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**FLORIDA NON-PROFIT CORPORATION**

**Miami Gardens Professional Centre Condominium Associ**

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Page Count	07
Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION**

**OF**

**MIAMI GARDENS PROFESSIONAL CENTRE  
CONDOMINIUM ASSOCIATION, INC.**

(a Florida corporation not for profit)

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04 FEB 10 PM 1:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned, hereby acknowledge and file in the Office of the Secretary of State of Florida, for the purpose of forming a corporation not for profit under the Laws of the State of Florida, these Articles of Incorporation as provided by law.

**ARTICLE I - NAME**

The name of this corporation is MIAMI GARDENS PROFESSIONAL CENTRE CONDOMINIUM ASSOCIATION, INC. For convenience, the corporation shall hereinafter be referred to as the "Association".

**ARTICLE II  
PURPOSES AND POWERS**

The purposes for which this corporation is formed are as follows:

Section 1. To be the "Association" as defined in the Condominium Act (Chapter 718 Florida Statutes) of the Statutes of the State of Florida, and as such to established and collect assessments from the unit owners and the members for the purpose of operating, maintaining, preparing, improving, reconstructing and administering the Condominium Property.

Section 2. To carry out the duties and obligations and receive the benefits given the ASSOCIATION:

- a. by the Declaration of Condominium for MIAMI GARDENS PROFESSIONAL CENTRE CONDOMINIUM, (hereinafter referred to as "DECLARATION");
- b. by the Condominium Act; and
- c. otherwise provided by law.

Section 3. To establish By-laws for the operation of the Condominium Property providing for the form of administration and rules and regulations for governing the ASSOCIATION, and to enforce the provisions of the Condominium Act, the DECLARATION and exhibits thereto, these Articles and the By-laws of the ASSOCIATION.

Section 4. To contract for the management of the Condominium and to delegate to such party such powers and duties of the ASSOCIATION as permitted by law.

Section 5. For any lawful purpose. To accomplish the foregoing purposes, the corporation shall have all corporate powers permitted under Florida law, including, but not limited to, the capacity to contract, bring suit and be sued, and those provided by the Condominium Act.

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ARTICLE III  
MEMBERS

Section 1. The members of the ASSOCIATION shall consist of the record owners of residential Condominium Parcels within MIAMI GARDENS PROFESSIONAL CENTRE CONDOMINIUM, (hereinafter referred to as "CONDOMINIUM"). Provided, however, that pursuant to the DECLARATION, the approval of the ASSOCIATION must be obtained prior to becoming a member. After receiving such approval as may be required under the DECLARATION, change of membership to the ASSOCIATION shall be established by recording in the Public Records of the County in which the Condominium is located a Deed or other instrument establishing record title to the Condominium Parcel and the delivery to the Association of a copy of such instrument. Such membership shall automatically terminate when such person is no longer the owner of a Condominium Parcel. Membership certificates are not required and shall need not be issued.

On all matters upon which the membership shall be entitled to vote, there shall be only one (1) vote for each Unit, which vote shall be exercised by the Unit Owner in accordance with the provisions of the DECLARATION and By-laws. Until the Condominium Property is formally submitted to condominium ownership, the membership of the ASSOCIATION shall be comprised of the Developer of the CONDOMINIUM, its successors, grantees and assigns. When the Condominium Property is formally submitted to condominium ownership, the Developer shall exercise the membership rights of a Unit until title to the Unit is transferred, unless expressly otherwise provided herein or in the By-laws.

Section 2. The shares of a member in the funds and assets of the ASSOCIATION cannot be assigned, apothecated or transferred in any manner except as an appurtenance to a unit.

Section 3. Subject to the foregoing, admission to and termination of membership shall be governed by the DECLARATION.

ARTICLE IV  
EXISTENCE

The corporation shall have perpetual existence.

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ARTICLE V  
SUBSCRIBERS

The names and residences of subscribers to these Articles of Incorporation are as follows:

FERNANDO J. SANCHEZ

18590 NW 67<sup>th</sup> Avenue, Suite 230  
Miami Gardens, FL 33015

ARTICLE VI  
DIRECTORS

Section 1. The affairs of the corporation shall be managed and governed by a Board of Directors composed of not less than three (3) nor more than nine (9) persons. The first Board of Directors shall have three (3), and in the future, the number will be determined from time to time in accordance with the provisions of the By-laws of the corporation.

Section 2. Directors shall be elected by the voting members in accordance with the By-laws at the regular annual meeting of the membership of the corporation or at any special meeting called for the purpose of electing one (1) or more Unit Owners other than the Developer in accordance with the DECLARATION and the By-laws. Directors shall be elected to serve for a term of one (1) year, or in the event a Director is elected at any meeting the purpose of which to elect a Unit Owner other than Developer to serve as a Director until the next annual meeting of the membership. In the event of a vacancy, the elected Directors may appoint an additional Director to serve for the balance of said term.

Section 3. All officers shall be elected by the Board of Directors in accordance with the By-laws. The Board of Directors shall elect from among the members a President, Vice-President, Treasurer and Secretary and such other officers as shall be elected from among the membership of the Board of Directors, but no officer need be a Director.

