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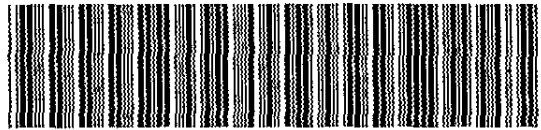
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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B

SALOMON, KANNER, DAMIAN & RODRIGUEZ, P.A.

ATTORNEYS AT LAW
2550 BRICKELL BAYVIEW CENTRE
60 S.W. 8TH STREET
MIAMI, FLORIDA 33130

VINCENT E. DAMIAN, JR.

TELEPHONE (305) 379-1681
TELECOPY (305) 374-1719

July 12, 2004

VIA FEDERAL EXPRESS

Secretary of State
Division of Corporation
409 East Gaines Street
Tallahassee, Florida 32399

RE: Hibiscus Lake Condominium Association, Inc.
Our File No. 02-6582

Dear Sir or Madam:

Enclosed are the original and one (1) copy of the Articles of Incorporation of Hibiscus Lake Condominium Association, Inc., a Florida not-for-profit corporation. We would appreciate your filing these and sending us a copy with the applicable filing information in the enclosed self addressed stamped envelope. We are enclosing our firm's check in the amount of Seventy and 00/100 (\$70.00) Dollars to cover to following costs:

Filing Fee	\$35.00
Registered Agent Designation	<u>35.00</u>
Total	\$70.00

Thank you for your prompt attention to this matter.

Yours very truly,


Vincent E. Damian, Jr.

VED/ley
Enclosure

**ARTICLES OF INCORPORATION
OF
HIBISCUS LAKE CONDOMINIUM ASSOCIATION, INC.
(a Florida corporation not for profit)**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In order to form a corporation not for profit, under and in accordance with Chapter 617 of the Florida Statutes, I, the undersigned, hereby incorporate this corporation not for profit, for the purposes and with the powers hereinafter set forth and to that end, I do, by these Articles of Incorporation, certify as follows:

The terms contained in these "Articles" are defined in the Condominium Act, Chapter 718, Florida Statutes ("Act") as amended through the date of recording the Declaration amongst the Public Records of Miami-Dade County, Florida, shall have the meaning of such terms set forth in such Act.

**ARTICLE I
NAME, PRINCIPAL AND MAILING ADDRESS**

The name of this Association shall be HIBISCUS LAKE CONDOMINIUM ASSOCIATION, INC., whose principal and mailing address is 1119 Cotorro Avenue, Coral Gables, Florida 33146.

**ARTICLE II
PURPOSE OF ASSOCIATION**

The purpose for which this Association is organized is to maintain, operate and manage the Condominium, including the Condominium Property, and to own portions of, operate, lease sell, trade and otherwise deal with certain of the improvements located therein now or in the future.

**ARTICLE III
POWERS**

The Association shall have all of the common law and statutory powers of a corporation not for profit, which are not in conflict with the terms of the Act.

**ARTICLE IV
MEMBERS**

The qualification of Members of the Association, the manner of their admission to membership, the manner of the termination of such Membership, and the manner of voting by Members shall be as follows:

A. Membership in the Association shall be established by the acquisition of ownership of fee title to a Dwelling Unit as evidenced by the recording of a deed or other instrument of conveyance amongst the Public Records whereupon the membership of the

prior Dwelling Unit Owner shall terminate as to that Dwelling Unit.

B. No Member may assign, hypothecate or transfer in any manner his membership or his share in the funds and assets of the Association except as an appurtenance to his Dwelling Unit.

C. With respect to voting, each Dwelling Unit shall be entitled to one (1) vote, which vote shall be exercised and cast in accordance with the Declaration and the Condominium Documents. In the event there is more than one (1) owner with respect to a Dwelling Unit as a result of the fee interest in such Dwelling Unit being held by more than one (1) person or entity, such owners collectively shall be entitled to one (1) vote for each Dwelling Unit owned in the manner determined by the Declaration.

ARTICLE V TERM

The term for which this Association is to exist shall be perpetual.

ARTICLE VI INCORPORATOR

The name and address of the Incorporator of these Articles is as follows: Jerry Flick,
1119 Cotorro Avenue, Coral Gables, Florida 33146.

ARTICLE VII BOARD OF DIRECTORS

A. The number of Directors on the first Board of Directors ("First Board") and all Boards elected prior to the "Majority Election Date" (as hereinafter defined) shall be three (3). Until the majority election date, there may be, at the election of Developer, as few as one Director. The number of Directors elected by the Members at and subsequent to the Majority Election date shall be as provided in Paragraphs E and F of this Article VII.

B. The names and addresses of the persons who are to serve as the First Board are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Jerry Flick	1119 Cotorro Avenue, Coral Gables, FL 33146

Developer reserves the right to designate successor Directors to serve on the First Board for so long as the First Board is to serve, as hereinafter provided. Developer reserves the

right to remove any Director from the First Board and the right to remove any Director designated by Developer in accordance with these Articles.

C. Members other than the Developer ("Purchaser Members") are entitled to elect not less than a majority of the Board upon the happening of any of certain events.

