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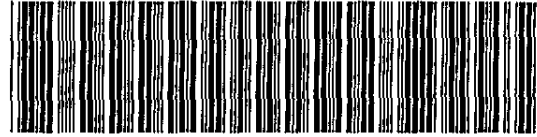
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PLEASE REPLY TO  
BOCA RATON

October 26, 2004

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

Re: Filing Articles of Incorporation

Dear Sir or Madam:

Enclosed for filing are Articles of Incorporation for Hemingway Owners' Association, Inc..  
Also enclosed is our firm's check in the amount of \$78.75, for the following:

Filing Fees	\$ 35.00
Registered Agent Designation	\$ 35.00
Certified Copy	\$ <u>8.75</u>
TOTAL	\$ 78.75

Should you have any problems with filing this document, please contact me as soon as possible. Thank you for your assistance with this matter.

Very truly yours,

LIBOW & SHAHEEN LLP

  
Linda L. Smith  
Certified Legal Assistant

Enclosures

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**ARTICLES OF INCORPORATION  
OF**

**HEMINGWAY OWNERS' ASSOCIATION, INC.  
(a Corporation Not-For-Profit)**

---

The undersigned hereby associate themselves for the purpose of forming a corporation not-for-profit under Chapter 617, Florida Statutes, and certify as follows:

**ARTICLE I – NAME**

The name of this corporation is:

**HEMINGWAY OWNERS' ASSOCIATION, INC.**

**ARTICLE II – PURPOSE**

In accordance with the provisions of Chapter 718, Florida Statutes, commonly known as The Condominium Act, a condominium will be created upon certain lands in Florida, to be known as:

**HEMINGWAY, A CONDOMINIUM**

hereinafter referred to as "The Condominium." The Declaration subjecting the lands involved to a condominium form of ownership will be recorded among the Public Records of Florida. The corporation is organized for the purpose of operating, governing, administering and managing the property and affairs of The Condominium and to exercise all powers and discharge all responsibilities granted it as a corporation under the laws of the State of Florida, the By-Laws, these Articles of Incorporation and the aforementioned Declaration of Condominium, and further to exercise all powers granted to a condominium association under The Condominium Act, and to acquire, hold, convey and otherwise deal in and with real and personal property in this corporation's capacity as a condominium association.

**ARTICLE III – POWERS**

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

1. The corporation 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 these Articles, and in addition, all the powers conferred by The Condominium Act upon a condominium association, and in addition, all of the powers set forth in the Declaration of Condominium of The Condominium which are not in conflict with law.

2. The corporation shall have all of the powers reasonably necessary to implement the powers of the corporation, including but not limited to the following:

- (a) To operate and manage The Condominium and condominium property in accordance with the sense, meaning, direction, purpose and intent contained in the Declaration of Condominium of The Condominium when the same has been recorded among the Public Records as above noted.
- (b) To make and collect assessments against members to defray the cost of The Condominium and to refund common surplus to members.
- (c) To use the proceeds of assessment in the exercise of its powers and duties.
- (d) To maintain, repair, replace and operate The Condominium property.
- (e) To reconstruct improvements upon The Condominium property after casualty and to further improve the property.
- (f) To make and amend regulations respecting the use of the property in The Condominium.
- (g) To approve or disapprove the proposed purchasers, lessees and mortgagees of apartments if required by the Declaration of Condominium.
- (h) To enforce by legal means the provisions of the condominium documents, these Articles, the By-Laws of the corporation and the regulations for the use of the property in The Condominium.
- (i) To contract for the management of The Condominium and to authorize its contractor to perform functions and duties for or on behalf of the Association except where such authorization is prohibited by applicable Law or the By-Laws of the Condominium Association.

3. All funds and title to all properties acquired by the corporation and the proceeds thereof shall be held only for the benefit of the members in accordance with the provisions of the condominium documents.

4. The powers of the corporation shall be subject to and be exercised in accordance with the provisions of the Declaration of Condominium which governs the use of The Condominium property.

#### **ARTICLE IV – MEMBERS**

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

1. Until such time as the Declaration of Condominium of The Condominium shall be recorded among the Public Records as noted above, the membership of this corporation shall be comprised of the Subscribers to these Articles, or their assigns, each of whom Subscribers or assigns shall be entitled to cast one vote on all matters in which the membership shall be entitled to vote.

2. After the recording of the Declaration of Condominium of The Condominium the owners of each condominium unit in the aforementioned condominium shall each be a member of the corporation and upon the recording of the Declaration the Subscribers who are members of the corporation by virtue of Paragraph 1 above shall no longer be members by virtue of said Paragraph 1.

3. Thereafter, membership in the corporation shall be established by acquisition of the fee title to a condominium unit in The Condominium, whether by conveyance, devise, judicial decree or otherwise, and the membership of any party shall be automatically terminated upon his being divested of all title to or his entire fee interest in any unit, except that nothing herein contained shall be construed as terminating the membership of any party who may own a fee ownership interest in two or more units, so long as such party shall retain title to a fee ownership interest in any unit.

4. The interest of a member in the funds and assets of the corporation cannot be assigned, hypothecated or transferred in any manner, except as appurtenance to his unit. The properties, funds and assets of the corporation shall be held or used for benefit of the membership and for the purposes authorized herein, the Declaration of Condominium, and in the By-Laws which may hereafter be adopted.

5. On all matters on which the membership shall be entitled to vote, there shall be one (1) vote (voting interest) for each unit in The Condominium, which 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 Corporation and in accordance with applicable law. Should any member own more than one unit, such member shall be entitled to exercise or cast the total number of votes attributable to all units owned by him, her or in the manner provided by said By-Laws.

#### **ARTICLE V – TERM**

The corporation shall have perpetual existence.

#### **ARTICLE VI** **REGISTERED AGENT AND REGISTERED OFFICE - PRINCIPAL OFFICE**

The **Registered Agent** for this corporation shall be: **Allen H. Libow, Esq.**, and the **Registered Office** shall be located at 3351 N.W. Boca Raton Blvd., Boca Raton, FL 33431, or such other person or such other place as the Board of Directors shall from time to time direct, with appropriate notice being given to the Secretary of State in accordance with law.

The **Principal Office** and mailing address of this corporation shall be at 211 S. W. 2<sup>nd</sup> Street, Suite E, Ft. Lauderdale, FL 33301, or such other place in the State of Florida as the Board of Directors shall from time to time direct.

#### **ARTICLE VII** **MANAGEMENT OF THE AFFAIRS OF THE CORPORATION – OFFICERS**

The affairs of this corporation shall be managed by its officers, subject, however, to the directions of the Board of Directors, except to the extent that the Directors shall have delegated the responsibility for such management under the provisions of these Articles and in accordance with the By-Laws. The officers of this corporation shall consist of a President, a Vice President, a Secretary and a Treasurer, all of whom shall be elected by the Board of Directors according to the By-Laws of this corporation. The Directors may, if they desire, combine the offices of Secretary and Treasurer and, in addition, provide for such other officers, agents, supervisory personnel or employees of the corporation as they shall see fit, none of whom need be a member of the corporation. Commencing with the first annual meeting of the Board of Directors subsequent to incorporation, officers will be elected annually to hold office until the next annual meeting of the Board of Directors or until their successors are elected and qualify. The names of the officers who are to serve until the first election by the Board of Directors are as follows:

Aaron Newman	-	President
Michael Samuel	-	Vice President
Raphael Fink	-	Secretary-Treasurer

None of the above officers specifically named in these Articles shall be required to be a member of this corporation to hold office.

#### **ARTICLE VIII - BOARD OF DIRECTORS**

This corporation shall be governed by a Board of Directors consisting of not less than 3 nor more than 9 persons as provided for in the By-Laws. In the absence of any provision in the By-Laws designating the number of Directors, the number thereof shall be 7, provided, however, that this corporation shall be governed by a Board of Directors consisting of 3 persons, whose names and post office addresses appear below and who will serve as Directors until the first annual meeting of members subsequent to incorporation, or until their successors are elected and qualify:

<b><u>NAME</u></b>	<b><u>POST OFFICE ADDRESS</u></b>
Aaron Newman	211 S.W. 2 <sup>nd</sup> St., Suite E, Ft. Lauderdale, FL 33301
Michael Samuel	3110 N.E. 2 <sup>nd</sup> Avenue, Miami, FL 33137
Raphael Fink	3110 N.E. 2 <sup>nd</sup> Avenue, Miami, FL 33137

Succeeding Board of Directors and succeeding Directors shall be elected by members in the manner and in accordance with the method provided for in the By-Laws of the corporation, as the same shall be constituted from time to time.

## **ARTICLE IX - REMOVAL OF OFFICERS AND DIRECTORS**

Officers and directors may be removed prior to the expiration of their term in accordance with provisions in Florida law applicable to condominiums, which provision shall control; however, if there shall not be applicable controlling provisions of Law for the removal of officers and directors, then the following shall apply:

Any officer may be removed prior to the expiration of his term of office in the manner provided hereinafter, or in such manner as provided in the By-Laws. Any officer may also be removed for cause by a two-thirds (2/3) vote of the full Board of Directors called at least in part for the purpose of considering such removal. Any officer or director of this corporation may be removed with or without cause, and for any reason, upon a petition in writing of a majority of the members of this corporation approved at a meeting of members called at least in part for the purpose, by a two-thirds (2/3) vote of the membership. The petition calling for the removal of such officer and/or directors shall set forth a time and place for the meeting of the members, and notice shall be given to all members of such special meeting of the members at least ten (10) days prior to such meeting in the manner provided in the By-Laws for the giving of notices of special meetings. At any such meeting the officer and/or director whose removal is sought shall be given the opportunity to be heard.

