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Account Number : I20010000015
Phone : (305) 372-0933
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FLORIDA PROFIT/NON PROFIT CORPORATION

TERZETTO MASTER ASSOCIATION, INC.

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ARTICLES OF INCORPORATION
OF
TERZETTO MASTER ASSOCIATION, INC.
(A FLORIDA CORPORATION NOT-FOR-PROFIT)

In order to form a corporation not-for-profit under and in accordance with Chapter 617 of the Florida Statutes, we, the undersigned, hereby associate ourselves into a corporation not-for-profit for the purposes and with the powers hereinafter set forth and to that end, we do, by these Articles of Incorporation, certify as follows:

EXPLANATION OF TERMINOLOGY

The terms contained in these Articles which are contained in the Master Declaration of Covenants, Conditions and Restrictions ("Declaration") creating TERZETTO MASTER ASSOCIATION, INC. shall have the meaning of such terms set forth in the Declaration.

ARTICLE I

NAME

The name of this Association shall be TERZETTO MASTER ASSOCIATION, INC., whose present address is 5101 Collins Avenue, Management Office, Miami Beach, Florida 33140.

ARTICLE II

PURPOSE OF ASSOCIATION

The purpose for which this Association is organized is to maintain, operate and manage the Association and to operate, lease, trade, sell and otherwise deal with the personal and real property thereof.

ARTICLE III

POWERS

The Association shall have the following powers which shall be governed by the following provisions:

A. The Association shall have all of the common law and statutory powers of a corporation not-for-profit and all powers set forth in the Florida Statutes Chapter 607, and Florida Statutes Chapter 617 which are not in conflict with or limit the terms of the Declaration, these Articles and the By-Laws of the Act.

B. The Association shall have all of the powers of an owners association under the Act and shall have all of the powers reasonably necessary to implement the purposes of the Association, including, but not limited to, the following:

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1. to make, establish and enforce reasonable Rules and Regulations governing the Association and the use of Units and the Association's property;
2. to make, levy, collect and enforce Special Assessments and Annual Assessments against Owners and to provide funds to pay for the expenses of the Association and the maintenance, operation and management of the Association in the manner provided in the Declaration, these Articles, the By-Laws to use and expend the proceeds of such Assessments in the exercise of the powers and duties of the Association;
3. to maintain, repair, replace and operate the Association in accordance with the Declaration, these Articles, the By-Laws and the Act;
4. to reconstruct improvements of the Association in the event of casualty or other loss in accordance with the Declaration;
5. to enforce by legal means the provisions of the Declaration, these Articles, the By-Laws and the Act; and,
6. to employ personnel, retain independent contractors and professional personnel and enter into service contracts to provide for the maintenance, operation and management of the Association and to enter into such other agreements that are consistent with the purpose of the Association.

ARTICLE IV

MEMBERS

The qualification of Members, the manner of their admission to membership in the Association, the manner of the termination of such membership and voting by Members shall be as follows:

- A. Until such time as the recordation of the Declaration, the Members of this Association shall be comprised solely of the Subscribers ("Subscriber Members") to these Articles; and in the event of the resignation or termination of any Subscriber Member, the remaining Subscriber Members may nominate and designate a successor Subscriber Member. Each of the Subscriber Members shall be entitled to cast one (1) vote on all matters requiring a vote of the Members.
- B. Upon the recordation of the Declaration, the Subscriber Members' rights and interests shall be automatically terminated and the Owners, which in the first instance means Developer as the owner of the Units, shall be entitled to exercise all of the rights and privileges of Members.
- C. Membership in the Association shall be established by the acquisition of ownership of a m Unit in the property as evidenced by the recording of an Instrument of conveyance amongst the Public Records of Hillsborough County, Florida, whereupon, the membership in the Association of the prior Owner thereof, if any shall terminate. New Members shall deliver a trust copy of the recorded deed or other instrument of acquisition of title to the Association.
- D. No Member may assign, hypothecate or transfer in any manner his membership in the Association or his share in the funds and assets of the Association.

ARTICLE V

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TERM

The term for which this Association is to exist shall be perpetual.

ARTICLE VI

SUBSCRIBERS

The name and address of the Subscribers to these Articles are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Louis D. Zaretsky, Esq.	555 NE 15 th Street, Ste 100 Miami, Fl 33132

ARTICLE VII

OFFICERS

A. The affairs of the Association shall be managed by a President, one (1) or several Vice Presidents, a Secretary and a Treasurer and, if elected by the Board, an Assistant Secretary and an Assistant Treasurer, which officers shall be subject to the directions of the Board.

B. The Board shall elect the President, the Vice President, the Secretary, the Treasurer and as many other Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board shall from time to time determine appropriate. Such officers shall be elected annually by the Board at the first meeting of the Board; provided, however, such officers may be removed by such Board and other persons may be elected by the Board as such officers in the manner provided in the By-Laws. The President shall be a Director of the Association, but no other officer need be a Director. The same person may hold two (2) offices, the duties of which are not incompatible.

ARTICLE VIII

FIRST OFFICERS

The names of the officers who are to serve until the first election of officers by the Board are as follows:

President:	Homero F. Meruelo
Vice President:	Belinda Meruelo
Secretary/Treasurer:	Homero Meruelo

The street address of the initial office of this corporation is 555 NE 15th Street, Ste 100 Miami, Fl 33132; and the name of the initial resident agent of this Corporation is Louis D. Zaretsky, Esq.

ARTICLE IX

BOARD OF DIRECTORS

A. The form of administration of the Association shall be by a Board of Seven (7) Directors.

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B. The names and addresses of the persons who are to serve as the first Board of Directors ("First Board") are as follows:

Homero F. Meruelo
555 NE 15th Street, Suite 100
Miami, Florida 33132

Belinda Meruelo
555 NE 15th Street, Suite 100
Miami, Florida 33132

Homero Meruelo
555 NE 15th Street, Suite 100
Miami, Florida 33132

The method of election of the directors is stated in the By-Laws of the corporation.

ARTICLE X

INDEMNIFICATION

Every Director and every officer of the Association (and the Directors and/or officers as a group) shall be indemnified by the Association against all expenses and liabilities, including counsel fees (at all trial and appellate levels) reasonably incurred by or imposed upon him or them in connection with any proceeding, litigation or settlement in which he may become involved by reason of his being or having been a Director or officer of the Association. The foregoing provisions for indemnification shall apply whether or not he is a Director or officer at the time such expenses are incurred. Notwithstanding the above, in instances where a Director or officer admits or is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, the indemnifications provisions of these Articles shall not apply. Otherwise, the foregoing rights to indemnification shall be in addition to and not exclusive of any and all rights of indemnification to which a Director or officer may be entitled whether by statute or common law.

ARTICLE XI

BY-LAWS

The By-Laws of the Association shall be adopted by the First Board, and thereafter may be altered, amended or rescinded in the manner provided for in the By-Laws and the Act. As is set forth in the By-Laws, the By-Laws may be amended by the affirmative vote of not less than a majority of the Members present at an Annual Members Meeting or a special meeting of the Members and the affirmative approval of a majority of the Board at a regular or special meeting of the Board.

ARTICLE XII

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AMENDMENTS

A. Prior to the recording of the Declaration amongst the Public Records of Miami Dade County, Florida, these Articles may be amended only by an instrument in writing signed by all of the Directors and filed in the office of the Secretary of State of the State of Florida. The instrument amending these Articles shall identify the particular Article or Articles being amended and give the exact language of such amendment, and a certified copy of such amendment shall always be attached to any certified copy of these articles and shall be an exhibit to the Declaration upon the recording of any such Declaration.

B. After the recording of the Declaration amongst the Public Records of Hillsborough County, Florida, these Articles may be amended in the following manner;

1. Notice of the subject matter of the proposed amendment shall be included in the notice of any meeting (whether of the Board or of the Members) at which such proposed amendment is to be considered; and

2. A resolution approving the proposed amendment may be first passed by either the Board or the Members. After such approval of a proposed amendment by one of said bodies, such proposed amendment must be submitted and approved by the other of said bodies. Approval by the Members must be by a vote of a majority of the Members present at a meeting of the membership at which a quorum (as determined in accordance with the By-Laws) is present and approval by the Board must be by a majority of the Directors present at any meeting of the Directors at which a quorum (as determined in accordance with the By-Laws) is present.

C. A copy of each amendment shall be certified by the Secretary of State and recorded amongst the Public Records of Hillsborough County, Florida.

D. Notwithstanding the foregoing provisions of this Article XII, there shall be no amendment to these Articles which shall abridge, amend or alter the rights of Developer, including the right to designate and select the Directors as provided in Article IX hereof, or the provisions of this Article XII, without the prior written consent therefore by Developer.

E. Notwithstanding anything contained herein to the contrary, while the Developer is entitled to appoint a majority of the Board of Directors, these Articles may be amended by a majority of the Board of Directors evidenced by a certificate of the association. Said Amendment need only be executed and acknowledged by the Association and the consent of the Unit Owners, the owner and holder of any lien encumbering a Unit in this Condominium, or any others, shall not be required.

ARTICLE XIII

REGISTERED AGENT

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The name and address of the initial Registered Agent is:
Louis D. Zaretsky, Esq.
555 NE 15th Street, Suite #100
Miami, FL 33132

IN WITNESS WHEREOF, the Subscribers have hereunto affixed their signatures the day and year set forth below.

Dated: April 17, 2007

[Handwritten signature of Louis D. Zaretsky]

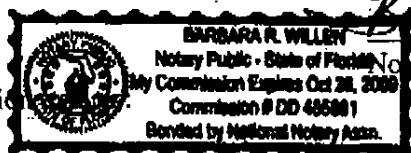
LOUIS D. ZARETSKY

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

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared LOUIS D. ZARETSKY, to me personally known to be the persons described as the Subscribers in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed the same of the purposes therein expressed, and who did take oaths.

WITNESS my hand and official seal in the County and State aforesaid, this 17th day of April, 2007.

[Handwritten signature of Barbara R. Wilten]



My commissio

Notary Public, State of Florida

BARBARA R. WILLEN

ACKNOWLEDGMENT BY DESIGNATED (REGISTERED) AGENT:

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED NON-PROFIT CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT TO ACT IN THIS CAPACITY, AND AGREE TO COMPLY WITH THE PROVISION OF SAID ACT RELATIVE TO KEEPING OPEN SAID OFFICE.

DATED THIS 17th DAY OF April, 2007.

[Handwritten signature of Louis D. Zaretsky]

Louis D. Zaretsky, Esq.

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STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this 17th day of April, 2007, personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, LOUIS D. ZARETSKY, ESQ., to me known to be the individual described in and who executed the foregoing instrument as registered agent to the Articles of Incorporation of TERZETTO MASTER ASSOCIATION, INC., a Florida non-profit corporation, and he severally acknowledged to me that he signed and executed such instrument for the uses and purposes therein stated.

IN WITNESS WHEREOF, I have set my hand and official seal in the County and State aforesaid on the day and year last above written.



Notary Public, State of Florida

BARBARA R. WILLEN

My commission expires:

