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FLORIDA PROFIT/NON PROFIT CORPORATION

Hallmark Commercial Association, Inc.

Certificate of Status	1
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Page Count	05
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Florida Dept of State



May 1, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CARLTON FIELDS

SUBJECT: HALLMARK COMMERCIAL ASSOCIATION, INC.
REF: W06000020204

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

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-Claretha Golden
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PREPARED BY AND TO BE RETURNED TO:

Jay A. Steinman, Esq.
CARLTON FIELDS, P.A.
4000 International Place
100 S.E. 2nd Street, Suite 4100
Miami, Florida 33131-9101

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ARTICLES OF INCORPORATION
OF
HALLMARK COMMERCIAL ASSOCIATION, INC.

THE UNDERSIGNED INCORPORATOR, being a natural person competent to contract, hereby proposes the incorporation under Chapter 720, Florida Statutes, of a corporation not-for-profit, and does hereby adopt, subscribe and acknowledge the following Articles of Incorporation.

ARTICLE I. NAME; DEFINITIONS

The name of the corporation shall be HALLMARK COMMERCIAL ASSOCIATION, INC. (hereinafter referred to as the "Commercial Association"). All capitalized terms contained in this instrument shall have the same defined meaning as contained in that certain Declaration Pertaining to Commercial Units (the "Commercial Declaration") as recorded or to be recorded in the public records of Broward County, Florida.

ARTICLE II. PURPOSE AND POWERS

The Commercial Association shall not be operated for profit and shall make no distribution of income to its members, directors or officers, except that nothing herein shall prevent the Commercial Association from compensating persons who may be members, directors or officers in exchange for services actually rendered to, or costs actually incurred for the benefit of, the Commercial Association in furtherance of one or more of its purposes. The general purpose of the Commercial Association is to promote the common interests of the owners of the "Commercial Units" of The Hallmark of Hollywood Condominium (the "Condominium"), located at 3800 South Ocean Drive, Hollywood, Florida, as such term is defined in the Amended and Restated Declaration of The Hallmark of Hollywood, A Condominium, as recorded in Official Records Book 10060, Page 10, of the public records of Broward County, Florida (as so amended, the "Condominium Declaration") and the specific purpose is to perform the functions of the Commercial Association contemplated in the Commercial Declaration, which purposes shall include but not be limited to:

(a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Commercial Association as set forth in the Commercial Declaration;

(b) To pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Commercial Association;

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(c) Fix, levy, collect and enforce payment, by any lawful means, all charges or assessments pursuant to the terms of the Commercial Declaration;

(d) Maintain, repair and replace Commercial Property as contemplated by the Commercial Declaration;

(e) Have and exercise any and all other powers, rights and privileges of a not-for-profit corporation organized under the law of the State of Florida; and

(f) Undertaking any and all responsibilities imposed on it pursuant to the Condominium Declaration.

ARTICLE III. TERM

The term for which this Commercial Association shall exist shall be perpetual.

ARTICLE IV. INCORPORATOR

The name and address of the Incorporator of this Commercial Association is as follows:

Elaina Kalivretakis
Carlton Fields, P.A.
4000 International Place
100 S.E. 2nd Street, Suite 4100
Miami, Florida 33131-9101

ARTICLE V. OFFICERS

The officers of the Commercial Association shall be a President, Vice President, Secretary and Treasurer and such other officers as the Board of Directors may from time to time determine. The officers of the Commercial Association shall be elected for a term of 1 year (unless otherwise provided in the By-Laws), and until a successor shall be elected and qualified, by the Board of Directors at their annual meeting and in accordance with the provisions provided therefor in the By-Laws of the Commercial Association. Until transfer of the control of the Commercial Association to the unit owners other than the Declarant has been accomplished, the officers need not be directors or members.

The names of the persons who shall serve as the first officers are:

Jeremy S. Larkin	President
Edward L. Schmidt	Vice President
Robert Eckstein	Secretary-Treasurer

ARTICLE VI. DIRECTORS

The affairs of the Commercial Association shall be managed by a Board of Directors composed of not less than 3 directors. Until control of the Commercial Association is transferred to unit owners other than the Declarant, the Declarant shall be entitled to designate non-member directors to the extent permitted by the Florida Condominium Act. Except for non-

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member directors appointed by the Declarant, all directors shall be elected at the annual membership meeting of the Commercial Association.

The first Board of Directors shall be comprised of 3 persons who shall serve until their respective successors are elected (or designated) and qualified. The names and addresses of the members of the Board of Directors who shall serve as the first Directors are:

Jeremy S. Larkin c/o NAI Miami
9655 South Dixie Highway
Suite 200
Miami, Florida 33156

Edward L. Schmidt c/o NAI Miami
9655 South Dixie Highway
Suite 200
Miami, Florida 33156

Robert Eckstein c/o NAI Miami
9655 South Dixie Highway
Suite 200
Miami, Florida 33156

