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FLORIDA PROFIT/NON PROFIT CORPORATION

CASA TUA SUITES CONDOMINIUM ASSOCIATION, INC.

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ARTICLES OF INCORPORATION  
OF  
CASA TUA SUITES CONDOMINIUM ASSOCIATION, INC.  
(A Corporation Not For Profit)

The undersigned, being a natural person competent to contract, for the purpose of forming a corporation not for profit under the laws of the State of Florida, does hereby adopt, subscribe and acknowledge the following Articles of Incorporation:

ARTICLE I. NAME AND ADDRESS

The name of the corporation shall be Casa Tua Suites Condominium Association, Inc. (hereinafter referred to as "Association"). The street and mailing address of the initial office of the Association is c/o Casa Tua Management, L.L.C., 235 Lincoln Road, Suite 210, Miami Beach, Florida 33139.

ARTICLE II. DEFINITIONS

All terms used in these Articles of Incorporation have the same meaning as defined in the Declaration of Condominium for Casa Tua Suites, A Condominium (hereinafter the "Declaration"), recorded or to be recorded in the Public Records of Miami-Dade County, Florida, unless these Articles of Incorporation specifically provide otherwise, or unless the context dictates a contrary meaning.

ARTICLE III. TERM OF EXISTENCE

The Association shall have perpetual existence.

ARTICLE IV. PURPOSE

The purpose for which the Association is organized is to act as the governing association of Casa Tua Suites, A Condominium (hereinafter referred to as the "Condominium") pursuant to the Articles, the Declaration and the applicable provisions of F.S. Chapter 718 and F.S. Chapter 721.

ARTICLE V. POWERS

The Association shall have all common law and statutory powers permitted a corporation not for profit under Florida law which are not in conflict with these Articles, together with such additional specific powers as are contained in the Declaration, the Bylaws, and F.S. Chapters 718 and 721.

ARTICLE VI. QUALIFICATION OF MEMBERS,  
THE MANNER OF THEIR ADMISSION, AND VOTING

Section 1. Every person or entity that is the record owner of a fee or undivided fee interest in any Unit or Residence Interest within the Condominium shall be a member of the Association, provided, however, each Unit or Residence Interest, as applicable, shall only have one membership regardless of how many persons own the Unit or Residence Interest.

Section 2. Ownership of a Unit or Residence Interest shall be a prerequisite to exercising any rights as a member of the Association. Ownership may be held by one or more individuals or by a corporation, partnership, trust or any other appropriate legal entity with the power to hold title.

Section 3. Membership shall automatically terminate upon transfer of ownership of the Unit or Residence Interest, provided the transfer is accomplished in accordance with all of the provisions of the Declaration.

Section 4. Each Owner shall be entitled to vote on all matters upon which members of the Association are entitled to vote pursuant to the Declaration and in accordance with these Articles and the Bylaws. Such vote shall be weighted and shall be equal to the respective Owner's percentage ownership interest in the Common Elements as



established by the Declaration. Notwithstanding the above, each Residence Interest Owner shall be entitled to one twentieth (1/20<sup>th</sup>) of the vote assigned to the Residence Unit.

ARTICLE VII  
QUORUM

Fifteen percent (15%) of the members voting power in the Association, represented in person or by proxy, shall constitute a quorum at a meeting of members. The affirmative vote of a majority of the members voting power represented at the meeting at which a quorum is present, and entitled to vote on the subject matter, shall be the act of the members, unless the vote of a greater number is required by these Articles or the Bylaws.

ARTICLE VIII. INCORPORATOR

The name and address of the Incorporator of the Association is as follows:

<u>Name</u>	<u>Address</u>
Michele Grendene	235 Lincoln Road, Suite 210 Miami Beach, Florida 33139

ARTICLE IX. BOARD OF DIRECTORS

Section 1. The affairs of the Association shall be managed and conducted by a Board of Directors. The number, terms of office and provision regarding election, removal and filling of vacancies on the Board of Directors shall be as set forth in the Bylaws of the Association.

Section 2. The initial Board of Directors shall consist of three (3) persons. The names and residence addresses of the initial Board of Directors who shall hold office until their successors have been duly elected and qualified as provided in the Bylaws are as follows:

Michele Grendene  
235 Lincoln Road, Suite 210  
Miami Beach, Florida 33139

Martha Hampton  
235 Lincoln Road, Suite 210  
Miami Beach, Florida 33139

Sohani Holland  
235 Lincoln Road, Suite 210  
Miami Beach, Florida 33139

ARTICLE X. OFFICERS

The officers of the Association shall consist of a president, a vice president, and a secretary/treasurer and such other officers as the Board of Directors may from time to time deem appropriate. The officers of the Association shall be elected at each annual meeting of the Board of Directors and shall hold office at the pleasure of the Board. Any officer may be removed at any meeting by the affirmative vote of a majority of the members of the Board either with or without cause, and any vacancy in any office may be filled by the Board at any meeting thereof.