1. Purchaser Members are entitled to elect not less than a majority of the Board upon the happening of any of the following, whichever shall first occur (reciting the provisions of Sections 7 18.301(1)(a)-(e), F.S., as required by Rule 61B-17.0012, F.A.C.):

a. Three (3) years after fifty percent (50%) of the Residences that will be operated ultimately by the Association have been conveyed to purchasers;

b. Three (3) months after ninety percent (90%) of the Residences that will be operated ultimately by the Association have been conveyed to purchasers;

c. When all the Residences 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 Developer in the ordinary course of business;

d. When some of the Residences have been conveyed to purchasers and none of the others are being constructed or offered for sale by Developer in the ordinary course of business; or

e. Seven (7) years after recordation of the Declaration. Developer is entitled to elect at least one (1) member of the Board of a Association as long as Developer holds for sale in the ordinary course of business at least five percent (5%) of the Residences in the Condominium. Following the time Developer relinquishes control of the Association, Developer may exercise the right to vote any Developer-owned Residences in the same manner as any other Residence Owner except for purposes of reacquiring control of the Association or selecting the majority members of the Board.

2. Notwithstanding the above Article VII.C(1), Developer shall have the right at any time, upon written notice to the Association, to relinquish its right to designate a majority of the Board.

D. The election of not less than a majority of Directors by the Purchaser Members shall occur on a date to be called by the Board for such purpose ("Majority Election Date").

E. On the Majority Election Date, the Purchaser Members shall elect not less than a majority of the Board of Directors in accordance with all applicable

Condominium Statutes.

F. The number of Directors shall be no less than three (3). Directors must be Members or the spouses, parents or children of Members except that if a Dwelling Unit is owned by an entity and not an individual, such entity may appoint an individual on its behalf to be eligible to serve on the Board of Directors.

G. The following provisions shall govern the right of each Director to vote and the manner of exercising such right:

1. There shall be only one (1) vote for each Director.
2. In the case of deadlock by the Board, application shall be made to a court of competent jurisdiction to resolve the deadlock.

**ARTICLE VIII
POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

All of the powers and duties of the Association shall be exercised by the Board in accordance with the provisions of the Act and the Condominium Documents.

**ARTICLE IX
INDEMNIFICATION**

Every Director and every officer of the Association (and the Directors and/or officers as a group) shall be indemnified by the Association against all expenses and liabilities, including counsel fees (at all trial and appellate levels) reasonably incurred by or imposed upon him or them in connection with any proceeding, litigation or settlement in which he may become involved by reason of his being or having been a Director or officer of the Association. The foregoing provisions for indemnification shall apply whether or not he is a Director or officer at the time such expenses and/or liabilities are incurred. Notwithstanding the above, in the event of a settlement, the indemnification provisions herein shall not be automatic and shall apply only when the Board approves such settlement and authorizes reimbursement for the costs and expenses of the settlement as in the best interest of the Association, in instances where a Director or officer admits or is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, the indemnification provisions of these Articles shall not apply. Otherwise, the foregoing rights to indemnification shall be in addition to and not exclusive of any and all rights of indemnification to which a Director or officer may be entitled whether by statute or common law. The indemnification hereby afforded to Directors and officers shall also extend to any entity other than the Association found responsible or liable for the actions of such individuals in their capacity as Directors or officers, including, but not limited to Developer.

**ARTICLE X
BYLAWS**

The Bylaws of the Association may be altered, amended or rescinded by the affirmative vote of not less than a majority of the Members present at an Annual Members' Meeting or special meeting of the membership and the affirmative approval of a majority of the Board at a regular or special meeting of the Board. In the event of a conflict between the provisions of these Articles and the provisions of the Bylaws, the provisions of these Articles shall control.

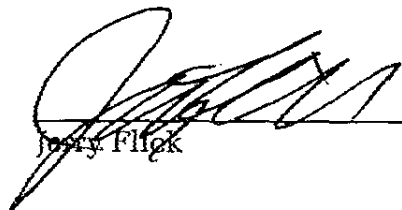
**ARTICLE XI
AMENDMENTS**

These Articles may be amended by an instrument in writing signed by the President (or a Vice President) and the Secretary (or an Assistant Secretary) and filed in the Office of the Secretary of State of the State of Florida. The instrument amending these Articles shall identify the particular Article or Articles being amended, give the exact language of such amendment and give the date of adoption of the amendment by the Board. A certified copy of each such amendment shall always be attached to any certified copy of these Articles or a certified copy of the Articles as restated to include such Amendments and shall be an exhibit to each Declaration upon the recording of each Declaration. This Article XIII is intended to comply with Chapter 617, Florida Statutes.

**ARTICLE XII
REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of the Association is 1119 Cotorro Avenue, Coral Gables, Florida 33146 and the initial registered agent of the Association at that address shall be Jerry Flick, 1119 Cotorro Avenue, Coral Gables, FL 33146.

IN WITNESS WHEREOF, the Incorporator has hereunto affixed his signature, this 8 day of July, 2004.



Jerry Flick

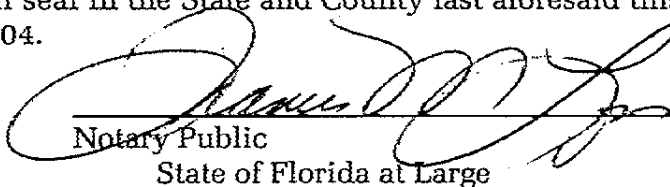
The undersigned hereby accepts the designation of Registered Agent of Hibiscus Lake Condominium Association, Inc. as set forth in Article XV of these Articles of Incorporation and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida Not For Profit Corporation Act.


Jerry Flick

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this, day, before me a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared JERRY FLICK to me known to be the person described as the Incorporator in and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same for the purposes therein expressed. He is personally known to me or has produced N/A as identification.

WITNESS my hand and official seal in the State and County last aforesaid this 8 day of July, 2004.


Notary Public
State of Florida at Large

My Commission Expires:



Frances M. Lyons
MY COMMISSION # DD144547 EXPIRES
November 16, 2006
BONDED THRU TROY FAIN INSURANCE, INC.