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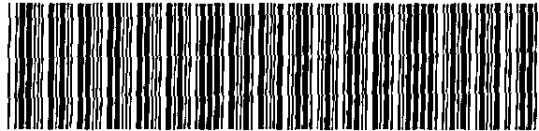
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FILING ART 5

1.) 2645 Douglas Professional Office Center Condominium Association, Inc.  
(CORPORATE NAME & DOCUMENT #)

2.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

3.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

4.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

5.) \_\_\_\_\_  
(CORPORATE NAME & DOCUMENT #)

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TALLAHASSEE, FLORIDA

SPECIAL INSTRUCTIONS \_\_\_\_\_

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Exhibit "4" to  
Declaration of Condominium for  
2645 Douglas Professional Office Center, A Condominium

**ARTICLES OF INCORPORATION**  
**OF**  
**2645 DOUGLAS PROFESSIONAL OFFICE CENTER CONDOMINIUM ASSOCIATION, INC.**

(A Florida Corporation Not For Profit)

The undersigned, by these Articles of Incorporation (the "Articles"), associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

**ARTICLE 1: Name and Address**

The name for the corporation shall be 2645 DOUGLAS PROFESSIONAL OFFICE CENTER CONDOMINIUM ASSOCIATION, INC. The principal address of the corporation is 2601 South Bayshore Drive, Suite 200, Miami, FL 33133. For convenience, the corporation shall be referred to in this instrument as the "Association," these Articles of Incorporation as the "Articles," and the By Laws of the Association as the "By Laws".

**ARTICLE 2: Purpose**

The purpose for which the Association is organized is to provide an entity pursuant to The Condominium Act of the State of Florida, Chapter 718, Florida Statutes (the "Act"), for the operation of 2645 DOUGLAS PROFESSIONAL OFFICE CENTER, a Condominium, hereinafter referred to as the "Condominium". All terms used herein shall have the meanings ascribed to such terms in the Declaration of Condominium (the "Declaration") for the Condominium to be recorded in the Public Records of Miami-Dade County, Florida, unless herein provided to the contrary or unless the context otherwise requires.

**ARTICLE 3: Distribution of Income; Dissolution**

The Association shall not make any distribution of income to its members, directors or officers. Upon dissolution, all assets of the Association shall be transferred only to another not for profit corporation or a public agency or as otherwise authorized by the Florida Not For Profit Corporation Statute.

**ARTICLE 4: Powers**

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

1. **General Powers.** The Association shall have all of the common law and statutory powers of a corporation not for profit under the Laws of the State of Florida that are not in conflict with the terms of these Articles, the Declaration, the By Laws, or the Act.
2. **Enumerated Powers.** The Association shall have all of the powers and duties set forth in the Act except as limited by these Articles, the By Laws, and the Declaration (to the extent that the same are not in conflict with the Act), and all of the powers and duties reasonably necessary to operate the Condominium pursuant to the terms of the Declaration and as more particularly described in the By Laws, 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 Owners of Units in the Condominium (the "Unit Owners") to defray the costs, expenses and losses of the Condominium.
  - (b) To use the proceeds of Assessments in the exercise of its powers and duties.
  - (c) To maintain, repair, replace and operate the Condominium Property as required by the Act and the Declaration.
  - (d) To purchase insurance upon the Condominium Property and insurance for the protection of the Association, its officers, directors, and the Unit Owners and otherwise as required pursuant to the Declaration.

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MIAMI-DADE COUNTY, FLORIDA

(e) To reconstruct improvements after casualty and to make further improvements of the Condominium Property as provided in the Declaration.

(f) To make and amend reasonable rules and regulations respecting the maintenance, conservation, and use of the Condominium Property and for the health, comfort, safety and welfare of the Unit Owners.

(g) To approve or disapprove the alteration and/or improvement of Units as may be provided by the Declaration and the By-Laws.

(h) To enforce by legal means the provisions of the Act, the Declaration, these Articles, the By Laws and the Rules and Regulations for the use of the Condominium Property.

(i) To contract for the management and maintenance of the Condominium Property and to authorize a management agent (which may be an affiliate of the Developer) 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 Elements with such funds as shall be made available by the Association for such purposes. The Association and its officers shall, however, retain at all times the powers and duties granted by the Condominium Act, including, but not limited to, the making of Assessments, promulgation of rules and execution of contracts on behalf of the Association..

