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**ARTICLES OF INCORPORATION
OF
VENETO IN MIRAMAR CONDOMINIUM ASSOCIATION, INC.
(* Florida corporation not for profit)**

Pursuant to the provision of Chapter 11 of the Florida Statutes, the undersigned Corporation through its Board of Directors hereby adopts the following Articles of Incorporation as

ARTICLE I Name. The name of the corporation shall be: **VENETO IN MIRAMAR CONDOMINIUM ASSOCIATION, INC.**

ARTICLE II Purpose. The general purpose of this non-profit corporation is to be the "Association" (as defined in the Condominium Act of the State of Florida, F.S. 718, etseq., as amended from time to time) for the operation of **VENETO IN MIRAMAR CONDOMINIUM ASSOCIATION, INC.**, created pursuant to the provisions of the Condominium Act; and as such Association, to operate and administer said Condominium and carry out the functions and duties of said Condominium as set forth in the Declaration of Condominium established for said Condominium.

ARTICLE III Membership.

Section 1. All persons who are Owners of Condominium Parcels within said Condominium shall automatically be Members of this Corporation. Such membership shall automatically terminate when such person is no longer the Owner of a Condominium Parcel. Membership in this Corporation shall be limited to such Condominium Parcel Owners. Subject to the foregoing, admission to and termination of membership shall be governed by the Declaration of Condominium that shall be filed for said Condominium among the Public Records of Broward County, Florida.

Section 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 Unit for which that share is held.

Section 3. On all matters upon which the membership shall be entitled to vote, there shall be only one vote (subject to the percentage of ownership interest in each unit in the Condominium as set forth in the Declaration) for each Unit, subject to the voting, which vote shall be exercised or cast in the manner provided by the Declaration and By-Laws. Any person or entity owning more than one Unit shall be entitled to one vote for each Unit owned.

Section 4. The By-Laws shall provide for an annual meeting of members, and may make provision for regular and special meetings of members other than the annual meeting.

ARTICLE IV Term of Existence. This Corporation shall have perpetual existence.

ARTICLE V Address of Incorporator. The incorporator is Alejandro Remos of 18501, Pines Blvd., Suite 107, Pembroke Pines, Florida 33029.

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ARTICLE VI Officers.

Section 1. The affairs of the Corporation shall be managed and governed by a Board of Directors composed of not less than three (3) nor more than five (5) members. Subject to the provisions contained in the By-Laws, the directors subsequent to the first Board of Directors shall be elected at the annual meeting of the membership for a term of two (2) years, or until their successors shall be elected and shall qualify. Provisions for such election, and provisions respecting the removal, disqualification, and resignation of the directors and for filling vacancies on the Board of Directors shall be established by the By-Laws.

Section 2. The initial officers of the Corporation shall be:

President:	Alejandro Remos
Vice President:	Peter Medina
Treasurer:	Alberto Chinchilla

who shall be elected from time-to-time in the manner set forth in the By-Laws adopted by the Corporation.

Section 3. The names and address of the officers who are to serve until the first election of officers, pursuant to the terms of the Declaration of Condominium and By-Laws are as follows:

President: Alejandro Remos of 18501 Pines Blvd., Suite 107, Pembroke Pines, Florida 33029.
Vice-President: Peter Medina of 18503 Pines Blvd., Suite 211, Pembroke Pines, Florida 33029.
Treasurer: Alberto Chinchilla of 18501 Pines Blvd., Suite 107, Pembroke Pines, Florida 33029.

ARTICLE VII Board of Directors. The following persons shall constitute the first Board of Directors and shall serve until the first election of the Board of Directors at the first regular meeting of the membership - President: Alejandro Remos; Vice President: Peter Medina; Treasurer: Alberto Chinchilla.

ARTICLE VIII By-Laws. The By-Laws of the Corporation shall initially be made and adopted by its first Board of Directors, and may be altered, amended or rescinded in the manner provided in the By-Laws and the Declaration.

ARTICLE IX Amendment.

Section 1. These Articles of Incorporation may be modified or amended at any duly convened meeting of the Members by the affirmative vote of a majority of the total votes of the Members present at a duly called meeting of the Unit Owners of the Association. Said amendment(s) shall be effective when a copy thereof, together with an attached certificate of its approval by the membership, sealed with the corporate seal, signed by the Secretary, or an Assistant Secretary, and executed and acknowledged by the President, has been filed with the Secretary of State, and all filing fees paid.

Section 2. The Developer may amend these Articles consistent with the provisions of the Declaration allowing certain amendments to be effected by the Developer alone.

Section 3. A copy of each Amendment shall be filed with the Secretary of State pursuant to the provisions of applicable Florida law, and a copy certified by the Secretary of State shall be recorded in the Public Records of Broward County, Florida.

ARTICLE X Powers

Section 1. This Corporation shall have all of the common law and statutory powers of a corporation not for profit under Florida law that are not in conflict with the provision of these Articles, the Declaration, the By-Laws or the Condominium Act of the State of Florida, as may be amended from time to time.

Section 2. The association shall have all of the powers and duties set forth in the Condominium Act, except as limited by these Articles, the By-Laws and the Declaration, and all of the powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration and as more particularly described in the By-Laws and these articles, as they may be amended from time to time, including, but not limited to, the following:

(a) to make and collect assessments and other charges against members as Unit Owners; and to use the proceeds thereof in the exercise of its powers and duties;

(b) to buy, own, operate, lease, sell, trade and mortgage both real and personal property;

(c) to maintain, repair, replace, reconstruct, add to and operate the Condominium Property, and other property acquired or leased by the Association;

(d) to purchase insurance upon the Condominium Property and insurance for the protection of the Association, its officers, directors and Unit Owners;

(e) to make and amend reasonable rules and regulations for the maintenance, conservation and use of the Condominium Property and for the health, comfort, safety and welfare of the Unit Owners;

(f) to approve or disapprove the leasing, transfer, ownership and possession of the Units as may be provided by the Declaration;

(g) to enforce by legal means the provisions of the Act, the Declaration, these Articles, the By-Laws, and the rules and regulations for the use of the Condominium Property, subject, however, to the limitation regarding assessing Units owned by the Developer for fees and expenses relating in any way to claims or potential claims against the Developer as set forth in the Declaration and/or By-Laws;

(h) to contract for the management and maintenance of the Condominium Property and to authorize a management agent (who may be an affiliate of the Developer) to assist the Association in carrying out its powers and duties by performing such functions as the submission of proposals, collection of assessments, preparation of records, enforcement of rules and maintenance, repair, and replacement of the Common Elements with funds as shall be made available by the Association for such purposes. The Association and its officers shall, however, retain at all times the powers and duties granted by the Condominium Act, including, but not limited to, the making of

assessments, promulgation of rules and execution of contract on behalf of the Association;

(i) to employ personnel to perform the services required for the proper operation of the Condominium;

(j) to exercise all other powers and duties as may be set forth in the By-Laws and the Declaration; and

(k) the power to levy reasonable fines as allowed by Section 718.303(3), Fla.Stats.

ARTICLE XI Distribution. There shall be no dividends paid to any of the Members nor shall any part of the income of the corporation be distributed to its Board of Directors or officers. In the event there are any excess receipts over disbursements as a result of performing services, such excess shall be either refunded to the Unit Owners or kept by the Association and applied against the Association's expenses for the following year as shall be determined by a vote of the Unit Owners, subject to approval by the Board of Directors of the Association. The Corporation may pay compensation in a reasonable amount to its Members, Directors, and officers, and/or the Developer, its directors and officers and employees for services rendered, and may confer benefits upon its Members in conformity with its purposes, and upon dissolution or final liquidation, may make distribution to its Members as is permitted by the court having jurisdiction thereof, and no such payment, benefit or distribution shall be deemed to be a dividend or distribution of income. This Corporation shall issue no shares of stock of any kind or nature whatsoever. Membership in the Condominium and the transfer thereof, as well as the number and voting of Members, shall be upon such terms and conditions as provided for in the Declaration of Condominium and By-Laws.

ARTICLE XII Principal Office. The principal offices of the Corporation shall be located at 18503 Pines Blvd., Suite 211, Pembroke Pines, FL 33029, but the Corporation may maintain offices and transact business in such other places within or without the State of Florida as may from time-to-time be designated by the Board of Directors.

ARTICLE XIII Registered Agent. The registered resident agent of the Corporation shall be Gabriel M. Sanchez, Esq. of 7245 SW 87 Ave., #400, Miami, FL 33173, for the purpose of accepting service of process for the above stated Corporation.

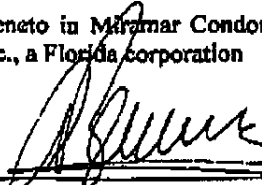
ARTICLE XIV Indemnification. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, employee, officer or agent of the Corporation, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement as long as actually and reasonably incurred by him in connection with such action, suit or proceeding. If he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interest of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or misfeasance or malfeasance in the performance of his duty to the Corporation, unless and only to the extent that the court in which such action or suit was brought shall determine upon application that despite the adjudication of liability, but in view of all of the circumstances of the case, such person is fairly and reasonably entitled to indemnify for such

expenses which such court shall deem proper. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of non contedere or its equivalent shall not, 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 Corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

IN WITNESS WHEREOF, Alejandro Remos, as President and Incorporator of Veneto in Miramar Condominium Association, Inc., a Florida corporation not for profit, has caused these presents to be signed in its name by its President and its Corporation Seal affixed, this 10 day of October, 2007.

Signed, sealed and delivered
In the presence of:

Veneto in Miramar Condominium Association,
Inc., a Florida corporation


Alejandro Remos, President


Witness Signature

ALBERTO Churchill
Printed Name

STATE OF FLORIDA
COUNTY OF Howard

The foregoing instrument was acknowledged before me this 10 day of October, 2007, by Alejandro Remos who, after being first duly sworn, acknowledged that he executed the foregoing Articles of Incorporation on behalf of the corporation, for the purposes therein expressed. He personally appeared before me and is (or are) personally known to me or who has produced a Driver's License as identification and who did (did not) take an oath.

SEAL



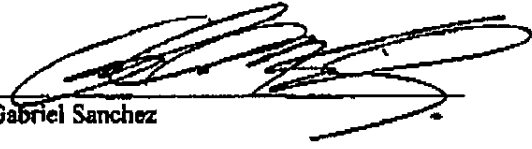

Notary Public
My Commission Expires:

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STATEMENT OF REGISTERED AGENT

In pursuance of Chapter 607.0501 Florida Statutes, the following is submitted, in compliance with said Act.

That VENETO IN MIRAMAR CONDOMINIUM ASSOCIATION, INC., desiring to organize under the laws off the State of Florida with its principal office at 18503 Pines Blvd., Suite 211, Pembroke Pines, FL 33029, has named Gabriel M. Sanchez, Esq., located at 7245 SW 87 Avenue, Suite 400, Miami, FL 33173, as its agent to accept service of process within this State. Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to Act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Signature: 
Gabriel Sanchez

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