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Division of Corporations

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FLORIDA NON-PROFIT CORPORATION

Venetia Villas Condominium Association, Inc.

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Audit No.: H04000010383 3

ARTICLES OF INCORPORATION

FOR

VENETIA VILLAS CONDOMINIUM ASSOCIATION, INC.

The undersigned incorporators of these Articles associate themselves for the purpose of forming a corporation not for profit pursuant to Chapter 617 of the laws of the State of Florida, and hereby adopt the following Articles of Incorporation:

ARTICLE 1

NAME

The name of the corporation shall be VENETIA VILLAS CONDOMINIUM ASSOCIATION, INC. ("Association"). For convenience, the corporation shall be referred to in this instrument as the "Association", these Articles of Incorporation as the "Articles", and the Bylaws of the Association as the "Bylaws".

ARTICLE 2

PURPOSE

The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act ("Act") for the operation of that certain condominium located in Miami-Dade County, Florida, and known as VENETIA VILLAS, A CONDOMINIUM, ("Condominium").

ARTICLE 3

DEFINITIONS

The terms used in these Articles shall have the same definitions and meaning as those set forth in the Declaration of the Condominium to be recorded in the Public Records of Miami-Dade County, Florida, unless herein provided to the contrary, or unless the context otherwise requires.

ARTICLE 4

POWERS

The powers of the Association shall include and the Association shall be governed by the following:

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This instrument was prepared by:

Desiree M. Cuason, Esq.

Rasco Reininger Perez & Esquenazi, P.L.

283 Catalonia Avenue, 2nd Floor

Coral Gables, Florida 33134

(305) 476-7100

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Audit No.: H04000010383 3

4.1 General. The Association shall have all of the common law and statutory powers of a corporation not for profit under the laws of the Florida that are not in conflict with the provisions of these Articles, the Declaration, the Bylaws or the Act.

4.2 Enumeration. The Association shall have all of the powers and duties set forth in the Act and all of the powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration and as more particularly described in the Bylaws, as they may be amended from time to time, including, but not limited to, the following:

(a) To make and collect assessments and other charges against all of the Unit Owners, and to use the proceeds thereof in the exercise of its powers and duties.

(b) To buy, own, operate, lease, sell, trade and mortgage both real and personal property as may be necessary or convenient in the administration of the Condominium.

(c) To maintain, repair, replace, reconstruct, add to and operate the Condominium Property, and other property acquired or leased by the Association for use by Unit Owners.

(d) To purchase insurance upon the Condominium Property and insurance for the protection of the Association, its officers, directors and members as Unit Owners.

(e) To make and amend reasonable rules and regulations for the maintenance, conservation and use of the Condominium Property and for the health, comfort, safety and welfare of the Unit Owners.

(f) To enforce by legal means the provisions of the Act, the Declaration, these Articles, the Bylaws, and the rules and regulations for the use of the Condominium Property.

(g) To contract for the management and maintenance of the Condominium and any facilities used by the Unit Owners, and to delegate to the party with which such contract has been entered into all of the powers and duties of the Association, except those which require specific approval of the Board of Directors or the membership of the Association. In exercising this power, the Association may contract with affiliates of itself and the Developer.

(h) To employ personnel to perform the services required for the proper operation of the Condominium.

(i) To reconstruct improvements on the Condominium Property after casualty or other loss, and to further improve the Condominium.

(j) To acquire and enter into agreements whereby it acquires leaseholds, memberships or other possessory or use interests, in land or facilities, intended to provide for the enjoyment, recreation or other use or benefit of the members of the Association.

(k) To acquire by purchase or otherwise, Condominium parcels of the Condominium, subject nevertheless to the provisions of the Declaration and/or Bylaws relative thereto.

Audit No.: H04000010383 3

2

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4.3 Condominium Property. All funds and the titles of all properties acquired by the Association and their proceeds shall be held for the benefit and use of the members in accordance with the provisions of the Declaration, these Articles and the Bylaws.

