

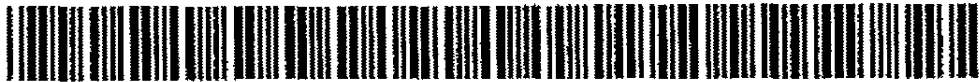
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## FLORIDA PROFIT/NON PROFIT CORPORATION

MEDLEY PALMS CONDOMINIUM ASSOCIATION, INC.

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ARTICLES OF INCORPORATION  
OF

MEDLEY PALMS CONDOMINIUM ASSOCIATION, INC.  
a Florida not-for-profit corporation

The undersigned hereby associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, as amended, and hereby adopt the following Articles of Incorporation (the "Articles") and certify as follows:

ARTICLE 1 - NAME

The name of the corporation shall be MEDLEY PALMS CONDOMINIUM ASSOCIATION, INC., and shall be hereinafter referred to as the "Association". The By-Laws of the Association shall be hereinafter referred to as the "By-Laws".

ARTICLE 2 - PURPOSE

The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act ("Act") for the operation of that certain condominium located in Miami-Dade County, Florida, and known as MEDLEY PALMS CONDOMINIUM ASSOCIATION, (the "Condominium").

ARTICLE 3 - DURATION

This corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida. The date on which corporate existence shall begin is:

October 19, 2006

ARTICLE 4 - DEFINITIONS

The terms used in these Articles shall have the same definitions and meaning as those set forth in the Declaration of Condominium to be recorded in the Public Records of Miami-Dade County, Florida, unless herein provided to the contrary, or unless the context otherwise requires.

ARTICLE 5 - POWERS

The powers of the Association shall include and the Association shall be governed by the following provisions:

5.1 General. The Association shall have all of the common law and statutory powers of a corporation not for profit under the laws of Florida which are not in conflict with the provisions of these Articles, the Declaration, the By-Laws or the Act.

Prepared By: Ana Maria Camacho, Esquire  
4000 Ponce de Leon Blvd. #400  
Coral Gables, FL. 33146  
Telephone: (786) 594-0180  
Florida Bar No.: 0033677

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5.2 Enumeration. The Association shall have all of the powers and duties set forth in the Act to implement the purposes of the Association, and all of the powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration and as more particularly described in the By-Laws, as they may be amended from time to time, including, but not limited to:

- (a) To make and collect assessments and other charges against all 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 Property, and other property acquired or leased by the Association for use by Unit Owners.
- (d) To purchase insurance upon the Condominium Property 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 Property and for the health, comfort, safety and welfare of the Unit Owners.
- (f) To enforce by legal means the provisions of the Act, the Declaration, these Articles, the By-Laws, and the rules and regulations for the use of the Condominium Property.
- (g) To contract for the management and maintenance of the Condominium and any facilities used by the Unit Owners, and delegate to the party with which such contract has been entered into all of the powers and duties of the Association, except those which require specific approval of the Board of Directors or the membership of the Association. In exercising this power, the Association may contract with affiliates of itself and the Developer.
- (h) To employ personnel to perform the services required for the proper operation of the Condominium.
- (i) To reconstruct improvements on the Condominium Property after casualty or other loss, and to further improve the Condominium.
- (j) To acquire and enter into agreements whereby it acquires leaseholds, memberships, or other possessory or use interests, in land or facilities, intended to provide for the enjoyment, recreation or other use or benefit of the members of the Association.
- (k) To acquire by purchase or otherwise, Condominium parcels of the Condominium, subject nevertheless to the provisions of the Declaration and/or By-Laws relative thereto.

5.3 Condominium Property. All funds and the titles of all properties acquired by the Association and the proceeds thereof shall be held in trust for the benefit and use of the members in accordance with the provisions of the Declaration, these Articles and the By-Laws.

5.4 Distribution of Income. The Association shall make no distribution of income to its members, directors or officers.

5.5 Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions hereof and of the Declaration, the By-Laws and the Act.

#### ARTICLE 6 - MEMBERS

6.1 Membership. The members of the Association shall consist of all of the record owners of Units in the Condominium from time to time, and after termination of the Condominium, shall also consist of those who were members at the time of such termination, and their successors and assigns.

6.2 Assignment. The share of a member in the funds and assets of the Association cannot be assigned, pledged, hypothecated, or transferred in any manner except as an appurtenance to the Unit for which that share is held.

6.3 Voting. 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 By-Laws. Any person or entity owning more than one Unit shall be entitled to one vote for each Unit owned.

#### ARTICLE 7 - TERM OF EXISTENCE

The Association shall have perpetual existence, unless the Association is terminated sooner by the unanimous action of its members. The Association, if terminated, must be terminated in accordance with the Condominium documents.

#### ARTICLE 8 - INCORPORATOR

The name and address of the incorporator to these Articles is as follows:

NAME: Augusto Fonte

ADDRESS: 1800 SW 27 Avenue, Suite 201, Miami, FL. 33145

#### ARTICLE 9 - OFFICERS

The affairs of the Association will be administered by the officers holding the offices designated in the By-Laws. 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 Directors. The By-Laws may provide for the removal from office of officers, for filling vacancies and for the duties of the officers. The names and post office addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

##### OFFICE

##### OFFICER AND POST OFFICE ADDRESS

President/Secretary	Augusto Fonte 1800 SW 27 Avenue, Suite 201, Miami, FL. 33145
Vice-President/Treasurer	Rene Vivo 1800 SW 27 Avenue, Suite 201, Miami, FL. 33145

#### ARTICLE 10 - DIRECTORS

10.1 Number and Qualification. The property, business and affairs of the Association shall be managed by a board consisting of the number of directors determined in the manner provided by the By-Laws, but which shall consist of not less than three directors. Each Director must be a natural person who is 18 years of age or older, but need not be a resident of the State of Florida. Additional qualifications may be prescribed in the By-Laws.

10.2 Duties and Powers. All of the duties and powers of the Association existing under the Act, the Declaration, these Articles and the By-Laws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees subject only to approval by Unit Owners when such approval is specifically required.

10.3 Election; Removal. Directors of the Association shall be elected at the annual meeting of the members in the manner determined by and subject to the qualifications set forth in the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

10.4 Term of Developer's Directors. The Developer of the Condominium shall appoint the members of the first Board of Directors and their replacements, until the Developer turns over control to the Unit Owners other than the Developer as required by the Act subject to the following:

(1) One-third. When unit owners other than the Developer own fifteen (15%) percent or more of the units in the condominium that will be operated ultimately by the association, they shall be entitled to elect no less than one-third (1/3) of the members of the board of directors.

(2) Majority. Unit Owners other than the Developer are entitled to elect not less than a majority of the members of the board of directors at the earliest of:

(i) three years after 50% of the units that ultimately will be operated by the association have been conveyed to purchasers, or

(ii) three months after 90% percent of the units that ultimately will be operated by the association have been conveyed to purchasers; or

(iii) when all units that ultimately will be operated by the association have been completed, some of them have been conveyed to purchasers and none of the others are being offered for sale by the Developer in the ordinary course of business; or

(iv) when some of the units have been conveyed to purchasers and none of the others are being constructed or offered for sale by the Developer in the ordinary course of business; or

(v) seven years after recordation of the declaration of condominium.

(c) Developer member. The Developer is entitled to elect at least one member of the board of directors as long as the Developer holds for sale in the ordinary course of business at least 5% of the units that ultimately will be operated by the association.

(3) Election. Within 75 days after the unit owners other than the Developer are entitled to elect a member or members of the board of directors, the association shall call, and give not less than 60 days' notice of a meeting of the unit owners to elect the member or members of the board of directors. The election shall proceed as provided in Fla. Stat. 718.112(2)(d). The notice may be given by any unit owner if the association fails to do so.

(4) Relinquishment of control. Either before or not more than 75 days after the time that unit owners other than the Developer elect a majority of the members of the board of directors, the Developer shall relinquish control of the association and the unit owners shall accept control. Simultaneously, the Developer shall deliver to the association all property of the unit owners and of the association held or controlled by the Developer, including but not limited to those items specified in the Condominium Act.

(5) Compelling compliance. In any action brought to compel compliance with Florida Statute 718.301 regarding transfer of association control and election of directors by unit owners other than the Developer, summary procedure provided for in Florida Statute 51.011 may be employed, and the prevailing party shall be entitled to recover reasonable attorneys' fees and court costs.

