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Division of Corporations
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000409.91541

FLORIDA PROFIT/NON PROFIT CORPORATION
ONE SEVENTEEN PROFESSIONAL ARTS CENTER MASTER ASSOCI

Certificate of Status	0
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ARTICLES OF INCORPORATION
OF
ONE SEVENTEEN PROFESSIONAL ARTS CENTER MASTER ASSOCIATION, INC.

The undersigned hereby acts as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation not-for-profit pursuant to the provisions of Chapter 617, Florida Statutes:

ARTICLE I

NAME

The name of this Corporation is ONE SEVENTEEN PROFESSIONAL ARTS CENTER MASTER ASSOCIATION, INC. (the "Association").

ARTICLE II

ADDRESS

The mailing address of, and the principal office for, the Association is ONE SEVENTEEN PROFESSIONAL ARTS CENTER MASTER ASSOCIATION, INC., 2855 LeJeune Road, 4th Floor, Coral Gables, Florida 33134.

ARTICLE III

INCORPORATOR

The name and address of the incorporator is:

NAME

ADDRESS

Ronald A. Kriss

One Southeast Third Avenue, 25th Floor, Miami,
Florida 33131

ARTICLE IV

DIRECTORS AND OFFICERS

Directors are to be appointed in accordance with the provisions of the Bylaws, but in no event will there be less than one (1) Director, nor more than four (4), at any one time. The Directors need not be members of the Association. The number of Directors shall never be an odd number.

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

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 Bylaws.

ARTICLE V

REGISTERED AGENT/OFFICE

The registered agent of the Association shall be CorpDirect Agents, Inc., 515 East Park Avenue, Tallahassee, Florida 32301, for the purpose of accepting service of process for the above stated Association.

ARTICLE VI

PURPOSES

The Association does not contemplate pecuniary gain or profit, direct or indirect, to its members. It is formed for the purpose of enforcing and enjoying all rights, benefits and obligations on behalf of the Owners, as set forth in the Declaration of Covenants, Conditions, Easements and Restrictions (the "Declaration"), filed (or to be filed) by TCPC Associates LLC, a Delaware limited liability company, regarding certain property as more particularly described in the Declaration (the "Property"); and for these purposes (and without limitation) to:

(a) operate and maintain all easements running in favor of the Association, and all facilities incident thereto, all for the benefit of the owners of the Property and pursuant to the Declaration; and

(b) fix assessments (or charges) to be levied against the Property and/or the Owners of the Property pursuant to the Declaration; and

(c) enforce any and all covenants, restrictions and agreements contained in the Declaration and applicable to the Property;

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(d) pay any and all taxes, and insurance required to be paid by the Association pursuant to the Declaration; and

(e) insofar as permitted by law and as contemplated in the Declaration, to do any other thing that, in the opinion of the Board of Directors of the Association, will give effect to the rights and interests of the Association as contained in the Declaration.

ARTICLE VII

POWERS

The powers of the Association will include, without limitation, the following:

(a) The Association will have all common-law and statutory powers of a Florida corporation not-for-profit not in conflict with the terms of these Articles.

(b) The Association will have all the powers and duties set forth in the Declaration, including, but not limited to, the following:

(i) To establish, levy and assess, and collect assessments as necessary to operate the Association and carry on its activities, and to create such reserves for the extraordinary expenditures as may be deemed appropriate in the discretion of the Board of Directors, as contemplated and to effect the purposes contained in the Declaration;

(ii) to purchase insurance upon the parcels over which the Association has been given easements pursuant to the Declaration for the protection of the Association and its members;

(iii) to promulgate and amend reasonable regulations respecting the use of the easement parcels consistent with the Declaration, as the Board of Directors may deem appropriate; and

(iv) To enforce by legal means the provisions of the Declaration, these Articles, and the By-Laws of the Association.

The powers of the Association will be subject to and will be exercised in accordance with the provisions of the Declaration, these Articles and the By-Laws of the Association.

ARTICLE VIII

MEMBERS

The qualification of members, the manner of their admission to and termination of membership, and voting by members will be as follows:

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(a) Initially, Declarant will be the only member of the Association. Once the Condominium Association (as such term is defined in the Declaration) is established in accordance with the terms of the Declaration of Condominium thereof, the Condominium Association shall be a member of the Association. Once the West Building (as such term is defined in the Declaration) is conveyed by Declarant, or its successors or assigns, to a third party (or a condominium association is formed in the event that a condominium is created in the West Building), the owner of the West Building (or the condominium association for the West Building, as applicable) shall be a member of the Association.

(b) Except for the Condominium Association (or the condominium association for the West Building in the event that a condominium is created in the West Building), membership will be established by the acquisition of the applicable fee or leasehold interest, by voluntary conveyance or operation of law, and the membership of any person or entity will be automatically terminated when such person or entity is divested of the applicable interest in such Parcel; provided, that nothing herein contained will be construed as terminating the membership of any person or entity owning a fee or leasehold interest in two or more Parcels at any time while such person or entity retains a fee or leasehold interest in any Parcel.

(c) Except for the Condominium Association (or the condominium association for the West Building in the event that a condominium is created in the West Building), the interest of a Member in the funds and assets of the Association cannot be assigned, hypothecated, transferred or encumbered in any manner, except as an appurtenance to the Parcel(s) owned by such member. The funds and assets of the Association will be expended, held or used only for the benefit of the membership and for the purposes authorized herein, in the Declaration, and in the Bylaws.

(d) On all matters on which the membership is entitled to vote, each Parcel will be entitled to that number of votes determined in accordance with the Bylaws, which votes may be exercised or cast by or on behalf of the Owner(s) of each Parcel as provided for in the Declaration and Bylaws. Should any member own more than one Parcel, such member will be entitled to exercise or cast one (1) vote for each such Parcel owned, in the manner provided by the Bylaws.

(e) Until such time as the Property (as defined in the Declaration) is established by recordation of the Declaration, the membership of the Association will be comprised of the subscriber to these Articles, who will be entitled to cast a vote on all matters upon which the membership would be entitled to vote.

ARTICLE IX

TERM

The Association will have perpetual existence.

To: The Florida Dept. of State
Subject: 000409.91541

From: Ashley Smith

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Executed Aug. 27, 2008.

Ronald A. Kriss
Ronald A. Kriss, Incorporator

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800-388-2123

**ACCEPTANCE OF REGISTERED AGENT DESIGNATION FOR:
ONE SEVENTEEN PROFESSIONAL ARTS CENTER MASTER
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.

A handwritten signature in black ink, appearing to read 'K. Roberts'.

By:

Its Agent: Kevin R. Roberts

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