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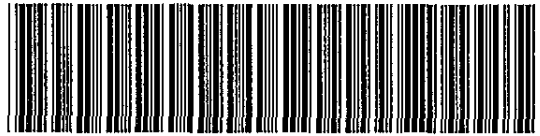
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8/22/05



LAW OFFICES OF
RICHARD S. GENDLER & ASSOCIATES, P. A.

RICHARD S. GENDLER, ESQ.
MARTIN G. MCCARTHY, ESQ.
ROBERT F. BOLLINGER, ESQ.
JUAN D. BERRIO, ESQ.
ARIEL SAGRE, ESQ.
LETICIA MARIA PILOTO, ESQ.

Via U.S. Mail

August 17, 2005

*
WWW.MIAMI-LAW.COM
PLEASE REPLY TO:
MIAMI OFFICE

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

RE: Gate to the Keys


Dear Sirs:

Enclosed please find (1) original articles of incorporation, (1) copy, and a check in the sum of \$70.00 for the above referenced **Not-For-Profit** corporation.

Please file these articles and forward proof of filing to this office.

Thank you.

Very truly yours,


Robert F. Bollinger, Esquire
For the firm

RFB/rfb

enclosure

ARTICLES OF INCORPORATION
GATE TO THE KEYS
HOMEOWNER'S ASSOCIATION, INC.

FILED
05 AUG 22 PM 4:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of GATE TO THE KEYS HOMEOWNER'S ASSOCIATION, INC., for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, certifies as follows:

ARTICLE I.

The name of the corporation shall be GATE TO THE KEYS HOMEOWNER'S ASSOCIATION, INC., hereinafter sometimes referred to as the "Association."

ARTICLE II.

The effective date of this Corporation shall be as of the date of filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

ARTICLE III.

The general nature, objects and purposes of the Association are as follows:

1. To promote the recreation, health, safety and social welfare of the owners and residents of that area referred to as "GATE TO THE KEYS" in the Declaration of Restrictions and Protective Covenants for GATE TO THE KEYS Community ("the "Community") to be recorded in the Public Records of Miami-Dade County, Florida (the "Declaration").
2. To provide, purchase, acquire, replace, improve, maintain or repair such structures, equipment, equipment, private roads and the "Common Area" as may be referred to in the Declaration and other structures, landscaping and paving related to the health, safety and social welfare of the members of the Association as the Board of Directors in its discretion determines necessary, appropriate, or convenient.
3. To operate without profit for the sole and exclusive benefit of its members.
4. To perform all of the functions contemplated of the Association, and undertaken by the Board of Directors of the Association, in the Declaration.

ARTICLE IV.

The general powers that the Association shall have are as follows:

1. To hold funds solely and exclusively for the benefit of the members for purposes set forth in these Articles of Incorporation.

2. To promulgate and enforce rules, regulations, by-laws, covenants, restrictions and agreements to effectuate the purposes for which the Association is organized.

3. To delegate power or powers where such is deemed in the interest of the Association.

4. To purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of, real or personal property, except to the extent restricted hereby; to enter into, make, perform or carry out contracts of every kind with any firm, corporation, association or other entity; to do any and all acts necessary or expedient for carrying on any and all of the activities and pursuing any and all of the objects and purposes set forth in the Articles of Incorporation and not forbidden by the laws of the State of Florida.

5. To establish a budget and to fix assessments to be levied against property located in GATE TO THE KEYS Community, in accordance with the Declaration, to defray expenses and the cost of effectuating the objects and purposes of the Association, and to create reasonable reserves for such expenditures, and to authorize its Board of Directors, in its discretion, to enter into agreement with management companies and such other organization for the collection of such assessments.

6. To charge recipients for services rendered by the Association and the user for use of the Association Property (which may be owned by the Association or over which the Association has a right of use) when such is deemed appropriate by the Board of Directors of the Association.

7. To pay taxes and other charges, if any, on or against real property owned, accepted or maintained, provided it is part of the "Common Area" referred to in the Declaration, by the Association.

8. In general, to have all powers conferred upon a corporation by the laws of the State of Florida, except as prohibited herein.

ARTICLE V.

