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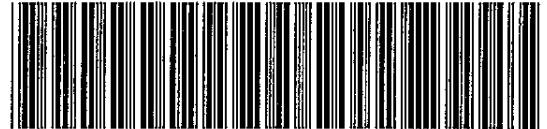
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Doak S. Campbell, III
ATTORNEY AT LAW
70 SE FOURTH AVENUE
DELRAY BEACH, FLORIDA 33483

TELEPHONE
561/278-1890

FAX NUMBER
561/276-5803

April 04, 2005

Secretary of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Re: SOHO LOFTS CONDOMINIUM ASSOCIATION, INC.

Gentlemen:

Enclose please find Articles of Incorporation, original and one copy, together with a check in the amount of \$78.75, please return a certify copy.

Thank you for your attention to this matter.

Sincerely yours,


Doak S. Campbell, III

Rm.

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ARTICLES OF INCORPORATION
OF
SOHO LOFTS CONDOMINIUM ASSOCIATION, INC.

the undersigned incorporator, for the purpose of forming a non-profit corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation and certifies as follows:

ARTICLE I

NAME

The name of the corporation is SOHO LOFTS CONDOMINIUM ASSOCIATION, INC.

ARTICLE II

ADDRESS

The principal office and mailing address of the corporation is 601 N. Congress Ave. Suite 431, Delray Beach, Fl 33445.

ARTICLE III

INCORPORATOR

The name and address of the person signing these Articles is:

Name	Address
Gilles Courchene, Sr.	601 N. Congress Ave., Suite 431, Delray Beach, Fl 33445

ARTICLE IV

PURPOSE

The corporation is a non-profit corporation formed for the purpose of engaging in activities

within or without the State of Florida or the United States, as follows:

To manage and operate the common properties Soho Lofts Condominium, Miami, Florida and own any properties, real and personal which may be titled in the name of the Condominium Association for the benefit of owners, pursuant to all provisions of the Florida Condominium Act..

ARTICLE V

In furtherance of the foregoing purposes of this corporation, the corporation shall have the following rights and privileges:

1. To enter into, make, perform and execute contracts, deeds, leases and agreements of every kind and nature, with any person, firm, association, corporation, municipality, county, state body politic or government, or colony or dependency thereof.

2. To borrow or raise money for any of the purposes of the corporation, including emergency condominium repairs, and from time to time, without limit as to amount, to draw, make accept, endorse execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secur the payment of any thereof and of the interest thereon by mortgage or deed of trust upon pledge, conveyance or assignment in trust, of the whole or any part of the property of the corporation, whether at that time owned or thereafter acquired; and to sell, pledge or otherwise dispose of such bonds or other obligations of the corporation for its corporate purposes.

3. The corporation shall be authorized to exercise and enjoy all of the other powers, rights an privileges granted to or conferred upon corporations as set forth in the Statutes of the State of Florida.

4. The corporation shall make and collect Assessments and other charges against members

as Unit owners, and to use the proceeds thereof in the exercise of its powers.

5. The corporation may own, operate, lease, sell, trade and mortgage both real and personal property.

6. The corporation may pledge as collateral for any loan the assessments collected from the owners pursuant to the declaration of condominium.

7. The corporation shall maintain, repair, replace, reconstruct, add to and operate the Condominium property acquired or leased by the Association.

8. The corporation shall purchase insurance upon the Condominium property and insurance for the protection of the Association, its officers, directors and unit owners.

9. The corporation shall make 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.

10. The corporation shall approve or disapprove the leasing, transfer, ownership and possession of units in the Condominium as may be provided by the declaration.

11. The corporation shall enforce all provisions of the declaration of condominium, by-laws of the Association, rules and regulations, and the Condominium Act

12. The corporation may contract for the management of the Condominium or employ. No officer of the corporation shall be employed by the Association without full approval of the members. This provision shall not apply to the developer or its representatives while the developer shall remain in control of the Association.

13. The corporation 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.

ARTICLE VI

INCOME AND LIQUIDATION

This corporation shall be organized without capital stocks, and no dividends shall be paid, and no part of the income of the corporation shall be distributable to its members, directors or officers. The corporation may, however, pay compensation in a reasonable amount to its members, directors and officers for services rendered with approval of the members, and may confer benefits upon its members in conformity with its purposes.

