

165000012005

(Requestor's Name)

Gene M. Hamilton, P.A.
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W05-51769



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

November 18, 2005

VE NE M. HAMILTON, P.A.
9050 PINES BOULEVARD - #300
PEMBROKE PINES, FL 33024

SUBJECT: THE ROADS TWIN HOMES CONDOMINIUM ASSOCIATION @
3477 & 3477 1/2, INC.
Ref. Number: W05000051769

We have received your document for THE ROADS TWIN HOMES CONDOMINIUM ASSOCIATION @ 3477 & 3477 1/2, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

An effective date **may** be added to the Articles of Incorporation **if a 2006 date is needed**, otherwise the date of receipt will be the file date. **A separate article must be added to the Articles of Incorporation for the effective date.**

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6972.

Doris Brown
Document Specialist
NEW FILINGS

Letter Number: 505A00068411

**ARTICLES OF INCORPORATION
OF**

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SECRETARY OF STATE
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**THE ROADS TWIN HOMES CONDOMINIUM ASSOCIATION @
3477 & 3477½, INC.
A Florida Not-For-Profit Corporation.**

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

1. DEFINITIONS

All terms used herein which are defined in the Declaration of Condominium for The Roads Twin Homes Condominium Association @ 3477 & 3477½, Inc., a Condominium, shall have the same meaning herein as therein.

2. NAME AND ADDRESS

The name of the corporation shall be THE ROADS TWIN HOMES CONDOMINIUM ASSOCIATION @ 3477 & 3477½, INC., hereinafter referred to as the "Association" or "Corporation". The mailing address and the principal place of business of this Corporation shall be 3471 SW 3rd Ave., Miami, FL 33145.

3. PURPOSE

In accordance with the provisions of Chapter 718, Florida Statutes, the "Condominium Act" a condominium will be created upon certain lands in Miami-Dade County, Florida to be known as: THE ROADS TWIN HOMES CONDOMINIUM ASSOCIATION @ 3477 & 3477½, Inc., A CONDOMINIUM (the "Condominium") according to a Declaration of Condominium (the "Declaration") to be recorded in the public records of Dade County County, Florida. This Corporation 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 of the Corporation, these Articles, the Declaration, and the Condominium Act, and to acquire, hold, convey and otherwise deal in and with real and personal property in this Corporation's capacity as a condominium association.

4. POWERS

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

- 4.1 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, and all the powers conferred by the Condominium Act upon a condominium association, and all the powers set forth in the Declaration which are lawful.
- 4.2 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 condominium property 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 and to refund Common Surplus to members;
 - (c) To use the proceeds of Assessments in the exercise of its powers and duties;
 - (d) To maintain, repair and replace the Condominium Property;
 - (e) To reconstruct improvements upon the Condominium Property after casualty and to further improve the property;
 - (f) To make and amend By-Laws for the Association and regulations respecting the use of the Condominium Property;
 - (g) To enforce by legal means the provisions of the Declaration, these Articles, the By-Laws and regulations of the use of the Condominium Property;
 - (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 to it by the Condominium Act which are non-delegable, but not limited to,

the making of assessments, promulgation of rules, and execution of the 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.
 - (j) To deal with the Master Association on all matters which affect the Condominium Property, the Unit Owners, or the Association.
 - (k) To appoint an individual to represent the Association in the Master Association and to replace such individual.
- 4.3 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 or officers of the Association.
- 4.4 The powers on 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.

5. MEMBERS

- 5.1 All Unit Owners in the Condominium shall automatically be members of the Association and their membership shall automatically terminate when they are no longer Owners of a Unit. If a member should transfer his Unit under the provisions of the Declaration, the grantee from such member will automatically acquire membership in the Association. Membership certificates are not required and may not be issued.
- 5.2 Voting rights shall be governed by the Declaration and By-Laws of the Association.
- 5.3 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 his unit.

6. EXISTENCE

This Corporation shall have perpetual existence.

