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1. PALM HILL CONDOMINIUM ASSOCIATION INC
(Corporation Name) (Document #)

2. _____
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AMENDMENTS

☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

OTHER FILINGS

☐ Annual Report
☐ Fictitious Name

REGISTRATION/QUALIFICATION

☐ Foreign
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ARTICLES OF INCORPORATION

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OF

PALM HILL CONDOMINIUM ASSOCIATION, INC.

We, the undersigned, for the purpose of forming a not-for-profit corporation in accordance with the laws of the State of Florida, acknowledge and file these Articles of Incorporation in the Office of the Secretary of the State of Florida.

Article I
NAME

The name of the corporation is PALM HILL CONDOMINIUM ASSOCIATION, INC.

Article II
OFFICE OF THE CORPORATION

The principal office of the Corporation shall be at 2850 Douglas Road, Suite 400, Coral Gables, FL 33134 and the mailing address of the Corporation shall be the same.

Article III
PURPOSE OF THE CORPORATION

The purpose for which the Corporation is organized is to provide an entity pursuant to the Florida Corporation Act for the operation of a condominium located in Miami-Dade County, Florida known as Palm Hill, A Condominium.

Article IV
POWERS OF THE CORPORATION

1. The Corporation shall have all the common law and statutory powers of a Corporation not-for-profit which are not in conflict with the terms of these Articles.
2. The Corporation shall have all the powers granted by Chapter 718, Florida Statutes, as amended from time to time.
3. The Corporation shall have all the powers reasonably necessary to implement the purposes of the Corporation, and all of the powers granted to it in the Declaration of Condominium when said Declaration is recorded in the public records of Miami-Dade County, Florida and as more particularly described in the Bylaws, as the Declaration and Bylaws may be amended from time to time, including, but not limited to, the following:

(a) To make and collect Assessments, Special Assessments and other charges against members as Unit Owners, and to use the proceeds thereof in the exercise of its powers and duties.
(b) To buy, own, operate, lease, sell, trade and mortgage both real and personal property as may be necessary or convenient in the administration of the Condominium.
(c) To maintain, repair, replace, reconstruct, add to and operate the Condominium and other property acquired or leased by the Association for use by Unit Owners.
(d) To purchase insurance upon the Condominium and insurance for the protection of the Association, its officers, directors and members as Unit Owners.
(e) To make and amend reasonable rules and regulations for the maintenance, conservation and use of the Condominium and for the health, comfort, safety and welfare of the Unit Owners.
(f) To approve or disapprove the leasing, transfer, mortgaging, ownership and possession of Units as may be provided by the Declaration.
(g) To enforce by legal means the provisions of the Act, the Declaration, these Articles, the Bylaws, and the rules and regulations for the use of the Condominium.
(h) To contract for the management and maintenance of the Condominium and to authorize a management agent (which may be an affiliate of the Developer) to assist the Association in carrying out its powers and duties by performing such functions as the submission of proposals, collection of Assessments, Special Assessments, preparation or records, enforcement of rules and maintenance, repair and replacement of the Common Elements with funds as shall be made available by the Association for such purposes. The Association shall, however, retain at all times the powers and duties granted by the Condominium Documents and the Act, including, but not limited to the making of Assessments, Special Assessments, promulgation of rules and the execution of contracts on behalf of the Association.
(i) To employ personnel to perform the services required for the proper operation of the Condominium.

4. All funds and the titles of all properties acquired by the Association and their proceeds shall be held for the benefit and use of the members in accordance with the provisions of the Declaration, these Articles and the Bylaws.
5. The association shall make no distribution of income to its members, directors or officers, and upon dissolution all assets of the Association shall be transferred to a profit corporation or a public agency, except in the event of a termination of all the Condominium or as otherwise authorized under Chapter 617 of Florida Statutes.