Should this corporation be terminated, all assets shall become the property of the members per the declaration of condominium.

ARTICLE VII

DURATION

This corporation shall commence its corporate existence on the date of filing of these Articles of Incorporation with the Secretary of State and shall exist perpetually thereafter until sooner dissolved according to law.

ARTICLE VIII

QUALIFICATIONS OF MEMBERS

The members of the corporation shall consist of all of the record owners of units in the condominium from time to time. Shares of members in the funds and assets of the Association cannot be assigned, hypothecated, or transferred except as an appurtenance to the unit for which that share is held.

On all matters upon which the membership shall be entitled to vote there shall be only one vote for each unit, which manner shall be cast per the by-laws. Owners may have multiple votes if they own more than one unit.

ARTICLE IX

INITIAL BUSINESS OFFICE AND REGISTERED AGENT

The street address of the initial business office of this corporation is 601 N. Congress Ave., Suite 432, Delray Beach, Fl 33445 and the initial registered agent of the corporation is Gilles Courchen, 601 N. Congress Ave., Suite 431, Delray Beach, Fl 33445.

ARTICLE X

INITIAL BOARD OF DIRECTORS AND OFFICERS

This corporation shall have three(3) directors initially. The numbers of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than three. The names and addresses of the directors of this corporation are:

Gilles Courchene, Sr.	601 N. Congress Ave., Suite 431, Delray Beach, Fl 33445
Gilles Courchene, Jr.	601 N. Congress Ave., Suite 431, Delray Beach, Fl 33445
James B. Phillips	601 N. Congress Ave., Suite 431, Delray Beach, Fl 33445

The duties and powers of the board of directors shall be those set out in the Condominium Act, the declaration of condominium, these articles and any by-laws. The initial directors shall serve until an election of directors by the new members at the Association turnover meeting.

The initial officers of the corporation and their addresses are:

President:	Gilles Courchene, Sr.
Vice pres.	James B. Phillips
Sec./Treas.	Gilles Courchene , Jr.

ARTICLE XI

BYLAWS

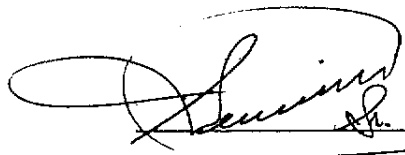
The Bylaws of the corporation shall initially be made and adopted by its first Board of Directors and thereafter approved by the membership as may be provided in the Bylaws. Amendments to the Bylaws may be made at any stated meeting at which a quorum is present, providing that notice of the proposed amendment shall have been sent to members with a call to the meeting at least thirty (30) days in advance. A two thirds vote shall be required for amendments to the Bylaws.

ARTICLE XII

AMENDMENTS

Amendments to the Articles of Incorporation may be proposed by any member or director, and shall be adopted by a two thirds vote of the members present at an annual business meeting or special meeting after a proposed amendment has been presented in writing to each voting member not less than 30 days prior to said meeting. The amendment shall be effective when a copy thereof, together with a certificate of its approval by the membership, sealed with the corporate seal, signed by the Secretary or Assistant Secretary and executed and acknowledged by the President or Vice President has been filed with the Secretary of State and all filing fees paid.

IN WITNESS WHEREOF, I have hereunto affixed my hand and seal this 27 day of March, 2005.

A handwritten signature in dark ink, appearing to read "Gilles Courchene", is written over a horizontal line.

GILLES COURCHENE, Sr.

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 29 day of March, 2005, by Gilles Courchene, who is personally known to me ☒ or who produced _____ as identification and who did not take an oath.



Dock S. Campbell
Notary Public
MY COMMISSION # DD035906 EXPIRES
June 21, 2005
BONDED THRU TROY FAIN INSURANCE, INC.

ACCEPTANCE BY RESIDENT AGENT

That desiring to organize under the laws of the State of Florida with its principal office as indicated in the foregoing articles of incorporation, the corporation has named Gilles Courchene, whose mailing address and address for service of process is 601 N. Congress Ave., Suite 431, Delray Beach, Fl 33445, 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.

Gilles Courchene
Gilles Courchene, Esq.
Registered Agent

Dated this 29 day of March, 2005

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