



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 329636 83227A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : August 23, 2006

ORDER TIME : 10:42 AM

ORDER NO. : 329636-005

CUSTOMER NO: 83227A

DOMESTIC FILING

NAME: CARMINE VILLAS HOMEOWNERS
ASSOCIATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP
 ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Harry B. Davis - EXT. 2926

EXAMINER'S INITIALS: _____

FILED
16 AUG 23 PM 12:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

CARMINE VILLAS HOMEOWNERS ASSOCIATION, INC.

Pursuant to the provisions of Chapter 617, Florida Statutes, we, the under-signed natural persons competent to contract, acting as incorporators of a corporation not-for-profit, hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation is the CARMINE VILLAS HOMEOWNERS ASSOCIATION, INC., hereinafter referred to as the "Association".

ARTICLE II

PRINCIPAL OFFICE

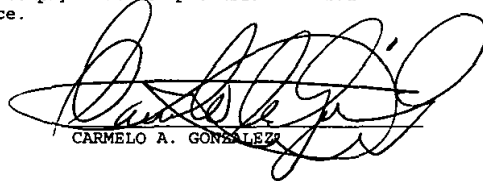
The principal office of the Association is located at 14220 SW 136th Street, Unit J, Miami, Florida 33186.

ARTICLE III

REGISTERED AGENT

CARMELO A. GONZALEZ, whose address is 14220 SW 136th Street, Unit J, Miami, Florida 33186, is hereby appointed the initial registered agent of this Association.

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



CARMELO A. GONZALEZ

ARTICLE IV

PURPOSE AND POWERS OF THE ASSOCIATION

This Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to provide for maintenance and preservation of the Common Open Spaces, and the architectural control of the residence Lots (all as defined in the Declaration referred to hereinafter) within those certain tracts of property identified in the Declaration of CARMINE VILLAS HOMEOWNERS ASSOCIATIONS, INC. and to promote the health, safety and welfare of the residents within the above described property and any additions thereto as may hereafter be brought within the jurisdiction of

this Association, and in furtherance of these purposes, to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration hereinafter and above called the "Declaration", applicable to the property and recorded or to be recorded in the office of the Clerk of the Circuit Court of Dade County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set forth at length;

(b) fix, levy, collect and enforce payment of, by any lawful means, all charges or assessments pursuant to the terms of the Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

(d) borrow money, and with the assent of two-thirds (2/3) of each class of members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(e) dedicate, sell or transfer all or any part of the Common Open Space to any Public Agency or authority or utility for such purposes and subject to such conditions as may be provided in the Declaration;

(f) participate in mergers and consolidation with other non-profit corporations organized for the same purposes or annex additional residential property and Common Open Space, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3) of each class of members;

(g) have and to exercise any and all powers, rights and privileges which a corporation organized under Chapter 617, Florida Statutes, by law may now or hereafter have and exercise.

ARTICLE V

MEMBERSHIP

Each Undeveloped Lot, Unit or Condominium Unit which is subject by covenants of record to assessment by the Association shall have appurtenant thereto a membership in the Association, which membership shall be held by the person or entity, or in common by the persons or entities, owning such

Undeveloped Lot, Unit or Condominium Unit, except that no person or entity holding an interest or title to a unit as security for performance of an obligation shall acquire the membership appurtenant to such Lot by virtue of such interest or title. In no event may any membership be severed from the Undeveloped Lot, Unit or Condominium Unit to which it is appurtenant.

ARTICLE VI

VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A members shall be all Owners with the exception of the Developer and shall be entitled to one vote for each Undeveloped Lot, Unit or Condominium Unit owned. When more than one (1) person holds an interest in any Undeveloped Lot, Unit or Condominium Unit all such persons shall be members. The vote for such Undeveloped Lot, Unit or Condominium Unit shall be exercised as they among themselves determine, but in no event shall more than one vote be cast with respect to any Lot.

Class B. Class B member(s) shall be the Developer (as defined in the Declaration), and shall be entitled to three (3) votes for each Undeveloped Lot, Unit or Condominium Unit owned. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

- (a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or
- (b) ten (10) years from the date of filing of this Declaration; or
- (c) at such time as the Class "B" member voluntarily relinquishes its right to vote.

ARTICLE VII

BOARD OF DIRECTORS

The affairs and property of this corporation shall be managed and governed by a Board of Directors composed of not less than one (1) nor more than nine (9) persons. The first Board of Directors shall consist of one member, and in the future the number will be determined from time to time in accordance with the provisions of the By-Laws of the corporation. The number of Directors on the Board of Directors shall always be an odd number.

The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

NAME	ADDRESS
CARMELO A. GONZALEZ	14220 SW 136 th Street, Unit J, Miami, Florida 33186

At the first annual meeting following the cessation of the Class B membership, the Members shall elect three (3) directors for a term of one (1) year. The Director with the most votes shall serve as the Chairman. At each annual meeting there-after, the members shall elect the appropriate number of directors for a term of one year.

ARTICLE VIII
OFFICERS

The officers of this Association shall be a President and a Vice President, who shall at all times be members of the Board of Directors; a Secretary, a Treasurer, and such officers as the Board may from time to time by resolution create. The election of officers shall take place at the first meeting of the Board of Directors which shall follow each annual meeting of members. The names of the officers who are to serve until the first election of appointments are:

PRESIDENT	CARMELO A. GONZALEZ
VICE PRESIDENT	CARMELO A. GONZALEZ
SECRETARY	CARMELO A. GONZALEZ
TREASURER	CARMELO A. GONZALEZ

ARTICLE IX

INDEMNIFICATION OF OFFICERS AND DIRECTORS

A. The Association hereby indemnifies any Director or Officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceedings

1. 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 of Director or officer of the Association, or in his capacity as Director, officer, employee or agent of any other corporation, partnership, joint venture, 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.

2. 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 solely for this reason, or solely because the Director or officer is present at or participates in the meeting of the Board of committee thereof which authorized the contract or trans-action, 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.

B. Interested 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.

ARTICLE X

BY-LAWS

By-Laws shall be initially adopted by the Board of Directors after which these By-Laws may be amended, at a regular or special meeting of the members, by a vote of a majority of a quorum of members present in person or by proxy.

ARTICLE XI

AMENDMENTS

Proposals for the alteration, amendment or rescision of these Articles of Incorporation may be made by any member of the Board of Directors or twenty-five percent (25%) of the voting members. Amendment of these Articles of Incorporation shall require the assent of not less than sixty-seven percent (67%) of the total number of votes in each class membership. In the event that Class "A" shares have not been issued the Developer shall be authorized to Amend the Articles at will.

ARTICLE XII

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by the holders of not less than two-thirds (2/3) of the total number of votes in each class of members. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for the purposes similar to those for which this Association was created. In the event dedication is refused acceptance, such assets shall be granted, con-

veyed and assigned to any non-profit corporation, association, trust or other corporation to be devoted to such similar purposes. Any action under this Article is subject to the procedures and requirements of Florida Statute 617.05.

ARTICLE XIII

DURATION

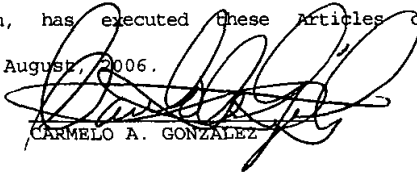
The corporation shall exist perpetually.

ARTICLE XIV

SUBSCRIBERS

The name and address of the subscriber is as follows: CARMELO A. GONZALEZ 14220 SW 136th Street, Unit J, Miami, Florida 33172

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, constituting the Incorporator of this Association, has executed these Articles of Incorporation this 22th day of August, 2006.


CARMELO A. GONZALEZ

STATE OF FLORIDA
COUNTY OF DADE

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, CARMELO A. GONZALEZ, to me well known and well known to me to be the person of that name described in and who executed the foregoing and he acknowledged before me that he executed the said instrument as his free and voluntary act and deed for the uses and purposes therein set forth and expressed.

Witness my hand and seal this 22th day of August, 2006.


Notary Public, State of Florida



LISA I. CONESSA
MY COMMISSION # DD 202529
EXPIRES: May 31, 2007
Bonded Thru Budget Notary Services

FILED
06 AUG 23 PM 12:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA