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FLORIDA NON-PROFIT CORPORATION

Redland Reef Homeowners Association, Inc.

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ARTICLES OF INCORPORATION

OF

REDLAND REEF HOMEOWNERS ASSOCIATION, INC.

(a Florida corporation not for profit)

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 REDLAND REEF HOMEOWNERS 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 Homeowners' Association (Chapter 720 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 Community known as Redland Reef pursuant to a Declaration of Easements, Covenants, Conditions and Restrictions of Redland Reef referred to as "Declaration") as hereinafter defined.

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

- a. by the Declaration for REDLAND REEF;
- b. by the Homeowners' Association (hereinafter referred to as "Act"); and
- c. otherwise provided by law.

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

Section 4. To contract for the management of the Community 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 Act.

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ARTICLE III
MEMBERS

Section 1. The members of the ASSOCIATION shall consist of the record owners of residential Units within REDLAND REEF (hereinafter referred to as the "Community"). 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 Community is located a Deed or other instrument establishing record title to a Unit 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 Unit. 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 Declaration is recorded in the Public Records of Miami-Dade County, Florida, the members of the ASSOCIATION shall be comprised of the Developer, its successors, grantees and assigns. When the Property is formally submitted to townhouse ownership by recording in the Public Records of Miami-Dade County, Florida, the Declaration, the Developer shall exercise the membership rights of a Unit until title to the Unit is transferred, unless expressly otherwise provided in the Declaration 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.

ARTICLE V
SUBSCRIBERS AND DIRECTORS

The names and residences of subscribers to these Articles of Incorporation who still constitute the initial Directors of the Association, are as follows:

- | | |
|--------------------|--|
| FELIX POLLOCK | 9200 S. Dadeland Blvd., Suite 509
Miami, FL 33156 |
| ALFONSO VILLARAOS | 9200 S. Dadeland Blvd., Suite 509
Miami, FL 33156 |
| RICHARD M. BRENNER | 9200 S. Dadeland Blvd., Suite 509
Miami, FL 33156 |

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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 consist of three (3) persons hereinafter named, and in the future, the name and numbers of Directors 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 until the next meeting of the members called for the purpose of electing directors. 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, Treasurer and Secretary and such other officers as shall be elected from among the membership of the Association, 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:

<u>NAME</u>	<u>TITLE</u>
FELIX POLLOCK	President
ALFONSO VILLARAOS	Secretary
RICHARD M. BRENNER	Treasurer

The Street address of the initial office of this Corporation is 9200 S. Dadeland Blvd., Suite 509, Miami, FL 33156, and the name of the initial resident agent is Felix Pollock of this corporation at that address of 9200 S. Dadeland Blvd., Suite 509, Miami, FL 33156.

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ARTICLE VIII
BY-LAWS

The By-laws of this Corporation shall be adopted by the first Board of Directors, and attached to the Declaration 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 for in the By-laws.

ARTICLE IX
AMENDMENTS

Section 1. Amendments to these Articles of Incorporation may be proposed by the Board of Directors or by 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 sixty-seven (67%) 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 Article IX, 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 as to notice of the meeting or proposals 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.

ARTICLE X
INDEMNIFICATION

Every officer and every Director of the ASSOCIATION including those designated by the Developers, 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 made a party, 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 to and not exclusive of all other rights to which such Director or officer may be entitled.

ARTICLE XI
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.

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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 REDLAND REEF HOMEOWNERS ASSOCIATION, INC.,
DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 9200 S. DADELAND BLVD.,
SUITE 509, MIAMI, FL 33156, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS
WITHIN FLORIDA.

~~_____~~
FELIX POLLOCK

(Corporate Officer)
TITLE: SUBSCRIBER

DATE: May 5, 2004

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.

~~_____~~
FELIX POLLOCK, Registered Agent

DATE: May 5, 2004

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