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**FLORIDA NON-PROFIT CORPORATION**

**the lofts at abott condominium association, inc.**

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## FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

April 14, 2005

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SUBJECT: THE LOFTS AT ABBOTT CONDOMINIUM ASSOCIATION, INC.  
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**ARTICLES OF INCORPORATION FOR**  
**THE LOFTS AT ABBOTT CONDOMINIUM**  
**ASSOCIATION, INC.**

The undersigned incorporators of these Articles associate themselves for the purpose of forming a corporation not for profit pursuant to Chapter 617 of the laws of the State of Florida, and hereby adopt the following Articles of Incorporation:

**ARTICLE 1**  
**NAME**

The name of the corporation shall be THE LOFTS AT ABBOTT CONDOMINIUM ASSOCIATION, INC. 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". The mailing address for the corporation shall be 1666 Kennedy Causeway, Suite 706, North Bay Village, FL 33141.

**ARTICLE 2**  
**PURPOSE**

The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act: ("Act") for the operation of that certain condominium located in Miami-Dade County, Florida, and known as THE LOFTS AT ABBOTT, ("Condominium").

**ARTICLE 3**  
**DEFINITIONS**

The terms used in these Articles shall have the same definitions and meaning as those set forth in the Declaration of 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 4**  
**POWERS**

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

4.1 General. The Association shall have all of the common law and statutory powers of a corporation not for profit under the laws of the Florida that are not in conflict with the provisions of these Articles, the Declaration, the By-Laws or the Act.

4.2 Enumeration. The Association shall have all of the powers and duties set forth in the Act and all of the powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration and as more particularly described in the By-Laws, as they may be amended

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from time to time, including, but not limited to, the following:

(a) To make and collect assessments and other charges against all of the Unit Owners, and to use the proceeds thereof in the exercise of its powers and duties.

(b) To buy, own, operate, lease, sell, trade and mortgage both real and personal property as may be necessary or convenient in the administration of the Condominium.

(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 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 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.

(g) To contract for the management and maintenance of the Condominium and any facilities used by the Unit Owner, and to delegate to the party with which such contract has been entered into all of the powers and duties of the Association, except those which require specific approval of the Board of Directors or the membership of the Association. In exercising this power, the Association may contract with affiliates of itself and the Developer.

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

(i) To reconstruct improvements on the Condominium Property after casualty or other loss, and to further improve the Condominium.

(j) To acquire and enter, into agreements whereby it acquires leaseholds, memberships or other possessory or use interests, in land or facilities, intended to provide for the enjoyment, recreation or other use or benefit of the members of the Association.

(k) To acquire by purchase or otherwise, Condominium parcels of the Condominium, subject nevertheless to the provisions of the Declaration and/or By-Laws relative thereto.

**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.

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

**4.5 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.

## ARTICLE 5 MEMBERS

5.1 Membership. The members of the Association shall consist of all of the record owners of Units in the Condominium from time to time, and after termination of the Condominium, shall also consist of those who were members at the time of such termination, and their successors and assigns.

5.2 Assignment. 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 the Unit for which that share is held.

5.3 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 By-Laws. Any person or entity owning more than one Unit shall be entitled to one vote for each Unit owned.

#### ARTICLE 6 TERM OF EXISTENCE

The Association shall have perpetual existence.

#### ARTICLE 7 INCORPORATOR

The names and addresses of the incorporator to these Articles is as follows:

NAME	ADDRESS
MANUEL A. RAMIREZ	1200 BRICKELL AVENUE, SUITE 1440 MIAMI, FLORIDA 33131

#### ARTICLE 8 OFFICERS

The affairs of the Association shall be administered by the officers holding the offices 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 post office addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

#### OFFICER AND POSTOFFICE ADDRESS

President	JUAN C. GAVIRJA 1365 Bay Terrace North Bay Village, Florida 33141
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#### ARTICLE 9 DIRECTORS

9.1 Number and Qualification. The property, business and affairs of the Association shall be managed by a board consisting of the number of directors determined in the manner provided by the By-Laws, but which shall consist of not less than three directors. Each Director must be a natural person who is 18 years of age or older, but need not be a resident of the State of Florida.

Additional qualifications may be prescribed in the By-Laws.

**9.2 Duties and Powers.** All of the duties and powers of the Association existing under the 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 such approval is specifically required.

**9.3 Election; Removal.** Directors of the Association shall be elected at the annual meeting of the members in the manner determined by and subject to the qualifications set forth in 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.

**9.4 Term of Developer's Directors.** The Developer of the Condominium shall appoint the members of the first Board of Directors and their replacements, until the Developer turns over control to the Unit Owners other than the Developer as required by the Act subject to the following:

(a) One third.

When unit owners other than the Developer own fifteen (15%) percent or more of the units in the condominium that will be operated ultimately by the association, they shall be entitled to elect no less than one-third (1/3) of the members of the board of directors.

(b) Majority.