(j) To employ personnel to perform the services required for proper operation, maintenance, conservation and use of the Condominium.

(k) To exercise all rights and perform all obligations of the Association as established in the Declaration or under applicable laws, to the extent not restrained by the Declaration.

(l) To approve or disapprove the leasing, transfer, ownership and possession of Units as may be provided by the terms of the Declaration.

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.

4. Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions hereof and of the Declaration, the By Laws, and the Act, provided that in the event of conflict, the provisions of the Act shall control over those of the Declaration and the By Laws.

#### ARTICLE 5: Members

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

1. Membership. All Unit Owners shall be members of the Association, and no other persons or entities shall be entitled to membership, except as provided in Paragraph 5 of Article 5 hereof. Membership shall be established by the acquisition of title to a 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 the Unit, except that nothing herein contained shall be construed as terminating the membership of any party who may own two or more Units, so long as such party shall retain title to a Unit. New members shall deliver a true and correct copy of the recorded deed or other instrument of acquisition of title to the Association.

2. Assignment. The interest 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. The funds and assets of the Association shall belong solely to the Association, subject to the limitation that the same be expended, held or used for the benefit of the membership and for the purposes authorized herein, in the Declaration, and in the By Laws which may be hereafter adopted.

3. Voting. On all matters on which the membership shall be entitled to vote, each Unit shall have that number of votes set forth in the Declaration, but all such votes must be cast in the same manner (e.g. if a Unit has 50 votes, it must cast the 50 votes as if it were one vote,

but for purposes of determining approval, the weight will be that of 50 votes). The votes of a Unit may be exercised or cast by the owner or owners of each Unit in such manner as may be provided in the By Laws hereafter adopted by the Association. Should any member own more than one Unit, such member shall be entitled to execute or cast as many votes as apply to his Units (and may vote differently the votes of each Unit), in the manner provided by said By Laws.

#### ARTICLE 6: Term of Existence

The Association shall have perpetual existence.

#### ARTICLE 7: Management

The affairs of the Association shall be managed by the President of the Association, assisted by the Vice President, Secretary and Treasurer, and, if any, the Assistant Secretaries and Assistant Treasurers, subject to the directions of the Board of Directors. The Board of Directors, or the President, with the approval of the Board of Directors, may employ a Managing Agent and/or such other managerial and supervisory personnel or entities to administer or assist in the administration of the operation and management of the Condominium, and the affairs of the Association, and any such person or entity may be so employed without regard to whether such person or entity is a member of the Association or a director or officer of the Association, or an affiliate of any of them, as the case may be.

#### ARTICLE 8: Directors: Initial Board of Directors

The number of members of the first Board of Directors of the Association shall be three (3). The number of members of succeeding Boards of Directors shall be as provided from time to time by the By Laws of the Association. The members of the Board of Directors shall be elected by the members of the Association at the Annual Meeting of the membership as provided by the By Laws of the Association, and need not be members of the Association. So long as New Dawn Douglas, LLC, a Florida limited liability company, hereinafter called the "Developer", is the owner of one or more Units in the Condominium, said Developer shall have the right to designate and select the persons who shall serve as members of each Board of Directors of the Association, which right is subject to modification and/or cancellations, in accordance with Florida Statute 718 and to the provisions of the By Laws of the Association. The Developer may designate and select the persons to serve as members of the Board of Directors in the manner provided in the By Laws of the Association. The rights of Developer may be assigned by it to any other party taking over Developer's position in the Condominium.

The names of the initial Board of Directors who, subject to the provisions of these Articles, the By Laws, and the laws of the State of Florida, shall hold office for the first year of the Association's existence, or until their successors are elected and have qualified, are as follows:

Alfred Martinez  
Jack Kaplan  
Michelle Cachinero

The address for all the foregoing Directors is 2601 South Bayshore Drive, Suite 200, Miami, Florida 33133.

#### ARTICLE 9: Officers

The Board of Directors shall elect a President, Vice President, Secretary and Treasurer; and, as many Vice Presidents, Assistant Secretaries, and Assistant Treasurers as the Board of Directors may determine appropriate. The President shall be elected from among 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 President and Vice President shall not be held by the same person, nor shall the office of President and Secretary or Assistant Secretary be held by the same person.

