

N070001799413

Florida Department of State
Division of Corporations
Public Access System
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.

((H07000179941 3)))



H070001799413ABCS

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) 205-0381

From:

Account Name : CORPORATION SERVICE COMPANY
Account Number : I20000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1575

07 JUL 13 AM 8:18

FILED

Carina X2951

FLORIDA PROFIT/NON PROFIT CORPORATION

KENDALL TOWN CENTER ASSOCIATION, INC.

Certificate of Status	0
Certified Copy	1
Page Count	10
Estimated Charge	\$78.75

Electronic Filing Menu

Corporate Filing Menu

Help

H07000179941 3

ARTICLES OF INCORPORATION**OF****KENDALL TOWN CENTER ASSOCIATION, INC.**

The undersigned incorporator, for the purpose of forming a corporation not-for-profit pursuant to the laws of the State of Florida, Florida Statutes, Chapter 817, hereby adopts the following Articles of Incorporation:

PREAMBLE

West Kendall Holding, LLC, a Maryland limited liability company ("DECLARANT"), owns certain property in Miami-Dade County, Florida (the "SUBJECT PROPERTY"), and desires to execute and record a Declaration of Covenants, Restrictions and Easements Pertaining to the Surface Water Management System and Other Town Center Amenities for Kendall Town Center (the "Declaration") which will affect the SUBJECT PROPERTY. This association is being formed as the association to administer the DECLARATION, and to perform the duties and exercise the powers pursuant to the DECLARATION, as and when the DECLARATION is recorded in the Public Records of Miami-Dade County, Florida, with these Articles of Incorporation attached as an exhibit. All of the definitions contained in the DECLARATION shall apply to these Articles of Incorporation, and to the Bylaws of the Association.

ARTICLE 1**NAME AND ADDRESS**

The name of the corporation is KENDALL TOWN CENTER ASSOCIATION, INC. hereinafter referred to as the "ASSOCIATION." The initial address of the principal office of the ASSOCIATION and the initial mailing address of the ASSOCIATION is c/o General Growth Properties, Inc. 10275 Little Patuxent Parkway, Columbia, MD 21044-3412.

ARTICLE 2**PURPOSE**

The purposes for which the ASSOCIATION is organized are as follows:

- 2.1 To operate as a corporation not-for-profit pursuant to Chapter 617 of the Florida Statutes.
- 2.2 To enforce and exercise the duties of the ASSOCIATION as provided in the DECLARATION.
- 2.3 To promote the health, safety, welfare, comfort, and economic benefit of the members of the ASSOCIATION.

07 JUL 13 AM 8:18
FILED

H07000179941 3

ARTICLE 3POWERS AND DUTIES

The ASSOCIATION shall have the following powers and duties:

3.1 All of the common law and statutory powers of a corporation not-for-profit under the laws of the State of Florida, including without limitation, the powers set forth in Section 617.0302, Fla. Stat., as amended from time to time.

3.2 To administer, enforce, carry out and perform all of the purposes, functions, rights and duties provided in, or contemplated by, the DECLARATION, including but not limited to, the following:

3.2.1 To own, purchase, sell, mortgage, encumber, lease, administer, manage, operate, maintain, improve, repair and/or replace real and personal property.

3.2.2 To make and collect ASSESSMENTS against OWNERS to defray the costs, expenses and losses incurred or to be incurred by the ASSOCIATION, and to use the proceeds thereof in the exercise of the ASSOCIATION'S powers and duties.

3.2.3 To enforce the provisions of the DECLARATION, these ARTICLES, and the BYLAWS.

3.2.4 To make, establish and enforce reasonable rules and requisitions governing the use of COMMON AREAS, SURFACE WATER MANAGEMENT SYSTEM and other property under the jurisdiction of the ASSOCIATION.

3.2.5 To grant and modify easements, and to dedicate property owned by the ASSOCIATION to any public or quasi-public agency, authority or utility company for public, utility, drainage and cable television purposes.

3.2.6 To borrow money for the purposes of carrying out the powers and duties of the ASSOCIATION.

3.2.7 To obtain insurance as provided by the DECLARATION.

3.2.8 To employ personnel necessary to perform the obligations, services and duties required of or to be performed by the ASSOCIATION and for proper operation of the SURFACE WATER MANAGEMENT SYSTEM and other property for which the ASSOCIATION is responsible, or to contract with others for the performance of such obligations, services and/or duties.

3.2.9 To operate and maintain the SURFACE WATER MANAGEMENT SYSTEM for the SUBJECT PROPERTY as permitted by the South Florida Water Management District, including all lakes, retention areas, culverts and related appurtenances, as may be applicable.

FILED
07 JUL 13 AM 8:16
CLERK OF THE
COURT
TALLAHASSEE, FLORIDA

H07000179941 3

ARTICLE 4**MEMBERS**

4.1 The members of the ASSOCIATION shall consist of all of the record OWNERS of PARCELS. Membership shall be established as to each PARCEL upon the recording of the DECLARATION. Upon the transfer of ownership of, or fee interest in, a PARCEL, whether by conveyance, devise, judicial decree, foreclosure, or otherwise, and upon the recordation amongst the public records in the county in which the SUBJECT PROPERTY is located of the deed or other instrument establishing the acquisition and designating the PARCEL affected thereby, the new OWNER designated in such deed or other instrument shall thereupon become a member of the ASSOCIATION, and the membership of the prior OWNER as to the PARCEL designated shall be terminated, provided, however, that the ASSOCIATION shall not have the responsibility or obligation of recognizing any such change in membership until it has been delivered a true copy of the applicable deed or other instrument, or is otherwise informed of the transfer of ownership of the PARCEL. Prior to the recording of the DECLARATION, the Incorporator shall be the sole member of the ASSOCIATION.

4.2 The share of each member in the funds and assets of the ASSOCIATION, and the COMMON SURPLUS, and any membership in this ASSOCIATION, cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the PARCEL for which that membership is established.

4.3 On all matters upon which the membership shall be entitled to vote, each OWNER shall have a number of votes equal to the number of acres (rounded up to the highest 1/10 of an acre) within the PARCEL owned by the OWNER, in the event any PARCEL is owned by more than one individual and/or by an entity, the votes for such PARCEL shall be cast in the manner provided by the BYLAWS. In addition to the foregoing, DECLARANT shall have three votes for each vote of any member other than DECLARANT so long as DECLARANT is entitled to appoint the Directors of the ASSOCIATION.

4.4 The BYLAWS shall provide for an annual meeting of the members of the ASSOCIATION and shall make provision for special meetings.

ARTICLE 5**TERM OF EXISTENCE**

The ASSOCIATION shall have perpetual existence.

RECEIVED
CLERK OF DISTRICT COURT
JUL 13 2007

07 JUL 13 AM 8:18

FILED

H07000179941 3

ARTICLE 6

INCORPORATOR

The name and street address of the incorporator is: West Kendall Holdings, LLC
c/o General Growth Properties, Inc. 10275 Little Patuxent Parkway, Columbia, MD
21044-3412.

ARTICLE 7

DIRECTORS

7.1 The property, business and affairs of the ASSOCIATION shall be managed by a BOARD which shall consist of not less than three (3) directors, and which shall always be an odd number. The BYLAWS may provide for a method of determining the number of directors from time to time. In the absence of a determination as to the number of directors, the BOARD shall consist of three (3) directors. Directors are not required to be members of the ASSOCIATION.

7.2 All of the duties and powers of the ASSOCIATION existing under the DECLARATION, these ARTICLES and the BYLAWS shall be exercised exclusively by the BOARD, its agents, contractors or employees, subject to approval by the members only when specifically required.

7.3 The DECLARANT shall have the right to appoint all of the directors so long as DECLARANT owns any PARCEL within the SUBJECT PROPERTY. The DECLARANT may waive its right to elect one or more directors by written notice to the ASSOCIATION, and thereafter such directors shall be elected by the members. When the DECLARANT no longer owns any PARCEL within the SUBJECT PROPERTY, all of the directors shall be elected by the members in the manner provided in the BYLAWS.

7.4 Directors may be removed and vacancies on the BOARD shall be filled in the manner provided by the BYLAWS, however any director appointed by the DECLARANT may only be removed by the DECLARANT, and any vacancy on the BOARD shall be appointed by the DECLARANT if, at the time such vacancy is to be filled, the DECLARANT is entitled to appoint the directors.

7.5 The names and addresses of the initial directors, who shall hold office until their successors are appointed or elected, are as follows:

Bernard Freibaum, John L. Bucksbaum and Robert A. Michaels, whose addresses are all c/o General Growth Properties, Inc., 110 N. Wacker Drive, Chicago, IL 60606.

H07000179941 3

ARTICLE 8**OFFICERS**

The officers of the ASSOCIATION shall be a president, vice president, secretary, treasurer and such other officers as the BOARD may from time to time by resolution create. The officers shall serve at the pleasure of the BOARD, and the BYLAWS may provide for the removal from office of officers, for filling vacancies, and for the duties of the officers. The names of the officers who shall serve until their successors are designated by the BOARD are as follows:

John L. Bucksbaum - President	Bernard Freibaum - Vice President & Treasurer
Ronald L. Gern - Vice President & Secretary	Linda J. Wight - Assistant Secretary
Jeffrey C. Palkovitz - Assistant Secretary	

ARTICLE 9**INDEMNIFICATION**

9.1 The ASSOCIATION shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by the ASSOCIATION) by reason of the fact that such person is or was a director, employee, officer or agent of the ASSOCIATION, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with the action, suit, or proceeding if such person acted in good faith and in a manner such person reasonably believed to be in, or not opposed to, the best interest of the ASSOCIATION; and with respect to any criminal action or proceeding, if such person had no reasonable cause to believe his/her conduct was unlawful; except, that no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or willful misfeasance or malfeasance in the performance of his/her duties to the ASSOCIATION unless and only to the extent that the court in which the action or suit was brought shall determine, upon application, that despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, a upon a plea of nolo contendere or its equivalent, shall not, in and of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interest of the ASSOCIATION; and with respect to any criminal action or proceeding, that he had no reasonable cause to believe that his conduct was unlawful.

9.2 To the extent that a director, officer, employee or agent of the ASSOCIATION has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Paragraph 9.1 above, then such person shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him in connection therewith.

(M2091028/4)

ARTICLES- 5

FILED
07 JUL 13 AM 8:18
CLERK OF STATE
TALLAHASSEE, FLORIDA

H07000179941 3

9.3 Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the ASSOCIATION in advance of the disposition of such action, suit or proceeding as authorized by the BOARD in the specific case upon receipt of an undertaking by or on behalf of the directors, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the ASSOCIATION as authorized herein.

9.4 The indemnification provided herein shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the laws of the State of Florida, any BYLAW, agreement, vote of members or otherwise, and as to action taken in an official capacity while holding office, shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

9.5 The ASSOCIATION shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the ASSOCIATION, or is or was servicing at the request of the ASSOCIATION as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the ASSOCIATION would have the power to indemnify him against such liability under the provisions of this Article.

ARTICLE 10

BYLAWS

The first BYLAWS shall be adopted by the BOARD and may be altered, amended or rescinded by the DECLARANT, the directors and/or members in the manner provided by the BYLAWS.

ARTICLE 11

AMENDMENTS

Amendments to these ARTICLES shall be proposed and adopted in the following manner:

11.1 A majority of the BOARD shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of the members, which may be the annual or a special meeting.

11.2 Written notice setting forth the proposed amendment or a summary of the changes to be affected thereby shall be given to each member entitled to vote thereon within the time and in the manner provided in the BYLAWS for the giving of notice at a meeting of the members. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

H07000179941 3

11.3 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 the entire membership of the ASSOCIATION.

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

11.5 If all of the directors and all of the members eligible to vote sign a written statement manifesting their intention that an amendment to these ARTICLES be adopted, then the amendment shall thereby be adopted as though the above requirements had been satisfied.