4.4 Distribution of Income. The Association shall make no distribution of income to its members, directors or officers.

4.5 Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions hereof and of the Declaration, the Bylaws and the Act.

ARTICLE 5

MEMBERS

5.1 Membership. The members of the Association shall consist of all of the record owners of Units in the Condominium from time to time, and after termination of the Condominium, shall also consist of those who were members at the time of such termination, and their successors and assigns.

5.2 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.

5.3 Voting. On all matters upon which the membership shall be entitled to vote, there shall be only one vote for each Unit, which vote shall be exercised or cast in the manner provided by the Declaration and Bylaws. Any person or entity owning more than one Unit shall be entitled to one vote for each Unit owned.

ARTICLE 6

TERM OF EXISTENCE

The Association shall have perpetual existence.

ARTICLE 7

INCORPORATOR

The names and addresses of the incorporator to these Articles is as follows:

Mercedes M. Sellek, Esq.
Rasco Reininger Perez & Esquenazi, P.L.
283 Catalonia Avenue, 2nd Floor
Coral Gables, Florida 33134

Audit No.: H04000010383 3

ARTICLE 8**OFFICERS**

The affairs of the Association shall be administered by the officers holding the offices designated in the Bylaws. 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 Bylaws may provide for the removal from office of officers, for filling vacancies and for the duties of the officers. The name and office address of the officer who shall serve until his successor is designated by the Board of Directors are as follows:

OFFICERSPOST OFFICE ADDRESS

President/Secretary/Treasurer

Domingo Pando
15025 N.W. 77th Avenue
Suite 113
Miami, Florida 33014

ARTICLE 9**DIRECTORS**

9.1 Number and Qualification. The property, business and affairs of the Association shall be managed by a board consisting of the number of directors determined in the manner provided by the Bylaws, but which shall consist of not less than three directors. Each Director must be a natural person who is 18 years of age or older, but need not be a resident of the State of Florida. Additional qualifications may be prescribed in the Bylaws.

9.2 Duties and Powers. All of the duties and powers of the Association existing under the Act, the Declaration, these Articles and the Bylaws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees subject only to approval by Unit Owners when such approval is specifically required.

9.3 Election; Removal. Directors of the Association shall be elected at the annual meeting of the members in the manner determined by and subject to the qualifications set forth in the Bylaws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the Bylaws.

9.4 Term of Developer's Directors. The Developer of the Condominium shall appoint the members of the first Board of Directors and their replacements, until the Developer turns over control to the Unit Owners other than the Developer as required by the Act subject to the following:

Audit No.: H04000010383 3

(a) Majority.

Unit owners other than the Developer are entitled to elect not less than a majority of the members of the board of directors at the earliest of:

(i) three years after 50% of the units that ultimately will be operated by the association have been conveyed to purchasers; or

(ii) three months after 90% percent of the units that ultimately will be operated by the association have been conveyed to purchasers; or

(iii) when all the units that ultimately will be operated by the association have been completed, some of them have been conveyed to purchasers and none of the others are being offered for sale by the Developer in the ordinary course of business; or

(iv) when some of the units have been conveyed to purchasers and none of the others are being constructed or offered for sale by the Developer in the ordinary course of business; or

(v) seven years after recordation of the declaration creating the initial phase of the condominium.

(b) Developer member. The Developer is entitled to elect at least one member of the board of directors as long as the Developer holds for sale in the ordinary course of business at least 5% of the units that ultimately will be operated by the association.

(c) Election. Within 75 days after the unit owners other than the Developer are entitled to elect a member or members of the board of directors, the association shall call, and give not less than 60 days' notice of a meeting of the unit owners to elect the member or members of the board of directors. The election shall proceed as provided in Fla. Stat. 718.112(2)(d). The notice may be given by any unit owner if the association fails to do so.

