

Division of Corporations

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DEPARTMENT OF STATE
TALLAHASSEE FLORIDA

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FLORIDA NON-PROFIT CORPORATION

Kendale Lakes West Parcel Owners' Association, Inc.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION
OF
KENDALE LAKES WEST PARCEL OWNERS' ASSOCIATION, INC.
(A CORPORATION NOT FOR PROFIT)**

Kendale Lakes West
Articles

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Kendall Lakes West
Articles

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**ARTICLES OF INCORPORATION
OF
KENDALE LAKES WEST PARCEL OWNERS' ASSOCIATION, INC.
(A CORPORATION NOT FOR PROFIT)**

In compliance with the requirements of the laws of the State of Florida, and for the purpose of forming a corporation not for profit, the undersigned does hereby acknowledge:

1. **Name of Corporation.** The name of the corporation is KENDALE LAKES WEST PARCEL OWNERS' ASSOCIATION, INC. ("Association").

2. **Principal Office.** The principal office of Association is 7975 N.W. 154 Street, Suite 400, Miami Lakes, Florida 33016.

3. **Registered Office - Registered Agent.** The street address of the Registered Office of Association is 200 South Biscayne Blvd., Suite 3400, Miami, Florida 33131. The name of the Registered Agent of Association is:

WILLIAM P. MCCAUGHAN, P.A.

4. **Definitions.** A declaration entitled Declaration for Kendale Lakes West (the "Declaration") will be recorded in the Public Records of Miami-Dade County, Florida, and shall govern all of the operations of a community to be known as Kendale Lakes West. All initially capitalized terms not defined herein shall have the meanings set forth in the Declaration.

5. **Purpose of Association.** Association is formed to perform the duties delegated to it in the Declaration and administer the interests of Association, and the Owners.

6. **Not for Profit.** Association is a not for profit Florida corporation and does not contemplate pecuniary gain to, or profit for, its members.

7. **Powers of Association.** Association shall, subject to the limitations and reservations set forth in the Declaration, have all the powers, privileges and duties reasonably necessary to discharge its obligations, including, but not limited to, the following:

7.1. To perform all the duties and obligations of Association set forth in the Declaration and By-Laws, as herein provided.

7.2. To enforce, by legal action or otherwise, the provisions of the Declaration and By-Laws and of all rules, regulations, covenants, restrictions and agreements governing or binding Association and Kendale Lakes West.

7.3. To fix, levy, collect and enforce payment, by any lawful means, of all Assessments pursuant to the terms of the Declaration, these Articles and By-Laws.

7.4. To pay all Operating Costs, including, but not limited to, all licenses, taxes or governmental charges levied or imposed against the property of Association.

7.5. To acquire (by gift, purchase or otherwise), annex, own, hold, improve, build upon, operate, maintain, convey, grant rights and easements, sell, dedicate, lease, transfer or otherwise dispose of real or personal property in connection with the functions of Association except as limited by the Declaration.

7.6. To borrow money, and to mortgage, pledge or hypothecate any or all of its real or personal property as security for money or debts incurred.

7.7. To dedicate, grant, license, lease, concession, create easements upon, sell or transfer all or any part of Kendale Lakes West to any public agency, entity, authority, utility or other person or entity for such purposes and subject to such conditions as it determines and as provided in the Declaration.

7.8. To participate in mergers and consolidations with other non-profit corporations organized for the same purposes.

7.9. To adopt, publish, promulgate or enforce rules, regulations, covenants, restrictions or agreements governing Association, Kendale Lakes West and Parcels as provided in the Declaration and to effectuate all of the purposes for which Association is organized.

7.10. To have and to exercise any and all powers, rights and privileges which a not-for-profit corporation organized under the laws of the State of Florida may now, or hereafter, have or exercise.

7.11. To employ personnel and retain independent contractors to contract for management of Association and Kendale Lakes West as provided in the Declaration and to delegate in such contract all or any part of the powers and duties of Association.

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7.12. To contract for services to be provided to, or for the benefit of, Association, Owners and Kendale Lakes West as provided in the Declaration.

7.13. To establish committees and delegate certain of its functions to those committees.

8. Voting Rights. Owners and Declarant shall have the voting rights set forth in the By-Laws.

9. Board of Directors. The affairs of Association shall be managed by a Board consisting of the number of Delegates as there are Parcels in Kendale Lakes West. Board members appointed by Declarant need not be Members of Association. The initial number of directors shall be three (3). Board members shall be appointed and/or elected as stated in the By-Laws. The election of Directors shall be held at the annual meeting. Directors shall be elected for a term expiring on the date of the next annual meeting. The names and addresses of the members of the first Board who shall hold office until their successors are appointed or elected, or until removed, are as follows:

NAME	ADDRESS
Robert T. Briele	7975 N.W. 154 Street Suite 400 Miami Lakes, Florida 33016
Thomas Barriero	7975 N.W. 154 Street Suite 400 Miami Lakes, Florida 33016
Yolanda Lam	7975 N.W. 154 Street Suite 400 Miami Lakes, Florida 33016

10. Dissolution. In the event of the dissolution of Association other than incident to a merger or consolidation, any member may petition the Circuit Court having jurisdiction of the Judicial Circuit of the State of Florida for the appointment of a receiver to manage its affairs of the dissolved Association, in the place and stead of Association, and to make such provisions as may be necessary for the continued management of the affairs of the dissolved Association and its properties.

11. Duration. Association shall have perpetual existence.

12. Amendments.

12.1. General Restrictions on Amendments. Notwithstanding any other provision herein to the contrary, no amendment to these Articles shall affect the rights of Declarant unless such amendment receives the prior written consent of Declarant, as applicable, which may be withheld for any reason whatsoever. If the prior written approval of any governmental entity or agency having jurisdiction is required by applicable law or governmental regulation for any amendment to these Articles, then the prior written consent of such entity or agency must also be obtained. No amendment shall be effective until it is recorded in the Public Records.

12.2. Amendments. These Articles may be amended with the approval of (i) sixty-six and two-thirds percent (66 2/3%) of the Board; and (ii) seventy-five percent (75%) of the votes present (in person or by proxy) as represented by Delegates at a duly noticed meeting of the Members of Association in which there is a quorum; provided however, during such time as Declarant owns any Parcel, no amendment to these Articles shall be effective unless such amendment receives the prior written consent of Declarant.

13. Limitations.

13.1. Declaration is Paramount. No amendment may be made to these Articles which shall in any manner reduce, amend, affect or modify the terms, conditions, provisions, rights and obligations set forth in the Declaration.

13.2. Rights of Declarant. There shall be no amendment to these Articles which shall abridge, reduce, amend, effect or modify the rights of Declarant.

13.3. By-Laws. These Articles shall not be amended in a manner that conflicts with the By-Laws.

14. Incorporator. The name and address of the Incorporator of this corporation is:

William P. McCaughan, Esq.
William P. McCaughan, P.A.
Duane Morris LLP
200 South Biscayne Blvd., Suite 3400
Miami, Florida 33131

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15. Officers. The Board shall elect a President, Secretary, Treasurer, and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board shall from time to time determine. The names and addresses of the Officers who shall serve until their successors are elected by the Board are as follows:

President:

Robert T. Bricle
7975 N.W. 154 Street, Suite 400
Miami Lakes, Florida 33016

Vice President

Thennis Barriero
7975 N.W. 154 Street, Suite 400
Miami Lakes, Florida 33016

Secretary/Treasurer:

Yolanda Lam
7975 N.W. 154 Street, Suite 400
Miami Lakes, Florida 33016

16. Indemnification of Officers and Directors. Association shall and does hereby indemnify and hold harmless every Director and every Officer, their heirs, executors and administrators, against all loss, cost and expenses reasonably incurred in connection with any action, suit or proceeding to which such Director or Officer may be made a party by reason of being or having been a Director or Officer of Association, including reasonable counsel fees and paraprofessional fees at all levels of proceeding. This indemnification shall not apply to matters wherein the Director or Officer shall be finally adjudged in such action, suit or proceeding to be liable for or guilty of gross negligence or willful misconduct. The foregoing rights shall be in addition to, and not exclusive of, all other rights to which such Director or Officers may be entitled.

17. Transactions in Which Directors or Officers are Interested. No contract or transaction between Association and one (1) or more of its Directors or Officers or Declarant, or between Association and any other corporation, partnership, association, or other organization in which one (1) or more of its Officers or Directors are officers, directors or employees or otherwise interested shall be invalid, void or voidable solely for this reason, or solely because the Officer or Director is present at, or participates in, meetings of the Board thereof which authorized the contract or transaction, or solely because said Officers' or Directors' votes are counted for such purpose. No Director or Officer of Association shall incur liability by reason of the fact that such Director or Officer may be interested in any such contract or transaction. Interested Directors shall disclose the general nature of their interest and may be counted in determining the presence of a quorum at a meeting of the Board which authorized the contract or transaction.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, being the Incorporator of this Association, has executed these Articles of Incorporation as of this 13th day of May, 2004.


William P. McCaughan, Esq., Incorporator

STATE OF FLORIDA)

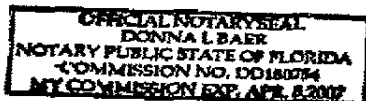
COUNTY OF MIAMI-DADE)

) SS.:

The foregoing instrument was acknowledged before me this 13th day of May, 2004 by William P. McCaughan, Esq. who is personally known to me.

My commission expires:


NOTARY PUBLIC, State of Florida



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ACCEPTANCE BY REGISTERED AGENT

The undersigned, having been named to accept service of process for the above-stated corporation at the place designated in this certificate, hereby agrees to act in this capacity, and is familiar with, and accepts, the obligations of this position and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties.

Dated this 13th day of May, 2004.

WILLIAM P. MCCAUGHAN, P.A.

By: 

William P. McCaughan, Esq., President

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