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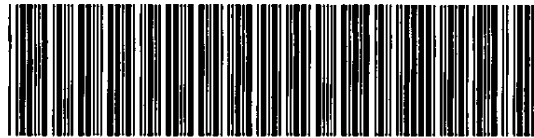
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TALLAHASSEE, FLORIDA



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Attorneys at Law

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*Of Counsel to:
Scruggs & Carmichael, P.A.
One S.E. First Avenue
Gainesville, Florida 32601
Telephone: (352)376-5242*

August 8, 2007

***Via Certified Mail
Return Receipt Requested***

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: Country Club of Miami Fairway Villas S1/B1 Association, Inc.

Dear Sir or Madam:

Enclosed herewith please find the Articles of Incorporation for Country Club of Miami Fairway Villas S1/B1 Association, Inc., together with a check made payable to Florida Department of State in the amount of \$70.00 (to cover the filing fee and designation of registered agent fee). Please file said Articles of Incorporation such that Country Club of Miami Fairway Villas S1/B1 Association, Inc. will be formed as a Florida not-for-profit corporation.

If you have any questions or require further information or documentation, please call the undersigned at (954) 894-8000. Thank you for your anticipated cooperation in this matter.

Very truly yours,

ANDREW I. LEWIS
For the Firm

Enc.

**ARTICLES OF INCORPORATION
OF
COUNTRY CLUB OF MIAMI FAIRWAY VILLAS S1/B1 ASSOCIATION, INC.**
(A Corporation Not for Profit)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED INCORPORATOR to these Articles of Incorporation hereby proposes the incorporation under Chapter 617, Florida Statutes, of a corporation not for profit, and hereby makes, subscribes, acknowledges and files with the Secretary of State of the State of Florida, Articles of Incorporation, and hereby certifies as follows:

ARTICLE I: NAME AND LOCATION

The name of this corporation shall be **COUNTRY CLUB OF MIAMI FAIRWAY VILLAS S1/B1 ASSOCIATION, INC.**, (hereinafter referred to as the "Association"), and its initial office for the transaction of its affairs shall be 6187 N.W. 167th Street, H-36, Miami, Florida 33015.

ARTICLE II: PURPOSES

The Association is formed to govern that certain property restricted by the Declaration of Covenants, Conditions and Restrictions recorded in 1972 in Official Records Book 7872, Page 242 of the Public Records of Miami-Dade County, Florida. The Association does not contemplate pecuniary gain or profit to the members thereof, and no distribution of income to its members, directors or officers shall be made, except that nothing herein shall prevent the Association from compensating persons who may be members, directors or officers in exchange for services actually rendered to, or costs actually incurred for the benefit of, the Association in furtherance of one or more of its purposes. The general purpose of this Association is to promote the common interests of the property owners at the Country Club of Miami Fairway Villas, which property is more particularly described in the Declaration (herein referred to as the "Project"), and in any property that may later be submitted to the jurisdiction of this Association, and the specific purpose is to perform the functions of the Association contemplated in the Declaration of Covenants, Conditions and Restrictions for the Project as recorded in 1972 in Official Records Book 7872, Page 242 of the Public Records of Miami-Dade County, Florida, as the same may in the future be amended from time to time, (herein referred to as the "Declaration"), which purposes shall include, but not be limited to, the power to:

(a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration;

(b) Fix, levy, collect and enforce payment, by any lawful means, all charges or assessments pursuant to the terms of the Declaration, and to adopt such annual budgets as are necessary to carry out the provisions of the Declaration;

(c) Pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association;

(d) Acquire, either by gift, purchase or otherwise, and to own, hold, improve, build upon, operate, maintain, convey, sell, lease or transfer, or otherwise dispose of real or personal property, leasehold estates, or interests therein, in connection with the affairs of this Association;

(e) Borrow money, and upon a majority affirmative vote of a quorum Class A members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property, as security for money borrowed or debts incurred;

(f) Dedicate, sell, or transfer all or any part of the Association's property to any public body or governmental agency or authority, or any public or private utility for such purposes and subject to such conditions as may be agreed to by the members;

(g) Grant easements as to the common property to public and private utility companies, and to public bodies or governmental agencies or other entities or persons, without cost or charge, where convenient, desirable or necessary in connection with the development of the Property, and the providing of utility and other services thereto;

(h) Participate in mergers and consolidation with other non-profit corporations organized for similar purposes, provided that any such merger or consolidation shall have been approved by a majority affirmative vote of a quorum of Class A members;

(i) Adopt, alter, amend, and rescind reasonable rules and regulations from time to time, which rules and regulations shall be consistent with the rights and duties established by the Declaration and with the provisions of these Articles of Incorporation;

(j) Contract for the maintenance and management of the common properties and to authorize a management agent to assist the Association in carrying out its powers and duties under the Declaration;

(k) Have and exercise any and all other powers, rights and privileges of a not-for-profit corporation organized under the laws of the State of Florida.

