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FLORIDA PROFIT/NON PROFIT CORPORATION

positano townhouse condominium association, inc.,

Certificate of Status	0
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Page Count	07
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION
OF
POSITANO TOWNHOUSE CONDOMINIUM
ASSOCIATION, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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WE, the undersigned, for the purposes of forming a not-for profit corporation in accordance with the laws of the State of Florida, acknowledge and file these Articles of Incorporation in the Office of the Secretary of State of Florida.

ARTICLE I

NAME

The name of this corporation shall be Positano Townhouse Condominium Association, Inc. For convenience, the corporation shall herein be referred to as the "Association".

ARTICLE II

PURPOSE AND POWERS

The Association shall have the following powers:

A. To operate POSITANO TOWNHOUSE CONDOMINIUM (referred to herein as the "Condominium"), and to undertake the performance of, and to carry out the acts and duties incident to, the administration of the Condominium in accordance with the terms, provisions, conditions and authorizations contained in these Articles, the Association By-Laws and the Declaration of Condominium recorded among the Public Records of Miami-Dade County, Florida.

B. To borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business; to secure the same by mortgage, deed of trust, pledge or other lien.

C. To carry out the duties and obligations and receive the benefits given the Association by the Declaration of Condominium.

D. To establish By-Laws and Rules and Regulations for the operation of the Association and to provide for the formal administration of the Association; to enforce the Condominium Act of the State of Florida, the Declaration of Condominium, the By-Laws

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and the Rules and Regulations of the Association.

E. To contract for the Management of the condominium and to delegate to the party with whom such contract has been entered into the powers and duties of the Association.

F. To acquire, own, operate, mortgage, lease, sell and trade property, whether real or personal, as may be necessary or convenient in the administration of the Condominium.

G. The Association shall have all of the common law and statutory powers of a corporation not-for-profit which are not in conflict with the terms of these Articles, the Declaration of Condominium, the By-Laws and the Condominium Act. The Association shall also have all of the powers of Condominium Associations under and pursuant to Chapter 718, Florida Statutes, the Condominium Act, and shall have all of the powers reasonably necessary to implement the purposes of the Association.

ARTICLE III MEMBERS

A. Each Unit Owner in the Condominium and the Subscribers of these Articles shall automatically be members of the Association. Membership of the Subscribers shall terminate upon the Developer being divested of all units in the Condominium and upon control of the Association being turned over to the Unit Owners in the Condominium.

B. Membership, as to all members other than the Subscribers, shall commence upon the acquisition of fee simple title to a unit and shall terminate upon the divestment of title to said unit.

C. On all matters as to which the membership shall be entitled to vote, there shall be only one vote for each unit, which vote shall be exercised in the manner provided by the Declaration of Condominium and the By-Laws.

D. 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 his unit.

ARTICLE IV EXISTENCE

The Association shall have perpetual existence.

ARTICLE V
SUBSCRIBER

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

ALBERT ESKENAZI1124 Kane Concourse,
Bay Harbor, Florida 33154**ARTICLE VI**
DIRECTORS

A. The Condominium and Association affairs shall be managed by a Board of Directors composed of not less than one (1) nor more than five (5) persons, in accordance with Article III of the Association By-Laws.

B. The number of Directors to be elected, the manner of their election and their respective terms shall be as set forth in Article III of the Association By-Laws. Should, a vacancy occur on the Board, the remaining Directors shall elect a member to fill the vacancy until the next annual meeting of the membership.

The following persons shall constitute the initial Board of Directors and they shall hold office for the term and in accordance with the provisions of Article III of the Association's By-Laws:

NAME**ADDRESS****ALBERT ESKENAZI**1124 Kane Concourse
Bay Harbor, Florida**ARTICLE VII**
OFFICERS

The affairs of the Association shall be administered by the Officers designated in the By-Laws, who shall serve at the pleasure of said Board of Directors. The names and addresses of the Officers who shall serve until the first election of Officers pursuant to the provisions of the By-Laws are as follows:

NAME**TITLE****ADDRESS****ALBERT ESKENAZI**President, VP
Secretary, treasurer1124 Kane Concourse
Bay Harbor, Florida

ARTICLE VIII BY - LAWS

The By-Laws of the Association shall be adopted by the initial Board of Directors. The By-Laws may be amended in accordance with the provisions thereof, except that no portion of the By-Laws may be altered, amended, or rescinded in such a manner as will prejudice the rights of the Developer of the Condominium or mortgagees of Units without their prior written consent.

ARTICLE IX AMENDMENTS TO ARTICLES

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

A. Notice of the subject matter of any proposed amendment shall be included in the notice of the meeting at which the proposed amendment is to be considered.

B. A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors, acting upon the vote of a majority of the Board of Directors, or by the members of the Association having a majority of the votes in the Association. In order for any amendment or amendments to be effective, the same must be approved by an affirmative vote of 66 2/3% of the entire Board of Directors and by a affirmative vote of the members having 75% of the votes of the Association.

C. No amendment shall make any changes in the qualifications for membership nor the voting rights of the members, without approval in writing by all members and the joinder of all record Owners of mortgages upon Condominium Units. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium.

D. A copy of each amendment adopted shall be filed within ten (10) days of adoption with the Secretary of State, pursuant to provisions of applicable Florida Statutes.

ARTICLE X INDEMNIFICATION

Every Director and every Officer of the Association shall be indemnified by the Association against all expenses and liabilities including counsel fees reasonably incurred by or imposed upon the Director in connection with any proceeding or any settlement thereof to which the Director may be a party, or in which the Director may become involved by reason of the Director being or having been a Director or Officer of the Association, whether or not a Director or Officer at the time such expenses are incurred.

ARTICLE XI
INITIAL REGISTERED OFFICE
AGENT AND ADDRESS

The name and address of the initial Registered Agent of this Corporation is RICHARD Waserstein, ESQ., whose address is 1124 Kane Concourse, Bay Harbor, Florida 33154. The Principal Address of the Corporation is 1124 Kane Concourse, Bay Harbor, Florida 33154.



RICHARD WASERSTEIN

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

**IN COMPLIANCE WITH SECTION 48.05, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:**

**FIRST - THAT POSITANO TOWNHOUSE CONDOMINIUM ASSOCIATION,
DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA, HEREBY NAMES RICHARD WASERSTEIN, ESQ., WHOSE ADDRESS
IS 1124 KANE CONCOURSE, BAY HARBOR, FLORIDA 33154, AS ITS AGENT TO
ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.**



ALBERT ESKENAZI

**HAVING BEEN NAMED TO ACCEPT SERVICE OR PROCESS FOR THE ABOVE
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS
CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I
FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES
RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.**

SIGNATURE



RICHARD WASERSTEIN, ESQ.
1124 KANE CONCOURSE
BAY HARBOR, FLORIDA 33154

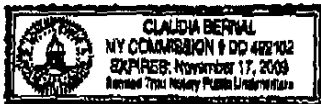
DATED this ____ day of ____ 2007.

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STATE OF FLORIDA)
)SS:
COUNTY OF DADE)

BEFORE ME, the undersigned, personally appeared RICHARD WASENSTEIN AND ALBERT ESKENAZI, to me well known to be the persons described in and who executed the foregoing Articles of Incorporation, and who acknowledge before me, that he made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS Whereof, I have hereunto set my hand and official seal, at Miami, Miami-Dade County, Florida, this 21 day of July, 2007.



Claudia Bernal

NOTARY PUBLIC STATE OF FLORIDA

My Commission Expires:

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