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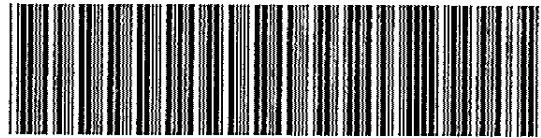
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TALLAHASSEE, FLORIDA

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Law Offices

TERESITA H. GARCIA, P.A.

November 20, 2004

**VIA FEDERAL EXPRESS**

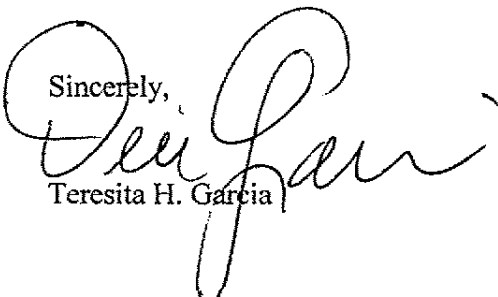
Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

**RE: *New Indiana Condominium Association, Inc.***

Ladies and Gentlemen:

Enclosed for filing is an original of the Articles of Incorporation for New Indiana Condominium Association, Inc. and a check in the amount of \$87.50 for payment of the filing fee. Please certify the enclosed copy of the Articles and return the certified Articles and a Certificate of Status to us in the FEDEX envelope provided. If you have any question, please contact us.

Sincerely,

  
Teresita H. Garcia

Enclosures

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**NEW INDIANA CONDOMINIUM ASSOCIATION, INC.**

The undersigned incorporator, for the purpose of forming a Florida not-for-profit corporation, hereby adopts the following Articles of Incorporation:

**ARTICLE I**  
**Name**

The name of the corporation is NEW INDIANA CONDOMINIUM ASSOCIATION, INC. which corporation shall herein after be referred to as the "Association."

**ARTICLE II**  
**Purpose**

The purpose for which the Association is organized is to provide an entity pursuant to Chapter 718, Florida Statutes, hereinafter referred to as the "Condominium Act", for the operation of that certain condominium located in Miami-Dade County, Florida, and known as NEW INDIANA CONDOMINIUM, hereinafter referred to as the "Condominium."

**ARTICLE III**  
**Definitions**

Capitalized terms used in these Articles, and not otherwise defined herein, shall have the same definitions and meaning as those set forth in the Declaration of Condominium for NEW INDIANA CONDOMINIUM, hereinafter referred to as the "Declaration."

**ARTICLE IV**  
**Powers**

The powers of the Association shall include the following:

**4.1 General.** The Association shall have all of the powers and privileges granted to corporations not-for-profit under the laws of the State of Florida except where the same are in conflict with the provisions of the Declaration and exhibits attached thereto or the Condominium Act.

**4.2 Enumeration.** The Association shall have all of the powers and duties reasonably necessary to implement and effectuate the purposes of the Association, except as limited herein, as specified in the Declaration and Florida Statutes 718.111, including but not limited to the following:

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(a) To levy and collect assessments against members of the Association to defray the expenses of the Condominium as provided in the Declaration and the exhibits attached thereto.

(b) To buy, own, operate, lease, sell and trade both real and personal property as may be necessary or convenient to provide for the enjoyment, recreation or other use or benefit of the members of the Association.

(c) To maintain, repair, replace, reconstruct, add to, and operate the Condominium property and other property acquired or leased by the Association for use by unit owners.

(d) To purchase insurance upon the Condominium property and the recreation areas and insurance for the protection of the Association, its officers, directors and members as unit owners.

(e) To make and amend reasonable rules and regulations for the maintenance, conservation and use of the Condominium property and for the health, comfort, safety and welfare of the unit owners.

(f) To approve or disapprove the leasing, transfer, mortgaging, ownership and possession of units in the Condominium as may be provided by the Declaration and the exhibits attached thereto.

