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south pointe villas homeowners association, inc.

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**ARTICLES OF INCORPORATION
OF
SOUTH POINTE VILLAS HOMEOWNERS ASSOCIATION, INC.
A Florida Not for Profit Corporation**

The undersigned, acting as incorporator of a Florida not-for-profit corporation under Chapter 517 of the Florida Statutes, does hereby adopt the following Articles of Incorporation for SOUTH POINTE VILLAS HOMEOWNERS ASSOCIATION, INC.

**ARTICLE I
NAME AND ADDRESS**

The name of this Florida not-for-profit corporation shall be SOUTH POINTE VILLAS HOMEOWNERS ASSOCIATION, INC. (The "Association"). The business of the Association shall be conducted at such places as may from time to time be determined by the Association and the present address of the Association is 10465 NW 131ST STREET, HIALEAH GARDENS, FL 33016.

**ARTICLE II
DEFINITIONS**

After these Articles of Incorporation (the "Articles") have been filed in accordance with law and this entity becomes incorporated, it shall join with SOUTH POINTE VILLAS, CORP., a Florida corporation (the "Developer") in the execution of an instrument entitled Declaration of Covenants, Conditions, Restrictions and Easements of SOUTH POINTE VILLAS (the "Declaration") which instrument will be recorded in the public records of Miami-Dade County, Florida. The term defined in the Declaration [which are used herein with initial capital letters (unless the context should clearly reflect otherwise)] are incorporated herein and made a part hereof by reference.

**ARTICLE III
PURPOSES OF THE ASSOCIATION**

The Association shall: (1) Operate, maintain and administer the Common Area; (2) at or before the Transfer Date, receive title to the Common Area; (3) operate under and enforce the Declaration; and (4) enforce and carry out each and every of the terms, conditions, covenants and provisions of the SOUTH POINTE VILLAS' Documents

**ARTICLE IV
POWERS**

The Association shall have and may exercise all of the following powers (the enumeration herein of specific powers shall not be deemed to limit restrict the powers of the Association).

A. All of the common law and statutory powers of a corporation not-for-profit under the laws and statutes of the State of Florida to the extent that such powers are not in conflict with

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the SOUTH POINTE VILLAS' Documents.

B. All of the powers reasonably necessary to implement the purposes of the Association set forth in these Articles and in (but subject to) the SOUTH POINTE VILLAS' Documents, including but not limited to, the following powers.

1. To make, establish, amend and enforce Rules and Regulations governing the Common Areas.
2. To make, levy, collect and enforce assessment, and special assessments against Owners (and including the Developer where provided in the Declaration) as provided in the Declaration to provide funds to pay for the expenses the Association and the administration, management, operation and maintenance of the Common Area and to use and expend the proceeds of such assessments in the exercise of the powers and duties of the Association and in accordance with the SOUTH POINTE VILLAS' Documents.
3. To enforce the provisions of the SOUTH POINTE VILLAS' Documents.
4. To receive title to and own the Common Area pursuant to the Declaration.
5. To enter into management agreements for the Common Area or any part or parts thereof at the discretion of the Board of Directors of the Association (the "Board").
6. To borrow money and mortgage, pledge or hypothecate any or all of the Common Elements as security for money borrowed or debts incurred, with the knowledge that subsequent to recording the declaration and while the property remains subject to the declaration, no liens of any nature are valid against the condominium property as a whole except with the unanimous consent of the Unit Owners.
7. To do everything necessary, suitable or proper for the accomplishment of any of the purposes, the attainment of any of the objects, or the furtherance of any of the powers of the Association either alone or in connection with the Developer or other firms or individuals or corporations.

ARTICLE V MEMBERSHIP AND VOTING

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

A. Memberships. Every person or entity who is a record owner of any Unit in the Condominium shall be a member of the Association. All Lot, property and unit owners shall be members of the Association. The foregoing does not include persons or entities who hold an interest merely as security for the performance of an obligation. In addition, Developer shall be a member.

B. Appurtenance to Unit. The share of a member in the funds and assets of the Association shall not be assigned, hypothecated or transferred in any manner except as an appurtenance to his/her unit.

C. Voting Rights. Each Owner shall be entitled to one vote for each Unit owned. When more than one person holds an interest or interest in any Unit, the vote for such Unit shall be limited to one vote as the Owners among themselves determine. The manner of exercising voting rights shall be determined by the By-Laws of the Association.

D. Meetings. The By-Laws shall provide for meeting of the members.

ARTICLE VI TERM

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

ARTICLE VII INCORPORATION

The name and street address of the incorporator of these Articles is as follows:

NAME	ADDRESS
Ineldo O'Reilly	10465 NW 131 Street, Hialeah Gardens, FL 33016

ARTICLE VIII OFFICERS

A. The Association shall have and the Board shall elect as its officers a President, one or several Vice Presidents, a Secretary, and a Treasurer, and as many Assistant Secretaries and Assistant Treasurers as the Board shall, from time to time determine. The President shall be a Director of the Association, but not other officer need be a Director. The same person may hold two offices, the duties of which are not incompatible, provided, however, the offices of President and Vice President shall not be held by the same person, nor shall the offices of President and Secretary or Assistant Secretary be held by the same person.

B. The duties of such officers, their terms of office, the manner of their selection and removal shall be determined in accordance with the By-Laws from time to time in effect.

ARTICLE IX FIRST OFFICERS

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

President
Vice-President

Ineldo O'Reilly
Magaly O'Reilly

ARTICLE X BOARD OF DIRECTORS

A. The business of the Association shall be conducted and administered by the Board of Directors.

B. The number of Directors on the first Board of Directors (the "First Board") shall be three (2). The names and street addresses of the persons who are to serve as the First Board are as follows:

Ineldo O'Reilly	10465 NW 131 Street, Hialeah Gardens, FL 33016
Magaly O'Reilly	10465 NW 131 Street, Hialeah Gardens, FL 33016

In the event of any resignation or removal by the Developer of any member of the First Board, the Developer reserves the right until the Transfer Date to elect successor Directors to serve on the First Board.

C. Election of Directors of the Association shall be held at the annual meeting of the Association. The number of Directors may be increased or decreased from time to time as provided in the By-Laws of the Association.

D. A Director who shall serve on the First Board or who shall be elected by the Developer and may be removed at any time by the Developer in its sole discretion and without cause. Further, the Developer shall have the exclusive right to elect the successor to any such Director removed or any Director elected by the Developer who resigns.

A Director elected by the owners as member (which shall not take place until after the Transfer Date) may be removed from office with or without cause, upon the affirmative vote of at least a majority of the owners at a special meeting. In the event a Director is so removed or resigns the owners shall elect a successor Director at a special meeting. If no successor Director is elected within 30 days of the removal or resignation, then the remaining Directors shall elect a successor Director to serve for the remainder of the term of the resigned or removed Director.

E. The rights of the Developer as member to select, elect and remove Directors hereunder may be assigned by Developer without any requirement of consent on the part of the Association or the owners.

F. Except as above provided, after the Transfer Date, Director shall be elected by a plurality of the votes cast by the owners as members, at the Annual Meeting or a special meeting so long as there is a quorum.

G. Any Director elected by Owners as members and any successor to such Director must be an Owner of a Lot.

ARTICLE XI 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 then) in connection with any proceeding or litigation in which he may become involve, by reason of or arising out of his being or having been a Director or Officer of the Association. The foregoing provisions for indemnification shall apply whether or not a person is a Director or officer at the time such expenses are incurred. In instances where a Director or officer admits or is adjudged guilty of willful misfeasance in the performance of his/her duties in a judicial proceeding, the indemnification provisions of these Articles shall not apply. Otherwise, the foregoing rights to indemnification shall be in addition to and not exclusive of all rights of indemnification to which a director or officer may be entitled whether by statute & common law.

ARTICLE XII 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.

ARTICLE XIII AMENDMENTS

A. These Articles may be amended at any annual meeting of the Association, or at any special meeting duly called and held for such purpose, on the affirmative vote; of (i) two thirds (2/3) of the Owners as members existing at the time of such meeting plus (ii) the Developer as member if such meeting shall occur prior to the Transfer Date.

B. There shall be no amendments to these Articles which shall abridge, amend or alter the rights of the Developer or any Institutional Mortgagee (including without limitation, the exclusive right of the Developer to elect the Directors until the Transfer Date) without first obtaining the prior written consent of the Developer or the affected Institutional Mortgagee, as the case may be.

ARTICLE XIV STOCK

The Association shall issue no shares of stock of any kind or nature whatsoever.

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**ARTICLE XV
REGISTERED OFFICE AND AGENT**

The registered office of the Association shall be at 10465 NW 131 Street, Hialeah Gardens, FL 33016, and the registered agent at such address shall be INELDO O'REILLY.

**ARTICLE XVI
INCORPORATION**


The name and street address of the incorporator of these Articles is as follows:

NAME	ADDRESS
Ineldo O'Reilly	10465 NW 131 Street, Hialeah Gardens, FL 33016

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Ineldo O'Reilly as Registered Agent

10/12/07
Date


Ineldo O'Reilly as Incorporator

10/12/07
Date

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