Unit owners other than the Developer are entitled to elect not less than a majority of the members of the board of directors at the earliest of:

(i) three years after 50% of the units that ultimately will be operated by the association have been conveyed to purchasers; or

(ii) three months after 90% percent of the units that ultimately will be operated by the association have been conveyed to purchasers; or

(iii) when all the units that ultimately will be operated by the association have been completed, some of them have been conveyed to purchasers and none of the others are being offered for sale by the Developer in the ordinary course of business; or

(iv) when some of the units have been conveyed to purchasers and none of the others are being constructed or offered for sale by the Developer in the ordinary course of business; or

(v) seven years after recordation of the declaration of condominium.

(c) Developer member. The Developer is entitled to elect at least one member of the board of directors as long as the Developer holds for sale in the ordinary course of business at least 5% of the units that ultimately will be operated by the association.

(d) Election. Within 75 days after the unit owners other than the Developer are entitled to elect a member or members of the board of directors, the association shall call, and give not less than 60 days' notice of a meeting of the unit owners to elect the member or members of the board of directors. The election shall proceed as provided in Fla. Stat. 718.112 (2) (d). The notice may be given by any unit owner if the association fails to do so.

(e) Relinquishment of control. Either before or not more than 75 days after the

time that unit owners other than the Developer elect a majority of the members of the board of directors, the Developer shall relinquish control of the association and the unit owners shall accept control. Simultaneously, the Developer shall deliver to the association all property of the unit owners and of the association held or controlled by the Developer, including but not limited to those items specified in the Condominium Act.

(f) Compelling compliance. In any action brought to compel compliance with Florida Statute 718.301 regarding transfer of association control and election of directors by unit owners other than the Developer, summary procedure provided for in Florida Statute 51.011 may be employed, and the prevailing party shall be entitled to recover reasonable attorneys' fees and court costs.

(g) Early transfer. Nothing contained in this section shall be deemed to prevent the developer from transferring control of the association to unit owners other than the Developer before the occurrence of the events described in this section.

**9.5 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, as provided in the By-Laws, are as follows:

NAME	POST OFFICE ADDRESS
JUAN C. GAVIRIA	1365 Bay Terrace North Bay Village, Florida 33141
CARLOS ALBERTO BERNAL	1365 Bay Terrace North Bay Village, Florida 33141
JULIAN OSORIO	1365 Bay Terrace North Bay Village, Florida 33141

#### ARTICLE 10 INDEMNIFICATION

To the extent provided by Florida Statute 617.0831 the Association shall indemnify each director, officer, employee or agent of the Association to the full extent permitted by, and subject to the limitations of Florida Statute 607.0831, and Florida Statute 607.0850, as such statutes may from time to time be amended.

#### ARTICLE 11 AMENDMENTS

Except as otherwise provided in the Declaration of Condominium, amendments to the Articles of Incorporation may be considered at any regular or special meeting of the unit owners. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered, and said notice shall be made as required by the By-Laws. A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by a majority of the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing such approval is delivered to the secretary at or prior to the meeting. Such amendments must be approved by not less than 51% percent of the votes of the entire membership of the Association.

#### ARTICLE 12

#### COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with the provisions of Section 607.167, the effective date of incorporation is specified to be the 13 day of April, 2005, which is the date on which these Articles have been subscribed and acknowledged.

WITNESS my hand and official seal this 13 day of April, 2005.

MANUEL A. RAMIREZ  
Subscriber

STATE OF FLORIDA )  
                          ) SS.:  
COUNTY OF DADE )

BEFORE ME, the undersigned authority, this 13th day of April, 2005, personally appeared, **MANUEL A. RAMIREZ**, to me well known to be the person who executed the above and foregoing Articles of Incorporation of **THE LOFTS AT ABBOTT CONDOMINIUM ASSOCIATION, INC.** and who states that he executed the same for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before me this 13 day of April, 2005.

My Commission Expires:



Clarissa Requena Notary Public  
Commission # DD303680  
Expires: MAR. 25, 2008  
Bonded Thru  
Atlantic Bonding Co., Inc.

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the state of Florida.

1. The name of the corporation is **THE LOFTS AT ABBOTT CONDOMINIUM ASSOCIATION, INC.**

2. The name and address of the registered agent and office is: **MANUEL A. RAMIREZ, 1200 Brickell Avenue, Suite 1440, Miami, Florida 33031.**

MANUEL A. RAMIREZ  
Subscriber

Date: 4/13/05

**ACKNOWLEDGMENT OF REGISTERED AGENT**

I, **MANUEL A. RAMIREZ**, having been named to accept Service of Process for **THE LOFTS AT ABBOTT CONDOMINIUM ASSOCIATION, INC.**, a Florida corporation, at the place designated in Article VII of the attached Articles of Incorporation, I hereby accept to act in this



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capacity, and agree to comply with the provisions of said act relative to keeping open said office.

DATED this 13 day of April 2005.

  
MANUEL A. RAMIREZ  
Registered Agent

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