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801 Washington Condominium Association, Inc.

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ARTICLES OF INCORPORATION

OF

**801 WASHINGTON
CONDOMINIUM ASSOCIATION, INC.
A Florida Not for Profit Corporation**

**STATE OF FLORIDA)
) ss
COUNTY OF MIAMI-DADE)**

THE UNDERSIGNED hereby make, subscribe, swear, acknowledge and file these Articles of Incorporation for 801 WASHINGTON CONDOMINIUM ASSOCIATION, INC.

1. NAME

The name of the corporation shall be 801 WASHINGTON CONDOMINIUM ASSOCIATION, INC., hereinafter referred to as the "Association".

2. PURPOSE

In accordance with the provisions of Chapter 718, Florida Statutes, the "Condominium Act", a condominium will be created upon certain lands in MIAMI-DADE County, Florida, to be known as 801 WASHINGTON, A Condominium (the "Condominium") according to a Declaration of Condominium (the "Declaration") to be recorded in the Public Records of MIAMI-DADE County, Florida. This Association is organized for the purpose of operating, governing, administering and managing the property and affairs of the Condominium and to exercise all powers and discharge all responsibilities granted to it as a corporation under the laws of the State of Florida, the By-Laws and the Act, and to acquire, hold, convey and otherwise deal in and with real and personal property in the Association's capacity as a condominium association.

3. POWERS

The powers of the Association shall include and be governed by the following provisions:

3.1 The Association shall have all of the common law and statutory powers of a corporation not-for-profit which are not in conflict with the terms of these Articles and the Declaration, all the powers conferred by the Condominium Act upon a condominium association and all the powers set forth in the Declaration.

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3.2 The Association shall have all of the powers reasonably necessary to implement its purpose, including, but not limited to, the following:

(a) To operate and manage the Condominium and Common Elements in accordance with the purpose and intent contained in the Declaration;

(b) To make and collect assessments against members to defray the costs of the Condominium;

(c) To use the proceeds of assessments in the exercise of its powers and duties;

(d) To maintain, repair, replace and operate the Common Elements;

(e) To reconstruct improvements upon the Condominium Property after casualty and to further improve the property;

(f) To make and amend By-Laws and regulations respecting the use of the Condominium Property and to enforce same;

(g) To enforce the provisions of the Declaration and these Articles;

(h) To provide for the management and maintenance of the Condominium and to authorize a management agent to assist the Association in carrying out its powers and duties by performing such functions as the collection of assessments, preparation of records, enforcement of rules and maintenance of the Common Elements. The Association shall, however, retain at all times the powers and duties granted it 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 possess, enjoy and exercise all powers necessary to implement, enforce, and carry into effect the powers above described, including the power to acquire, hold, convey, and deal in real and personal property.

3.3 All funds and title to all properties acquired by the Association and the proceeds thereof shall be held only for the benefit of the members in accordance with the provisions of the

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condominium documents. No part of the income, if any, of the Association shall be distributed to the members, directors, and officers of the Association.

3.4 The powers of the Association shall be subject to and be exercised in accordance with the provisions of the Declaration which governs the use of the Condominium Property.

4. MEMBERS

4.1 All Unit Owners in the Condominium who have been approved by the Association shall automatically be members of the Association, and their membership shall automatically terminate when they are no longer Unit Owners. If a member should transfer his Unit pursuant to the provisions of the Declaration, the grantee will automatically be a member of the Association. Membership certificates will not be issued.

4.2 Each Unit Owner is entitled to vote its Voting Interest, as defined in and in accordance with the Declaration and in accordance with the By-Laws. An entity or several individuals owning a Unit shall designate one (1) voting member for the Unit(s) which they own, as set forth in the Declaration and By-Laws.

4.3 The share of a member in the funds and assets of the Association shall not be assigned, hypothecated, or transferred in any manner except as an appurtenance to the Units.

5. EXISTENCE

The Association shall have perpetual existence.