Notwithstanding anything in these Articles of Incorporation, or the By-Laws to the contrary, the Declarant shall be entitled to elect or designate from time to time all or a part of the directors that will manage the affairs of the Commercial Association until such time as the Declarant is no longer entitled to elect or designate directors or a director pursuant to the Condominium Act in effect on the date of the creation of the Commercial Association. The Declarant shall be entitled to elect or designate all of the directors of the Commercial Association as long as members other than the Declarant own less than 15% of the Commercial Units. Commercial Unit Owners other than the Declarant, at such time as such Commercial Unit Owners own 15% or more of the Commercial Units in the Condominium, are entitled to elect not less than one-third of the members of the Board of Directors. Commercial Unit Owners other than the Declarant are entitled to elect not less than a majority of the members of the Board of Directors (a) 3 years after 50% of the Commercial Units in the Condominium have been conveyed to purchasers; (b) 3 months after 90% of the Commercial Units in the Condominium have been conveyed to purchasers; (c) when some of the Commercial Units have been conveyed to purchasers and none of the others are being offered for sale by the Declarant in the ordinary course of business; or (d) 7 years after recordation of the Commercial Declaration. After such time that the members other than the Declarant are entitled to elect not less than a majority of the members of the Board of Directors, the Declarant shall be entitled to elect at least one member of the Board of Directors (unless such right is waived in writing by the Declarant in its discretion) as long as the Declarant holds for sale in the ordinary course of business at least 5% of the Commercial Units.

ARTICLE VII. BY-LAWS

The initial By-Laws of the Commercial Association shall be adopted by the initial Board of Directors, as constituted under Article VI above, at the organizational meeting of the Board.

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ARTICLE VIII. MEMBERS

Membership in the Commercial Association shall automatically consist of and be limited to all of the record owners of Commercial Units in the Condominium. Transfer of ownership of a Commercial Unit, either voluntary or by operation of law, shall terminate membership in the Commercial Association and said membership is to become vested in the transferee. If ownership of a Commercial Unit is vested in more than one person then all of the persons so owning said Commercial Unit shall be members eligible to hold office, attend meetings, etc., but the owner(s) of each unit shall only be entitled to the total number of votes as determined for such Commercial Unit in accordance with the applicable provisions of the Commercial Declaration and the exhibits thereto, as a member of the Commercial Association. The manner of designating voting members and exercising voting rights shall be determined by the By-Laws.

ARTICLE IX. AMENDMENTS

Amendments to these Articles of Incorporation shall be made in the following manner:

(a) The Board of Directors shall adopt a resolution setting forth the proposed amendment and, if there are members of the Commercial Association, the Board shall direct that it be submitted to a vote at a meeting of the members, which may be either the annual or a special meeting. If there are no members of the Commercial Association, the amendment shall be adopted by a vote of the majority of directors and the provisions for adoption by members shall not apply.

(b) Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each member of record entitled to vote thereon within the time and in the manner provided herein for the giving of notice of meetings of members. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

(c) At such meeting, a vote of the members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of a majority of the votes of all members of the Commercial Association entitled to vote thereon.

No amendment to these Articles of Incorporation shall be made which affects any of the rights and privileges provided to the Declarant in the Commercial Declaration or By-laws without the written consent of the Declarant.

ARTICLE X. PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Commercial Association shall c/o NAI Miami, 9655 South Dixie Highway, Suite 200, Miami, Florida 33156, or at such other place or places as may be designated from time to time.

ARTICLE XI. REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Commercial Association and the name of the initial registered agent at that address are:

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Edward L. Schmidt

c/o NAI Miami
9655 South Dixie Highway
Suite 200
Miami, Florida 33156

ARTICLE XII. INDEMNIFICATION

The Commercial Association shall indemnify every director and every officer, his heirs, executors and administrators, against all loss, cost and expense reasonably incurred by him in connection with any action, suit or proceeding to which he may be made a party by reason of his being or having been a director or officer of the Commercial Association, including reasonable counsel fees, except as to matters wherein he shall be finally adjudged in such action, suit or proceedings to be liable for or guilty of gross negligence or willful misconduct. The foregoing rights shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

IN WITNESS WHEREOF, the subscribing Incorporator has hereunto set her hand and seal and caused these Articles of Incorporation to be executed this 28 day of April, 2006.

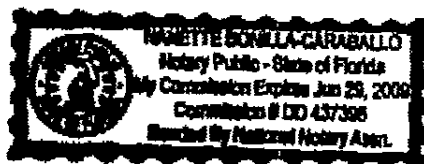

Elaina Kalivretakis, Incorporator


STATE OF FLORIDA
COUNTY OF MIAMI-DADE

The foregoing Instrument was acknowledged before me this 28 day of April, 2006, by Elaina Kalivretakis, being known to me to be the person who executed the foregoing Articles of Incorporation of HALLMARK COMMERCIAL ASSOCIATION, INC. She is personally known to me.

My Commission Expires:

(AFFIX NOTARY SEAL)




(Signature)
Name: Nancette Sonilla-Caraballo
(Legibly Printed)
Notary Public, State of Florida

(Commission Number, if any)

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

The undersigned, having been named as registered agent and to accept service of process for HALLMARK COMMERCIAL ASSOCIATION, INC., hereby accepts the appointment as registered agent and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of her duties and is familiar with and accepts the obligations of her position as registered agent.


Edward L. Schmidt

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CLERK OF DISTRICT COURT
MIAMI, FLORIDA

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