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Account Number : I19990000039
Phone : (305)960-2220
Fax Number : (305)960-2201

FLORIDA PROFIT/NON PROFIT CORPORATION

BLOCK 3 ASSOCIATION, INC.

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**ARTICLES OF INCORPORATION
OF
BLOCK 3 ASSOCIATION, INC.
(A CORPORATION NOT FOR PROFIT)**

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Block 3 Association, Inc.
Articles of Incorporation

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**ARTICLES OF INCORPORATION
OF
BLOCK 3 ASSOCIATION, INC.
(A CORPORATION NOT FOR PROFIT)**

In compliance with the requirements of the laws of the State of Florida, and for the purpose of forming a corporation not for profit, the undersigned does hereby acknowledge,

1. Name of Corporation. The name of the corporation is Block 3 Association, Inc. ("Association").
2. Principal Office. The principal office of Association is 1441 Brickell Avenue, Suite 1011, Miami, Florida 33131.
3. Registered Office - Registered Agent. The street address of the Registered Office of Association is 200 South Biscayne Blvd., Suite 3400, Miami, Florida 33131. The name of the Registered Agent of Association is:

JEFFREY R. MARGOLIS, P.A.

4. Definitions. A declaration entitled Declaration for Block 3 (the "**Declaration**") will be recorded in the Public Records of Broward County, Florida, and shall govern all of the operations of a mixed-use community to be known as Block 3 at Miramar Town Center. All initially capitalized terms not defined herein shall have the meanings set forth in the Declaration unless otherwise defined herein.

5. Purpose of Association. Association is formed to: (a) provide for ownership, operation, maintenance and preservation of Block 3 and improvements thereon; (b) perform the duties delegated to it in the Declaration; (c) administer the interests of Association and the Owners; and (d) promote the health, safety and welfare of the Owners.

6. Not for Profit. Association is a not for profit Florida corporation and does not contemplate pecuniary gain to, or profit for, its members, board of directors, or officers.

7. Powers of Association. Association shall, subject to the limitations and reservations set forth in the Declaration, have all the powers, privileges and duties reasonably necessary to discharge its obligations, including, without limitation, the following:

7.1 To perform all the duties and obligations of Association set forth in the Declaration, these Articles, and the By-Laws, as herein provided.

7.2 To enforce, by legal action or otherwise, the provisions of the Declaration, these Articles, and the By-Laws and of all of Rules and Regulations, covenants, restrictions and/or agreements governing or binding Association and Block 3.

7.3 To fix, levy, collect and enforce payment, by any lawful means, of all Assessments payable pursuant to the terms of the Declaration, these Articles, and the By-Laws.

7.4 To pay all Operating Costs, including, without limitation, all licenses, taxes or governmental charges levied or imposed against the Shared Facilities or other property of Association and establish Reserves for deferred maintenance or capital expenditures.

7.5 To acquire (by gift, purchase or otherwise), annex, own, hold, improve, build upon, operate, maintain, convey, grant rights and easements, sell, dedicate, lease, transfer or otherwise dispose of real or personal property (including, without limitation, the Shared Facilities) in connection with the functions of Association except as limited by the Declaration.

7.6 To borrow money, and to mortgage, pledge or hypothecate any or all of its real or personal property as security for money or debts incurred.

7.7 To dedicate, grant, license, lease, concession, create easements upon, sell or transfer all or any part of Block 3 as to any public agency, entity, authority, utility or other person or entity for such purposes and subject to such conditions as it determines subject only to

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the requirements in the Declaration, if any. No exercise of this power shall materially and adversely affect any Residential Parcel Owner or Commercial Parcel Owner.

7.8 To participate in mergers and consolidations with other non-profit corporations organized for the same purposes.

7.9 To adopt, publish, promulgate or enforce Rules and Regulations, covenants, restrictions or agreements governing Association, Block 3, the Shared Facilities and Parcels, as provided in the Declaration, and to effectuate all of the purposes for which Association is organized.

7.10 To have and to exercise any and all powers, rights and privileges which a not-for-profit corporation organized under the laws of the State of Florida may now, or hereafter, have or exercise.

7.11 To employ personnel and retain independent contractors to contract for management of Association, Block 3 and the Shared Facilities, as provided in the Declaration and to delegate in such contract all or any part of the powers and duties of Association.

7.12 To contract for services to be provided to, or for the benefit of, Association, Owners, and the Shared Facilities as provided in the Declaration, such as, without limitation, telecommunications services, maintenance, garbage pick-up, and utility services.

7.13 To hold all funds and property owned or acquired by Association in the name of Association and for the benefit of the Owners in accordance with the provisions of the Declaration, these Articles and the By-Laws.

8. Voting Rights. Owners and Developer shall have the voting rights set forth in the By-Laws.

9. Board of Directors. The affairs of Association shall be managed by a Board of six (6) directors (each, a "Director"). Board members shall be appointed and/or elected as provided in the By-Laws. A Director shall be appointed and/or elected for a term lasting until his or her successor is duly appointed and has taken office. The names and addresses of the Directors of the first Board who shall hold office until their successors are appointed or until removed, are as follows:

NAME	ADDRESS	APPOINTED BY
Edgar Jones	c/o Rockefeller Group 1441 Brickell Avenue Suite 1011 Miami, Florida 33131	Owner of Office Parcel
John Petricola	c/o Rockefeller Group 1441 Brickell Avenue Suite 1011 Miami, Florida 33131	Owner of Office Parcel
Stuart Oseroff	c/o Kimco Realty 1111 Burlington Avenue Suite 113 Lisle, IL 60532	Owner of Retail Parcel
Norman Brody	c/o Kimco Realty 1111 Burlington Avenue Suite 113 Lisle, IL 60532	Owner of Retail Parcel
Lauren Kahn	c/o Lowell Homes 80 S.W. 8 th Street Suite 1870 Miami, Florida 33130	Owner of Residential Parcel 1

