

04/28/2008 11:12

NO. 579 001

Division of Corporations

Page 1 of 1

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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Cedars North Condominium Association, Inc.**

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PAGE 001/001

Florida Dept of State



April 21, 2008

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

NICOLAS FERNANDEZ

SUBJECT: CEDARS NORTH CONDOMINIUM ASSOCIATION, INC.  
REF: W08000019992

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please accept our apology for failing to mention this in our previous letter.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

If you have any further questions concerning your document, please call (850) 245-6933.

Dale White  
Regulatory Specialist II  
New Filing Section

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**ARTICLES OF INCORPORATION**  
**OF**  
**CEDARS NORTH CONDOMINIUM ASSOCIATION, INC.**

THE UNDERSIGNED, hereby associate themselves for the purpose of forming a Corporation Not For Profit pursuant to Sections 718 and 617, Florida Statutes, and certify as follows:

**ARTICLE I. NAME**

The name of the corporation is **Cedars North Condominium Association, Inc.**, a Florida Corporation Not For Profit, hereinafter referred to as the "Corporation". The mailing address of this corporation is 13276 SW 58<sup>th</sup> Court, Pinecrest, FL 33156.

**ARTICLE II. PURPOSE**

The purpose for which the Corporation is organized is as follows:

1. The Corporation is to be the "Association" as defined in Section 718.111, Florida Statutes, for the operation of **Cedars North, A Condominium**, a Condominium created pursuant to the provisions of the Condominium Act, Chapter 718, Florida Statutes.
2. The Corporation, as such Association, shall operate and administer said Condominium and carry out the functions and duties of said Condominium Association as set forth in the Declaration of Condominium for **Cedars North, A Condominium** and Exhibits annexed thereto establishing said Condominium.

**ARTICLE III. POWERS**

The powers of the Corporation shall be governed by the following provisions:

1. The Corporation shall have all the Common Law and Statutory Powers of a Corporation Not For Profit as set forth in Florida Statutes, Chapter 617, which are not in conflict with the terms of these Articles.
2. The Corporation shall have all the powers granted to the Corporation by Section 718.111, Florida Statutes, and as amended from time to time.
3. The Corporation shall have all the powers reasonably necessary to implement the purposes of the Association, and all of the powers granted to it in the Declaration of Condominium for **Cedars North, A Condominium** and Exhibits annexed thereto recorded in the Public Records of Miami-Dade County, Florida.
4. The Corporation shall have the power to contract for the maintenance, operation, and

AUDIT# H08000095387 3

AUDIT# R08000095387 3

management of the Condominium Property, and delegate to such contractors all powers and duties of the Association.

#### **ARTICLE IV. MEMBERS OF CORPORATION**

The qualification of members, the manner of their admission and voting by such members shall be as follows:

1. All Unit Owners shall be members of the Corporation and no other person or entities shall be entitled to membership. Such membership shall automatically terminate when such person is no longer the Unit Owner of a Condominium Parcel.

2. Subject to the foregoing, admission to and termination of membership shall be governed by the Declaration of Condominium for Cedars North, A Condominium that shall be filed in the Public Records of Miami-Dade County, Florida.

3. The share of a member in the funds and assets of the Corporation cannot be assigned, pledged, or transferred in any manner except as an appurtenance to the individual Condominium Unit.

#### **ARTICLE V. DIRECTORS**

1. The affairs and property of the Association shall be managed and governed by a Board of Administration composed of three (3) or more persons ("Directors") who shall be members of the Corporation, excepting that Directors appointed by the Developer need not be members of the Corporation. Directors of the Association shall be elected at the annual meeting of the members in the manner determined by and subject to the qualification set forth in the Bylaws. Directors may be removed and vacancies on the Board shall be filled in the manner provided by the Bylaws.

2. The names and addresses of the members of the first Board of Administration who shall hold office until their successors have qualified are as follows:

**NAME:**

Jose Cazas  
Rene Cambert  
Jorge Espinosa

**ADDRESS:**

13276 SW 58th Court, Pinecrest, FL 33156

#### **ARTICLE VI. OFFICERS**

The affairs of the Corporation shall be administered by Officers elected by the Directors of the Corporation at the Annual Meeting of the Board of Administration of the Corporation. The names and addresses of the Officer(s) who shall serve until their successors are elected are as follows:

AUDIT# R08000095387 3

AUDIT# H08000095387 3

**NAME:**

Jose Cazas, President  
Rene Cambert, Treasurer  
Jorge Espinosa, Secretary

**ADDRESS:**

13276 SW 58th Court, Pinecrest, FL 33156

**ARTICLE VII. INDEMNIFICATION**

Every Director and Officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been an Officer or Director at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties, provided that in the event of a settlement, the indemnification herein shall apply only when the Board of Administration approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled.

**ARTICLE VIII. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation is 10 NW LeJeune Road, Suite 500, Miami, Florida 33126, and the name of the Corporation's initial registered agent at that address is Esquire Corporate Services, Inc.

**ARTICLE IX. INCORPORATOR**

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

Hector Hernandez, Esq.  
NICOLAS FERNANDEZ, P.A.  
10 N.W. LEJEUNE ROAD, Suite 500  
MIAMI, FLORIDA 33126

**ARTICLE X. BY-LAWS**

The By-Laws of the Corporation shall be those By-Laws of **Cedars North, A Condominium** set forth as an Exhibit to the aforesaid Declaration of Condominium for and may be altered, amended or rescinded in the manner provided by the said By-Laws.

AUDIT # H08000095387 3

**ARTICLE XI. AMENDMENTS**

Amendments to the Articles of Incorporation shall be proposed and adopted in the manner provided by law. No amendment shall make any changes in the qualifications for membership nor the voting rights of members without approval in writing by all members and the written consent of all record owners of mortgages upon Units within the Condominium. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium. A copy of each amendment shall be certified by the Secretary of State, State of Florida and be recorded in the Public Records of Miami-Dade County, Florida.

**ARTICLE XII. MISCELLANEOUS**

1. The Corporation shall issue no share of stock of any kind or nature whatsoever; consequently, there shall be no dividends paid to any of the members of the Association. Any excess receipts over disbursements shall be applied against future expenses.

2. Membership in the Corporation and the transfer thereof as well as the number of members and their voting rights shall be upon such terms and conditions as provided for in the Declaration of Condominium and the By-Laws.

IN WITNESS WHEREOF, the Incorporator hereto has executed these Articles of Incorporation this 8<sup>th</sup> day of April, 2006

NICOLAS FERNANDEZ, P.A.

By: Hector Hernandez, Esq.**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named a registered agent for the Corporation in the foregoing Articles of Incorporation, **Cedars North Condominium Association, Inc.**, hereby agrees to accept service of process for said corporation and to comply with any and all statutes relative to the complete and proper performance of the duties of registered agent.

ESQUIRE CORPORATE SERVICES, INC.,  
a Florida CorporationBy: Nicolas Fernandez, PresidentSECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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