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DIVISION OF CORPORATION

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FLORIDA PROFIT/NON PROFIT CORPORATION

West Gables Estates Condominium No. 21/4 Association

Certificate of Status	1
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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H08000106426 3

ARTICLES OF INCORPORATION
OF
WEST GABLES ESTATES CONDOMINIUM
NO. 21/4 ASSOCIATION, INC.

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

We, the undersigned, hereby associate ourselves together for the purpose of forming a non-profit corporation under the law of the State of Florida, pursuant to Florida Statute 617 et seq., and hereby certify as follows:

ARTICLE I

The name of the corporation shall be:

WEST GABLES ESTATES CONDOMINIUM NO. 21/4 ASSOCIATION, INC.

ARTICLE II

The general purpose of this non-profit corporation shall be as follows:

To be the "Association" (as defined in the Condominium Act of the State of Florida, F.S. 718, et seq.), for the operation of WEST GABLES ESTATES CONDOMINIUM NO. 21/4 ASSOCIATION, a 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 set forth in the Declaration of Condominium established for said condominium.

ARTICLE III

All persons who are owners of condominium parcels within such condominium shall automatically be members of this corporation. Such members 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.

ARTICLE IV

This corporation shall have perpetual existence.

H08000106426 3

ARTICLE V

The name and address of the Registered Agent of the Corporation is:

**Cellaw Registered Agents, LLC
2601 South Bayshore Drive
Suite 700
Coconut Grove, Florida 33133**

ARTICLE VI

Section 1. The affairs of the corporation shall be managed and governed by a Board of Directors composed of three (3) members. 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 Directorate, shall be established by the By-Laws.

Section 2. The principal offices of the corporation shall be:

**President
Vice-President
Secretary/Treasurer**

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

ARTICLES VII

The names 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:

Olga Lobe	President
Maria M. Areces	Vice-President
Caroline Cipollone	Secretary/Treasurer

H08000106426 3

ARTICLES VIII

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:

Olga Lobe

Maria M. Areces

Caroline Cipollone

ARTICLE IX

The By-Laws of the corporation shall initially be made and adopted by its first Board of Directors.

Prior to the time that property described in Article II hereinabove has been submitted to condominium ownership by the filing of the Declaration of Condominium, said first Board of Directors shall have full power to amend, alter or rescind said By-Laws by a majority vote.

After the property described in Article II hereinabove has been submitted to condominium ownership by the filing of the Declaration of Condominium, the By-Laws may be amended, altered, supplemented or modified by the membership at the annual meeting, or a duly convened special meeting of the membership, attended by a majority of the membership, by vote, as follows:

(A) If the proposed change has been approved by the unanimous approval of the Board of Directors, then it shall require only a majority vote of the membership to be adopted.

(B) If the proposed change has not been approved by the unanimous vote of the Board of Directors, then the proposed change must be approved by the three-fourths (3/4) of the total vote of the membership.

ARTICLE X

Amendments to these Articles of Incorporation may be proposed by any Member or Directors and shall be adopted in the same manner as is provided for amendments to the By-Laws, as forth in the Article IX above. Said amendments shall be effective when a copy thereof, together when an attached certificate of its approval, by the Membership, sealed with the corporate seal, signed by the Secretary/Treasurer, or an Assistant Secretary, and executed and acknowledged by the President, has been filed with the Secretary of State, and all filing fees paid.

H08000106426 3

ARTICLE XI

This corporation shall have all of the powers set forth in Florida Statute 617.021, all of the powers set forth in the Condominium Act of the State of Florida, and all powers granted to it by the Declaration and exhibits annexed thereto, including the power to contract for the management of the condominium and any recreational facilities leased to the Association.

ARTICLE XII

There shall be no dividends paid to any of the Members nor shall any port 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 the approval by the Board of Directors of the Association. 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 purpose, 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 of Members, shall be upon such terms and conditions as provided for in the Declaration of Condominium or By-Laws.

ARTICLE XIII

The principal office of the corporation shall be located at c/o Olga Lobe, 5310 SW 89th Avenue, Miami, FL 33165, 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.

The mailing office of the corporation shall be located at c/o Cibran Eliaiek & Lopez, P.L., 2601 S. Bayshore Drive, Suite 700, Coconut Grove, FL 33133, 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 XIV

The name and address of the incorporator of the Corporation is:

Cellaw Registered Agents, LLC
2601 South Bayshore Drive
Suite 700
Coconut Grove, Florida 33133

H08000106426 3

ARTICLE XV

The Corporation shall indemnify each director, officer, incorporator, registered agent and shareholder of the corporation against any and all liability and expenses incurred by him in connection with or arising out of any action, suit or proceeding in which he may be involved, by reason of his being or having been a director, officer, incorporator or shareholder of the Corporation to the full extent permitted by the laws of the State of Florida.

Executed by the undersigned, on the 23rd day of APRIL, 2008

CELLAW REGISTERED AGENTS, LLC
a Florida limited liability company

By: 
Santiago Eljaiek III, Manager

SECRETARY OF STATE
TALLAHASSEE, FLORIDA


2008 APR 23 P 1:12

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**ACKNOWLEDGMENT OF APPOINTMENT
BY REGISTERED AGENT**

Having been named the registered agent for the above Corporation at the place designated in the foregoing Articles of Incorporation, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

CELLAW REGISTERED AGENTS, LLC
a Florida limited liability company

By: 
Santiago Eljaiek III, Manager