The officers of the Association who shall serve until the first election under the terms of these Articles shall be the following:

President:	Alfred Martinez
Vice-President:	Jack Kaplan
Secretary/Treasurer:	Michelle Cachinero

#### ARTICLE 10: Subscribers

The subscribers to these Articles are the three (3) persons herein named to act and serve as members of the first Board of Directors of the Association, the names of which subscribers and their respective Post Office addresses are more particularly set forth in Article 8 above.

#### ARTICLE 11: By Laws

The original By Laws of the Association shall be adopted by a majority vote of the members of the Association present at a meeting of members at which a majority of the membership is present, and thereafter, such By Laws may be altered, amended, or rescinded only in such manner as said By Laws may provide.

#### ARTICLE 12: Indemnification

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 determines, after all available 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 not in, or opposed to, the best interest of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court further specifically determines that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith or did act in a manner which he reasonably believed to be not in, or 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.

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 12.1 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.

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 ultimately be determined that he is entitled to be indemnified by the Association as authorized in this Article 12.

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.

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 incurred 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.

#### ARTICLE 13: Amendment

An amendment or amendments to these Articles may be proposed by the Board of Directors of the Association acting upon a vote of the majority of the directors, or by the members of the Association owning a majority of the votes of the members of the Association, whether meeting as members or by instrument in writing signed by them. Upon any amendment or amendments to these Articles being proposed by said Board of Directors or members, such proposed amendment or amendments shall be transmitted to the President of the Association or other officer of the Association by a date not sooner than twenty (20) days,

nor later than sixty (60) days from the receipt by him of the proposed amendment or amendments, and it shall be the duty of the Secretary to give each member written or printed notice of such meeting stating the time and place of the meeting and reciting the proposed amendment or amendments in reasonably detailed form, which notice shall be mailed or presented personally to each member not less than ten (10) days, nor more than thirty (30) days before the date set forth for such meeting. If mailed, such notice shall be deemed to be properly given when deposited in the United States Mail, addressed to the member at his Post Office address as it appears on the records of the Association, the postage thereon prepaid. Any member may, by written waiver of notice signed by such member, waive such notice, and such waiver when filed in the records of the Association, whether before or after the holding of the meeting, shall be deemed equivalent to the giving of such notice to such member. At such meeting, the amendment or amendments proposed must be approved by an affirmative vote of the members owning not less than a majority of the total votes of the members and a majority of the entire membership of the Board of Directors in order for such amendment or amendments to become effective. Thereupon, such amendment or amendments of these Articles shall be transcribed and certified in such form as may be necessary to register the same in the office of the Secretary of State of the state of Florida, and upon the registration of such amendment or amendments with said Secretary of State, a certified copy thereof shall be recorded in the Public Records of Miami-Dade County, Florida, within ten (10) days from the date on which the same are so registered. At any meeting held to consider such amendment or amendments of these Articles, the written votes of any member of the Association shall be recognized, if such member is not in attendance at such meeting or represented thereat by proxy, provided such written votes are delivered to the Secretary of the Association at or prior to such meeting. No one person may be designated to hold more than five (5) proxies.

Notwithstanding the foregoing provisions of this Article 13, no amendment to these Articles which shall abridge, amend or alter the right of Developer to designate and select members to the Board of Directors of the Association, as provided in Article 8 hereof, may be adopted or become effective without the prior written consent of Developer, and provided, further, that in no event shall there be any amendment to these Articles so long as the Developer shall own one (1) or more Units in the Condominium without the prior written consent of the Developer being first had and obtained.

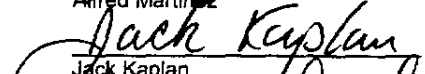
ARTICLE 14: Principal Office

The principal office of this Association is:

2601 South Bayshore Drive, Suite 200  
Miami, Florida 33133

7 IN WITNESS WHEREOF, the subscribers have hereunto set their hands and seals, this day of March, 2005.

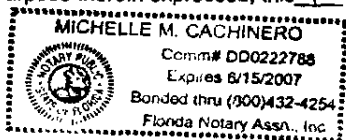
  
Alfred Martinez

  
Jack Kaplan

  
Michelle Cachinero

State of Florida )  
 ) SS  
County of Miami-Dade )

BEFORE ME, the undersigned authority, personally appeared Alfred Martinez, who, being by me first duly sworn, acknowledged that they executed the foregoing Articles for the purpose therein expressed, this 7 day of March, 2005.



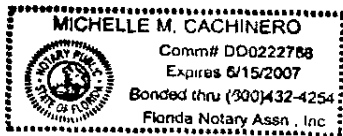
  
Notary Public, State of Florida


Name: Michelle Cachinero

My Commission Expires:

State of Florida )  
 ) SS  
County of Miami-Dade )

BEFORE ME, the undersigned authority, personally appeared Jack Kaplan, who, being by me first duly sworn, acknowledged that they executed the foregoing Articles for the purpose therein expressed, this 1 day of March, 2005.




  
Notary Public, State of Florida  
Name: Michelle M Cachinero

My Commission Expires:

State of Florida )  
 ) SS  
County of Miami-Dade )

BEFORE ME, the undersigned authority, personally appeared Michelle Cachinero, who, being by me first duly sworn, acknowledged that they executed the foregoing Articles for the purpose therein expressed, this 7<sup>th</sup> day of MARCH, 2005.

  
Notary Public, State of Florida  
Name: Eduardo Avila

My Commission Expires:



Eduardo Avila  
Commission #DD277447  
Expires: Dec 25, 2007  
Bonded Thru  
Atlantic Bonding Co., Inc.




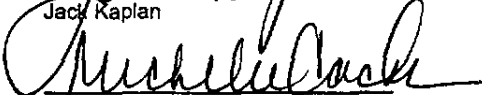
**INITIAL REGISTERED OFFICE  
ADDRESS AND NAME OF REGISTERED AGENT**

The initial registered office of this corporation shall be at 2525 Ponce de Leon Boulevard, Suite 400, Coral Gables, Florida 33134, with the privilege of having its office and branch office at other places within or without the State of Florida. The initial registered agent at that address shall be Neil S. Rollnick.

IN WITNESS WHEREOF, the Incorporators have affixed his signature the day and year set forth below.


  
\_\_\_\_\_  
Alfred Martinez

  
\_\_\_\_\_  
Jack Kaplan

  
\_\_\_\_\_  
Michelle Cachinero

State of Florida                    )  
  ) SS  
County of Miami-Dade         )

BEFORE ME, the undersigned authority, personally appeared Alfred Martinez, who, being by me first duly sworn, acknowledged that they executed the foregoing Articles for the purpose therein expressed, this 7<sup>th</sup> day of MARCH, 2005.

  
\_\_\_\_\_  
Notary Public, State of Florida  
Name: Eduardo Avila

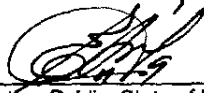
My Commission Expires:



**Eduardo Avila**  
Commission #DD277447  
Expires: Dec 25, 2007  
Bonded Thru  
Atlantic Bonding Co., Inc.

State of Florida )  
 ) SS  
County of Miami-Dade )

BEFORE ME, the undersigned authority, personally appeared Jack Kaplan, who, being by me first duly sworn, acknowledged that they executed the foregoing Articles for the purpose therein expressed, this 7<sup>th</sup> day of MARCH, 2005.

  
\_\_\_\_\_  
Notary Public, State of Florida  
Name: EDUARDO AVILA


My Commission Expires:



Eduardo Avila  
Commission #DD277447  
Expires: Dec 25, 2007  
Bonded Thru  
Atlantic Bonding Co., Inc.

State of Florida )  
 ) SS  
County of Miami-Dade )

BEFORE ME, the undersigned authority, personally appeared Michelle Cachinero, who, being by me first duly sworn, acknowledged that they executed the foregoing Articles for the purpose therein expressed, this 7<sup>th</sup> day of MARCH, 2005.

  
\_\_\_\_\_  
Notary Public, State of Florida  
Name: EDUARDO AVILA

My Commission Expires:



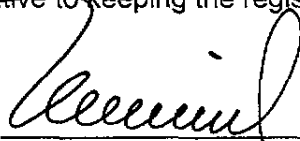
Eduardo Avila  
Commission #DD277447  
Expires: Dec 25, 2007  
Bonded Thru  
Atlantic Bonding Co., Inc.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
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:

That desiring to organize under the laws of the State of Florida with its principal office, as indicated in the foregoing Articles, in the City of Miami, County of Miami-Dade, State of Florida, the corporation named in the said articles has named Neil S. Rollnick, located at 2525 Ponce de Leon Boulevard, Suite 400, Coral Gables, Florida 33134, as its statutory registered agent.

Having been named the statutory agent of said corporation at the place designated in this certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.



NEIL S. ROLLNICK, Registered Agent

DATED this 4th day of March, 2005

FILED  
CORPORATION  
MARCH 4 2005