(6) Early transfer. Nothing contained in this section shall be deemed to prevent the Developer from transferring control of the association to unit owners other than the Developer before the occurrence of the events described in this section.

10.5 First Directors. The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, as provided in the By-Laws, are as follows:

<u>NAME:</u>	<u>POST OFFICE ADDRESS:</u>
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Augusto Fonte	1800 SW 27 Avenue, Suite 201, Miami, FL 33145
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Rene Vivo	1800 SW 27 Avenue, Suite 201, Miami, FL 33145
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Frank Gaubin	1800 SW 27 Avenue, Suite 201, Miami, FL 33145
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#### ARTICLE 11 - INDEMNIFICATION

To the extent provided by Florida Statute 617.0831 the Association shall indemnify each director, officer, employee or agent of the Association to the full extent permitted by, and subject to the limitations of, Florida Statute 607.0831, and Florida Statute 607.0850, as such statutes may from time to time be amended.

#### ARTICLE 12 - AMENDMENTS

Except as otherwise provided in the Declaration of Condominium, amendments to the Articles of Incorporation may be considered at any regular or special meeting of the unit owners. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered, and said notice shall be made as required by the By-Laws. A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by a majority of the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, prior to the meeting. Such amendments must be approved by not less than 51% percent of the votes of the entire membership of the Association.

#### ARTICLE 13 - PRINCIPAL AND REGISTERED OFFICE, ADDRESS AND NAME OF REGISTERED AGENT

The initial subscriber, principal and registered office of this corporation shall be at 4000 Ponce De Leon Blvd., #400, Coral Gables, FL 33146 with the privilege of having its office and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Manuel F. Valdes, Esquire.

#### ARTICLE - 14 - MAINTENANCE OF RECORDS

From the inception of the Association, the Association shall maintain the records required to be maintained pursuant to Florida Statute 718.111(12). These records shall be maintained within the State and shall be made available to the Unit Owner within five (5) working days after receipt of written request by the Board or its designee. Inspection may be made available by the Association on the Condominium property or Association property. The right to inspect the records includes the right to make or obtain copies at the reasonable expense, if any, of the Association member.

IN WITNESS WHEREOF, the Incorporator has hereunto set his hand and seal this 19 day of October 2006.  
Signed, sealed and delivered  
in the presence of:

Naomi Castro  
Witness:

Augusto Fonte  
Augusto Fonte

Printed Signature:

Ara R. Gomez-Carc  
Witness:

Printed Signature:

STATE OF FLORIDA )  
                          ) SS:  
COUNTY OF MIAMI-DADE )

I hereby Certify that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Augusto Fonte personally known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that she executed the same, that I relied upon the following form of identification of the above-named person: Augusto Fonte and that an oath (was) was not taken.

Witness my hand and seal in the County and State last aforesaid this 19 day of October, 2006.

Notary Signature

Printed Notary Signature

My commission expires:



Naomi Castro  
My Commission DD216236  
Expires May 29, 2007

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**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 617.0501/607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

First - That be MEDLEY PALMS CONDOMINIUM ASSOCIATION, INC desiring to organize under the laws of the State of Florida with its principal office, as indicated in these Articles of Incorporation has named Manuel F. Valdes, Esquire located at 4000 Ponce De Leon Blvd., #400, Coral Gables, FL. 33146, City of Coral Gables, County of Miami-Dade, State of Florida, as its agent to accept service of process within this state.

SIGNATURE: Manuel F. Valdes

Manuel F. Valdes, Esquire,  
as Registered Agent

Date: October 19, 2006

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: Manuel F. Valdes

Manuel F. Valdes, Esquire,  
as Registered Agent

Date: October 19, 2006

STATE OF FLORIDA )  
                          ) SS:  
COUNTY OF MIAMI-DADE )

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TALLAHASSEE, FLORIDA

I hereby Certify that on this day, before me, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Manuel F. Valdes, ESQ. known to me to be the person described in and who executed the foregoing instrument, who acknowledged before me that he executed the same, that I relied upon the following form of identification of the above-named person: AUGUSTO TORRE and that an oath (was) (was not) taken.

Witness my hand and seal in the County and State last aforesaid on this 19 day of October, 2006.

My commission expires:



Naomi Castro  
My Commission DD216236  
Expires May 26, 2007

Notary Signature

Printed Notary Signature

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