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Joel Kavin	c/o Lowell Homes 80 S.W. 8 th Street Suite 1870 Miami, Florida 33130	Owner of Residential Parcel 2
Wasir A. Ishmael	c/o City of Miramar 2300 Civic Center Place Miramar, FL 33025	Owner of Garage Parcel

10. Dissolution. In the event of the dissolution of Association other than incident to a merger or consolidation, any member may petition the Circuit Court having jurisdiction of the Judicial Circuit of the State of Florida for the appointment of a receiver to manage its affairs of the dissolved Association and to manage the Shared Facilities in the place and stead of Association, and to make such provisions as may be necessary for the continued management of the affairs of the dissolved Association and its properties.

11. Duration. Association shall have perpetual existence.

12. Amendments.

13. General Restrictions on Amendments. Notwithstanding any other provision herein to the contrary, no amendment to these Articles shall affect the rights of Developer unless such amendment receives the prior written consent of Developer which may be withheld for any reason whatsoever, and the City.

13.1 Amendments Prior to and Including the Community Completion Date. Prior to and including the Community Completion Date, Developer shall have the right to amend these Articles as it deems appropriate, without the joinder or consent of any person or entity whatsoever other than the City. Developer's right to amend under this Section is to be construed as broadly as possible.

13.2 Amendments After the Community Completion Date. After the Community Completion Date, but subject to the general restrictions on amendments set forth above, these Articles may be amended with the approval of (i) sixty-six and two-thirds percent (66 2/3%) of the Board; and (ii) seventy-five percent (75%) of the votes present, in person or by proxy, at a duly noticed meeting of the members of Association at which there is a quorum.

14. Limitations.

15. Declaration is Paramount. No amendment may be made to these Articles which shall in any manner reduce, amend, affect or modify the terms, conditions, provisions, rights and obligations set forth in the Declaration.

16. By-Laws. These Articles shall not be amended in a manner that conflicts with the By-Laws.

17. Officers. The Board shall elect a President, Secretary, Treasurer, and as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board shall from time to time determine. The names and addresses of the officers who shall serve until their successors are elected by the Board are as follows:

President	Edgar Jones c/o Rockefeller Group 1441 Brickell Avenue Suite 1011 Miami, Florida 33131
Vice President	Norman Brody c/o Kimco Realty 1111 Burlington Avenue, Suite 113 Lisle, IL 60532

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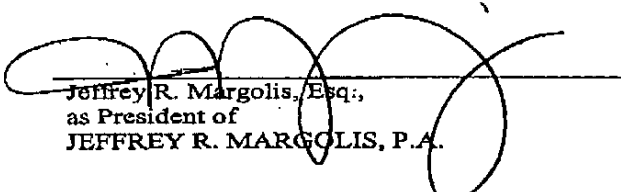
Secretary/Treasurer Lauren Kahn
c/o Lowell Homes
80 S.W. 8th Street
Suite 1870
Miami, Florida 33130

18. Indemnification of Officers and Directors. Association shall and does hereby indemnify and hold harmless every Director and every officer, their heirs, executors and administrators, against all loss, cost and expenses reasonably incurred in connection with any action, suit or proceeding to which such Director or officer may be made a party by reason of being or having been a Director or officer of Association, including reasonable counsel fees and paraprofessional fees at all levels of proceeding. This indemnification shall not apply to matters wherein the Director or officer shall be finally adjudged in such action, suit or proceeding 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 officers may be entitled.

19. Transactions in Which Directors or Officers are Interested. No contract or transaction between Association and one (1) or more of its Directors or officers or Developer, or between Association and any other corporation, partnership, association, or other organization in which one (1) or more of its officers or Directors are officers, directors or employees or otherwise interested shall be invalid, void or voidable solely for this reason, or solely because the officer or Director is present at, or participates in, meetings of the Board thereof which authorized the contract or transaction, or solely because said officers' or Directors' votes are counted for such purpose. No Director or officer of Association shall incur liability by reason of the fact that such Director or officer may be interested in any such contract or transaction. Interested Directors shall disclose the general nature of their interest and may be counted in determining the presence of a quorum at a meeting of the Board which authorized the contract or transaction.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, being the Incorporator of this Association, has executed these Articles of Incorporation as of this 31 day of October 2006.

INCORPORATOR:


Jeffrey R. Margolis, Esq.,
as President of
JEFFREY R. MARGOLIS, P.A.

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

The foregoing instrument was acknowledged before me this 31 day of October 2006 by Jeffrey R. Margolis as President of JEFFREY R. MARGOLIS, P.A. who is personally known to me.

My commission expires:



Maxine C. Papy
 NOTARY PUBLIC, State of Florida
 at Large
 Print name: Maxine C. Papy

ACCEPTANCE BY REGISTERED AGENT

The undersigned, having been named to accept service of process for the above-stated corporation at the place designated in this certificate, hereby agrees to act in this capacity, and is familiar with, and accepts, the obligations of this position and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties.

Dated this 31 day of October, 2006.

JEFFREY R. MARGOLIS, P.A.

By: [Signature]
 Jeffrey R. Margolis, Esq.
 as President

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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

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