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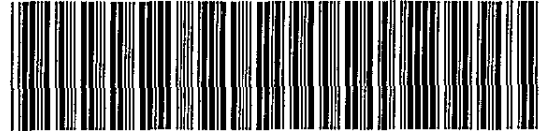
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JOSE M. HERRERA, P.A.
- ATTORNEY AT LAW -

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June 3, 2004

VIA FEDERAL EXPRESS

Director
Florida Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: *Caribbean Vilas I Condominium Association*

Dear Director:

Enclosed are the Articles of Incorporation for Caribbean Vilas I Condominium Association along with a check for the filing fee of \$78.75. Kindly incorporate the above-referenced corporation.

Thank you for your attention to this matter.

Sincerely,



Griselle M. Aguilera, Esq.

cc: H. Capo Construction Corp.

**ARTICLES OF INCORPORATION
OF
CARIBBEAN VILAS I CONDOMINIUM ASSOCIATION, INC.
A FLORIDA NOT FOR PROFIT CORPORATION**

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CLERK OF DISTRICT COURT
MIAMI-DADE COUNTY, FLORIDA

We, the undersigned, being desirous of forming a corporation not for profit, do hereby associate ourselves into a corporation for the purposes and with the powers herein specified and do hereby agree to the following Articles of Incorporation:

ARTICLE I - NAME

The name of this corporation shall be: CARIBBEAN VILAS I CONDOMINIUM ASSOCIATION, INC., (hereinafter referred to as the "Association").

ARTICLE II - PURPOSE

The purposes and object of the Association shall be to administer the operation and management of CARIBBEAN VILAS I, a Condominium, (hereinafter "the Condominium") to be established in accordance with the Florida Condominium Act, Chapter 718, Florida Statutes ("Condominium Act"), upon that certain real property in Miami-Dade County, Florida, as described on Exhibit 1 attached hereto and incorporated herein by reference by H. Capo Construction Corp, a Florida corporation, its successors or assigns (the "Developer").

The Association shall undertake to perform all acts and duties incident to the operation and management of the Condominium in accordance with the terms, provisions, and conditions of these Articles of Incorporation, the By-Laws of the Association and the Declaration of Condominium (the "Declaration") which will be recorded in the public records of Miami-Dade County, Florida.

ARTICLE III - POWERS

The Association shall have the following powers:

- A. All of the powers and privileges granted to corporations not for profit under the laws of the State of Florida and under the Condominium Act, and the Declaration of Condominium.
- B. All of the powers reasonably necessary to implement and effectuate the purposes of the Association, including, without limitation, the power, authority and right to:
 - 1. Make and establish reasonable rules and regulations governing the use of the Units, Common Elements, and Limited Common Elements of the Condominium, and as such terms will be defined in the Declaration.

2. Own, operate, lease, sell, manage, and otherwise deal with such real and personal property as may be necessary or convenient for the administration of the Condominium.
3. To own, manage, administer and operate such property as may be conveyed to it by the Developer, its successors or assigns for the mutual benefit and use of all Members.
4. Levy and collect assessments against members of the Association to defray the Common Expenses of the Condominium, as will be provided in the Declaration and the By-Laws, including the right to levy and collect assessments for the purpose of acquiring, owning, holding, operating, leasing, encumbering, selling, conveying, exchanging, managing and otherwise dealing with the Condominium Property, including Units, which may be necessary or convenient in the operation and management of the Condominium and in accomplishing the purposes set forth in the Declarations.
5. Maintain, repair, replace, operate and manage the Condominium property, and any property owned by the Association, including the right to reconstruct improvements after casualty and to further improve and add to the Condominium Property and other property owned by the Association.
6. Contract for the management of the Condominium and, in connection therewith, to delegate any and/or all of the powers and duties of the Association to the extent and in the manner permitted by the Declaration, the By-Laws, and the Condominium Act.
7. Enforce the provisions of these Articles of Incorporation, the Declaration, the By-Laws, and all rules and regulations governing use of the Condominium which may hereafter be established.

ARTICLE IV - QUALIFICATION OF MEMBERS

The qualifications of members, manner of their admission to, termination of membership, and voting by members shall be as follows:

- A. The owners of all Units in the Condominium shall be members of the Association, and no other persons or entities shall be entitled to membership, except the subscribers hereof.
- B. A person shall become a Member by the acquisition of a vested present interest in the fee title to a Unit in the Condominium. The membership of any person or entity shall be automatically terminated upon his being divested of his title or interest in such Unit.

- C. Transfer of membership shall be recognized by the Association upon its being provided with a certified copy of the recorded deed conveying such fee simple title to a dwelling unit to the new Member.
- D. If a corporation, partnership, joint venture or other entity is the fee simple title holder to a Unit, or the Unit is owned by more than one person, the Unit owner shall designate one person as the Member entitled to cast votes and/or to approve or disapprove matters as may be required or provided for in these Articles, the By-Laws or the Declaration of Condominium.
- E. Except as an appurtenance to his dwelling unit, no Member can assign, hypothecate or transfer in any manner, his membership in the Association or his interest in the funds and assets of the Association. The funds and assets of the Association shall belong solely to the Association subject to the limitation that the same be expended, held or used for the benefit of the membership and for the purposes authorized herein, in the Declaration, the Condominium Act and the By-Laws hereof.

ARTICLE V - VOTING

- A. On all matters upon which the membership shall be entitled to vote, there shall be only one vote for each Unit in the Condominium. Such vote may be exercised or cast by the owner or owners of each Unit in such manner as may be provided in the By-Laws of this Association. Should any Member own more than one Unit, such Member shall be entitled to exercise or cast one vote for each such Unit, in the manner provided for in the By-Laws.
- B. Until such time as the first property is submitted to the Condominium form of ownership by recordation of Declaration of Condominium therefor in the public records of Miami-Dade County, Florida, the membership of the Association shall be comprised of the subscribers to these Articles, each of whom shall be entitled to cast a vote on all matters upon which the membership would be entitled to vote.

ARTICLE VI - TERM OF EXISTENCE

The Association shall have perpetual existence.

ARTICLE VII - OFFICE

The principal office of the Association shall be 13800 N.E. 3rd Court, North Miami, Florida 33161, or such other place as the Board of Directors may designate.

ARTICLE VIII - BOARD OF DIRECTORS

- A. The business affairs of this Association shall be managed by the Board of Directors. The number of members of the first Board of Directors shall be three.
- B. Subject to the Declaration of Condominium, the Board of Directors shall be elected by the Members of the Association from among the membership at the annual membership meeting as provided in the Bylaws; provided, however, that the Developer shall have the right to elect all of the Directors on the Board subject to the following:
 - 1. When Unit owners other than the Developer own fifteen percent (15%) or more of the Units in the Condominium that will be operated ultimately by the Association, the Unit owners other than the Developer shall be entitled to elect one-third (1/3) of the members of the Board of Directors.
 - 2. Unit owners other than the Developer shall be entitled to elect a majority of the Members of the Board of Directors upon the first to occur of the following:
 - (a) Three years after fifty percent of all of the Units in the Condominium have been conveyed to purchasers;
 - (b) One hundred twenty (120) days after seventy-five percent (75%) of all of the Units in the Condominium have been conveyed to purchasers;
 - (c) Three (3) months after ninety percent (90%) of all of the Units in the Condominium have been conveyed to purchasers;
 - (d) When all the units in the Condominium that will be operated ultimately 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
 - (e) December 31, 2005.
- C. 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.

- D. 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 five (5%) percent of all of the Units in the Condominium.
- E. The names and residence addresses of the persons who are to serve as the initial Board of Directors until their Successors are chosen, are as follows:

Director Hector Capo, Jr.
7166 S.W. 47th Street
Miami, Florida 33155

ARTICLE IX - OFFICERS

- A. The officers of the Association shall be one President, one or more Vice Presidents, Secretaries and Treasurers and, if any, the Assistant Secretaries and Assistant Treasurers who shall perform the duties of such offices customarily performed by like officers of corporations in the State of Florida subject to the directions of the Board of Directors.
- B. Officers of the Association may be compensated in the manner to be provided in the By-Laws. The Board of Directors, or the President with the approval of the Board of Directors, may employ a managing agent, agency, and/or other managerial and supervisory personnel or entity to administer or assist in the administration of the operation and management of the Condominium and the affairs of the Association, and any and all such persons and/or entity or entities may be so employed without regard to whether any such person or entity is a Member, Director or officer of the Association.
- C. The persons who are to serve as officers of the Association until their successors are chosen are:

<u>Office</u>	<u>Name</u>
President:	Hector Capo, Jr.
Vice President:	Hector Capo, Jr.
Treasurer:	Hector Capo, Jr.
Secretary:	Hector Capo, Jr.

- D. The officers shall be elected by the Board of Directors at their annual meeting as provided in the By-Laws. Any vacancies in any office shall be filled by the Board of Directors at any meeting duly held.

- E. The President shall be elected from the membership of the Board of Directors, but no other officer need be a Director. The same person may hold two offices, provided, however, that the office of President and Vice President shall not be held by the same person, nor shall the office of President and Secretary or Assistant Secretary be held by the same person. Officers shall be elected annually.

ARTICLE X - BY-LAWS

- A. The Board of Directors shall adopt by a majority vote the original By-Laws of the Association.
- B. The By-Laws may be amended, altered or rescinded upon the proposal of a majority of the Board of Directors and approval by an affirmative vote of two-thirds (2/3) of the votes entitled to be cast by Members of the Association at a regular or special meeting of the Members, the notice of which shall state that such proposal is to be voted upon at that meeting.

ARTICLE XI - AMENDMENT OF ARTICLES

- A. These Articles of Incorporation may be amended as follows:
1. Amendments shall be proposed by a majority of the Board of Directors.
 2. The President, or acting Chief Executive Officer of the Association in the absence of the President, shall thereupon call a special meeting of the Members of the Association for a date not sooner than twenty (20) days nor later than sixty (60) days from the date on which the Board of Directors approve the amendment proposal. Each Member shall be given written notice of such meeting stating the time and place of the meeting and reciting the proposed amendment or amendments in reasonably detailed form, which notice shall be mailed or presented personally to each Member not less than ten (10) days nor more than thirty (30) days before the date set for such meeting. Such notice shall be deemed properly given when deposited in the United States mail, addressed to the Member at his post office address as it appears on the records of the Association. At such meeting, the amendment, or amendments proposed, must be approved by an affirmative vote of at least seventy-five percent (75%) of Members entitled to vote in order for such amendment or amendments to become effective. If so approved, a certified copy of the said amendment or amendments shall be filed in the Office of the Secretary of State of the State of Florida and recorded in the public records of Miami-Dade County, Florida.

ARTICLE XII - INDEMNITY

Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorneys' fees reasonably incurred by or imposed upon him in connection with any proceeding to which he may be 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 a Director or officer at the time such expenses are incurred, except in such cases where the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided, that in the event any claim for reimbursement or indemnification hereunder is based upon a settlement by the Director or officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interest 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 XII - NON-PROFIT STATUS

No part of the income of this corporation shall be distributed to the Members except upon dissolution or final liquidation and as permitted by the court having jurisdiction thereof.

ARTICLE XIII - SUBSCRIBERS

The names and addresses of the subscribers to these Articles are:

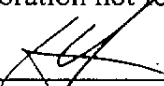
Hector Capo, Jr., President
7166 S.W. 47th Street
Miami, Florida 33155

Hector Capo, Jr., Vice-President
7166 S.W. 47th Street
Miami, Florida 33155

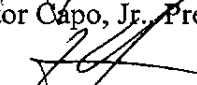
Hector Capo, Jr., Treasurer
7166 S.W. 47th Street
Miami, Florida 33155

Hector Capo, Jr., Secretary
7166 S.W. 47th Street
Miami, Florida 33155

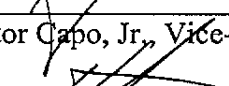
IN WITNESS WHEREOF, we, the undersigned subscribing incorporators, have hereunto set our hands and seals this 3 day of June, 2004, for the purpose of forming this corporation not for profit under the laws of the State of Florida.



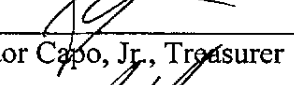
Hector Capo, Jr., President



Hector Capo, Jr., Vice-President



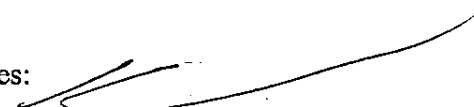
Hector Capo, Jr., Treasurer



Hector Capo, Jr., Secretary

STATE OF FLORIDA COUNTY OF Miami-Dade

The foregoing ARTICLES OF INCORPORATION was acknowledged before me this 3rd day of June, 2004, by Hector Capo, Jr., a subscriber.

Notary Public, State of Florida at Large My Commission Expires: 



Pedro R. Carrillo
My Commission DD196804
Expires April 12, 2007

CERTIFICATE NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That CARIBBEAN VILAS I CONDOMINIUM ASSOCIATION, INC., a corporation duly organized and existing under the laws of the State of Florida, with its principal office, as indicated in the articles of incorporation at the City of North Miami, County of Miami-Dade, State of Florida, has named **Hector Capo, Jr.**, located at 7166 S.W. 47th Street, Miami, County of Miami-Dade, State of Florida 33155, as its agent to accept service of process within this state.

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Florida Statute relative to keeping open said office.



Hector Capo, Jr., President

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CLERK OF DISTRICT COURT
NORTH MIAMI