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FLORIDA NON-PROFIT CORPORATION

QUAIL ROOST COMMERCE CENTER CONDOMINIUM ASSOCIATION,

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**ARTICLES OF INCORPORATION OF QUAIL ROOST COMMERCE CENTER
CONDOMINIUM ASSOCIATION, INC.
A Florida Not for Profit Corporation**

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STATE OF FLORIDA)
)ss
COUNTY OF MIAMI-DADE)

THE UNDERSIGNED hereby make, subscribe, swear, acknowledge and file this Restated Amendment to Articles of Incorporation for **QUAIL ROOST COMMERCE CENTER CONDOMINIUM ASSOCIATION, INC.**

1. NAME

The name of the corporation shall be **QUAIL ROOST COMMERCE CENTER CONDOMINIUM ASSOCIATION, INC.**, hereinafter referred to as the "Association".

2. PURPOSE

In accordance with the provisions of Chapter 718, Florida Statutes, the "Condominium Act", a condominium has been created upon certain lands in Miami-Dade County, Florida, which condominium is known as **QUAIL ROOST COMMERCE CENTER, A Condominium** (the "Condominium") according to a Declaration of Condominium (the "Declaration"). This Association is organized for the purpose of operating, governing, administering and managing the property and affairs of the Condominium and to exercise all powers and discharge all responsibilities granted to it as a corporation under the laws of the State of Florida, the By-Laws and the Act, and to acquire, hold, convey and otherwise deal in and with real and personal property in the Association's capacity as a condominium association.

3. POWERS

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

3.1 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 terms of these Articles and the Declaration, all the powers conferred by the Condominium Act upon a condominium association and all the powers set forth in the Declaration.

3.2 The Association shall have all of the powers reasonably necessary to implement its purpose, including, but not limited to, the following:

- (a) To operate and manage the Condominium and Common Elements in accordance with the purpose and intent contained in the Declaration;
- (b) To make and collect assessments against members to defray the costs of the Condominium;
- (c) To use the proceeds of assessments in the exercise of its powers and duties;
- (d) To maintain, repair, replace and operate the Common Elements;

(e) To reconstruct improvements upon the Condominium Property after casualty and to further improve the property;

(f) To make and amend By-Laws and regulations respecting the use of the Condominium Property and to enforce same;

(g) To enforce the provisions of the Declaration and these Articles;

(h) To provide for the management and maintenance of the Condominium and to authorize a management agent to assist the Association in carrying out its powers and duties by performing such functions as the collection of assessments, preparation of records, enforcement of rules and maintenance of the Common Elements. The Association shall, however, retain at all times the powers and duties granted it 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;

(i) To possess, enjoy and exercise all powers necessary to implement, enforce, and carry into effect the powers above described, including the power to acquire, hold, convey, and deal in real and personal property.

3.3 All funds and title to all properties acquired by the Association and the proceeds thereof shall be held only for the benefit of the members in accordance with the provisions of the condominium documents. No part of the income, if any, of the Association shall be distributed to the members, directors, and officers of the Association.

3.4 The powers of the Association shall be subject to and be exercised in accordance with the provisions of the Declaration which governs the use of the Condominium Property.

4. MEMBERS

4.1 All Unit Owners in the Condominium shall automatically be members of the Association, and their membership shall automatically terminate when they are no longer Unit Owners. If a member should transfer his Unit pursuant to the provisions of the Declaration, the grantee will automatically be a member of the Association. Membership certificates will not be issued.

4.2 Each Unit Owner is entitled to vote its Voting Interest, as defined in and in accordance with the Declaration and in accordance with the By-Laws. An entity or several individuals owning a Unit shall designate one (1) voting member for the Unit(s) which they own, as set forth in the Declaration and By-Laws.

4.3 The share of a member in the funds and assets of the Association shall not be assigned, hypothecated, or transferred in any manner except as an appurtenance to the Units.

5. EXISTENCE

The Association shall have perpetual existence.

6. SUBSCRIBER

The name and address of the subscriber hereto is Ellen Rose, Esq., Therrel Baisden, P.A., One Southeast Third Avenue, Suite 2400, Miami, Florida 33131.

7. DIRECTORS

7.1 The affairs and property of this Association shall be managed and governed by a Board of Directors composed of not less than three (3) nor more than seven (7) Directors. The first Board of Directors shall have three (3) members, and the number of Directors on subsequent Boards will be determined from time to time in accordance with the provisions of the By-Laws of the Association.

7.2 Except for Directors appointed by the Developer in accordance with the Declaration, the Board of Directors shall consist of voting members of the Association. The voting members shall be the individual Unit Owners, except that when multiple individuals, or any corporation, partnership trust or other entity owns a single Unit, a voting member shall be designated for such Unit Owner(s) in accordance with the By-Laws of the Association.

7.3 Directors shall each serve a one (1) year term, except that a director's term shall end when he or she is no longer a voting member.

7.4 All Officers shall be elected by the Board of Directors in accordance with the By-Laws at regular, annual meetings of the Board of Directors, to be held as provided in the By-Laws.

7.5 The following persons shall constitute the first Board of Directors, and shall hold office and serve in accordance with Article 7.3 herein.

<u>Name</u>	<u>Address</u>
Haim Wiener	7311 NW 12 th Street, Suite 30 Miami, FL 33126
Leslie Salvador	7311 NW 12 th Street, Suite 30 Miami, FL 33126
Dania Mark	7311 NW 12 th Street, Suite 30 Miami, FL 33126

8. OFFICERS

Subject to the direction of the Board of Directors, the affairs of the Association shall be administered by the officers designated in the By-Laws. The names and titles of the officers who shall serve for the first year of the Association's existence are as follows:

<u>Name</u>	<u>Title</u>
Haim Wiener	President
Leslie Salvador	Vice-President
Dania Mark	Secretary/Treasurer

9. **BY-LAWS**

The By-Laws of the Association shall be adopted by the first Board of Directors and shall be attached to the Declaration to be filed in the Public Records of Miami-Dade County, Florida. The By-Laws may be altered, amended, or rescinded only in the manner provided in the By-Laws.

10. **AMENDMENTS**

10.1 A majority of the voting members may propose alterations, amendments to, or the rescission of these Articles, so long as the proposals do not conflict with the Condominium Act or the Declaration. Such proposals shall set forth the proposed alteration, amendment, or rescission; shall be in writing; shall be filed by any two members and shall be delivered to the President of the Association, who shall thereupon call a Special Meeting of the members not less than ten (10) days nor later than thirty (30) days from receipt of the proposed amendment, the notice for which shall be given in the manner provided in the By-Laws. An affirmative vote of eighty percent (80%) of the voting members of the Association shall be required for the adoption of the proposed alteration, amendment or rescission.

10.2 Any voting member may waive any or all of the requirements of this Article as to notice or proposals to the President of the Association for the alteration, amendment, or rescission of these Articles. Such waiver may occur before, at or after a membership meeting at which a vote is taken to amend, alter or rescind these Articles in whole or in part.

11. **INDEMNIFICATION OF OFFICERS AND DIRECTORS**

11.1 Every Director and every Officer of the Association shall be indemnified by the Association against all expenses and liability, including counsel fees, reasonably incurred by or imposed upon him in which he may become involved, by reason of his being or having been a Director or Officer at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance in the performance of his duties; provided that in the event of any claim for reimbursement or indemnification hereunder same shall apply only if the Board of Directors approves such settlement or reimbursement as being in the interests of the Association. Such approval shall be made by a majority vote of a quorum consisting of Directors who were not parties to such proceedings. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled.

12. **TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED**

12.1 No contract or transaction between the Association and one or more of its Directors or Officers, or between the Association and any other corporation, partnership, association, trust or other organization in which one or more of its Directors or Officers are Directors or Officers, or have a financial interest, shall be invalid, void, or voidable solely for this reason, or solely because the Director or Officer is present at or participates in the meeting of the Board or Committee thereof which authorized the contract or transaction, or solely because said Officer's or Director's votes are counted for such purpose. No Director or Officer of the Association shall incur liability by reason of the fact that said Director or Officer may be interested in any such contract or transaction.

12.2 Interested Officers and Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

13. PRINCIPAL OFFICE

The Association's principal office shall be at 7311 NW 12th Street, Suite 30, Miami, FL 33126.

14. ADDRESS OF REGISTERED OFFICE

The street address of the registered office of this Association in the State of Florida shall be One Southeast Third Avenue, Suite 2400, Miami, Florida 33131. The name of the initial registered agent shall be Ellen Rose.

15. MEETINGS BY CONFERENCE TELEPHONE

The Board may hold its meetings by means of conference telephone as provided by Section 607.131 and 607.007, Florida Statutes.

These Restated Articles of Incorporation were adopted by all of the members and directors of the Corporation.

IN WITNESS WHEREOF, the subscriber has sworn to and executed these Articles, at Miami, Miami-Dade County, Florida this 5 day of July, 2005.

Ellen Rose
ELLEN ROSE

SWORN TO AND ACKNOWLEDGED BEFORE ME this 5 day of July, 2005, at Miami, Florida, by Ellen Rose. She is personally known to me.

Jonathan Feuerman
NOTARY PUBLIC STATE OF FLORIDA AT LARGE
JONATHAN FEUERMAN


Printed Notary Name
My Commission Expires:



ACCEPTANCE OF APPOINTMENT BY RESIDENT AGENT

The undersigned, Ellen Rose, hereby accepts appointment as the Resident Agent for QUAIL ROOST COMMERCE CENTER CONDOMINIUM ASSOCIATION, INC., and does agree to accept service of process on behalf of the Association and to forward same to the appropriate corporate officer. The undersigned is familiar with and accepts the obligations provided for in Florida Statutes Section 617.0501.

WITNESS my hand this 5 day of July, 2005



ELLEN ROSE

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