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FLORIDA PROFIT/NON PROFIT CORPORATION

south ponce property owners association, inc.

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ARTICLES OF INCORPORATION OF
SOUTH PONCE PROPERTY OWNERS ASSOCIATION, INC.

(a corporation not-for-profit)

The undersigned incorporator and each undersigned initial director sign and deliver these Articles of Incorporation in order to form a corporation not for profit under the laws of the State of Florida.

ARTICLE I NAME & PRINCIPAL ADDRESS

The name of this corporation is:

South Ponce Property Owners Association, Inc.

The principal address of the corporation is:

4545 Ponce de Leon Boulevard
Coral Gables, Florida 33146

ARTICLE II PURPOSE

This is a not-for-profit corporation under Chapter 627 of the Florida Statutes. It is organized for the exclusive purposes permitted under Section 501(c) of the Internal Revenue Code of 1986, as amended, and the corresponding Regulations of the United States Department of Treasury, or the corresponding provisions of any future United States Internal Revenue law or Regulation of the United States Department of Treasury or any successor governmental agency (e.g., religious, charitable, religious, scientific, literary, educational purposes or a business league). The express, but not limited, purpose of this corporation is the preservation of the rights of the property owners of South Ponce.

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Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the corresponding Regulations of the United States Department of Treasury, or the corresponding provisions of any future United States Internal Revenue law or Regulation of the United States Department of Treasury or any successor governmental agency

Upon dissolution of the organization, its remaining assets shall be distributed for one or more exempt purposes within the meaning of section 501(c) of the Internal Revenue Code of 1986, as amended, and the corresponding Regulations of the United States Department of Treasury, or the corresponding provisions of any future United States Internal Revenue law or Regulation of the United States Department of Treasury or any successor governmental agency, or shall be distributed to the Federal, state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction, in the county in which the principal office of the organization is then located, exclusively for such purposes.

ARTICLE III MEMBERS

Members of this corporation shall be persons, at least one (1) of whom shall be a citizen of the United States, of Twenty-One (21) or more years of age, and of good character and reputation. Other qualifications of the members and the manner of their admission shall be prescribed from time to time in the Bylaws of the Corporation. The Corporation may have two or more classes of members, including regular voting members, nonvoting members, and honorary members, as well as such other classes of members as may be determined under the By-laws.

ARTICLE IV TERM OF EXISTENCE

The existence of the corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall be perpetual.

ARTICLE V SUBSCRIBERS

The name and address of the incorporator and the person signing these Articles of Incorporation as subscriber is:

R. John Knowles
4545 Ponce De Leon Boulevard
Coral Gables, Florida

ARTICLE VI MANAGEMENT

The day-to-day affairs of this corporation are to be managed by its President and Secretary and such other officers as the Board of Directors may appoint. Such officers shall serve for a period of one year or until their successors are appointed.

ARTICLE VII INITIAL OFFICERS

The following named persons shall serve as officers of this corporation for a period of one (1) year or until their successors are appointed.

<u>Name</u>	<u>Officer</u>
R. John Knowles	President
Frederick R. Baddour	Secretary/ Treasurer
Bradley Richter	Vice-President

ARTICLE VIII DIRECTORS

This corporation shall have three (3) Directors, initially. The number of Directors may be increased or diminished from time to time in accordance with the By-laws, but shall never be less than three (3).

The names and post office addresses of the members of the first Board of Directors who shall serve until their successors are elected are:

R. John Knowles
4545 Ponce De Leon Boulevard
Coral Gables, Florida 33146

Frederick R. Baddour
4573 Ponce de Leon Boulevard
Coral Gables, Florida 33146

Bradley Richter
4569 Ponce de Leon Boulevard
Coral Gables, Florida 33146

ARTICLE IX ADDRESS OF INCORPORATOR

The address of the incorporator is 4545 Ponce De Leon Boulevard, Coral Gables, Florida 33146

ARTICLE X NAME AND OFFICE OF REGISTERED AGENT

The initial registered agent and street address of the initial registered office of the corporation shall be:

A & A Registered Agent, Inc.
4551 Ponce de Leon Boulevard
Coral Gables, Florida 33146

ARTICLE XI BY-LAWS

The By-laws of this corporation may be made, altered or rescinded by a majority vote of the voting members, unless all of the voting members sign a written statement manifesting their intention that the By-laws be made, altered or rescinded.

ARTICLE XII AMENDMENTS

Every amendment to the Articles of Incorporation shall be approved by a majority vote of the Board of Directors, proposed by the Board of Directors to the members and approved at a member's meeting by a majority of the members entitled to vote thereon, unless all of the directors and all of the members entitled to vote sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made. Upon an amendment to the Articles of Incorporation being adopted, the amendment shall be filed with the Secretary of State in a manner provided by law.

ARTICLE XIII MAILING ADDRESS

The mailing address of the corporation is c/o A&A Registered Agent, Inc., 4551 Ponce de Leon Boulevard, Coral Gables, Florida 33146.

IN WITNESS WHEREOF, the undersigned has subscribed to these Articles of Incorporation at Miami, Dade County, Florida, this 9th day of January 2006.

Incorporator:

By: [Signature]

R. John Knowles, Incorporator

STATE OF FLORIDA)

)

SS:

COUNTY OF MIAMI-DADE)

BEFORE ME, a Notary Public, personally appeared R. JOHN KNOWLES, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal at Miami, Dade County, Florida, this 9th day of January, 2006.

[Signature]
Notary Public
State of Florida at Large

My Commission Expires:



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**CERTIFICATE DESIGNATING OFFICE FOR THE
SERVICES OF PROCESS WITHIN THIS STATE, AND
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Section 617.023, Florida Statutes, the following is submitted, in compliance with said Act:

That SOUTH PONCE PROPERTY OWNERS ASSOCIATION, INC., desiring to organize under the laws of the State of Florida, with its principal office, at 4545 Ponce de Leon Boulevard, Coral Gables, Florida 33146, has named A&A REGISTERED AGENT, INC., located at 4551 Ponce de Leon Boulevard, Coral Gables, Florida 33146, as its registered agent to accept service of process within the State.

ACKNOWLEDGEMENT:

Having been named the registered agent for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity.

Dated this 9th day of January, 2006.

A & A REGISTERED AGENTS, INC.,

By: _____

Richard A. Alayon, President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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