Article V
MEMBERS

1. All unit owners shall be members of the Corporation and no other person or entity shall be entitled to membership.
2. Membership in the Corporation shall be established by recording in the public records of Miami-Dade County, Florida a deed or other instrument of conveyance establishing a record title holder to a condominium parcel in the condominium and notification in writing to the Corporation of such recording information as provided in the Declaration of Condominium. The membership of the prior owner shall cease upon recording of the instrument of conveyance.
3. The share of the member in the funds and assets of the Corporation shall not be assigned, pledged or transferred in any manner except as an appurtenance to the individual condominium parcel.
4. On all matters upon which the membership shall be entitled to vote, there shall be only one vote for each Unit, which vote shall be exercised or cast in the manner provided by the Declaration and Bylaws. Any person or entity owning more than one Unit shall be entitled to one vote for each Unit owned.
5. The Bylaws shall provide for an annual meeting of members, and may make provision for regular and special meeting of members other than the annual meeting.

Article VI
DIRECTORS

1. The Condominium and Condominium Association's affairs shall be managed by a Board of Directors initially composed of three (3) persons, all of whom must be members of the Condominium Association, except that prior to turnover of control from the Developer, members of the Board may be officers, directors or managing agents of the Developer, regardless of whether such person is the owner of a unit in his/her individual capacity.
2. In the event that a unit is owned by a corporation, trust or by more than one person (such as husband and wife), the unit owner shall appoint an individual to exercise its voting rights.
3. The Developer of the Condominium shall appoint the members of the first Board of Administration and their replacements who shall hold office for the periods described in the Bylaws.
4. Directors of the Association shall be elected at the annual meeting of the members in the manner determined by and subject to the qualification set forth in the Bylaws. Directors may be removed and vacancies on the Board shall be filled in the manner provided by the Bylaws.

The following persons shall constitute the initial Board of Directors:

NAME	ADDRESS
Alfonso Martinez	2850 Douglas Road Suite 400 Coral Gables, FL 33134
Andres Perez	
Ernesto Bustamante	

Article VII
OFFICERS

The affairs of the Association shall be administered by the officers holding the offices designated in the Bylaws. The officers shall be elected by the Board of Directors of the Association at its first meeting following the annual meeting of the members of the Association and shall serve at the pleasure of the Board of Administration. The Bylaws may provide for the removal from office of officers, for filling vacancies and for the duties of the officers. The officers shall be President, Vice-President, Secretary and Treasurer.

Article VIII
INDEMNIFICATION

1. Every Director and Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorney fees reasonably incurred or imposed upon him/her in connection with any proceeding to which he/she may be a party, or in which he/she may become involved by reason of his being or having been an officer or director, except in such cases where the director or officer is adjudged guilty of any type of wrongdoing in the performance of his/her duties. 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.
2. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him an any such capacity, or arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

Article IX
BY-LAWS

The Bylaws of the Corporation shall be those Bylaws set forth as an Exhibit to the Declaration of Condominium and may only be altered, amended or rescinded in the manner provided by said Bylaws and the Declaration.

Article X
AMENDMENTS

These Articles may be amended by an affirmative vote of seventy-five percent (75%) of the members of the Association. Provided, however, that no amendment shall make any changes in the qualifications of membership nor in the voting rights or property rights of members, nor any changes in Article IV, without the approval in writing of all members and the joinder of all record owners of mortgages upon Units. No amendment shall be made that is in conflict with the Act, the Declaration or the Bylaws, nor shall any amendment make any changes which would in any way affect any of the rights, privileges, powers or options herein provided in favor of or reserved to the Developer, or an affiliate of the Developer, unless the Developer shall join in the execution of the amendment.

Article XI
TERM

The term of the Corporation shall be the life of the Condominium. Termination of the corporation shall require the unanimous action of the Members.

Article XII
INCORPORATOR

The name and address of the incorporator is Hector Hernandez, Esquire, 2850 Douglas Road, Penthouse Suite, Coral Gables, FL 33134.

Article XIII
REGISTERED AGENT

The registered agent of the Corporation shall be Hector Hernandez, Esquire, 2850 Douglas Road, Penthouse Suite, Coral Gables, FL 33134.

8th IN WITNESS WHEREOF, these Articles of Incorporation have been executed this 8th day of February, 2006.

Hector Hernandez, Esq.

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and am familiar with and accept the obligations of my position as registered agent.

Dated this 8th day of February, 2006.

Hector Hernandez, Esq.
Registered Agent's Signature

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