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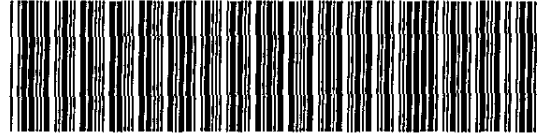
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SACHER, MARTINI & SACHER, P.A.

ATTORNEYS AT LAW

2655 LeJeune Road, Suite 1101, Coral Gables, Florida 33134

Telephone: 305/448-3900 • Facsimile: 305/448-9206

Charles P. Sacher  
Gregory T. Martini  
Charles S. Sacher

Nancy A. Richman  
OF COUNSEL  
Martin F. Segal, P.A.

March 25, 2005

Corporate Records Bureau  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32314

Re: 3617 Ponce De Leon Blvd. Condominium Association, Inc./Articles of Incorporation  
Our File No.: 4825-1

Gentlemen:

On behalf of the above referenced corporation, I enclose herewith original and one (1) white copy of the executed, notarized Articles of Incorporation, together with our firm check in the amount of \$78.75.

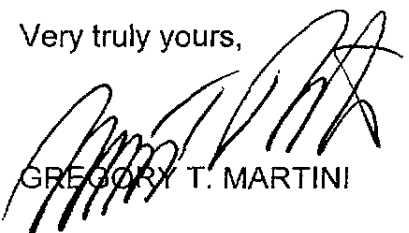
Please cause the original copy of the Articles of Incorporation to be filed among the corporate records of the State of Florida. Please return the copy to the undersigned, together with your certificate that this is a certified copy of the original Articles of Incorporation.

The check enclosed herein is in payment of the following fees or charges:

Filing Fee	\$35.00
Certified Copy Fee	8.75
Resident Agent Fee	<u>35.00</u>
TOTAL	\$ 78.75

Thank you for your attention to this matter.

Very truly yours,

  
GREGORY T. MARTINI

GTM/rnr  
Enclosures

cc: Ms. Sally Baumgartner

ARTICLES OF INCORPORATION  
OF  
3617 PONCE DE LEON BLVD. CONDOMINIUM ASSOCIATION, INC.

We, the undersigned, with other persons being desirous of forming a corporation not for profit under the provisions of Chapter 617, Florida Statutes, agree to the following:

ARTICLE I. NAME AND ADDRESS

The name of this corporation shall be 3617 Ponce de Leon Blvd. Condominium Association, Inc., hereinafter referred to as the "Association". The corporation's principal office address shall be 3125 Segovia Street, Coral Gables, FL 33134.

ARTICLE II. PURPOSE

The Association is organized as a corporation not for profit under the terms and provisions of Chapter 617, Florida Statutes, and is a condominium association, as referred to and authorized by Chapter 718, Florida Statutes. The specific purpose for which the Association is organized is to provide an entity responsible for the operation of a commercial office condominium development to be located in Miami-Dade County, Florida, (the "Condominium") to be developed by Sally L. Baumgartner, hereinafter referred to as "Developer". The Association shall pay no dividend, and shall distribute no part of its income to its members, Directors or officers. Nevertheless, the Association may pay compensation in a reasonable amount to its members, Directors and officers for services rendered, and it may confer benefits upon its members in conformity with the purposes of the Association. Upon termination of the Condominium, the Association may make distributions to its members as permitted by law, and no such payment, benefit or distribution shall be deemed to be a dividend or distribution on income.

ARTICLE III. POWERS AND DUTIES

Section 1. 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 purposes of the Association, the terms of

these Articles, the Declaration of Condominium and Chapter 718, Florida Statutes, hereinafter referred to as "the Condominium Act".

Section 2. The Association shall have all of the powers and duties set forth in the Condominium Act, and all of the powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration of Condominium as drafted and as it may be amended from time to time.

Section 3. Subject to the restrictions set forth in the Declaration of Condominium, the Association shall have the power to purchase a Unit or Units and to hold, lease, mortgage and convey the same.

#### ARTICLE IV. MEMBERS

Section 1. The members of the Association shall consist of all of the Unit Owners of record in the Condominium; and after termination of the Condominium, the members of the Association shall consist of those who are members at the time of such termination, and their successors and assigns.

Section 2. Change of ownership of a Condominium Unit in the Association shall be established by recording in the Public Records of Miami-Dade County, Florida, a deed or other instrument establishing record title to a Condominium Unit and the delivery to the Association of a true copy of such instrument. The new Unit Owner designated by such instrument shall thereupon become a member of the Association and the membership of the prior Unit Owner shall be terminated.

Section 3. 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 his or her Unit.

Section 4. In connection with the membership in the Association, on all matters upon which the membership is entitled to vote, the Owner(s) of each Condominium Unit shall be entitled to vote. The total number of votes of all Unit Owners at any meeting of the Unit Owners shall be 100. The Owner of a Unit may vote that percentage of the 100 votes which is equal to the percentage of the undivided interest in the common elements appurtenant to such Unit.

The manner of exercising voting rights shall be determined by the Bylaws of the Association.

#### ARTICLE V. BOARD OF DIRECTORS

Section 1. The property, business and affairs of the Association shall be managed by a Board of Directors. The number of Directors may be changed from time to time as provided by the Bylaws, but their number shall never be less than three (3). With the exception of the initial Board, Directors shall be elected from among the Unit Owners or shall be a representative of the Developer during such time as the Developer shall be entitled to Board membership in accordance with the Condominium Act. If a Unit Owner shall be a corporation, partnership or trust, then an officer or partner or beneficiary of such Unit Owner may qualify as a Director.

Section 2. Directors shall be designated or elected and removed and vacancies on the Board of Directors shall be filled as provided by the Bylaws.

