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FLORIDA PROFIT/NON PROFIT CORPORATION

VILLAS GODOY CONDOMINIUM ASSOCIATION, INC.

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

YOUR CAPITAL CONNECTION, INC.

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ARTICLES OF INCORPORATION

of

VILLAS GODOY CONDOMINIUM ASSOCIATION, INC.
a Florida Corporation not-for-profit

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLE I

The name of the Corporation is VILLAS GODOY CONDOMINIUM ASSOCIATION, INC., a Florida Corporation not-for-profit (the "Association").

ARTICLE II

This Corporation is incorporated as a corporation not for profit under the provisions of Chapter 617, Florida Statutes.

ARTICLE III

The mailing address of the Corporation is c/o Model Housing Cooperative, Inc. 9041 N. Kendall Drive, Miami, Fl 33176. The principal office of the Corporation 9041 N. Kendall Drive, Miami, Fl 33176

ARTICLE IV

The name of the registered agent of the corporation is John Little. The address of this registered agent is Legal Services of Greater Miami, 3000 Biscayne Blvd., Suite 500, Miami, Fl 33137.

ARTICLE V

The purpose for which this Corporation is organized is to act on behalf of its Members collectively as their governing body with respect to the administration, maintenance, repair and replacement of certain property, hereafter called the "Property" and legally described as:

See EXHIBIT "A" attached hereto and made a part hereof.

which has been or will be submitted to the provisions of the Condominium Act of the State of Florida to be known as VILLAS GODOY CONDOMINIUM, and as such to own and acquire any real estate or interest or rights therein appurtenant thereto and any personal property in connection therewith as may be incidental or necessary to such purpose, all on a not-for-profit basis.

ARTICLE VI

The term for which this Corporation is to exist is perpetual unless the Condominium is terminated pursuant to the provisions of the Declaration of Condominium of VILLAS GODOY CONDOMINIUM, or pursuant to the relevant provisions of the Florida Statutes. Any such dissolution will be pursuant to the terms of the Declaration of Condominium.

ARTICLE VII

The Members of this Corporation shall consist of all of the record owners of the Condominium Units in the Condominium. Until such time as the recording of the Declaration of Condominium submitting the Property to condominium ownership has occurred, the Members shall consist of the Incorporator. The Owner of a Condominium Unit in the Condominium shall automatically be and become a Member of this Corporation. The share of a Member in the funds and assets of this Corporation cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the Condominium Unit. Membership shall likewise automatically terminate upon sale or transfer of the Unit, whether voluntarily or involuntarily. There shall be one person with respect to each Unit ownership who shall be entitled to vote at any meeting of the Association. Such person shall be known (and is hereinafter referred to) as a "Voting Member". If a Unit is owned by more than one person, the Owners of said Unit shall designate one of them as the Voting Member, or in the case of a Corporate Unit Owner, an officer or employee thereof shall be the Voting Member. The designation of the Voting Member shall be made as provided by and subject to the provisions and restrictions set forth in the Declaration of Condominium of the Association. A vote of a Condominium Unit is not divisible. A quorum at membership meetings shall be attained by the presence of persons entitled to cast in excess of 33 1/3% of the votes of Voting Members entitled to vote at the subject meeting.

ARTICLE VIII

The affairs of the Corporation shall be governed by a Board of Directors which Board will consist of not less than five (5) nor more than fourteen (14) persons, except that the initial Board of Directors shall consist of three (3) persons who need not be Members of the Association. With the exception of the initial Board, Directors shall be elected from among the Unit Owners or if a Unit Owner shall be a corporation, partnership or trust, then an officer, employee, partner or beneficiary of such Unit Owner shall be qualified to be a Director. The Board of Directors shall have all the powers and duties necessary for the administration of the affairs of the Corporation and shall have all the powers and duties referred to in the Declaration and in the Statutes of the State of Florida respecting corporations not for profit, and all of the powers defined and set forth in the Condominium Act of the State of Florida which the Unit Owners collectively may do or may have done. The powers of the Board of Directors shall be as set forth in the By-Laws of the Corporation.

