

Division of Corporations

**NO 000011004**

Florida Department of State  
Division of Corporations  
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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**DOUGLAS WILLIAM VILLAGE CONDOMINIUM ASSOCIATION, INC**

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**ARTICLES OF INCORPORATION**  
**OF**  
**DOUGLAS WILLIAM VILLAGE**  
**CONDOMINIUM ASSOCIATION, INC.**

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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 State of Florida.

**ARTICLE I - NAME**

The name of this corporation shall be **DOUGLAS WILLIAM VILLAGE CONDOMINIUM ASSOCIATION, INC.** The corporation's principal office and/or mailing address is: 370 Minorca Avenue, Suite One, Coral Gables, Florida 33134-4311. For convenience, the corporation shall herein be referred to as the "Association".

**ARTICLE II - PURPOSES AND POWERS**

The Association shall have the following powers:

1. To operate and administer DOUGLAS WILLIAM VILLAGE, (the "Condominium") and to perform and carry out the acts and duties incident to the administration of the Condominium in accordance with the terms, provisions, conditions and authorizations contained in these Articles, the Association's By-Laws and the Declaration of Condominium recorded among the Public Records of Broward County, Florida.
2. To establish the By-Laws and Rules and Regulations for the operation of the Association and to provide for the administration of the Association; to enforce the provisions of the Condominium Act, the Declaration of Condominium, the By-Laws and the Rules and Regulations of the Association.
3. To acquire, own, operate, mortgage, lease, sell and trade property, whether real or personal, including Units in the Condominium, as may be necessary or convenient in the administration of the Condominium.
4. To borrow money and issue evidences of indebtedness in furtherance of any or all of the objects of its business; to secure the same by mortgage, deed of trust, pledge or other lien.
5. To carry out the duties and obligations and receive the benefits given the Association by the Declaration of Condominium.
6. To contract for the management of the Condominium.
7. To seek arbitration of disputes in the manner provided in the By-Laws.

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8. To have all of the common law and statutory powers of a corporation not-for-profit, reasonably necessary to implement the purposes of the Association, as provided in the Articles, the Declaration of Condominium, the By-Laws and the Condominium Act.

#### ARTICLE III - MEMBERS

1. Each Unit Owner in the Condominium shall automatically be a member of the Association and membership shall terminate upon the conveyance of title to said Unit under the provisions of the Declaration of Condominium.

2. The Developer shall be a member of the Association for so long as it owns at least one Unit in the Condominium.

3. The owner of a unit shall have one vote on all matters as to which the membership shall be entitled to vote, such vote shall be exercised in the manner provided by the Declaration of Condominium and the By-Laws.

4. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to his Unit.

#### ARTICLE IV - EXISTENCE

The Association shall have perpetual existence.

#### ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Corporation is 370 Minorca Avenue, Suite One, Coral Gables, Florida 33134, and the name of the initial Registered Agent at that address is John M. Thomson, Esq..

#### ARTICLE VI - INCORPORATOR

The name and address of the Incorporator to these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
John M. Thomson	Law Offices of John Thomson The Law Center, Suite One 370 Minorca Avenue Coral Gables, Florida 33134

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**ARTICLE VII - BOARD MEMBERS**

1. The Condominium and Association affairs shall be managed by a Board of Administration composed initially of three (3) persons, in accordance with Article III of the Association's By-Laws.

2. The number of Board Members to be elected, the manner of their election and their respective terms shall be as forth in Article III of the Association's By-Laws.

The following persons shall constitute the initial Board of Administration and they shall hold office for the term and in accordance with the provisions of Article III of the Association's By-Laws:

<u>Name</u>	<u>Address</u>
FEDERICO DRADÁ	6565 Taft Street, Suite 404 Hollywood, FL 33024
DAISY MUÑOZ	6565 Taft Street, Suite 404 Hollywood, FL 33024
JOHN M. THOMSON	370 Minorca Avenue, Suite One Coral Gables, FL 33134

**ARTICLE VIII - OFFICERS**

The affairs of the Association shall be administered by the Officers designated in the By-Laws, who shall serve at the pleasure of said Board of Administration. The names and addresses of the Officers who shall serve until the first election of Officers pursuant to the provisions of the By-Laws are as follows:

<u>Name</u>	<u>Title</u>	<u>Address</u>
FEDERICO DRADÁ	President	6565 Taft Street, Suite 404 Hollywood, FL 33024
DAISY MUÑOZ	Sec'y/Treas.	6565 Taft Street, Suite 404 Hollywood, FL 33024

**ARTICLE IX - BY-LAWS**

The By-Laws of the Association shall be adopted by the initial Board of Administration. The By-Laws may be amended in accordance with the provisions thereof, except that no portion of the By-Laws may be altered, amended, or rescinded in such a manner as will prejudice the rights of the Developer of the Condominium or Mortgagees of Units, without their prior written consent.

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**ARTICLE X - AMENDMENTS TO ARTICLES**

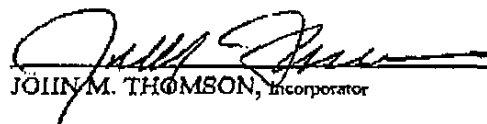
Amendments to these Articles shall be proposed and adopted in the following manner:

1. Notice of the subject matter of any proposed amendment shall be included in the notice of the meeting at which the proposed amendment is to be considered.
2. A resolution for the adoption of a proposed amendment may be proposed either by the Board of Administration, acting upon the vote of a majority of the Board of Administration, or by ten percent (10%) of the members of the Association. In order for an amendment or amendments to be effective, same must be approved by an affirmative vote of 75% of the Voting members of the Association.
3. No amendment shall make any changes in the qualifications for membership or the voting rights of the members, without approval in writing by all members and the joinder of all record owners of mortgages upon Condominium Units. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium.
4. A copy of each amendment adopted shall be filed within ten (10) days of adoption with the Secretary of State, pursuant to the provisions of applicable Florida Statutes.

**ARTICLE XI - INDEMNIFICATION**

Every Director and Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon him, in connection with any dispute, legal proceedings or settlement thereof, to which he may be a party and in which he may become involved by reason of his being or having been a Director or Officer of the Association, whether or not he is a Director or Officer at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance, malfeasance or nonfeasance in the performance of his duties; provided, that in the event of a settlement, the indemnification herein shall apply only when the Board of Administration approves such settlement and reimbursement as being in the best interest of the Association. The foregoing right or indemnification 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 undersigned, as Incorporator, has executed the foregoing Articles of Incorporation this 12 day of October, 2006.

  
JOHN M. THOMSON, Incorporator

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STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

BEFORE ME, a Notary Public, personally appeared JOHN M. THOMSON, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation this 12 day of October, 2006.

## NOTARY PUBLIC

sign Allette J. Bell  
print Allette J. Bell  
State of Florida at Large

My Commission Expires:



Allette J. Bell  
My Commission DE270438  
Expires January 30, 2008

## ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of the DOUGLAS WILLIAM VILLAGE CONDOMINIUM ASSOCIATION, INC., which is contained in the foregoing Articles of Incorporation.

DATED this 12 day of October, 2006.

John M. Thomson  
JOHN M. THOMSON, Registered Agent  
370 Minorca Avenue, Suite One  
Coral Gables, FL 33134  
Phone: (305) 443-5444

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