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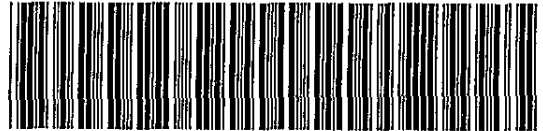
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SPENCER & KLEIN

PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

PENTHOUSE II B
TWO ALHAMBRA PLAZA
CORAL GABLES, FLORIDA 33134

TELEPHONE (305) 446 - 5711
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March 19, 2004

VIA FEDERAL EXPRESS

Florida Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

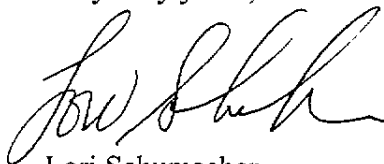
Re: Articles of Incorporation - Pinecrest Villas Condominium Association, Inc.
File No.: 5609.00

Dear Sir or Madam:

Please find enclosed herewith, an original and one (1) fully executed copy of the Articles of Incorporation for PINECREST VILLAS CONDOMINIUM ASSOCIATION, INC., together with a check for \$87.50. Please return a certified copy of the Articles of Incorporation and certificate of status to the undersigned in the enclosed, self-addressed Federal Express label.

Should you have any questions or concerns, please feel free to contact the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Lori Schumacher", written in a cursive style.

Lori Schumacher

Enclosures

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CLERK OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
FOR
PINECREST VILLAS CONDOMINIUM ASSOCIATION, INC.**

The undersigned incorporator, for the purpose of forming a corporation not for profit pursuant to the laws of the State of Florida (Chapter 617, Florida Statutes), hereby adopts the following Articles of Incorporation:

ARTICLE 1
NAME

The name of the corporation shall be PINECREST VILLAS CONDOMINIUM ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Association", these Articles of Incorporation as the "Articles" and the By-Laws of the Association as the "By-Laws."

ARTICLE 2
OFFICE

The principal office and mailing address of the Association shall be 9510 S.W. 78 Street, Miami, Florida 33173, or at such other place as may be subsequently designated by the Board of Directors. All books and records of the Association shall be kept at its principal office or at such other place as may be permitted by the Act.

The registered office of the Association shall be located at c/o Steven W. Simon, Esq, Two Alhambra Plaza, Penthouse 2-B, Coral Gables, Florida 33134 and the registered agent at such address shall be Steven W. Simon, Esq.

ARTICLE 3
PURPOSE

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

ARTICLE 4
DEFINITIONS

The terms used in these Articles shall have the same definitions and meanings as those set forth in the Declaration of the Condominium (the "Declaration") 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 5 POWERS

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

- 5.1 General. The Association shall have all of the common law and statutory powers of a corporation not for profit under the laws of Florida, except as expressly limited or restricted by the terms of these Articles, the Declaration, the By-Laws or the Act.
- 5.2 Enumeration. The Association shall have all of the powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration, and as more particularly described in the By-Laws, as the Declaration and By-Laws may be amended from time to time, including, but not limited to, the following:
- (a) To make and collect assessments and other charges against members as unit owners (whether or not such sums are due and payable to the Association), and to use the proceeds thereof in a exercise of its powers and duties.
 - (b) To buy, accept, own, operate, lease, sell, trade and mortgage both real and personal property in accordance with the revisions of the Declaration.
 - (c) To maintain, repair, replace, reconstruct, add to and operate the Condominium Property, and/or Association Property and other property acquired or leased by the Association.
 - (d) To purchase insurance upon the Condominium Property and Association Property and insurance for the protection of the Association, its officers, directors and unit owners.
 - (e) To make and amend reasonable rules and regulations for the maintenance, conservation and use of the Condominium Property and Association Property and for the health, comfort, safety and welfare of the unit owners.
 - (f) To approve or disapprove the leasing, transfer, mortgaging, ownership and possession of Units as may be provided by the Declaration.
 - (g) 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 and Association Property.
 - (h) To employ personnel to perform the services required for the proper operation of the Condominium and the Association Property.
- 5.3 Assets of the Association. All funds and the titles to 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 By-Laws.
- 5.4 Distribution of income; Dissolution. The Association shall make no distribution of income to its members, directors or officers, and upon dissolution all assets of the Association shall be transferred only to another non-profit corporation or a public

agency or as otherwise authorized by the Florida Not for Profit Corporation Act (Chapter 617, Florida Statutes).

- 5.5 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 By-Laws and the Act, provided that in the event of conflict, the provisions of the Act shall control over those of the Declaration and By-Laws.

ARTICLE 6 MEMBERS

- 6.1 Membership. The Association shall consist of two (2) members, which shall constitute all of the record title 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.
- 6.2 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 hold.
- 6.3 Voting. On all matters which the membership shall be entitled to vote, there shall be only one vote for each unit. All votes shall be exercised or cast in the manner provided by the Declaration and By-Laws. Any person or entity owning more than one unit shall be entitled to cast the aggregate number of votes attributable to all units owned.
- 6.4 Meetings. The By-Laws shall provide for an annual meeting of members, and may make provision for regular and special meetings of members other than the annual meeting.

ARTICLE 7 TERM OF EXISTENCE

The Association shall have perpetual existence.

