominium Association, Inc., who ☐ is personally known to me or ☐ produced a Florida driver's license as identification and did/did not take an oath.

SEAL

  
Notary Public State of Florida  
Marcia Garcia  
(print name)

My Commission Expires:

