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## FLORIDA NON-PROFIT CORPORATION

the place via clematis condominium association, inc.

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## ARTICLES OF INCORPORATION

OF

### THE PLACE VIA CLEMATIS CONDOMINIUM ASSOCIATION, INC.

A Florida not-for-profit corporation

In order to form a corporation under the Laws of Florida for the formation of a corporation not for profit, we, the undersigned, hereby associate ourselves into a corporation that end we do, by these Articles of Incorporation set forth:

#### ARTICLE I

The name and principal address of the corporation shall be:

THE PLACE VIA CLEMATIS CONDOMINIUM ASSOCIATION, INC.  
95 Merrick Way, Suite 106  
Coral Gables, Florida 33134

#### ARTICLE II

The purpose and objects of the Condominium Association shall be to administer the operation and management of The Place Via Clematis, a Condominium, (the "Condominium"), to be established as a condominium in accordance with the Florida Condominium Act (the "Act") upon certain land situated in Palm Beach County, Florida (the "Land"); and to perform the acts and duties incident to operation and management of the Condominium in accordance with the provisions of these Articles of Incorporation, the Bylaws of the Condominium Association which will be adopted (the "Bylaws") and the Declaration of Condominium (the "Declaration"), which will be recorded in the Public Records of Palm Beach County, Florida, if, as and when the Land, and the improvements constructed thereon, are submitted to the condominium form of ownership; and to own, operate, encumber, lease, manage, sell, convey, exchange and otherwise deal with the Land, the improvements and such other property, real and/or personal, as may be or become part of the Condominium (the "Condominium Property") to the extent necessary or convenient in the administration of the Condominium. The Condominium Association shall be conducted as a non-profit organization for the benefit of its members.

#### ARTICLE III

The Condominium Association shall have the following powers:

A. All of the powers and privileges granted to corporations not for profit under the laws pursuant to which this corporation is chartered.

B. All of the powers reasonably necessary to implement and effectuate the purposes of the Condominium Association, including, without limitation, the power, authority and right to:

1. Make and establish reasonable rules and regulations governing use of the Units and Common Elements in and of the Condominium, as such terms are defined in the

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#### Declaration.

2. Levy and collect assessments against members of the Condominium Association to defray the Common Expenses of the Condominium, as provided in the Declaration and the Bylaws; including the right to levy and collect assessments for the purpose of acquiring, holding, operating, leasing, encumbering, selling, conveying, exchanging, managing and otherwise dealing with the Condominium Property, including the Units, which may be necessary or convenient in the operation and management of the Condominium and in accomplishing the purposes set forth in the Declaration.

3. Maintain, repair, replace, operate and manage the Condominium Property including the right to reconstruct improvements after casualty and further to improve and add to the Condominium Property.

4. Contract for the management of the Condominium and, in connection therewith, to delegate powers and duties of the Condominium Association to the extent and in the manner permitted by the Declaration, the Bylaws and the Act.

5. Enforce the provisions of these Articles of Incorporation, the Declaration, the Bylaws, and all rules and regulations governing use of the Condominium which may from time to time be established.

6. Exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to imposed upon the Condominium Association in the Declaration and the Act.

#### ARTICLE IV

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

A. The record Owners of all units in the Condominium from time to time shall be members of the Condominium Association and no other persons or entities shall be entitled to membership, except as provided for in paragraph F herein.

B. Membership shall be established by the acquisition of fee title to a unit in the Condominium, or by acquisition of a fee ownership interest therein, by voluntary conveyance or operation of law, and the membership of any person or entity shall be automatically terminated when such person or entity is divested of all title or ownership in such Unit; provided, that nothing herein contained shall be construed as terminating the membership of any person or entity owning fee title to or a fee ownership interest in two or more units at any time which such person or entity shall retain fee title to or a fee ownership interest in any Unit.

C. The interest of a member in the funds and assets of the Condominium Association cannot be assigned, hypothecated, transferred or encumbered in any manner, except as an appurtenance to the Unit(s) owned by such member. The funds and assets of the Condominium Association shall be expended, held or used only for the benefit of the membership and for the purposes authorized herein, in the Declaration and in the Bylaws.

D. On all matters on which the membership shall be entitled to vote, there shall be one, and only one, vote for each Unit in the Condominium, which vote may be exercised or cast by the Owner(s) of each Unit as will be provided for in the Bylaws.

E. Until such time as the Condominium is established by recordation of the Declaration, the membership of the Condominium 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 V

The Condominium Association shall have perpetual existence.

#### ARTICLE VI

The principal office of the Condominium Association shall be located in Florida, but the Condominium Association may maintain offices and transact business in such places within or without the State of Florida, as may from time to time be designated by the Board of Directors.

#### ARTICLE VII

The affairs of the Condominium Association shall be managed by the President of the Condominium Association, assisted by the Vice President(s), Secretary and Treasurer, and, if any, the Assistant Secretaries and Assistant Treasurers (collectively the "Officers"), subject to the directions of the Board of Directors. The Board of Directors, or the President with approval of the Board of Directors, may employ a managing agent, agency, and/or other managerial or supervisory personnel or entity to administer or assist the administration of the operation and management of the Condominium and the affairs of the Condominium Association, and any and all such persons and/or entities may be so employed without regard to whether any such person or entity is a member of the Condominium Association or a Director or officer of the Condominium Association, as the case may be.

#### ARTICLE VIII

The number of members of the first Board of Directors, who shall serve until their successors are designated by developer or elected at the first annual meeting of the Condominium Association following recordation of the Declaration of Condominium, shall be three (3). The number of members of succeeding Board of Directors shall also be three, or as otherwise provided from time to time by the Bylaws, and they shall be elected by The Place Via Clematis, L.L.C., a Florida limited liability company (the "Developer"), or the members of the Condominium Association at the annual meetings of the membership as provided by the Bylaws. Each of the members of all succeeding Boards of Directors shall be members of the Condominium Association or shall be authorized representatives, officers, or employees of a corporate member of the Condominium Association, except for those Directors who are appointed by the Developer.

#### ARTICLE IX

The Board of Directors shall elect and may by majority vote separate or remove from office the President, Secretary, Treasurer, and as many Vice Presidents, Assistant Secretaries, and Assistant Treasurers as the Board of Directors shall deem advisable from time to time. 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, the duties of which are not incompatible; provided, however, that the office of the President and Vice President shall not be held by the same person, nor shall the office of the President and Secretary or Assistant Secretary be held by the same person.

#### ARTICLE X

The names and addresses of the members of the first Board of Directors, who, subject to the provisions of the laws of Florida, these Articles of Incorporation and Bylaws, shall hold office until the first annual meeting of the Condominium Association after recordation of the Declaration of Condominium, and thereafter, until their successors are selected and have qualified, are as follows:

<u>Name</u>	<u>Address</u>
Gabriel Tarrau	108 South Miami Avenue, 2 <sup>nd</sup> Floor, Miami, FL 33133
Pedro Villar	108 South Miami Avenue, 2 <sup>nd</sup> Floor, Miami, FL 33133
Rodolfo Gonzalez	108 South Miami Avenue, 2 <sup>nd</sup> Floor, Miami, FL 33133

ARTICLE XI

The names and addresses of the incorporators of the corporation are:

<u>Name</u>	<u>Address</u>
Gabriel Tarrau	108 South Miami Avenue, 2 <sup>nd</sup> Floor, Miami, FL 33133

ARTICLE XII

The officers of the Condominium Association who shall hold office until their successors are elected pursuant to these Articles of Incorporation and the Bylaws, and have been qualified, shall be the following:

President	Pedro Villar
Vice-President	Rodolfo Gonzalez
Secretary/Treasurer	Gabriel Tarrau

ARTICLE XIII

The name and the Florida street address of the registered agent is GABRIEL TARRAU, c/o  
108 South Miami Avenue, 2<sup>nd</sup> Floor, Miami, FL 33133.

ARTICLE XIV

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors.

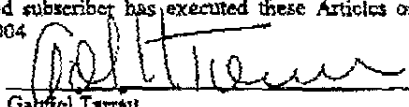
ARTICLE XV

The corporation shall indemnify any officer or director to the full extent permitted by law.

ARTICLE XVI

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereof, any right conferred upon the shareholders subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 8 day of July, 2004.

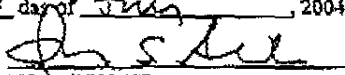
  
Gabriel Tarrau

STATE OF FLORIDA     )  
                                  )  
COUNTY OF MIAMI-DADE

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, Gabriel Tarrau, to me well known to be the person who executed the foregoing Article of Incorporation, and he acknowledged to me that he executed the same for the purposes herein stated.

SWORN TO AND SUBSCRIBED before me this 8 day of July, 2004.

My Commission Expires:

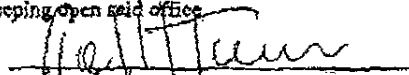
  
NOTARY PUBLIC

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ACKNOWLEDGEMENT OF REGISTERED AGENT

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

  
Registered Agent

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