ARTICLE IX

Directors of the Association shall be elected at the annual meeting of the Members in the manner determined in the By-Laws. In initial directors shall be designated by the Incorporator as

provided for in §617.0205, Florida Statutes. Subject to the provisions of the Declaration of Condominium of VILLAS GODOY CONDOMINIUM, and the relevant provisions of the Florida Statutes, the first election of the Board of Directors shall not be held until MODEL HOUSING COOPERATIVE, INC., a Florida Corporation, the "Developer", has closed the sales of all of the Condominium Units, or until the Developer elects (or is required as provided in the Declaration and By-Laws, or by Statute) to terminate its control of the Association, or until two (2) years from the recordation of the Declaration of Condominium, whichever occurs first, provided, however, that the Developer shall be entitled to elect not less than one (1) member of the Board of Directors of the Association as long as the Developer holds for sale in the ordinary course of business at least five (5%) percent of the Units in the Condominium, and provided further, that such right may be waived by the Developer at its sole option. For purposes of this Paragraph, Developer shall mean, Developer, its successors and/or assigns. The Directors named in these Articles shall serve until the first election of Directors, and any vacancies in office occurring before the first election shall be filled by the remaining Directors provided, however, that when both a Developer and other Unit owners are entitled to representation on the board of directors pursuant to these Articles or the Bylaws the following provisions apply to recall and replacement of directors elected or appointed by the Developer:

(a) Only units owned by the Developer shall be counted to establish a quorum for a meeting to recall and replace director who was elected or appointed by the Developer.

(b) The percentage of voting interests required to recall a director who was elected or appointed by the Developer is a majority of the total units owned by the Developer.

(c) A director who is elected or appointed by the Developer may be recalled only by the Developer.

(d) Only the Developer may vote, in person or by limited proxy, to fill a vacancy on the board previously occupied by a director elected or appointed by that developer.

At the expiration of the initial term of the office of each of the said respective directors, his or her successor shall be elected to serve until the next annual meeting of Members and the election and qualification of their successors. Directors shall hold office until their successors have been elected and qualified. Vacancies in the Board of Directors may be filled by the remaining Directors and the Director so elected by the remaining Directors shall serve until the next annual meeting or special meeting of the Members of the Corporation.

ARTICLE X

The officers of the Corporation shall be a President, a Secretary, a Treasurer, and such assistants to such officers as the Board may deem appropriate, which officers shall be elected at the first meeting of the initial Board of Directors, and at each annual meeting of the Board of Directors and shall hold office until their successors are elected or until they are otherwise removed.

Any officer may be removed at any meeting by the affirmative vote of a majority of the Members of the Board of Directors, either with or without cause, and any vacancy in any office may be filled by the Board at any meeting thereof.

The officers shall receive no compensation for their services except as expressly provided by a resolution duly adopted by the Members.

ARTICLE XI

The initial By-Laws of this Corporation are those annexed to the Declaration of Condominium to be made by MODEL HOUSING COOPERATIVE, INC., a Florida corporation, the Developer of the Condominium, and to be recorded among the Public Records of Miami-Dade County, Florida, which said Declaration will cover the real Property described in EXHIBIT "A" attached hereto and made a part hereof. Such By-Laws, subject to the provisions herein and therein contained, may be altered, amended, or added to in the manner provided for in said initial By-Laws or any subsequent By-Laws by a majority of the members of the Board of Directors together with any affirmative vote of at least two-thirds (2/3) of the Members present in person or by proxy at any duly convened meeting of the Members.

ARTICLE XII

These Articles of Incorporation may be altered, amended, changed, added to or repealed, in the manner now or hereafter prescribed by statute, or herein or by the By-Laws of this Corporation as they exist from time to time or the said Declaration of Condominium, at any duly called meeting of the Members of this corporation provided that notice of the meeting is given in the manner provided for in the Articles of Incorporation and By-Laws of this Corporation, and that the notice contain a full statement of the proposed alterations, amendment, change, addition or repeal of any provision of these Articles, and that at such meeting there is an affirmative vote of two-thirds (2/3) of the voting interests present in person or by proxy in favor of said alteration, amendment, change, addition or repeal, but in no event shall these Articles of Incorporation be altered, amended, changed, added to or repealed to impair, amend, rescind, cancel or conflict with any contract or document entered into by the Corporation and which document or instrument is made a part of or referred to in these Articles of Incorporation except with the consent in writing of the contracting party.

ARTICLE XIII

The Corporation shall not have or issue shares of stock. No dividend shall be paid, and no part of the income of the Corporation shall be distributed to its Members, Directors or Officers. The Corporation may pay compensation in a reasonable amount to its Members, Directors and Officers for services rendered, may confer benefits upon its Members in conformity with its purposes, and upon dissolution or final liquidation may make distributions to its Members, and no such payment, benefit or distribution shall be deemed to be a dividend or a distribution of income.

ARTICLE XIV

In the event of the termination of said Condominium under the provisions of Chapter 718, Florida Statutes, as amended from time to time, or pursuant to the aforesaid Declaration of Condominium, the distributive share to each Unit Owner shall be determined in accordance with the provisions of said Declaration of Condominium.

ARTICLE XV

The Corporation shall maintain accounting records according to good accounting practices which shall be open to inspection by Unit Owners at reasonable times, and written summaries of which shall be supplied at least annually to Unit Owners. Such records shall include:

- (A) A record of all receipts and expenditures.
- (B) An account for each Unit which shall designate the name and address of the Unit Owner, the amount of each assessment, the dates and amounts in which the assessments come due, the amounts paid upon the account and the balance due.

ARTICLE XVI

The Corporation shall have all the powers conferred by the aforesaid Declaration of Condominium together with all those powers which a Corporation not for profit may have under Chapter 617, Florida Statutes, as it presently exists or as it may subsequently be amended. Any amendment or amendments to the aforesaid statutes are hereby incorporated by reference into these Articles of Incorporation as of the effective date or dates of such amendment or amendments. In addition, this Corporation shall have the right and the power to enter into agreements whereby it contracts with third parties for management of the Condominium Property, and to delegate to such third party as a manager of all powers and duties of the Corporation which according to the laws of the State of Florida may be so delegated. Neither the Condominium Association nor any member thereof shall have the right to exercise any power which is in conflict with the Declaration of Condominium or those laws of the State of Florida which are applicable to condominiums and corporations not for profit.

ARTICLE XVII

Each Director and officer of this Corporation shall be indemnified by the Corporation against all costs and expenses reasonably incurred or imposed upon him in connection with or arising out of any action, suit or proceedings in which he may be involved or to which he may be made a party by reason of his having been a Director or officer of this Corporation, such expense to include the cost of reasonable settlements (other than amounts paid to the Corporation itself) made with a view of curtailment of costs and litigation. The Corporation shall not, however, indemnify such Director or officer with respect to matters as to which he shall be finally adjudged in any action, suit or proceedings to be liable for negligence or misconduct in the performance of his duty as such Director or officer, or in respect to any matter in which any settlement or compromise is effected if the total expense, including the cost of such settlement, shall substantially exceed the expense which might reasonably be incurred by such director or officer in conducting such litigation to final conclusion, and in no event shall anything herein contained be construed as authorizing this corporation to indemnify any such Director or officer against any liability of the Corporation to which he would otherwise be subject by reason of willful malfeasance, bad faith, gross negligence or reckless disregard of the duties involved in the conduct of his office. The foregoing right of indemnification shall be in addition to any other

rights to which any such Director or officer may be entitled as a matter of law or otherwise, and may be effected by the Corporation through the purchase of officers' and directors' liability insurance.

ARTICLE XVIII

When words or phrases relating to the Condominium to be created under said Declaration of Condominium are used herein or in the By-Laws of this Corporation, the meaning thereof shall be determined by the definitions and constructions placed thereon by or under Chapter 718, Florida Statutes, as amended.

ARTICLE XIX

The name and address of the incorporator is: Model Housing Cooperative, Inc., 8041 N. Kendall Drive, Miami, FL 33178

I, THE UNDERSIGNED, being the President of the Incorporator hereinabove named, for the purpose of forming a Corporation not for profit pursuant to Chapters. 617, Florida Statutes, do hereby execute these Articles of Incorporation, and have hereunto set my hands this 14th day of FEBRUARY 2008.

MODEL HOUSING COOPERATIVE, INC.

By: Rocita C. Cuellar
Rocita Cuellar, President

Registered Agent's Acceptance of Appointment

I hereby accept my appointment as registered agent for VILLAS GODOY CONDOMINIUM ASSOCIATION, INC. a Florida not for profit corporation.

John Little
John Little

Date: 2-14-08

EXHIBIT A:
Legal Description of the Condominium Property

Lots 11, 12 and the W 1/2 of Lot 13, Block 63, LAWRENCE ESTATESLAND COMPANY, according to the Plat thereof as recorded in Plat Book 2 at Page 46 of the Public Records of Miami-Dade County, Florida.

Folio Numbers 01-4102-005-9770 and 01-4102-005-9760