(l) Manage, control, operate, maintain, improve, repair and replace the common properties or other portions of the property as contemplated by the Declaration;

(m) Enforce covenants, conditions, or restrictions to the extent the Association may be authorized to do so under the Declaration or By-Laws;

(n) Engage in activities that will actively foster, promote, and advance the common interests of all owners of the Property subject to the Declaration;

(o) Exercise all of the powers, express or implied, granted to the Association by the Declaration or which are reasonably necessary in order for the Association to

administer, enforce, carry out and perform all of the acts, functions, rights and duties provided in, or contemplated by, the Declaration;

(p) Purchase insurance for the protection of the Association, its officers, directors and Members, and such other parties as the Association may determine to be in the best interests of the Association;

(q) Exercise architectural control over all buildings, structures and improvements to be placed or constructed upon any portion of the Property pursuant to the Declaration;

(r) Contract for cable television and security services within the Property as the Board in its discretion determines necessary or appropriate;

(s) Provide, purchase, acquire, replace, improve, maintain and/or repair such buildings, structures, street lights and other structures, landscaping, paving and equipment, both real and personal, related to the health, safety and social welfare of the Members of the Association and the owners and residents of the Property as the Board in its discretion determines necessary or appropriate; and

(t) Employ personnel necessary to perform the obligations, services and duties required of or to be performed by the Association and/or to contract with others for the performance of such obligations, services and/or duties.

ARTICLE III: MEMBERSHIP AND VOTING RIGHTS

A. Membership.

1. **Owners.** Each Owner (as defined in the Declaration) shall be a Member of the Association. Each Owner shall be required to provide the Association with the name and address for each Owner, or partial Owner. The By-Laws may provide more detailed provisions regarding the voting procedure for co-Owners, including, but not limited to, husband and wife co-Owners, and also persons which are corporations or other legal entities. There shall be no split vote permitted with respect to any Parcel.

B. **Classes of Membership and Voting.** The Association shall have two classes of voting membership:

1. **Class A.** Class A members shall be all those Owners who own Lots (as defined in the Declaration) with the exception of Declarant (as defined in the Declaration). Class A members shall be entitled to one vote for each Lot in which they hold the interest required. When more than one person holds such interest in any Lot, all such persons shall be members; the vote for such Lot shall be exercised as they among themselves determine, but no more than one vote may be cast with respect to any Lot. No member shall be entitled to vote who is in arrears in the payment of any charge or assessment hereunder.

2. **Class B.** The Class B member shall be the Declarant. The Class B member shall be entitled to three (3) votes for each Lot in which it holds the interest required for membership, but Class B membership shall cease and be converted to Class A membership whenever the earlier of the following events occurs: (a) when the total votes outstanding in the Class A membership equals the total votes outstanding in the Class A membership; or (b) on January 2, 1982.

D. **Expansion of Voting Provisions.** The foregoing voting provisions may be expanded by provisions of the Declaration and of the By-Laws.

E. **Transferability.**

1. Transfer of membership in the Association shall be established by the recording in the public records of Miami-Dade County, Florida, of a deed, assignment, or other instrument establishing a transfer of record title to any lot for which membership has already been established as hereinabove provided, the Owner(s) designated by such instrument of conveyance thereby becoming a Member(s), and the prior Owner's membership thereby being terminated. In the event of death of a Member, his membership shall be automatically transferred to his heirs or successors in interest. Notwithstanding the foregoing, the Association shall not be obligated to recognize such a transfer of membership until such time as the Association receives a true copy of the deed, assignment, or other instrument establishing the transfer of ownership of said lot, and it shall be the responsibility and obligation of the former and new Owner of the lot to provide such true copy of said instrument to the Association.

2. The share of a Member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the portion of the lot associated with the membership of the Owner, nor may a membership be separately assigned, hypothecated or transferred in any manner except as an appurtenance to such portion of the Property.

ARTICLE IV: TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE V: INCORPORATOR

The name and residence of the Incorporator to these Articles of Incorporation is the following:

NAME

Carl E. Franklin

ADDRESS

6187 N.W. 167th Street
Suite H-36
Miami, Florida 33015

ARTICLE VI: MANAGEMENT

The affairs of the Association shall be managed by its Board of Directors, which shall consist of five (5) individuals as such number may be revised by the Board of Directors from time to time. Directors shall be elected for one year terms by the members at the annual members' meeting, to be held as scheduled by the Board of Directors in the manner prescribed in the By-Laws, and shall hold office until their respective successors are duly elected and qualified. Officers may be Directors. Officers and Directors do not need to be Owners, and any individual who is an Officer, Director or Owner of any legal entity which is an Owner may serve as an Officer or Director. The Board shall elect a President, a Vice President, a Secretary, and a Treasurer of the Association, and such other officers as may, in the opinion of the Board, from time to time be necessary to adequately administer the affairs of the Association. Such officers are to hold office at the pleasure of the Board or until their successors are duly elected and qualified. Any individual may hold 2 or more corporate offices, except that the offices of President and Secretary may not be held by the same person. The officers shall have such duties as may be specified by the Board or the By-Laws of the Association. Vacancies occurring on the Board and among the officers shall be filled in the manner prescribed by the By-Laws of the Association.