1. The members of the Association shall consist of owners of property in GATE TO THE KEYS Community.

2. "Developer, "Owner," "Unit," and any other defined term used herein shall have the meaning given such term in the Declaration.

3. GATE TO THE KEYS Community consists of that certain real property situated in Dade County, Florida described as follows:

See Exhibit "A" attached hereto and made a part hereof.

ARTICLE VI.

The Association shall have two (2) classes of voting members:

CLASS A: Class A members shall be all parties who own a Unit, with the exception of the Developer (as long as the Class B membership shall exist, and thereafter, the Developer shall be a Class A member to the extent that it would otherwise qualify).

Class A members shall be entitled to the total number of votes as allocable to each Unit (which is owned by that member or members) as indicated in the Declaration.

CLASS B: The Class B member shall be the Developer. The Class B member shall be entitled to one vote more than the total number of votes held by Class A members, provided that Class B membership shall cease and terminate no later than the earlier of the following events:

a. One year after the last Lot in GATE TO THE KEYS Community has been sold and conveyed by the Developer, or

b. Upon the relinquishment of control by the Developer whereupon the then existing members shall be obligated to elect the Board of Directors of the Association and to assume control of the Association.

ARTICLE VII.

The affairs of the Association shall be managed by a Board of Directors. The first Board of Directors shall consist of two Directors. So long as the Developer shall have the right under the Declaration to appoint a majority of the Board of Directors. Directors need not be members of the Association. Thereafter, all Directors shall be members of the Association.

Elections shall be by plurality of votes. At the first annual election of the Board of Directors, the term of office of the other elected Director receiving the highest plurality of votes shall be established at two (2) years, and the term of office of the other elected Directors shall be established at (1) year. The number of Directors of the succeeding Board shall be as provided from time to time by the By-Laws of the Association. Thereafter, as many Directors shall be elected and appointed as the case may be, as there are regular terms of office of Directors expiring at such time. The term of the Directors so elected or appointed at each annual election shall be for two (2) years expiring at the effect of the annual election following their election and thereafter until their successors are duly elected and qualified, or until removed from office with or without cause by the affirmative vote of a majority of the members which elected or appointed them. In no event can a Board member appointed by the Class B Member be removed except by action of the Class B Member. Any Director appointed by the Class A Member shall serve at the pleasure of the Class B Member, and may be removed from office, and a successor Director may be appointed, at any time by the Class B Member.

Names and addresses of the members of the first Board of Directors who shall hold office until the first annual meeting of the members and until their successors are elected or appointed and have qualified, are as follows:

JOSE JALIL

2633 S.W. 147 Avenue
2nd Floor
Miami, Florida 33185

ARTICLE VIII.

The subscribers to these Articles of Incorporation are the two persons herein named to act as members of the first Board of Directors of the corporation, the names of which subscribers and their respective post office addresses are more particularly set forth in Article VII.

ARTICLE IX.

The officers of the Corporation who shall serve until the first election under these Articles of Incorporation are as follows:

President:

JOSE JALIL

ARTICLE X.

The Association shall have perpetual existence.

ARTICLE XI

1. The Board of Directors shall adopt By-Laws consistent with these Articles. Thereafter, such By-Laws may be altered or rescinded only in the manner provided in the said By-Laws.

2. These Articles of Incorporation may be altered, amended or repealed by resolution of the Board of Directors. No amendment affecting the Developer, its successors or assigns, as Developer of GATE TO THE KEYS Community shall be effective without the prior written

consent of the Developer or its successors or assigns.

ARTICLE XII.

1. The Association hereby indemnifies any Director or officer made a party of or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

A. Whether civil, criminal, administrative, or investigative, other than one by or in the right of the Association to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as Director or officer of the Association, or in his capacity as Director or officer of the Association, or in his capacity as Director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against, judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees, actually and necessarily incurred as a result of such action, suit or proceeding or any appeal therein. If such person acted in good faith in the reasonable belief that such action was in the best interests of the Association, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in the best interests of the Association or that he had reasonable grounds for belief that such action was unlawful.