## **ARTICLE X - INDEMNIFICATION OF OFFICERS AND DIRECTORS**

Every director and every officer of the corporation shall be indemnified by the corporation against all expenses and liability, including counsel 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 corporation, whether or not he is a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the director or officer seeking such reimbursement or indemnification, the indemnification herein shall apply only if the Board of Directors approves such settlement and reimbursement as being in the interests of the corporation. 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 XI - BY-LAWS**

The original By-Laws of this corporation shall be adopted by a majority vote of the members of this corporation present at a meeting of members called for the purpose, at which a majority of the membership is present, and thereafter the By-Laws of this corporation may be amended, altered or rescinded by the membership only in the manner provided for in the Declaration of Condominium hereinabove described or provided for in the By-Laws. Amendments to the By-Laws may be

proposed by members or by the Board of Directors in the manner and as further provided for in the By-Laws and adopted by the votes or consents of the membership therein provided. The original By-Laws of this corporation shall be appended to the Declaration of Condominium above-described at the time of the recording of the Declaration of Condominium among the Public Records of the County in which the Condominium is located.

#### **ARTICLE XII - PROHIBITION AGAINST ISSUANCE OF STOCK AND DISTRIBUTION OF INCOME**

This corporation shall never have nor issue any shares of stock, nor shall this corporation distribute any part of the income of this corporation, if there be any, to its members, directors or officers. Nothing herein, however, shall be construed to prohibit the payment by the corporation of compensation in a reasonable amount to the members, directors or officers for services rendered, nor shall anything herein be construed to prohibit the corporation from making any payments or distributions to members of benefits, monies or properties permitted by Section 617.011 of Florida Statutes and contemplated by the Declaration of Condominium and/or Condominium Act as being for the benefit of or the property of the members.

#### **ARTICLE XIII - CONTRACTUAL POWERS**

In the absence of fraud, no contract or other transaction between this corporation and any other person, firm, association, corporation or partnership shall be affected or invalidated by the fact that any director or officer of this corporation is pecuniarily or otherwise interest in, or is a director, member or officer of any such other firm, association, corporation or partnership, or is a party or is a pecuniarily or otherwise interested in such contract or other transactions, or in any way connected with any person, firm, association, corporation, or partnership pecuniarily or otherwise interested therein. Any director may vote and be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation for the purpose of authorizing such contract or transaction with like force and effect as if he were not so interested, or were not a director, member or officer of such other firm, association, corporation or partnership.

#### **ARTICLE XIV – INCORPORATOR**

The name and post office address of the incorporator of these Articles of Incorporation is Allen H. Libow, Esq., 3351 N. W. 2<sup>nd</sup> Avenue, Boca Raton, FL 33431.

#### **ARTICLE XV - AMENDMENT**

If the provisions of statutory law of the State of Florida applicable to this corporation shall provide an exclusive method or methods for the amendment of these Articles inconsistent with the provision hereinafter set forth, then the provisions of such law applicable to this corporation for the amendment of these Articles shall apply. Otherwise, when the provisions of statutory law applicable to the amendment of these Articles are not exclusive or permit amendment by a process or processes



set forth in the Articles, then these Articles of Incorporation may be amended from time to time by resolution adopted by a majority of the Board of Directors and approved by a vote of two-thirds (2/3) of the members' voting interests of this corporation present at any meeting of the members of the corporation called at least in part to consider such amendment, or approval in writing by the members of this corporation having not less than two-third (2/3) of the total membership (voting interests). If law permits, the amendatory methods set forth in this Article XV shall be the exclusive methods for amending these Articles of Incorporation.

#### **ARTICLE XVI - TELEPHONIC MEETING OF DIRECTORS AUTHORIZED**

Except where prohibited by law, Directors may participate in regular or special meetings of Directors by, or conduct the meetings through the use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting. Except in cases of emergency, reasonably adequate provision shall be made to permit members to hear and participate in the said meetings when they are so entitled to do so under applicable law or provisions of the By-Laws.

IN WITNESS WHEREOF, I have hereunto set my hand and seal at Boca Raton, Palm Beach County, Florida, this 17 day of October, 2004.



Allen H. Libow, Esq.

STATE OF FLORIDA           §  
COUNTY OF PALM BEACH   §

BEFORE ME, the undersigned authority, this day personally appeared Allen H. Libow, to me well known to be the identical individual described in and who executed the foregoing Articles of Incorporation of:

HEMINGWAY OWNERS' ASSOCIATION, INC.

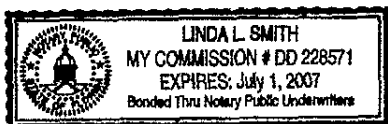
and he acknowledged before me that he signed and executed the same for the purposes set forth therein, and is personally known to me or has produced \_\_\_\_\_ as identification and who did (did not) take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Dade County, Florida, this 19 day of October, 2004.

  
Notary Public, State of Florida

My commission Expires:


Printed Name of Notary



**CERTIFICATE ACCEPTING DESIGNATION  
AS  
REGISTERED AGENT**

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I HEREBY CERTIFY that I have accepted the designation as Registered Agent of HEMINGWAY OWNERS' ASSOCIATION, INC. and agree to serve as its agent and to accept service of process within the State at its Registered Office.

  
\_\_\_\_\_  
Allen H. Libow, Esq.

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