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FLORIDA NON-PROFIT CORPORATION

BACARAT AT 328 EUCLID AVENUE CONDOMINIUM ASSOCIATION

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SECRETARY OF STATE
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(11)

ARTICLES OF INCORPORATION FOR
BACARAT AT 328 EUCLID AVENUE CONDOMINIUM ASSOCIATION, INC.,
a Florida corporation not for profit

The undersigned incorporator by these Articles associate themselves for the purpose of forming a corporation not for profit pursuant to the laws of the State of Florida, and hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation shall be BACARAT AT 328 EUCLID AVENUE CONDOMINIUM ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Association," these Articles of Incorporation as the "Articles," and the Bylaws of the Association as the "Bylaws."

ARTICLE II

PURPOSE

The purpose for which the Association is organized is to provide an entity for the purpose of administering a residential real estate project known as BACARAT AT 328 EUCLID AVENUE CONDOMINIUM (the "Project").

ARTICLE III

DEFINITIONS

The terms used in these Articles shall have the same definitions and meaning as those set forth in the Declaration of Condominium for BACARAT AT 328 EUCLID AVENUE CONDOMINIUM (the "Declaration") to be recorded in the Public Records of MIAMI-DADE County, Florida, and/or the Bylaws, unless herein provided to the contrary, or unless the context otherwise requires.

ARTICLE IV

POWERS

The powers of the Association shall include and be governed by the following:

- 4.1 General. The Association shall have all of the common-law and statutory powers of a corporation not for profit under the laws of Florida that are not in conflict with the provisions of these Articles, the Declaration or the Bylaws.
- 4.2 Enumeration. The Association shall have all of the powers reasonably necessary to operate the Project

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pursuant to the Declaration and as more particularly described in the Bylaws and these Articles, as they may be amended from time to time, including, but not limited to, the following:

- (a) To make and collect Assessments and other charges against Members as Unit Owners, and to use the proceeds thereof in the exercise of its powers and duties.
- (b) To buy, own, operate, lease, sell, trade and mortgage both real and personal property.
- (c) To maintain, repair, replace, reconstruct, add to and operate the Project, and other property acquired or leased by the Association.
- (d) To purchase insurance upon the Common Properties and insurance for the protection of the Association, its officers, directors and Owners.
- (e) To make and amend reasonable rules and regulations for the maintenance, conservation and use of the Project and for the health, comfort, safety and welfare of the Owners.
- (f) To approve or disapprove the leasing, transfer, ownership and possession of Units as may be provided by the Declaration.
- (g) To enforce by legal means the provisions of the Declaration, these Articles, the Bylaws, and the rules and regulations for the use of the Project.
- (h) To contract for the management and maintenance of the Project and to authorize a management agent (who may be an affiliate of the Declarant) to assist the Association in carrying out its powers and duties by performing such functions as the submission of proposals, collection of Assessments, preparation of records, enforcement of rules and maintenance, repair and replacement of the Common Properties with funds as shall be made available by the Association for such purposes. The Association and its officers and Directors shall, however, retain at all times the powers, and duties granted by the Declaration, including, but not limited to the making of Assessments, promulgation of rules and execution of contracts on behalf of the Association.
- (i) To employ personnel to perform the services required for the proper operation of the Project.

- 4.3 Association Property. All funds and the titles to all properties acquired by the Association and their proceeds shall be held for the benefit and use of the Members in accordance with the provisions of the Declaration, these Articles and the Bylaws.
- 4.4 Distribution of Income: Dissolution. The Association shall make no distribution of income to its Members, Directors or officers, and upon dissolution, all assets of the Association shall be transferred only to another non-profit corporation or a public agency, except in the event of a termination of the Declaration.
- 4.5 Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions hereof and of the Declaration and the Bylaws.

ARTICLE 5

MEMBERS

- 5.1 Membership. The members of the Association shall consist of all record title owners of Units, as exists from time to time.
- 5.2 Assignment. The share of a Member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the Unit for which that share is held.
- 5.3 Voting. On all matters upon which the membership shall be entitled to vote, there shall be only one vote for each Unit, which vote shall be exercised or cast in the manner provided by the Declaration and Bylaws. Any person or entity owning more than one Lot shall be entitled to one vote for each Unit owned.
- 5.4 Meetings. The Bylaws shall provide for an annual meeting of Members, and may make provision for regular and special meetings of Members other than the annual meeting.