(d) Relinquishment of control. Either before or not more than 75 days after the time that unit owners other than the Developer elect a majority of the members of the board of directors, the Developer shall relinquish control of the association and the unit owners shall accept control. Simultaneously, the Developer shall deliver to the association all property of the unit owners and of the association held or controlled by the Developer, including but not limited to those items specified in the Condominium Act.

(e) Compelling compliance. In any action brought to compel compliance with Florida Statute 718.301 regarding transfer of association control and election of directors by unit owners other than the Developer, summary procedure provided for in Florida Statute 51.011 may be employed, and the prevailing party shall be entitled to recover reasonable attorneys' fees and court costs.

Audit No.: H04000010383 3

5

This instrument was prepared by:

Desiree M. Cuason, Esq.

Rasco Reiminger Perez & Esquenazi, P.L.

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Audit No.: H04000010383 3

(f) Early transfer. Nothing contained in this section shall be deemed to prevent the developer from transferring control of the association to unit owners other than the Developer before the occurrence of the events described in this section.

9.5 First Directors. The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, as provided in the Bylaws, are as follows:

	NAME	POST OFFICE ADDRESS
1)	DOMINGO PANDO	15025 NW 77 th Avenue Suite 113 Miami, Florida 33014
2)	FRANCES PANDO	15025 NW 77 th Avenue Suite 113 Miami, Florida 33014
3)	EMILIO PANDO	15025 NW 77 th Avenue Suite 113 Miami, Florida 33014

ARTICLE 10

INDEMNIFICATION

To the extent provided by Florida Statute 617.0831 the Association shall indemnify each director, officer, employee or agent of the Association to the full extent permitted by, and subject to the limitations of, Florida Statute 607.0831, and Florida Statute 607.0850, as such statutes may from time to time be amended.

ARTICLE 11

AMENDMENTS

Except as otherwise provided in the Declaration of Condominium, amendments to the Articles of Incorporation may be considered at any regular or special meeting of the unit owners. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered, and said notice shall be made as required by the Bylaws. A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by a majority of the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing such approval is delivered to the secretary at or prior to the meeting. Such

Audit No.: H04000010383 3

6

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P. 08

Audit No.: H04000010383 3

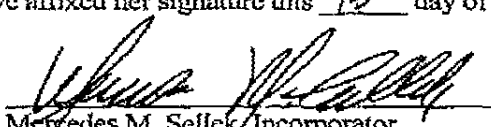
amendments must be approved by not less than 51% percent of the votes of the entire membership of the Association.

ARTICLE 12

PRINCIPAL AND REGISTERED OFFICE, ADDRESS AND NAME OF REGISTERED AGENT

The initial principal and registered office of this corporation shall be at 15025 N.W. 77th Avenue, Suite 113, Miami, Florida 33014, with the privilege of having its office and branch offices at other places within or without the State of Florida. The initial registered agent and the address of the registered agent shall be Miami Corporate Systems, Inc., a Florida corporation, whose address is 283 Catalonia Avenue, 2nd Floor, Coral Gables, Florida 33134.

IN WITNESS WHEREOF, the subscriber have affixed her signature this 15 day of January, 2004.


Mercedes M. Sellek, Incorporator
Rasco Reininger Perez & Esquenazi, P.L.
283 Catalonia Avenue, 2nd Floor
Coral Gables, Florida 33134

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this _____ day of January, 2004, by Mercedes M. Sellek who is personally known to me and did take the prescribed oath.

(SEAL)

NOTARY PUBLIC, State of Florida, at Large
My commission expires:

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Rasco Reininger Perez & Esquenazi, P.L.

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JAN-15-04 THU 03:26 PM

FAX NO.

P. 09

Audit No.: H04000010383 3

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for Venetia Villas Condominium Association, Inc. as the place designated in said Articles of Incorporation, I hereby agree to accept service of process for said corporation and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

Miami Corporate Systems, Inc.,
a Florida corporation

By:

Salomon B. Esquenazi, Vice President

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