ARTICLE 8 INCORPORATOR

The name and address of the Incorporator of this Corporation is:

NAME

Eduardo Ramos

ADDRESS

9510 S.W. 78th Street
Miami, Florida 33173

ARTICLE 9

OFFICERS

The affairs of the Association shall be administered by the officers holding the offices designated in the By-Laws. 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 By-Laws may provide for the removal from office of officers, for filling vacancies and for the duties and qualifications of the officers. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

Eduardo Ramos President	9510 S.W. 78 th Street Miami, Florida 33173
Bienvenida Ramos Secretary/Treasurer	9510 S.W. 78 th Street Miami, Florida 33173

ARTICLE 10 DIRECTORS

- 10.1 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 By-Laws, but which shall consist of not less than two (2) directors.
- 10.2 Duties and Powers. All of the duties and powers of the Association existing under the Act, the Declaration, these Articles and the By-Laws 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.
- 10.3 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 the Board of Directors shall be filed in the manner provided by the By-Laws.
- 10.4 Term of Developer's Directors. The Developer of the Condominium shall appoint the members of the first Board of Directors and their replacements who shall hold office for the periods described in the By-Laws.
- 10.5 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 taken office, as provided in the By-Laws, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Eduardo Ramos	9510 S.W. 78 th Street Miami, Florida 33173

Bienvenida Ramos

9510 S.W. 78th Street
Miami, Florida 33173

ARTICLE 11 INDEMNIFICATION

- 11.1 Indemnity. The Association shall indemnify any person, who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a Director, employee, officer or agent of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceedings, if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, has no reasonable cause to believe his conduct was unlawful, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have adjudged to be liable for gross negligence or misfeasance or malfeasance in the performance of this duty to the Association, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that despite the adjudication of liability, but in view of all of the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper. The termination of any action, suite or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interest of the Association, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.
- 11.2 Expenses. To the extent that a director, officer, employee, or agent of the Association has been successful on the merits or otherwise in defense of any proceeding referred to in subsection 11.1 or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses actually and y im in connection therewith.
- 11.3 Determination of Applicability. Any indemnification under subsection 11.1 or subsection 1.2, unless pursuant to a determination by a court, shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper under the circumstances because he has met the applicable standard of conduct set forth in subsection 11.1 above. Such determination shall be made by the board of directors by a unanimous vote.
- 11.4 Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in any specific case upon receipt of an undertaking by or on behalf of the affected Director, officer, employee or agent to repay such amount unless it shall ultimately be determined that

he is entitled to be indemnified by the Association as authorized in this Section 11.

- 11.5 Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any By-Law, agreement, vote of members or otherwise, and shall continue as to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of the heirs and personal representatives of such person.
- 11.6 Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

ARTICLE 12 BY LAWS

The first By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded by the Directors, Members and the Developer in the manner provided in the By-Laws and the Declaration.

ARTICLE 13 AMENDMENTS

Amendments to these Articles shall be proposed and adopted in the following manner:

13.1 Notice. Notice of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered and shall be otherwise given in the time and manner provided in Chapter 617, Florida Statutes. Such notice shall contain the proposed amendment or a summary of the changes to be affected thereby.

13.2 Adoption. Amendments shall be proposed and adopted in the manner provided in Chapter 617, Florida Statutes and the Act (the latter to control over the former to the extent provided in the Act).

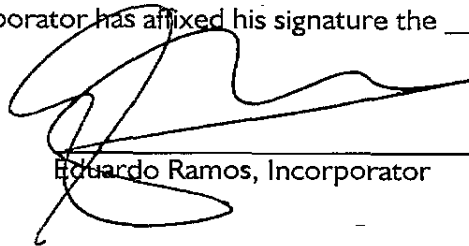
13.3 Limitation. Provided, however, that no amendment shall make any changes in the qualifications of membership nor in the voting rights or property rights of members, nor any changes in Sections 5.3, 5.4, and 5.5 of Article 5, entitled "Powers", without the approval in writing of all members and the joinder of all record owners of institutional first mortgages upon Units. No amendment shall be made that is in conflict with the Act, the Declaration or the By-Laws.

13.4 Developer Amendments. Notwithstanding anything herein contained to the contrary, to the extent lawful; the Developer may amend these Articles consistent with the provisions of the Declaration allowing certain amendments to be effected by the Developer alone.

13.5 Recording. A copy of each amendment shall be filed with the Secretary of State

pursuant to the provisions of applicable Florida law, and a copy certified by the Secretary of State shall be recorded in the public records of Miami-Dade County, Florida with a identification on the first page thereof of the book and page of said public records where the Declaration was recorded which contains, as an exhibit, the initial recording of these Articles.

IN WITNESS WHEREOF, the Incorporator has affixed his signature the 19th day of March, 2004.


Eduardo Ramos, Incorporator

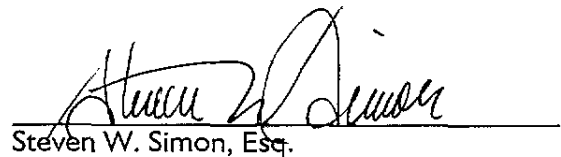
CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with the laws of Florida, the following is submitted:

That Pinecrest Villas Condominium Association, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the foregoing Articles of Incorporation in Miami-Dade County, Florida, the corporation named in the said articles has named Steven W. Simon, Esq., Two Alhambra Plaza, Penthouse 2-B, Coral Gables, Florida 33134, as its statutory registered agent.

Having been named the statutory agent of said non-profit corporation, at the place designated in this Certificate, I am familiar with the obligations of that position, and hereby accept the same and agree to act in this capacity, and agree to comply with the provision of Florida Law relative to keeping the registered office open.

Dated: This 19th day of March, 2004.


Steven W. Simon, Esq.

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TALLAHASSEE, FLORIDA