11.6 Notwithstanding anything contained herein to the contrary, so long as DECLARANT owns any PARCEL, DECLARANT shall have the right to amend these ARTICLES without the consent or joinder of any other OWNER (except as provided in Section 11.7) or any INSTITUTIONAL LENDER and no amendment shall 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 DECLARANT, unless the DECLARANT shall join in the execution of the amendment, including, but not limited to, any right of the DECLARANT to appoint directors pursuant to Article VII.

11.7 No amendment to these ARTICLES shall be made which materially and adversely affects an OWNER within the SUBJECT PROPERTY, without the written approval of the OWNER materially and adversely affected thereby.

11.8 Any amendment which would affect the SURFACE WATER MANAGEMENT SYSTEM or water management portions of COMMON AREAS shall be submitted to the DISTRICT for review prior to finalization of the amendment. The DISTRICT shall determine if the proposed amendment will require a modification of the SWM PERMIT. If a permit modification is necessary, the modification must be approved by the DISTRICT prior to any such amendment.

11.9 Upon the approval of an amendment to these ARTICLES, the articles of amendment shall be executed and delivered to the Department of State as provided by law, and a copy certified by the Department of State shall be recorded in the public records at the county in which the SUBJECT PROPERTY is located.

ARTICLE 12

DISSOLUTION

In the event of dissolution or final liquidation of the ASSOCIATION, the assets, both real and personal, of the ASSOCIATION, shall be dedicated to an appropriate agency of local government determined to be acceptable by the South Florida Water Management District, to be devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the ASSOCIATION. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to a similar non-profit corporation, association, trust or other organization, to be devoted to

(M2091028;4)

ARTICLES- 7

07 JUL 13 AM 8 18

FILED

H07000179941 3

purposes as nearly as practicable to the same as those to which they were required to be devoted by the ASSOCIATION. No such disposition of ASSOCIATION properties shall be effective to divest or diminish any right a title of any OWNER vested in him under the recorded DECLARATION unless made in accordance with the provisions of such DECLARATION.

ARTICLE 13

INITIAL REGISTERED OFFICE ADDRESS AND NAME OF REGISTERED AGENT

The initial registered office of the ASSOCIATION shall be 1201 Hays Street, Tallahassee, FL 32301 attention: CSC Corporation Service Company. The initial registered agent of the ASSOCIATION at that address is CSC Corporation Service Company.

WHEREFORE, the incorporator, and the initial registered agent, have executed these ARTICLES as of the date indicated below. By executing these ARTICLES, the undersigned registered agent accepts the appointment as registered agent and states that the undersigned is familiar with, and accepts, the obligations of that position.

Incorporator:

WEST KENDALL HOLDINGS, LLC,
a Maryland limited liability company

By: 

BERNARD FREIBAUM

Title:

EXECUTIVE VICE PRESIDENT

Date:

July 9, 2007

Acceptance of Appointment by Registered
Agent:

CSC Corporation Service Company, as
Registered Agent

By: 

Title:

Carina L. Dunlap
Asst. Vice President

Date:

FILED

07 JUL 13 AM 8:18

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JUL 13, 2007 9:08AM

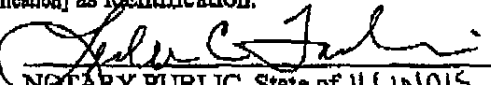
C S C

NO. 634 P. 10

H07000179941 3

STATE OF ILLINOIS)
COUNTY OF COOK) SS:

The foregoing instrument was acknowledged before me this 9th day of July, 2007, by Bernard Friebaum, as Executive Vice President of West Kendall Holdings, LLC, as Incorporator who is personally known to me or who produced himself [type of identification] as identification.


NOTARY PUBLIC, State of ILLINOIS at
Large
(Notary Seal)

My Commission Expires: 11/04/09



FILED

07 JUL 13 AM 8:18

SECRETARY OF STATE
TALLAHASSEE, FLORIDA