ARTICLE 6

TERM OF EXISTENCE

The Association shall have perpetual existence.

ARTICLE 7

INCORPORATORS

The names and address of the Incorporator to these Articles are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Peter M. Lopez, Esq.	Peter M. Lopez, PA 2450 SW 137 Avenue #234 Miami, Florida 33175

ARTICLE 8

OFFICERS

Subject to the direction of the Board (described in Article 9 below) the affairs of the Association shall be administered by the officers holding the offices designated in the Bylaws. The officers shall be elected by the Board at its first meeting following the annual meeting of the Members of the Association and shall serve at the pleasure of the Board. The Bylaws may provide for the removal from office of officers, for filling vacancies and for the duties of the officers. The names of the officers who shall serve until their successors are designated by the Board are as follows:

<u>President</u>	Domenico Albano
<u>Vice President</u>	Domenico Albano
<u>Vice President</u>	Americo D'Agostini
<u>Secretary/Treasurer</u>	Domenico Albano

ARTICLE 9

DIRECTORS

9.1 Number and Qualification. The property, business and affairs of the Association shall be managed by a board (the "Board of Directors") consisting of the number of

Directors determined in the manner provided by the Bylaws, but which shall consist of not less than three (3) Directors. Directors need not be members of the Association or Owners of Units in the Project.

- 9.2 Duties and Powers. All of the duties and powers of the Association existing under the Declaration, these Articles and the Bylaws shall be exercised exclusively by the Board, its agents, contractors or employees, subject only to approval by Unit Owners when such approval is specifically required and except as provided in the Declaration.
- 9.3 Election; Removal. Initially, the Board of Directors shall consist of the three (3) persons named below or their respective replacements, all as designated by the Declarant. Thereafter, the members of the Board shall be elected or designated as more fully set forth in the Bylaws. Directors of the Association shall be elected at the annual meeting of the Members in the manner determined by and subject to the qualifications set forth in the Bylaws. Directors may be removed and vacancies on the Board shall be filled in the manner provided in the Bylaws.
- 9.4 First Directors. The names of the members of the first board who shall hold office until their successors are elected and have qualified, as provided in the Bylaws are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Domenico Albano	540 Brickell Key Drive #1213 Miami, Florida 33131
Americo D'Agostini	540 Brickell Key Drive #1213 Miami, Florida 33131
Giovana Albano Sacco	540 Brickell Key Drive #1213 Miami, Florida 33131

ARTICLE 10

INDEMNIFICATION

- 10.1 Indemnity. The Association shall indemnify any person who was or is a party or is threatened to be made a

party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, employee, officer, or agent of the Association, against expenses (including attorneys' fees and appellate attorneys' fees) judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless (a) a court of competent jurisdiction finally determines, after all appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or in a manner he reasonably believed to be in, or not opposed to, the best interest of the Association, and with respect to any criminal action or proceeding, that he had reasonable cause to believe that his conduct was unlawful, and (b) such court also determines specifically that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interest of the Association, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

10.2 Expenses. To the extent that a Director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 10.1 above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

10.3 Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the affected Director, officer, employee or agent to repay such amount unless it shall be ultimately determined that he is entitled to be indemnified by the Association as authorized in this Article 10.

10.4 Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be

entitled under any By-Law, agreement, vote of members or otherwise, and shall continue as to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of the heirs and personal representatives of such person.

10.5 Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Association, or is or was serving, at the request of the Association, as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and insured by him in any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

10.6 Amendment. Anything to the contrary herein notwithstanding the provisions of this Article 10 may not be amended without the approval in writing of all persons whose interest would be adversely affected by such amendment.

ARTICLE 11

BYLAWS

The first Bylaws of the Association shall be adopted by the board and may be altered, amended or rescinded in the manner provided in the Bylaws and the Declaration.

ARTICLE 12

AMENDMENTS

Amendments to these Articles shall be proposed and adopted in the following manner:

12.1 Notice. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered.

12.2 Adoption. A resolution for the adoption of a proposed amendment may be proposed either by a majority of the Board or by not less than one-third (1/3) of the Members of the Association. Directors and Members not present in person or by proxy at the meeting

considering the amendment may express their approval in writing, providing the approval is delivered to the Secretary at or prior to the meeting. The approvals must be:

- (a) at any time, by not less than a majority of the votes of all of the Members of the Association represented at a meeting at which a quorum thereof has been attained and by not less than 66-2/3% of the entire Board; or
- (b) after control of the Association is turned over to Unit Owners other than the Declarant, by not less than 80% of the votes of all of the Members of the Association represented at a meeting at which a quorum has been attained; or
- (c) after control of the Association is turned over to Unit Owners other than the Declarant, by not less than 100% of the entire Board; or
- (d) before control of the Association is turned over to the Unit Owners other than the Declarant, by not less than 66-2/3% of the entire board.

12.3 Limitation. No amendment shall make changes in the qualifications for membership nor in the voting rights or property rights of Members, nor any changes in Sections 4.3, 4.4 or 4.5 of Article 4, entitled "Powers," without the approval in writing of all Members and the joinder of all Mortgagees. No amendment shall be made that is in conflict with the Declaration or the Bylaws, nor shall any amendment make any changes which would in any way affect any of the rights, privileges, powers or options herein provided in favor of or reserved to the Declarant, or an affiliate of the Declarant, unless the Declarant shall join in the execution of the amendment. No amendment to this paragraph 12.3 shall be effective.

12.4 Declarant. The Declarant may amend these Articles (consistent with the provisions of the Declaration allowing certain amendments to be effected by the Declarant alone) without any consent of Members.

12.5 Recording. A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of applicable Florida law.

ARTICLE 13

PRINCIPAL ADDRESS OF ASSOCIATION

The principal office of this corporation shall be at 540 Brickell Key Drive #1213 Miami, Florida 33131 or such other place as may subsequently be designated by the Board.

ARTICLE 14

CONVEYANCE

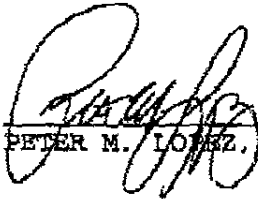
The Association shall accept any and all deeds of conveyance delivered to it by the Declarant.

ARTICLE 15

REGISTERED AGENT

The initial registered agent of the Association shall be Peter M. Lopez, Esq., PETER M. LOPEZ, P.A., with offices at 2450 SW 137th Avenue, Suite 234 Miami, Florida 33175.

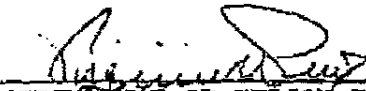
IN WITNESS WHEREOF, the Incorporators have affixed their signatures as of this 19 day of MARCH, 2003.



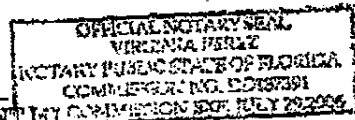
PETER M. LOPEZ, ESQ.

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

The foregoing instrument was acknowledged before me this 19 day of MARCH, 2003 by Peter M. Lopez, Esq., on behalf of the corporation, who is personally known to me.



(SIGNATURE OF PERSON TAKING ACKNOWLEDGEMENT)



(Name of acknowledger, typed, printed or stamped)

(Title or rank (serial number, if any)

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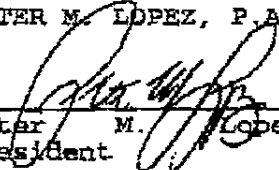
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with the laws of Florida, the following is submitted:

First that desiring to organize under the laws of the State of Florida with its principal office, as indicated in the foregoing Articles of Incorporation, at City of Miami, County of Miami-Dade, State of Florida, the corporation named in the said Articles has named Peter M. Lopez, Esq., PETER M. LOPEZ, P.A., with offices at 2450 SW 137th Avenue, Suite 234, Miami, Florida 33175, as its statutory registered agent.

Having been named the statutory registered agent of said corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and that I am familiar with and accept the obligations of Florida Statutes §607.325.

PETER M. LOPEZ, P.A.

By 
Peter M. Lopez, Esq.,
President

Dated this 19 day of MARCH, 2003

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