6. SUBSCRIBER

The name and address of the subscriber hereto is Michael Comras, 407 Lincoln Road, Suite 9-F, Miami Beach, Florida 33139.

7. DIRECTORS

7.1 The affairs and property of this Association shall be managed and governed by a Board of Directors composed of not less than three (3) nor more than seven (7) Directors. The first Board

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MICHAEL COMRAS

Title

President
Vice-President/Assistant
Secretary
Secretary/Treasurer

9. BY-LAWS

The By-Laws of the Association shall be adopted by the first Board of Directors and shall be attached to the Declaration to be filed in the public records of MIAMI-DADE County, Florida. The By-Laws may be altered, amended, or rescinded only in the manner provided in the By-Laws.

10. AMENDMENTS

10.1 A majority of the voting members may propose alterations, amendments to, or the rescission of these Articles, so long as the proposals do not conflict with the Condominium Act or the Declaration. Such proposals shall set forth the proposed alteration, amendment, or rescission; shall be in writing; shall be filed by any two members and shall be delivered to the President of the Association, who shall thereupon call a Special Meeting of the members not less than ten (10) days nor later than thirty (30) days from receipt of the proposed amendment, the notice for which shall be given in the manner provided in the By-Laws. An affirmative vote of eighty percent (80%) of the voting members of the Association shall be required for the adoption of the proposed alteration, amendment or rescission.

10.2 Any voting member may waive any or all of the requirements of this Article as to notice or proposals to the President of the Association for the alteration, amendment, or rescission of these Articles. Such waiver may occur before, at or after a membership meeting at which a vote is taken to amend, alter or rescind these Articles in whole or in part.

11. INDEMNIFICATION OF OFFICERS AND DIRECTORS

11.1 Every Director and every Officer of the Association shall be indemnified by the Association against all expenses and liability, including counsel fees, reasonably incurred by or imposed upon him in which he may become involved, by reason of his being or having been a Director or Officer at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance in the

12.1 No contract or transaction between the Association and one or more of its Directors or Officers, or between the Association and any other corporation, partnership, association, trust or other organization in which one or more of its Directors or Officers are Directors or Officers, or have a financial interest, shall be invalid, void, or voidable solely for this reason, or solely because the Director or Officer is present at or participates in the meeting of the Board or Committee thereof which authorized the contract or transaction, or solely because said Officer's or Director's votes are counted for such purpose. No Director or Officer of the Association shall incur liability by reason of the fact that said Director or Officer may be interested in any such contract or transaction.

13. PRINCIPAL OFFICE

14. ADDRESS OF REGISTERED OFFICE

15. MEETINGS BY CONFERENCE TELEPHONE

The Board may hold its meetings by means of conference telephone as provided by Section 718.112(2)(b)5, Florida Statutes.

IN WITNESS WHEREOF, the subscriber has sworn to and executed these Articles, at Miami, Miami-Dade County, Florida this 22 day of Dec, 2008.



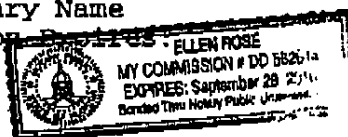
MICHAEL COMRAS

SWORN TO AND ACKNOWLEDGED BEFORE ME this 22 day of Dec, 2008, at Miami Beach, Florida, by MICHAEL COMRAS. He is personally known to me.



NOTARY PUBLIC STATE OF FLORIDA AT LARGE

Printed Notary Name
My Commission Expires



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ACCEPTANCE OF APPOINTMENT BY RESIDENT AGENT

The undersigned, Michael Comras, hereby accepts appointment as the Resident Agent for 801 WASHINGTON CONDOMINIUM ASSOCIATION, INC., and does agree to accept service of process on behalf of the Association and to forward same to the appropriate corporate officer. The undersigned is familiar with and accepts the obligations provided for in Florida Statutes Section 607.324.

WITNESS my hand this 22 day of Dec., 2008.



Michael Comras

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AND
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