7. INCORPORATION

The name and address of the incorporator hereof is as follows:

<u>Name</u>	<u>Address</u>
Faye Kmetz	3471 SW 3 rd Avenue, Miami, FL 33145

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, who shall serve at the pleasure of the Board of Directors. The names and titles of the officers who shall serve until removed or until the first election at the annual meeting of the Board of Directors are as follows:

<u>Name</u>	<u>Title</u>
Faye Kmetz, 3471 SW 3 rd Avenue, Miami, FL 33145	President
Kerry Jacobs, 3471 SW 3 rd Avenue, Miami, FL 33145	Vice President
Karla Kmetz, 3471 S. W. 3 rd Avenue, Miami, FL 33145	Secretary/Treasurer

9. DIRECTORS

9.1 The affairs and property of this Association shall be managed and governed by a Board of Directors composed of not less than three nor more than four (4) directors. 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.

9.2 Directors shall be elected by the voting members in accordance with the By-Laws at regular annual meetings of the membership of the Association or as otherwise provided in the By-Laws and in the manner set out in the By-Laws.

9.3 The election of the directors shall be in accordance with the provisions

therefore set forth in the By-Laws.

- 9.4 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 immediately following the annual meetings of the membership or as otherwise provided in the By-Laws. The Board of Directors shall elect a President, Vice-President, Secretary, Treasurer and such other Officers as it shall deem desirable, consistent with the By-Laws. The President shall be elected from among the Board of Directors; no other Officer need be a Director. The offices of Vice President, Secretary and Treasurer may be combined at the option of the Directors, such that the Vice President may also be the Secretary or Treasurer and the Secretary may also be the Treasurer. Not more than two offices shall be combined or held by the same person.
- 9.5 The following persons shall constitute the first Board of Directors, and shall hold office and serve until removed or until their successors are elected at the first annual meeting of the members at which Directors are to be elected by the members:

<u>Name</u>	<u>Address</u>
Faye Kmetz, 3471 SW 3 rd Avenue, Miami, FL 33145	President
Kerry Jacobs, 3471 SW 3 rd Avenue, Miami, FL 33145	Vice President
Karla Kmetz 3471 SW 3 rd Avenue, Miami, FL 33145	Secretary/ Treasurer

10. 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 recorded in the public records of Broward County, Florida. The By-Laws may be altered, amended or rescinded in the manner provided in the By-Laws.

11. AMENDMENTS

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

12. INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every director and every Officer of the Corporation shall be indemnified by the Corporation against all expenses and liability, including attorneys' fees,

reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or 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 based upon a settlement by the Director or Officer seeking such reimbursement or indemnification herein shall apply only if the Board of Directors approves such settlement and reimbursement as being in the interests of the Corporation. 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.

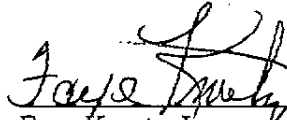
13. TRANSACTION IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

- 13.1 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 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 counted for such purpose. No Director or Officer of the Association shall incur liability solely by reasons of the fact that said Directors or Officer may be interested in any such contract or transaction.
- 13.2 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.

14. ADDRESS OF REGISTERED OFFICE:

The street address of the registered office of this Corporation in the State of Florida shall be: 3471 SW 3rd Avenue, Miami, Florida 33145. The name of the initial registered agent shall be Faye Kmetz. The Board of Directors may from time to time move the registered office to any other address in Florida.


IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on the 16th day of November, 2005.


Faye Kmetz, Incorporator

STATE OF FLORIDA }
 }
COUNTY OF BROWARD }

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Faye Kmetz, President of The Roads Twin Homes Condominium, Inc., known to be and known by me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 16th day of November, 2005.


NOTARY PUBLIC, State of Florida

My commission expires:



Vene M Hamilton
My Commission DD200031
Expires March 26, 2008

CERTIFICATE ACCEPTING DESIGNATION

AS

REGISTERED AGENT

I HEREBY CERTIFY that I have accepted the designation as Registered Agent of The Roads Twin Homes Condominium Association @ 3477 and 3477 1/2 Inc., and agree to serve as its agent and to accept service of process within this State at its Registered Office.



Faye Kmetz, Registered Agent

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