ARTICLE VII: INITIAL OFFICERS

The names and residences of the initial officers who are to serve until their successors are elected under the provisions of these Articles of Incorporation and the By-Laws are the following:

<u>Title</u>	<u>Identity</u>	<u>Address</u>
PRESIDENT	JUAN-CARLOS DIAZ	19304 W. LAKE DR. MIAMI, FL 33015
SECRETARY	CARL E. FRANKLIN	19224 W. LAKE DR. MIAMI, FL 33015
TREASURER	DEBORAH ALLY	19120 W. LAKE DR. MIAMI, FL 33015

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The number of persons constituting the initial Board of Directors of the Association shall be five (5) and the names and addresses of the members of such first Board of Directors, who shall hold office until their respective successors are elected pursuant to the provisions of these Articles of Incorporation and the By-Laws, are the following:

<u>Name</u>	<u>Address</u>
JUAN CARLOS DIAZ	19304 W. LAKE DR. MIAMI, FL 33015
CARL E. FRANKLIN	19224 W. LAKE DR. MIAMI, FL 33015
DEBORAH ALLY	19120 W. LAKE DR. MIAMI, FL 33015
VONDA GRAY	19308 W. LAKE DR. MIAMI, FL 33015
WILLIAM BUDD	19108 W. LAKE DR. MIAMI, FL 33015

ARTICLE IX: BY-LAWS

The By-Laws of the Association shall be adopted by the initial Board of Directors, as constituted under Article VIII above, at the organizational meeting of the Board. Thereafter the By-Laws may be altered, amended, or rescinded by the affirmative vote of 2/3 of the Board of Directors, and after notice to the members, by the majority vote of Class A members, and the unanimous vote of the Class B members, if applicable, present at any regular or special meeting of the membership.

ARTICLE X: AMENDMENTS

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

(a) The Board of Directors shall adopt a resolution setting forth a proposed amendment and, if members have been admitted, directing that it be submitted to a vote at a meeting of 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 the 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 affected thereby shall be given to each member of record entitled to vote thereon within the time and in the manner provided by *Florida Statutes 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 both the affirmative vote of a majority of the votes of members of each class entitled to vote thereon as a class and the affirmative vote of a majority of the votes of all members entitled to vote thereon.

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

ARTICLE XI: REGISTERED OFFICE AND AGENT

Pursuant to Section 48.091 and Section 607.0501, Florida Statutes, the name and address of the Initial Registered Agent for service of process upon the Association is:

Eisinger, Brown, Lewis & Frankel, P.A.
Attn: Andrew I. Lewis, Esq.
4000 Hollywood Blvd., Ste. 265-S
Hollywood, FL 33021

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

ARTICLE XII: DISSOLUTION

The Association may be dissolved as provided by law. 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 public agency or utility to be devoted to purposes as nearly as practicable to 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 any nonprofit corporation, association, trust or other organization, to be devoted to 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 or title of any Member vested under the Declaration unless made in accordance with the provisions of such Declaration. In the event the Association is dissolved, the property consisting of the surface water management system shall be conveyed to an appropriate agency of local government, and that if not accepted, then the surface water management system shall be dedicated to a similar non-profit corporation.

ARTICLE XIII: DEFINITIONS

Unless the context expressly requires otherwise, the terms used herein shall have the meanings set forth in the Declaration.

The undersigned Incorporator hereby executes these Articles of Incorporation as of this 9th day of May, 2007.


Carl E. Franklin, Incorporator

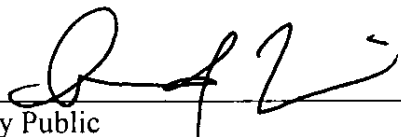
STATE OF FLORIDA

COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 18th day of June, 2007, by Carl E. Franklin, who is personally known to me or who has produced a Florida Driver's License as identification.



Andrew I. Lewis
Commission # DD298538
Expires June 19, 2008
Bonded Tray Palm - Insurance, Inc. 800-666-7019



Notary Public

My Commission Expires: _____

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, having been named as registered agent and to accept service of process for COUNTRY CLUB OF MIAMI FAIRWAY VILLAS S1/B1 ASSOCIATION, INC., hereby accepts the appointment as registered agent and agrees to act in such capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties and is familiar with and accepts the obligations of his position as registered agent.

EISINGER, BROWN, LEWIS & FRANKEL, P.A., a
Florida professional service corporation

By: 
ANDREW I. LEWIS, ESQ.
For the Firm

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