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Division of Corporations

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**FLORIDA NON-PROFIT CORPORATION**

**WEST OF THE HIGHWAY NEIGHBORHOOD ASSOCIATION, INC.**

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**ARTICLES OF INCORPORATION  
OF  
WEST OF THE HIGHWAY NEIGHBORHOOD ASSOCIATION, INC.  
(a corporation not-for-profit)**

The undersigned hereby executes these Articles of Incorporation for the purpose of forming a corporation not-for-profit under Chapter 617 of the Florida Statutes in existence as of the date of filing these Articles with the Secretary of State of Florida (the "Florida Not For Profit Corporation Act") and certifies as follows:

**ARTICLE I  
NAME**

The name of the corporation shall be WEST OF THE HIGHWAY NEIGHBORHOOD ASSOCIATION, INC., hereinafter referred to as the "Association," and its duration shall be perpetual.

**ARTICLE II  
PURPOSES**

**A. Purposes.** The purposes for which the Association is organized are:

1. To engage as a nonprofit organization in protecting the value of the property of the Owners and Members of the Association;
2. To promote, assist and provide adequate and proper maintenance of property for the benefit of all Owners;
3. To maintain certain land for the benefit of all Owners and Members of the Association;
4. To exercise all the powers and privileges and to perform all the duties and obligations of the Association as defined and set forth in the Articles of Incorporation and the By-Laws;
5. To exercise all powers and discharge all responsibilities granted to it as a corporation under the laws of the State of Florida, the Articles of Incorporation and the By-Laws; and
6. To engage in such other lawful activities as may be to the benefit of the Owners and Members of the Association and their property.

**B. Not a Condominium Association.** The Association is created pursuant to the Articles of Incorporation and is not intended to be, nor shall it be deemed to be, a condominium association within the meaning of Florida Statutes, Chapter 718.

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C. No Distribution of Income. The Association shall make no distribution of income to its Members, directors or officers, except as provided in the By-Laws.

D. Defined Terms. Except as otherwise provided herein, all defined terms shall have the meanings set forth in the By-Laws.

### ARTICLE III

A. Funds and Title to Properties. All funds and title to all properties acquired by the Association and the proceeds thereof shall be held only for the benefit of the Owners and Members of the Association in accordance with the provisions of these Articles and the By-Laws. No part of the income, if any, of the Association shall be distributed to the Owners, Members, directors or officers of the Association. The Association shall have no obligation to create or maintain any reserves.

### ARTICLE IV MEMBERSHIP

A. The Association shall be a membership corporation without certificates or shares of stock.

B. Qualification for, and admission to, membership in the Association shall be regulated by the By-Laws of the Association.

C. The share of an Owner or a Member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance of his Lot or Unit.

### ARTICLE V BOARD OF DIRECTORS

The affairs of the Association shall be managed by a Board of Directors consisting of not less than three (3) nor more than five (5) directors. The method of election of directors as stated in the Bylaws is by a majority vote of the members.

<u>Name</u>	<u>Address</u>
John Gehr	8465 S.W. 120 <sup>th</sup> Street Miami, Florida 33156
Steve Redlich	8500 S.W. 119 <sup>th</sup> Street Miami, Florida 33156
Norman Salas	8575 S.W. 120 <sup>th</sup> Street Miami, Florida 33156

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ARTICLE VI  
OFFICERS

The affairs of the Association shall be administered by the officers designated by the By-Laws. Officers shall be elected by the Board of Directors at the annual meetings of the Directors, as provided in the By-Laws. The initial officers shall consist of a President, a Vice President, and a Secretary. An individual may hold more than one office. The following persons shall serve as officers until the first election:

<u>Name</u>	<u>Title</u>
Bob Wild	President
Nicole Oursler	Vice-President
Norman Salas	Vice President
Susie Lingle	Secretary

ARTICLE VII  
INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Association shall indemnify its officers and directors to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director or officer, and shall inure to the benefit of the heirs and personal representatives of such a person. An adjudication of liability shall not affect the right to indemnification for those indemnified.

ARTICLE VIII  
INCORPORATOR

The name and address of the incorporator of the Association is:

<u>Name</u>	<u>Address</u>
Vicki Lindner-Lopez	One Biscayne Tower, Suite 3400 2 South Biscayne Boulevard Miami, Florida 33131

ARTICLE IX  
BY-LAWS

The By-Laws of the Association may be adopted, amended, altered or rescinded as provided therein; provided, however, that at no time shall the By-Laws conflict with these Articles of Incorporation and provided further that no amendment, alteration or rescission of the

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By-Laws shall be made without the prior written approval of the Board of Directors. Any attempt to amend, alter or rescind contrary to these prohibitions shall be of no force or effect.

**ARTICLE X**  
**AMENDMENTS**

These Articles of Incorporation of the Association may be amended, altered or rescinded as provided in the Florida Not-For-Profit Corporation Act.

**ARTICLE XI**  
**DISSOLUTION OF ASSOCIATION**

The Association may be dissolved in the manner provided by the Florida Not-For-Profit Corporation Act.

**ARTICLE XII**  
**REGISTERED AGENT AND REGISTERED OFFICE**

The name of the initial registered agent shall be Craig T. Downs, Esq. and the street address of the registered office of the Association shall be 255 University Drive, Coral Gables, Florida 33134. The Association shall have the right to designate subsequent registered agents without amending these Articles of Incorporation.

**ARTICLE XIII**  
**ADDRESS**

The principal place of business or mailing address of the Association shall be:

8465 S.W. 120<sup>th</sup> Street  
Miami, Florida 33156

Incorporator:

  
Vicki Limbier-Lopez

Dated: May 24, 2005

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ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and agree to comply with the provisions of Chapter 48.091, Florida Statutes, relative to keeping said office open for service of process.

  
Craig T. Downs, Esq.

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