B. By or in the right of the Association to procure a judgment in its favor by reason of his being or having been a Director or officer of the Association, or by reason of his being or having been a Director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein. If such person acted in good faith in the reasonable belief that such action was in the best interests of the Association. Such person shall not be entitled to indemnification in relation to matters to which such person has been adjudged to have been guilty of negligence or misconduct in the performance of his duty of the Association unless, and only to the extent that the court, administrative agency, or investigative body before which Such action, suit or proceeding is held shall determine upon application that, despite the adjudication of liability, but in view of all circumstances of the case, such person is fully and reasonably entitled to indemnification for such expense which such tribunal shall deem proper.

2. The Board of Directors shall determine whether amounts for which a Director or officer seeks indemnification were properly incurred and whether such Director or officer acted in good faith and in a manner he reasonably believed to be in the best interests of the Association, and whether, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit, or proceeding.

3. *The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Association to indemnify under applicable law.*

ARTICLE XIII.

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, 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 the transaction, or solely because his or their votes are counted for such purpose. No Director or officer of the Association shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.

ARTICLE XIV.

The Board of Directors shall elect the President, Secretary and Treasurer; and as many Vice-Presidents, Assistant Secretaries and Assistant Treasurers as the Board of Directors may determine. The President shall be elected from among the members of the Board of Directors, but no other officer need be a Director. The same person may hold two offices, the duties of which are not incompatible; provided, however, although two or more offices may be held by the same person, the offices of President and Secretary shall not be held by the same person.

ARTICLE XV.

Upon dissolution of the Association, all of its assets remaining after provision for creditors and payment of all costs and expenses of such dissolution shall be distributed in the following manner:

1. Real property, if any, contributed to the Association without receipt of other than nominal consideration by the Class B Member (of its predecessor in interest) shall be returned to the Class B Member (whether or not there is a Class B Member at the time of such dissolution), unless it refuses to accept the conveyance (in whole or in part).

2. Dedication to any applicable municipal or other governmental authority of any property determined by the Board of Directors of the Association to be appropriate for such dedication and which the authority is willing to accept.

3. Remaining assets shall be distributed among the members, subject to the limitation set forth below, as tenants in common, each members' share of the assets to be determined in accordance with its voting rights.

4. Upon expiration of the term of the Declaration, the Association may be dissolved upon a resolution to that effect being recommended by three-fourths (3/4) of the members of the Board of Directors, and, if such decree be necessary at the time of dissolution, alter receipt of any appropriate decrees as set forth in Chapter 617 of the Florida Statutes, or statute of similar import, and approved by two-thirds (2/3) of the voting fights of the Association's members.

ARTICLE XVI.

By-Laws of the Association may be altered, amended or repealed by a majority of votes of the Directors present at a duly constituted meeting of the Board of Directors, except that no amendment affecting the Developer shall be effective without the Developer's written consent, or as otherwise provided in the. By-Laws.

The initial registered agent for this corporation shall be Jose Jalil and the initial registered agent's office shall be located at 2633 S.W. 147 Avenue, 2nd Floor, Miami, Florida 33185.

The mailing address of the corporation shall be 2633 S.W. 147 Avenue, 2nd Floor, Miami, Florida 33185.

The name and street address of the incorporator is: Jose Jalil, 2633 S.W. 147 Avenue, 2nd Floor, Miami, Florida 33185.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 9TH day of AUGUST, 2005.

WITNESS:

Print name: ROBERT BOLLINGER Jose Jalil

Print name: ANA MARIA YEPES V.

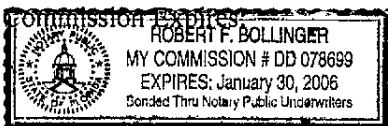
STATE OF FLORIDA)

)ss

COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 9TH day of AUGUST, 2005, by and JOSE JALIL, who produced FLORIDA DRIVERS LICENSE as identification, and who did not take an oath.

My



Notary Public

Print Name ROBERT BOLLINGER

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent for GATE TO THE KEYS HOMEOWNER'S ASSOCIATION, INC., at the place designated in said Articles of Incorporation, I, hereby agree to accept service of process for said corporation and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

Jose Jalil

8-9-05
Date

FILED
05 AUG 22 PM 4:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA