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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**BLOCK 4B ASSOCIATION, INC.**

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Page Count	08
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
BLOCK 4B ASSOCIATION, INC.  
(A CORPORATION NOT FOR PROFIT)

Block 4B Association, Inc.  
Articles of Incorporation

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TABLE OF CONTENTS 07 JAN 18 PM 12: 29

	Page
1. Name of Corporation .....	1
2. Principal Office .....	1
3. Registered Office - Registered Agent .....	1
4. Definitions .....	1
5. Purpose of Association .....	1
6. Not for Profit .....	1
7. Powers of Association .....	1
8. Voting Rights .....	2
9. Board of Directors .....	2
10. Dissolution .....	3
11. Duration .....	3
12. Amendments .....	3
13. General Restrictions on Amendments .....	3
13.1 Amendments Prior to and Including the Community Completion Date .....	3
13.2 Amendments After the Community Completion Date .....	3
14. Limitations .....	3
15. Declaration is Paramount .....	3
16. By-Laws .....	3
17. Officers .....	3
18. Indemnification of Officers and Directors .....	4
19. Transactions in Which Directors or Officers are Interested .....	4

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
BLOCK 4B 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 4B 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 4B (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 4B 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 4B 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 4B.

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 4B 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

Block 4B Association, Inc.  
Articles of Incorporation

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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 4B, 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 4B, 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 seven (7) 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
Stuart Oseroff	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 <sup>th</sup> Street Suite 1870 Miami, Florida 33130	Owner of Residential Parcel 1
Joel Kovin	c/o Lowell Homes 80 S.W. 8 <sup>th</sup> Street Suite 1870 Miami, Florida 33130	Owner of Residential Parcel 2
Norman Brody	c/o Kimco Realty 1111 Burlington Avenue Suite 113 Lisle, IL 60532	Owner of Retail Out Parcel 1

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John Petricola	c/o Rockefeller Group 1441 Brickell Avenue Suite 1011 Miami, Florida 33131	Owner of Retail Out Parcel 2
George Craig	c/o Rockefeller Group 1221 Avenue of the Americas New York, NY 10020	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 and other property of the Association 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.

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. 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. Notwithstanding the foregoing, no amendment shall be made that is in conflict with the Declaration, or the By-Laws, nor shall any amendment make any changes which would in any way affect any of the rights, privileges, powers, or options herein provided in favor of or reserved to the Developer herein or in the Declaration unless the Developer shall join in the execution of the amendment.

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
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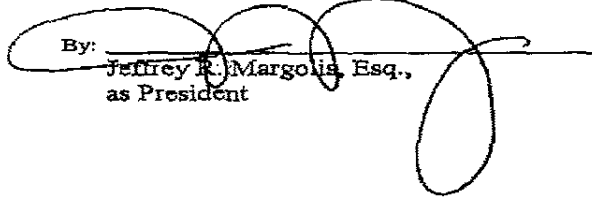
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**ACCEPTANCE BY REGISTERED AGENT**

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 16 day of Jan 2007

JEFFREY R. MARGOLIS, P.A.

By:   
Jeffrey R. Margolis, Esq.,  
as President

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