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06 OCT -9 AM 8:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. WHITE OCT 10 2006

Roberto Bonachea
3100 SW 108th Court
Miami, Florida 33165
Phone: (305) 228-4453
Fax: (305) 228-3881

VIA FACSIMILE


September 25, 2006

Florida Department of State
Division of Corporation
P.O. Box 6327
Tallahassee, Florida 32314

Subject: Helms Subdivision Condo. Ass.
Ref # W06000041330

As per our phone conversation enclosed please find the corrected articles of incorporation for filling. Also enclosed please find a check in the amount of \$8.75 for a certified copy.

Thank you



Roberto Bonachea



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 20, 2006

ROBERTO BONACHEA
3100 SW 108TH COURT
MIAMI, FL 33165

SUBJECT: HELMS CONDOMINIUM ASSOCIATION, INC.
Ref. Number: W06000041330

We have received your document for HELMS CONDOMINIUM ASSOCIATION, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

NAME CONFLICT WITH N05000005951, THE HELM CONDOMINIUM ASSOCIATION, INC.

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) 245-6933.

Dale White
Document Specialist
New Filing Section

Letter Number: 106A00056323

**ARTICLES OF INCORPORATION
OF
HELMS SUBDIVISION CONDOMINIUM ASSOCIATION, INC.**

FILED
06 OCT -9 AM 8:43
CLERK OF STATE
TALLAHASSEE, FLORIDA

The undersigned hereby executes these Articles of Incorporation, for the purpose of incorporating Helms Subdivision Condominium Association, Inc., a non-for-profit corporation with the Florida Secretary of State office. The Articles of incorporation for Helms Subdivision Condominium Association, Inc., are as follows:

1. DEFINITIONS

All terms used herein which are defined in the Declaration of Condominium for Helms Subdivision Condominium, a Condominium, (the "Declaration") shall have the same meaning as therein.

2. NAME

The name of the corporation shall be Helms Subdivision Condominium Association, Inc., hereinafter referred to as the "Association" or "Corporation" located at 1845 SW 5th Street, Miami, Florida 33135.

3. PURPOSE

In accordance with the provisions of Chapter 718 of the Florida Statutes, the "Condominium Act" a condominium will be created upon certain property in Miami-Dade County, Florida, to be known as "Helms Subdivision Condominium, A Condominium (the "Condominium") according to the Declaration to be recorded in the public records of Miami-Dade 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 power 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 non-for-profit which are not in conflict with the terms of these Articles, the Declaration or the Condominium Act, 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 the powers reasonably necessary to implement its purpose, including, but not limited to, the following:

- (a) To operate and manage the Condominium and the 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 Property and to refund common surplus to the members;
- (c) To use the proceeds of Assessments in the exercise of its powers and duties;
- (d) To purchase Association property, to borrow money and to give security in connection therewith;
- (e) To maintain, repair, and replace the Condominium Property and any property owned by the Association from time to time;
- (f) To reconstruct improvements upon the Condominium Property after casualty and to further improve the property;
- (g) To make and amend Bylaws for the Association and rules and regulations respecting the use of the Condominium Property and any property owned by the Association;
- (h) To enforce by all legal means, including the assessment of fines, the provisions of the Declaration, these Articles, the Bylaws and the rules and regulations for the use of the Condominium Property;
- (i) To provide for the management and maintenance of the Condominium Property and to authorize a management agent to assess 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 power and duties granted to it by the Condominium Act which are non delegable, including, but not limited to making of assessments, promulgation of rules, and execution of contracts on behalf of the Association;
- (j) To possess, enjoy and exercise all powers necessary to implement, enforce, and carry into effect the powers described above, including the power to acquire, hold, lease, convey and deal in real and personal property.

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 of the Association shall be subject to and be exercised in accordance with the provisions of the Declaration which govern the use of the Condominium Property and the Association Property.

5. MEMBERSHIP

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 Unit Owners. 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 shall not be required and shall not be issued.

5.2 Voting rights shall be governed by Section 3.F of the Bylaws.

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 the unit.

6. EXISTENCE

The Corporation shall have perpetual existence.

7. OFFICERS

Subject to the direction of the Board of Directors, the affairs of the Association shall be administered by the officers designated in the Bylaws, 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 first annual meeting of the Board of Directors are as follows:

<u>Name</u>	<u>Title</u>
Roberto Bonachea	President
Barbara Bonachea	Secretary
Mark Bonachea	Treasurer

8. DIRECTORS

8.1 The affairs and property of the Association shall be managed and governed by a Board of Directors composed of not less than three (3) nor more than five (5) directors. The first Board of Directors shall have three (3) members, and the number of directors on subsequent Boards will be determined from time to time in accordance with the provisions of the Bylaws of the Association.

8.2 Directors shall be elected by the voting members in accordance with the Bylaws at regular annual meetings of the membership of the Association or as otherwise provided in the Bylaws and in the manner set out in the Bylaws. Subject to the Bylaws, directors shall be elected to serve for a term of one (1) year. In the event of a vacancy, the remaining director(s) shall appoint a replacement to serve the balance of the term.

8.3 the Developer, its grantees, successors or assigns, shall have the right for the periods of time hereinafter provided to appoint directors of the Association as follows:

(a) Until the time that developer has closed the sale of two (2) Units that will be operated ultimately by the Association, Developer may appoint all members of the Board of Directors;

(b) When Unit Owners other than Developer own two (2) Units that will be operated ultimately by the Association, the Unit Owners other than Developer shall be entitled to elect one-third (1/3) of the members of the Board of Directors;

(c) Unit Owners other than the Developer shall be entitled to elect all of the members of the Board of Directors when Unit Owners, other than the Developer own all of the Units. The Developer is entitled (but not obligated) to elect at least one (1) member of the Board of Directors as long as the Developer holds for sale in the ordinary course of business one or more of the units.

8.4 Upon the occurrence of any of the events listed in section 8.3 above, a special meeting of members for the purpose of electing interim directors will be held upon due and proper notice in accordance with the Condominium Act and the Bylaws.

8.5 *Notwithstanding anything to the contrary herein, at any meeting at which Unit Owners other than the Developer have the right to elect members of the Board of Directors of the Association, a majority of Unit Owners (other than the Developer) present at a meeting where a quorum is present as provided hereinafter, shall be required to elect the Unit Owner members) to the Board of Directors. A majority of the Unit Owners other than the Developer as of the date of the notice for the meeting shall constitute a quorum.*

8.6 The Developer shall be entitled at any time to remove or replace any director originally selected by the Developer. The Developer may waive or relinquish in whole or in part any of its rights to appoint any one (1) or more of the directors it is entitled to appoint.

8.7 any employee or agent of a business entity Unit Owner, such as Developer, shall be eligible to serve as a director of the Association. The directors herein named shall serve until the first election of directors and any vacancies in their number occurring before the first election shall be filled by the Developer. No directors or officers appointed by the Developer need be members of the Association; however, all other officers and directors must be members of the Association or an employee or agent of a business entity member of the Association.

8.8 All officers shall be elected by the Board of Directors in accordance with the Bylaws 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 Bylaws. The Board of Directors shall elect a President, Vice President, Secretary and Treasurer and such other officers as it shall deem desirable, consistent with the Bylaws. The President shall be elected from among the Board of Directors; no other officer need be a director.

8.9 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:

Name

Address:

Roberto Bonachea	3100 S.W. 108 th Court, Miami, FL 33165
Barbara Bonachea	3100 S.W. 108 th Court, Miami, FL 33165
Mark Bonachea	3100 S.W. 108 th Court, Miami, FL 33165

8.10 For so long as the Developer holds any Units for sale in the ordinary course of business, none of the following actions may be taken without the prior written approval of the Developer:

(a) Assessment against Units owned by the Developer for capital improvements;

(b) Any action by the Association that would be detrimental to the sales of Units by the Developer. However, an increase in assessments for Common Expenses without discrimination against the Developer shall not be deemed to be detrimental to the sales of Units.

9. BYLAWS:

The Bylaws 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 Miami-Dade County, Florida. The Bylaws may be altered, amended, or rescinded only at duly called meetings of the members, in the manner provided in the Bylaws.

10. AMENDMENTS

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

11. INDEMNIFICATION OF OFFICERS, DIRECTORS AND COMMITTEE MEMBERS

Every director, officer and committee member 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 proceedings to which he may be a party, or in which he may become involved, by reason of his being or having been a director, officer or committee member at the time such expenses are incurred, except in such cases wherein the director, officer or committee member 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, officer or committee member seeking such reimbursement or indemnification, the indemnification herein shall apply only if the Board of Directors approve 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, officer or committee member may be entitled.

12. TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

12.1 No contract or transaction between the Association and one (1) or more of its directors or officers, or between the Association and any other corporation, partnership, association, trust or other organization in which one (1) 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 is 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 are counted for such purpose. No director or officer of the Association shall incur liability solely by reason of the fact that said director or officer may be interested in any such contract or reason of the fact that said director or officer may be interested in any such contract or transaction.

12.2 Interested officers and directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee which authorized the contract or transaction.

13. REGISTERED AGENT

The name of the initial Registered Agent is Roberto Bonachea and the address for the initial Registered Agent is 3100 S.W. 108th Court, Miami, FL 33165.

14. INCORPORATOR

The name and address of the Incorporator is Roberto Bonachea, 3100 S.W. 108th Court, Miami, FL 33165.

IN WITNESS WHEREOF, the undersigned has set his hand and seal, at Miami-Dade County, Florida, this 25 day of September, 2006.


ROBERTO BONACHEA, Registered Agent

Date: Sept 25, 2006


ROBERTO BONACHEA, Incorporator

Date: Sept 25, 2006

FILED
06 OCT -9 AM 8:43
COUNTY OF STATE
TALLAHASSEE, FLORIDA