ARTICLE VII  
OFFICERS, INITIAL OFFICE AND REGISTERED AGENT

Subject to the direction of the Board of Directors, the affairs of the ASSOCIATION shall be administered by the officers who shall serve at the pleasure of the Board of Directors. The names of the officers who shall serve until the election following the First Annual Meeting of the Board of Directors are as follows:

NAME

TITLE

FERNANDO J. SANCHEZ

President and Registered Agent

The Street address of the initial office of this corporation is 18590 NW 67<sup>th</sup> Avenue, Suite 230, Miami Gardens, FL 33015, and the name of the initial resident agent of this corporation is Fernando J. Sanchez.

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ARTICLE VIII  
FIRST BOARD OF DIRECTORS

The first Board of Directors shall consist of three (3) persons who shall hold office and serve until their successors are elected and qualified and their names and addresses are as follows:

- |                     |  |
|---------------------|--|
| FERNANDO J. SANCHEZ | 18590 NW 67 <sup>th</sup> Avenue, Suite 230<br>Miami Gardens, FL 33015 |
| VIVIAN SANCHEZ      | 18590 NW 67 <sup>th</sup> Avenue, Suite 230<br>Miami Gardens, FL 33015 |
| SONIA OLIVARES      | 18590 NW 67 <sup>th</sup> Avenue, Suite 230<br>Miami Gardens, FL 33015 |

ARTICLE IX  
BY-LAWS

The By-laws of this corporation shall be adopted by the first Board of Directors, and attached to the Declaration of Condominium to be filed in the Public Records of the County in which the Property is located, which By-laws may be altered, amended or rescinded in the manner provided by the By-laws.

ARTICLE X  
AMENDMENTS

Section 1. Amendments to these Articles of Incorporation may be proposed by the Board of Directors or a majority of the voting members. Such proposals shall set forth the proposed alteration, amendment or rescission in writing and shall be filed by the Board of Directors or by a majority of the members and delivered to the President, who shall thereupon call a special meeting of the ASSOCIATION, the notice of which shall be given in the manner provided by the By-laws. An affirmative vote of seventy-five (75%) percent of all members of the ASSOCIATION shall be required for the requested alteration, amendment or rescission to be approved. Notwithstanding the foregoing provisions of this Articles X, no amendment to these Articles shall abridge, amend or alter the rights of the Developer or may be adopted or become effective without the proper written consent of the Developer.

Section 2. Any voting member may waive any or all of the requirements of this Article as to notice by the Secretary or proposals to the President for alteration, amendment or rescission of these Articles, either before, at or after a membership meeting at which a vote is taken to amend, alter or rescind these Articles in whole or in part.

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**ARTICLE XI**  
**INDEMNIFICATION**


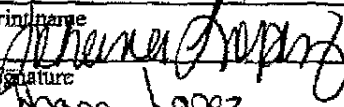
Every officer and every Director of the ASSOCIATION shall be indemnified by the ASSOCIATION against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement thereof, to which he may be a part, or in which he may become involved, by reason of his being or having been a Director or officer of the ASSOCIATION, whether or not he is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement is being made for the best interests of the ASSOCIATION. The foregoing right of indemnification shall be in addition and not exclusive of all other rights to which such Director or officer may be entitled.

**ARTICLE XII**  
**TITLES**

The titles to the Articles contained herein are for convenience purposes only and shall not be considered in the interpretation or the meaning of the provisions of these Articles of Incorporation.

IN WITNESS WHEREOF, the subscribers hereto have hereunto set their hands and seals this 28 day of January, 2004.

Signed, sealed, delivered in the presence of:

  
\_\_\_\_\_  
Signature  
Diana Santana  
\_\_\_\_\_  
Print name  
  
\_\_\_\_\_  
Signature  
Mariana Lopez  
\_\_\_\_\_  
Print name

  
\_\_\_\_\_  
FERNANDO J. SANCHEZ, Incorporator

STATE OF FLORIDA                    )  
  )ss.  
COUNTY OF MIAMI-DADE         )

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Fernando J. Sanchez, personally known to me or who produced a Florida DL as identification being the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

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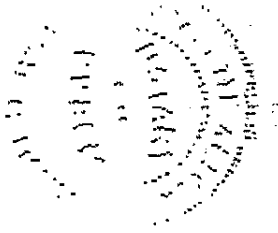
IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this  
28 day of January, 2004.



NOTARY PUBLIC, State of Florida

My Commission Expires:

JEANETTE ALICEA  
NOTARY PUBLIC - STATE OF FLORIDA  
COMMISSION # CC821744  
EXPIRES 4/1/2004  
BONDED THRU ASA 7-688-NOTARY1




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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**

FIRST: THAT MIAMI GARDENS PROFESSIONAL CENTRE CONDOMINIUM ASSOCIATION, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 18590 NW 67<sup>th</sup> Avenue, Suite 230, Miami Gardens, FL 33015, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

  
FERNANDO J. SANCHEZ  
(Corporate Officer)  
TITLE: SUBSCRIBER  
DATE: 1/28/04

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
04 FEB 10 PM 1:20  
FILED

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

  
FERNANDO J. SANCHEZ,  
Registered Agent  
DATE: 1/28/04

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