The names of the officers who shall serve until the first election are:



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NameOffice

Michele Grenedene  
Martha Hampton  
Sohani Holland

President  
Vice President  
Secretary/Treasurer

ARTICLE XI. BYLAWS

The Bylaws of the Association are to be made or approved by the initial Board of Directors and thereafter may be amended, altered, modified or rescinded as set forth in the Bylaws and as permitted by law.

ARTICLE XII. AMENDMENTS TO THE ARTICLES OF INCORPORATION

Section 1. Amendments to these Articles of Incorporation shall be made in the following manner:

- (a) The Board of Directors shall adopt a resolution setting forth the proposed amendment and, if members have been admitted, directing that it be submitted to a vote at a meeting of the members, which may be either the annual or a special meeting. If no members have been admitted, the amendment shall be adopted by a vote of a majority of directors and the provisions for adoption by members shall not apply.
- (b) Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each member of record entitled to vote thereon within the time and in the manner provided in the Bylaws for the giving of notice of meetings of members. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.
- (c) At such meeting, a vote of the members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of a majority of the votes of all members of the Association entitled to vote thereon.

Section 2. Any number of amendments may be submitted to the members and voted upon by them at one meeting.

Section 3. Notwithstanding anything herein to the contrary, no amendment shall make any change in the qualifications for membership without approval in writing of all of the members and the consent of all record holders of mortgages upon any Condominium Property or upon property held by the Association. No amendment shall be made that is in conflict with Chapter 718, Florida Statutes, or Chapter 721, Florida Statutes, or the Declaration. No amendment which affects the rights and privileges provided to the Developer in Chapter 718, Chapter 721 or the Declaration shall be effective without the written consent of the Developer.

ARTICLE XIII. ADDITIONAL PROVISIONS

Section 1. No officer, director or member shall be personally liable for any debt or other obligation of the Association, except as provided in the Declaration.

Section 2. The Association shall not be operated for profit. This corporation is organized under a non-stock basis, no dividend shall be paid, and no part of the income of the Association shall be distributed to its members, directors or officers. The Association may pay compensation in a reasonable amount to its members, directors or officers for services rendered, and may confer benefits upon its members as permitted by law. No such payment, benefit or distribution shall be deemed to be a dividend or distribution of income.

Section 3. Any assessments or fees collected by the Association, or by any managing entity acting on behalf of the Association, are held for the benefit of members of the Association and shall not be considered income of the Association.



Section 4. Where the context of these Articles permits, the use of plural shall include the singular and the singular shall include the plural, and the use of any gender shall be deemed to include all genders.

Section 5. Should any paragraph, sentence, phrase or portion thereof, of any provision of these Articles or of the Bylaws or rules and regulations promulgated thereunder be held invalid or held inapplicable to certain circumstances, it shall not affect the validity of the remaining parts thereof or of the remaining instruments or the application of such provisions to different circumstances.

Section 6. Every director and every officer of the Association shall be indemnified by the Association for all expenses and liability, including attorneys' fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved by reason of his being or having been a director or officer at the time such expenses are incurred, except in such cases where the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided, that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors has approved such settlement and reimbursement as being in the best interests of the Association. The foregoing indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

#### ARTICLE XIV. REGISTERED AGENT

The name and address of the initial registered agent for the service of process upon the Association is:

Michele Grendene  
235 Lincoln Road, Suite 210  
Miami Beach, Florida 33139

The above address is also the address of the registered office of the Association.

IN WITNESS WHEREOF, the subscribing Incorporator has hereunto set his hand and caused these Articles of Incorporation to be executed this 15<sup>th</sup> day of November, 2006.

  
Michele Grendene, Incorporator

STATE OF FLORIDA)

COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 15<sup>th</sup> day of November, 2006, by Michele Grendene, as the Incorporator of Casa Tua Suites Condominium Association, Inc. He is personally known to me.

  
(Signature of Notary Public)



Sohani Holland  
My Commission DD238848  
Expires August 10, 2007

(Print, Type, or Stamp Commissioned Name

of Notary Public)



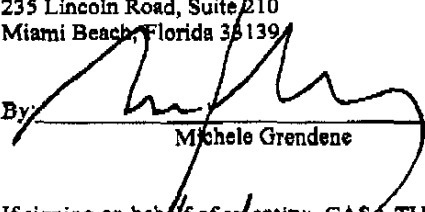
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## ACCEPTANCE BY AGENT

Having been designated as registered agent to accept service of process for Casa Tua Suites Condominium Association, Inc. within the State of Florida, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.

Michele Grendene  
235 Lincoln Road, Suite 210  
Miami Beach, Florida 33139

By

  
Michele Grendene

11/15/06

(Date)

If signing on behalf of an entity: CASA TUA SUITES CONDOMINIUM ASSOCIATION, INC.

  
Michele Grendene

President

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