Section 3. The names and addresses of the initial Directors of the Association who are to serve as Directors until the first election by the members are as follows:

Sally L. Baumgartner	3125 Segovia Street Coral Gables, FL 33134
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Juan P. Lluria	3617 Ponce de Leon Blvd., #1 Coral Gables, FL 33134
----------------	--

Shirley C. Baumgartner	700 Biltmore Way, Apt. 317 Coral Gables, FL 33134
------------------------	--

Section 4. The first election of Directors shall not be held until Unit Owners other than the Developer are entitled to elect at least one (1) Director. Any vacancies in the Board occurring before the first election may be filled by the Developer.

Section 5. Subsequent to the first election of Directors, Directors entitled to be elected by Unit Owners other than the Developer shall be elected at the annual meeting of the members and

shall be qualified and hold office as provided in the Bylaws. Until the Developer transfers control of the Association to the other Unit Owners, Developer shall be entitled to appoint and remove all Directors excepting those entitled to be elected by said Unit Owners.

#### SECTION VI. OFFICERS

Section 1. The affairs of the Association shall be administered by the President, one or more Vice Presidents (if determined to be necessary by the Board of Directors), a Secretary and a Treasurer. Such other officers, assistant officers and agents as may be deemed necessary may be elected or appointed from time to time as provided in the Bylaws.

Section 2. The names of the persons who are to serve as officers of the Association until the election or appointment of their successors are:

<u>OFFICE</u>	<u>NAME</u>
President	SALLY L. BAUMGARTNER
Vice President	SALLY L. BAUMGARTNER
Secretary	SALLY L. BAUMGARTNER
Treasurer	SALLY L. BAUMGARTNER

Section 3. The officers shall be elected at each annual meeting of the Board of Directors or as provided in the Bylaws, and each shall serve until his successor is chosen and qualified, or until his earlier resignation, removal from office or death.

Section 4. The officers shall have such duties, responsibilities, and powers as provided in the Bylaws and the Florida Statutes.

#### ARTICLE VII. INDEMNIFICATION AND INSURANCE

Every Director and Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon him in connection with any proceedings or settlement of 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

Association, whether or not he is a Director or officer at the time such expenses are incurred, except when the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, provided, that in the event of settlement, the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which Directors or officers may be entitled.

The Board of Directors may, and, if reasonably available, shall purchase liability insurance to insure all Directors, officers or agents, past and present, against all expenses and liabilities as set forth above. The premiums for such insurance shall be paid by the Association as part of the Common Expense.

#### ARTICLE VIII. BYLAWS

The first Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded by the Board of Directors or the members of the Association as provided in the Bylaws.

#### ARTICLE IX. AMENDMENTS

Amendments to these Articles of Incorporation shall be proposed and adopted as follows:

Section 1. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting of the members or the Board of Directors at which a proposed amendment is considered.

Section 2. A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by members having a ten percent (10%) undivided interest or more in the Common Elements. Unless otherwise provided by law, members not present in person or by proxy at the meeting to consider the amendment may express their approval in writing, provided such approval is delivered to the Secretary prior to such meeting. A resolution adopting a proposed amendment must receive the unanimous approval the members.

Section 3. No amendment shall make any changes in the qualifications for membership nor the voting rights of members, without approval in writing by all members and the written consent of all mortgagees, as that term is defined in the Declaration of Condominium. No amendment that is in conflict with the Condominium Act or the Declaration of Condominium shall be made, or, if made, shall be of any force and effect.

Section 4. A copy of each amendment shall be certified by the Secretary of State, State of Florida, and recorded in the Public Records of Miami-Dade County, Florida.

**ARTICLE X. INITIAL REGISTERED OFFICE AND AGENT**


The street address of the initial registered office of this Association is 2655 LeJeune Rd., Suite 1101, Coral Gables, Florida 33134, and the name of the initial registered agent of this Association located at that address is Gregory T. Martini, Esq. The Association retains the privilege of having its office and branch office at other places within the State of Florida.

**INCORPORATORS**

The names and addresses of the incorporators are:

<u>NAMES</u>	<u>ADDRESSES</u>
Sally L. Baumgartner	3125 Segovia Street Coral Gables, FL 33134

IN WITNESS WHEREOF, for the purpose of forming a corporation not for profit under the provisions of Chapter 617, Florida Statutes, the undersigned, constituting the incorporators hereof, have executed these Articles of Incorporation on this 24<sup>th</sup> day of March, 2005.

  
Sally L. Baumgartner

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

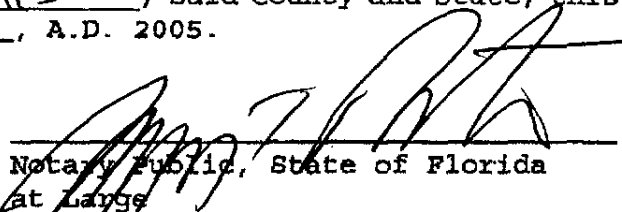
I HEREBY CERTIFY That on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, SALLY L. BAUMGARTNER, the person described in and who executed the foregoing instrument, personally known to me or who has produced \_\_\_\_\_ as identification, who did/did not take an oath, and she acknowledged before me that she executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Coral Gables, said County and State, this 24th day of March, A.D. 2005.

My Commission Expires:



Gregory T. Martini  
Commission #DD151427  
Expires: Oct 28, 2006  
Bonded Thru  
Atlantic Bonding Co., Inc.

  
Notary Public, State of Florida  
at Large

(CONTINUED)

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation at the place designated in the foregoing Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and the keeping open of said office.

  
\_\_\_\_\_  
Gregory T. Martini, Esq.

Date: March 25, 2005