(g) To enforce the provisions of the Condominium Act, the Declaration and the exhibits attached thereto, these Articles, the By-Laws, and the Rules and Regulations governing the use of the Condominium.

(h) To contract for the management and maintenance of the Condominium and to delegate in such contract all or any part of the powers and duties of the Association provided in these Articles, the Declaration and the exhibits attached thereto.

(i) To employ personnel to perform the services required for proper operation of the Condominium.

The provisions of the Declaration and exhibits attached thereto which provide for the conduct of the affairs of the Association and create, divide, limit and regulate the powers of the Association, directors and members shall be deemed provisions hereof.

**4.3 Condominium Property.** All funds and the titles of 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 By-Laws. The share of any member in the funds and assets of the Association cannot be assigned hypothecated or transferred in any manner, except as an appurtenance to a Unit.

**4.4 Distribution of Income.** The Association shall make no distribution of income to its members, directors or officers.

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**4.5 Limitation.** The power of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration and the By-Laws.

## **ARTICLE V**

### **Principal Office**

The initial principal office of the Association shall be located at 210 Shore Drive South Miami, Florida 33133.

## **ARTICLE VI**

### **Members**

**6.1 Membership.** The members of the Association shall consist of the Developer and all record owners of units in the Condominium. No other person or entity shall be entitled to membership. Membership of the Developer shall be terminated upon the Developer being divested of all units in the Condominium and control of the Association is turned over to the members.

**6.2 Assignment.** Subject to the terms of the Declaration and the exhibits attached thereto and the Bylaws of this Association, membership shall be established by acquisition of fee title to a unit in the Condominium. The membership of any party shall be automatically terminated upon the party being divested of title to all Units owned by such member in the Condominium. Membership is nontransferable except as an appurtenance to a unit.

**6.3 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 the exhibits attached thereto and By-Laws. Any person or entity owning more than one Unit shall be entitled to one vote for each Unit owned. However, only those members who have furnished to the Association a copy of the recorded evidence of their title shall be entitled to vote in membership meetings.

**6.4 Meetings.** The By-Laws shall provide for an annual meeting of members, and may make provision for regular and special meetings of members other than the annual meeting.

**6.5 Developer.** Until such time as the Condominium property which this Association is intended to operate is submitted to condominium ownership by the recordation of the Declaration, the membership of the Association shall be comprised exclusively of the Developer, which shall be entitled to cast one vote on all matters on which the membership shall be entitled to vote.

## **ARTICLE VII**

### **Term of Existence**

The Association shall have perpetual existence.

**ARTICLE VIII**  
**Incorporator**

The name and address of the incorporator to these Articles is as follows:

Juan M. Echeverri  
210 Shore Drive South  
Miami, Florida 33133

**ARTICLE IX**  
**Officers**

The affairs of the Association shall be administered by the officers designated in the By-Laws. The officers shall be elected by the Board of Directors of the Association at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Directors. The By-Laws may provide for the removal from office of officers, for filling vacancies, and for the duties of the officers. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

PRESIDENT:

Juan M. Echeverri  
210 Shore Drive South  
Miami, Florida 33133

VICE PRESIDENT/  
SECRETARY:

Nohra Pelaez  
210 Shore Drive South  
Miami, Florida 33133

TREASURER:

Pilar Pelaez  
210 Shore Drive South  
Miami, Florida 33133

**ARTICLE X**  
**Directors**

**10.1 Number and Qualification.** The property, business and affairs of the Association shall be managed by a board consisting of the number of directors determined by the By-Laws, but which shall consist of not less than three (3 directors). Except for directors appointed by the Developer, all directors must be either members of the Association or residents of a Unit in the Condominium.

**10.2 Duties and Powers.** All of the duties and powers of the Association existing under the Condominium Act, the Declaration, these Articles and the By-Laws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by Unit Owners when that is specifically required.

**10.3 Election Removal.** Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

**10.4 Term of Developer's Directors.** The Developer of the Condominium shall appoint the members of the first Board of Directors who shall hold office for the periods described in the By-Laws.

**10.5 First Directors.** The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified are as follows:

Juan M Echeverri	210 Shore Drive South, Miami, Florida 33133
Nohra Pelaez	210 Shore Drive South, Miami, Florida 33133
Pilar Pelaez	210 Shore Drive South, Miami, Florida 33133

Directors shall be elected as stated in the By-Laws.

## **ARTICLE XI Indemnification and Insurance**

The Association does, and shall indemnify its officers and directors as provided in the Bylaws.

## **ARTICLE XII By-Laws**

The first By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the By-Laws.

## **ARTICLE XIII Amendments**

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

**13.1 Proposal.** Amendments to these Articles may be proposed by a vote of the majority of the entire Board adopting a resolution setting forth the proposed amendment, directing that it be submitted to a vote at a meeting of members, or amendments may be proposed by the members of the Association upon a vote of the majority of the voting interest entitled to vote at a meeting for which notice of the proposed amendment has been given.

**13.2 Notice.** Upon the adoption of a resolution proposing any amendment or amendments to these Articles by said Board or members, such proposed amendment or amendments shall be transmitted to the President of the Association, or other officer of the Association in the

absence of the President, who shall thereupon call a special joint meeting of the Board and membership. Notice of the meeting shall be given in the manner provided in the Bylaws.

**13.3 Adoption.** In order for such amendment or amendments to become effective, the same must be approved at a duly called meeting, by an affirmative vote of a majority of the voting interest entitled to vote thereon.

**13.4 Limitation.** Notwithstanding anything else in these Articles, no amendment shall be made to these Articles that could be detrimental to sales of units by the Developer. Accordingly, for so long as the Developer holds title to any Unit, prior to approval of any amendment to these Articles, 10-day prior written notification of the amendment shall be given to the Developer for determination by the Developer, in its sole and absolute discretion, if the same would be detrimental to sales of Units by the Developer. No amendment shall be made that is in conflict with the Condominium Act, the Declaration, or which causes the Association or any of its members to violate any of the same.

**13.5 Recording.** A copy of approved amendment shall be filed with the Secretary of State pursuant to the provisions of the applicable Florida Statutes, and a copy certified by the Secretary of State shall be recorded in the Public Records of Miami-Dade County, Florida.

#### **ARTICLE XIV**

##### **Initial Registered Office Address and Name of Registered Agent**

The initial registered office of the Association shall be located at 4101 S.W. 73 Avenue, Miami, Florida 33155 and initial registered agent at that address shall be Teresita H. Garcia.



IN WITNESS WHEREOF, the incorporator has affixed his signature this 19 day of November 2004.

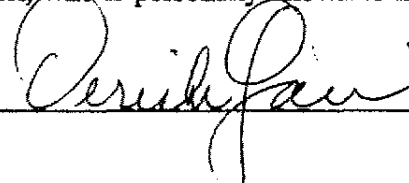
  
\_\_\_\_\_  
Juan M. Echeverri, Incorporator

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 19<sup>th</sup> day of November, 2004, by Juan M. Echeverri, who is personally known to me or who has produced driver's license as identification.

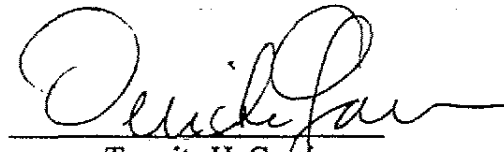


Teresita H. Garcia  
My Commission DD236148  
Expires July 29, 2007

  
\_\_\_\_\_  
Teresita H. Garcia, Registered Agent

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named the Registered Agent of NEW INDIANA CONDOMINIUM ASSOCIATION, INC., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes Section 617.0501.

  
\_\_\_\_\_  
Teresita H. Garcia,  
Registered Agent

November 19, 2004

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