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FLORIDA PROFIT/NON PROFIT CORPORATION

ONE SEVENTEEN PROFESSIONAL ARTS CENTER CONDOMINIUM
ASSOCIATION, INC.

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Florida Dept of State



March 11, 2008

FLORIDA DEPARTMENT OF STATE
Division of Corporations

AKERMAN SENTERFITT (MIAMI)

SUBJECT: ONE SEVENTEEN PROFESSIONAL ARTS CENTER CONDOMINIUM ASSOCIATION,
INC.
REF: W08000012737

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

ONE SEVENTEEN PROFESSIONAL ARTS CENTER CONDOMINIUM
ASSOCIATION, INC.

I, the undersigned, hereby incorporating for the purpose of forming a non-profit corporation under the laws of the State of Florida, pursuant to Florida Statute 617, et seq., do hereby adopt the following Articles of Incorporation and certify as follows:

ARTICLE I

Name

The name of the corporation shall be: ONE SEVENTEEN PROFESSIONAL ARTS CENTER 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, et seq., as amended from time to time) for the operation of ONE SEVENTEEN PROFESSIONAL ARTS CENTER CONDOMINIUM, 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 Miami-Dade 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 the 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.

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

<u>Name</u>	<u>Address</u>
Ronald A. Kriss	One Southeast Third Ave., 25th Floor Miami, Florida 33131

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 one (1) year, or until their successors shall be elected and shall qualify. Provisions for such election, and provisions respecting the removal, disqualification, and resignation of 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	: Mark Yacovetta
Vice-President	: James A. Padron
Secretary/Treasurer	: Denise Maxwell

who shall be elected until the first election of officers, pursuant to the terms of the Declaration of Condominium and whose successors shall be elected from time-to-time in the manner set forth in the Declaration of Condominium and By-Laws adopted by the Corporation. Their address shall be care of the Corporation.

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:

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Mark Yacovetta

James A. Padron

Denise Maxwell

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. TCPC ASSOCIATES, LLC, a Delaware limited liability company (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 Miami-Dade 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 provisions 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:

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

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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 2855 LeJeune Road, 4th Floor, Coral Gables, Florida 33134, 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 agent of the Corporation shall be CorpDirect Agents, Inc., 515 East Park Avenue, Tallahassee, Florida 32301, 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

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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 indemnity 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 contendere 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.

7th IN WITNESS WHEREOF, the incorporator hereof has hereunto set his hand and seal this day of March, 2008.

Signed, sealed and delivered
in the presence of:

[Signature]
[Signature]

Ronald A. Kriss
Ronald A. Kriss

STATE OF FLORIDA)
) S.S.
COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority on this 7th day of March, 2008, personally appeared Ronald A. Kriss, who, after being by me first duly sworn, acknowledged that he executed the foregoing Articles of Incorporation of ONE SEVENTEEN PROFESSIONAL ARTS CENTER CONDOMINIUM ASSOCIATION, INC., for the purposes therein expressed and is personally known to me.

[Signature]
NOTARY PUBLIC
State of Florida

My Commission Expires



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ACCEPTANCE OF REGISTERED AGENT DESIGNATION FOR:

One Seventeen Professional Arts Center Condominium Association, Inc.

Having been named as registered agent and to accept service of process for the aforementioned entity at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provision of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

CorpDirect Agents, Inc.

By:



Its Agent: Kevin R. Roberts

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