

Division of Corporations

# N07000003921

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H10000148409 3)))



H100001484093ABC

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations  
 Fax Number : (850) 617-6380

From: Account Name : HOLLAND & KNIGHT OF JACKSONVILLE  
 Account Number : 074323003114  
 Phone : (904) 353-2000  
 Fax Number : (904) 358-1872

2010 JUN 29 AM 9:42  
 FILED  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\*

Email Address: \_\_\_\_\_

RECEIVED  
 2010 JUN 29 AM 8:00  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

**COR AMND/RESTATE/CORRECT OR O/D RESIGN  
 TERZETTO MASTER ASSOCIATION, INC.**

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
| Certified Copy        | 0       |
| Page Count            | 07      |
| Estimated Charge      | \$35.00 |

AR  
 6/30/10

**FILED**  
H100001484093

2010 JUN 29 AM 9:42

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**EXHIBIT "B"**  
**AMENDED AND RESTATED**  
**ARTICLES OF INCORPORATION**  
**of**  
**TERZETTO MASTER ASSOCIATION, INC.**

In order to form a corporation not-for-profit under and in accordance with Chapter 617, 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 ("Articles"), certify as follows:

**EXPLANATION OF TERMINOLOGY**

The capitalized terms contained in these Articles which are contained in the Amended and Restated 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. ("Master Association"), whose present address is 18430 NE 27<sup>th</sup> Court, Aventura, Florida 33160.

**ARTICLE II**  
**PURPOSE OF ASSOCIATION**

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

**ARTICLE III**  
**POWERS**

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

A. The Master Association shall have all of the common law and statutory powers of a corporation not-for-profit and all powers set forth in the Chapter 720, Florida Statutes (the "Act") and Chapter 617, Florida Statutes, which are not in conflict with or limit the terms of the Declaration, these Articles and the Bylaws.

B. The Master 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 Master Association, including, but not limited to, the following:

1. to make, establish and enforce reasonable Rules and Regulations governing the Master Association and the use of Homes, Parcels and Common Area;

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 Master Association and the maintenance, operation and management of the Master Association in the manner provided

H10000148409 3

in the Declaration, these Articles, the Bylaws to use and expend the proceeds of such Assessments in the exercise of the powers and duties of the Master Association;

3. to maintain, repair, replace and operate the Master Association in accordance with the Declaration, these Articles, the Bylaws and the Act;

4. to reconstruct improvements of the Master 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 Bylaws 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 Master Association and to enter into such other agreements that are consistent with the purpose of the Master Association.

**ARTICLE IV**  
**MEMBERS**

A. Membership in the Master Association shall be established by the acquisition of ownership of a Home or Tract within the Property as evidenced by the recording of an instrument of conveyance in the Public Records, whereupon, the membership in the Master 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 Master Association.

B. No Member may assign, hypothecate or transfer in any manner his membership in the Master Association or his share in the funds and assets of the Master Association.

**ARTICLE V**  
**TERM**

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

**ARTICLE VI**  
**SUBSCRIBER**

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

| <u>NAME</u>    | <u>ADDRESS</u>  |
|----------------|---|
| Carlos Sandino | 780 NW 42nd Avenue, Suite 400<br>Miami, Florida 33126 |

**ARTICLE VII**  
**OFFICERS**

A. The affairs of the Master Association shall be managed by a president, one (1) or several vice presidents, a secretary and a 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 as the Board shall from time to time determine appropriate. Such

H10000148409 3

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 Bylaws. The President shall be a director of the Master 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 VII**  
**FIRST OFFICERS**

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

|                      |                |
|----------------------|----------------|
| President            | Pedro Max      |
| Vice President:      | Carlos Sandino |
| Secretary/Treasurer. | Larry Benton   |

**ARTICLE IX**  
**BOARD OF DIRECTORS**

A. The affairs of this Master Association shall be managed by a Board of Directors, who shall be Members of the Master Association, provided, however, that until Turnover, the directors need not be Members of the Master Association. Until Turnover, the Board of Directors shall consist of directors appointed by the Class B Member who shall serve until the Class B Member no longer has the right to appoint any directors. After turnover, there shall be three (3) directors of the Master Association as set forth below:

1. One director must be an Owner of a Home within Terzetto Villas Homeowners Association, Inc.

2. One director will be appointed by and representing the Owner of Tract F as shown on the Plat; provided however, at such time as there is a Sub-Association governing Homes located on Tract F, the director must be an Owner of a Home within that Sub-Association.

3. One director will be elected by receiving the largest number of votes. If the Future Development Property is annexed into the Property, at such time as the Supplemental Declaration annexing the Future Development Property is recorded in the Public Records, this director will instead be appointed by and represent the Owner of the Future Development Property; provided however, at such time as there is a Sub-Association governing Homes located on the Future Development Property, this director must be an Owner of a Home within that Sub-Association.

After the first post-Turnover Board of Directors is elected, the Members may vote to increase the number of directors on the Board of Directors to a maximum of seven (7) directors, by amending these Articles of Incorporation in accordance with the Amendment requirements set forth in Article XII of these Articles of Incorporation. Notwithstanding the foregoing, the Developer is entitled to elect at least one (1) member of the Board of Directors of the association as long as the Developer holds for sale in the ordinary course of business at least five percent (5%) of the Townhomes in the Property. After the Developer relinquishes control of the Master Association, the Developer may exercise the right to vote any Developer-owned voting interests in the same manner as any other Member, except for purposes of reacquiring control of the Master Association or selecting the majority of the members of the Board of Directors.

The names and addresses of the persons who are to serve as the first Board of Directors are as follows:

H10000148409 3

H10000148409 3

| <u>Name</u>    | <u>Address</u>  |
|----------------|---|
| Pedro Max      | 780 NW 42nd Avenue, Suite 400<br>Miami, Florida 33126 |
| Carlos Sandino | 780 NW 42nd Avenue, Suite 400<br>Miami, Florida 33126 |
| Larry Benton   | 780 NW 42nd Avenue, Suite 400<br>Miami, Florida 33126 |

**ARTICLE X**  
**INDEMNIFICATION**

Every director and every officer of the Master Association (and the directors and/or officers as a group) shall be indemnified by the Master Association against all expenses and liabilities, including counsel fees (at all trial and appellate levels) reasonably incurred by or imposed upon him or diem 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 Master 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**  
**BYLAWS**

The Bylaws of the Master Association shall be adopted by the First Board, and thereafter may be altered, amended or rescinded in the manner provided for in the Bylaws and the Act as is set forth in the Bylaws, the Bylaws 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**  
**AMENDMENTS**

A. Prior to the recording of the Declaration amongst the Public Records, 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 in the Public Records, 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

H10000148409 3

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 Bylaws) 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 Bylaws) is present.

C. A copy of each amendment shall be recorded amongst the Public Records.

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 Declarant, 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 Declarant.

E. Notwithstanding anything contained herein to the contrary, while the Declarant 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 Master Association. Said Amendment need only be executed and acknowledged by the Master Association and the consent of the Owners, the owner and holder of any lien encumbering a Home, or any others, shall not be required.

**ARTICLE XIII  
REGISTERED AGENT**

The name and address of the initial Registered Agent is:

Interamerican Corporate Services LLC  
2525 Ponce De Leon Boulevard, Suite 1225  
Coral Gables, Florida 33134

The Subscriber has hereunto affixed its signature the day and year set forth below.

Dated: 6/23/10

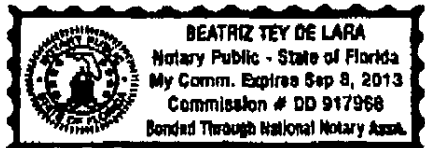
[Signature]  
Carlos Sandino

STATE OF FLORIDA  
COUNTY OF Miami-Dade

The foregoing instrument was acknowledged before me this 23rd day of June, 2010, by Carlos Sandino, as the subscriber of Terzetto Master Association, Inc., a Florida not-for-profit corporation, for and on behalf of said corporation, and who is  personally known to me or  has provided \_\_\_\_\_ as identification.

{Notary Seal must be affixed}

[Signature]  
(Signature of Notary)  
Beatriz Tey De Lara  
(Print Name of Notary Public)  
Notary Public, State of Florida  
My Commission Expires: \_\_\_\_\_  
Commission No.: \_\_\_\_\_



# 9535685\_v2

H10000148409 3

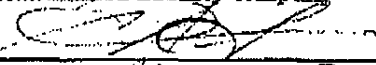
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with the laws of Florida, the following is submitted:

That desiring to organize under the laws of the State of Florida with its principal office, as indicated in the foregoing articles of incorporation, in the County of Miami-Dade, State of Florida, the Master Association named in the said articles has named Interamerican Corporate Services LLC, a Florida limited liability company, with an address of 2525 Ponce De Leon Boulevard, Suite 1225 Coral Gables, Florida 33134 as its agent to accept service of process within Florida.

Having been named the statutory agent of said Master Association at the place designated in this certificate, I am familiar with the obligations of that position, and hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Interamerican Corporate Services LLC,  
a Florida limited liability company

By:   
Print Name: ALICIA J. AVILA

Its: MANAGER

Date: 6/23/2010

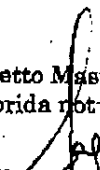
# 0036686\_v2

H10000148409 3

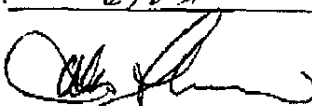
Certificate of the Terzetto Master Association, Inc. Acknowledging the  
Amended and Restated  
Articles of Incorporation for Terzetto Master Association, Inc.

Pursuant to Section XII(E) of the Articles of Incorporation, while the Declarant is entitled to appoint a majority of the Board of Directors of the Terzetto Master Association, Inc. ("Master Association"), the Articles of Incorporation may be amended by a majority of the Board of Directors evidenced by a certificate of the Master Association, without the consent of any Owner. As of the date hereof, the Declarant is entitled to appoint a majority of the Board of Directors of the Master Association. The Master Association hereby consents to and acknowledges the Amended and Restated Articles of Incorporation for Terzetto Master Association, Inc. which replace the Articles of Incorporation recorded on July 5, 2007 at Official Records Book 25754, page 1118, in the public records of Miami-Dade County, Florida.

Terzetto Master Association, Inc.,  
a Florida not-for-profit corporation

  
Print Name: Pedro W. W. [unclear]  
Its Director

Date: 6/23/10

  
Print Name: Carlos Sanders  
Its Director

Date: 6/23/10

# 9595685\_v2