# Florida Department of State

Division of Corporations Public Access System

# Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover shoot. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H09000003785 3)))



Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations

Fax Number : (850) 617-6381

From:

Account Name : SIEGFRIED, KIPNIS, RIVERA, LERNER, DE LA TORRE & MOÇA

Account Number : 076424000767 -: (305)442-3334

Fax Number : (305)443-3292

# FLORIDA PROFIT/NON PROFIT CORPORATION

WATER'S EDGE HOUSE CONDOMINIUM ASSOCIATION, INC

Certificate of Status	0
Certified Copy	0_
Page Count	01
Estimated Charge	\$70.00

Electronic Filing Menu

Corporate Filing Menu

Help

7-2009 WED	*03.20	), LU.,	p.3	FAX No:	<u> </u>	p.2	<u>.</u>	J <b>AN-071-/208</b> 09 WED <sup>F</sup> O
C O	V	E R	, ,	<i>p</i>	1		T: <b>4</b> i	T+2
			1			1	A	X
S H	Ε	E T						
To:			EPARTMENT OF					
Fax #:		0) 617-6:		/NO				
Phone #:	•	•						
From:	Dia	ın Hew fo	r Fern F. Mussel	white, Esq.				
Subject:		cles of sociation,	Incorporation of Inc.	Water's Edg	je House	e Con	domini	um
File #:		30544						
Date:	-	uary 7, 2		Time:	2:36 pi	T)		
Pages:	<u> 8</u>	, includ	ing this covershe	et				
			for Incorporation		r dhaw@	alaafula	Salasura	
		us with a	ny questions (78	b) 279-3559 D	r <u>anew(a)</u>	<u> SIEGITIE</u>	eqiaw.c	<u>:OM</u>
Thank you	J.							
H:\LIBRARY\CA	\SES\533	17\2080544\23I	M0248.DOC					
HARD CC	)PY:		⊠ WILL NO	T BE SENT R MAIL		. BE SI RNIGH		L
FOR THE INTENDED RI	USE OF ECIPIEN' TION IS:	THE INDIVIDU T, YOU ARE H STRICTLY PR	HIS TRANSMISSION IS LI AL OR ENTITY NAMED AI EREBY NOTIFIED THAT A CHIBITED. IF YOU RECEI RETURN THE ORIGINAL I U.S. POSTAL SERV	BOVE, IF THE READE MY DISSEMINATION, VE THIS COMMUNIC, MESSAGE TO US AT	R OF THIS M DISTRIBUTIO TION IN ERR	ESSAGE IS N OR COP OR, PLEA	S NOT THE YING OF T SE NOTIFY	E THIS / US
	(		gfried, Rivera, Lerner, I mbra Circle, 11th Floo				)	

**2**.a

West Palm Beach Office 1675 Palm Beach Lakes Blvd, Sulte 500, West Palm Beach, Florida 33401 (561) 296-5444, Fax: (561) 296-5446

Broward Office 8211 West Broward Blvd., Suite 250, Plantation, Florida 33324 (954) 781-1134, Fax: (954) 485-2590 (H09000003785 3)

Prepared by: Fern F. Musselwhite, Esq. SIEGFRIED, RIVERA, LERNER, DE LA TORRE & SOBEL. P.A. 201 Alhambra Circle, Suite 1102 Coral Gables, Florida 33134



#### ARTICLES OF INCORPORATION

OF

# WATER'S EDGE HOUSE CONDOMINIUM ASSOCIATION, INC.

The undersigned, by these Articles, hereby form this not-for-profit corporation under the laws of the State of Florida, pursuant to Chapter 617, Florida Statutes, and certify as follows:

### ARTICLE I - NAME

The name of the corporation is WATER'S EDGE HOUSE CONDOMINIUM ASSOCIATION, INC. For convenience, the Corporation shall be referred to in this instrument as the "Association."

#### ARTICLE II - PURPOSES AND POWERS

The Association does not contemplate pecuniary gain or profit to the members thereof. The specific purposes for which it is formed are to provide for maintenance, preservation and architectural control of the condominium units and common elements within that certain Condominium more particularly described in the Declaration of Condominium for Water's Edge House Condominium (hereafter, "the Declaration of Condominium"), and to promote the health, safety and welfare of the residents within the Condominium and any additions. In order to effectuate these purposes, the Association shall have the power to exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration of Condominium, which powers and privileges include but are not limited to the following:

- To fix, levy, collect and enforce payment by any lawful means all appropriate charges or assessments:
- 2. To pay all expenses incident to the conduct of the business of the Association, including all applicable licenses, taxes and governmental charges, if any, levied or imposed against the Common Elements;
- To acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or

Articles of Incorporation

(H0900003785 3)

otherwise dispose of the Common Elements on behalf of the membership of the Association:

- 4. To borrow money in accordance with the terms of the Declaration of Condominium:
- 5. To participate in mergers and consolidations with other nonprofit corporations organized for the same purposes; and
- 6. To have and to exercise any and all powers, rights and privileges which a corporation organized under the Florida Not-for-Profit Corporation Law may now or hereafter have or exercise.

#### ARTICLE III - MEMBERSHIP AND VOTING

- A. <u>Membership</u>: Every person or entity who is a record owner of any Unit in the Condominium shall be a member of the Association. The foregoing does not include persons or entities who hold an interest merely as security for the performance of an obligation. Change of membership in the Association shall be established by recording in the Public Records of Miami-Dade County, Florida, a deed or other instrument establishing a record title to any Unit in a transferee and the delivery to the Association of a certified copy of such instrument. Upon such delivery, the transferee designated by such instrument shall become a member of the Association and the membership of the transferee shall be terminated.
- B. <u>Appurtenance to Unit</u>: 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 his Unit.
- C. <u>Voting Rights</u>: Each Owner shall be entitled to one vote for each Unit owned. When more than one person holds an interest or interests in any Unit, the vote for such Unit shall be limited to one vote as the Owners among themselves determine. The manner of exercising voting rights shall be determined by the By-Laws of the Association.
  - D. Meetings: The By-Laws shall provide for meetings of the members.

#### ARTICLE IV - BOARD OF DIRECTORS

A. <u>Membership of Board</u>: The affairs of this Association shall be managed by a Board consisting of the number of Directors determined by the By-Laws, but not fewer than three (3) Directors.

Articles of Incorporation - 2 -

(HO9000003785 3)

99 JAN -7 PM 4: 28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- B. <u>Election and Removal</u>: Directors shall be elected at the annual meeting of the members in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board shall be filled in the manner provided by the By-Laws.
- C. <u>First Board of Directors</u>: The names and addresses of the persons who shall act in the capacity of Directors until their successors shall be elected and qualified are as follows:

Name	<u>Address</u>
Morton J. Roberts	286 Bal Bay Drive Apt. 2A Bal Harbour, Florida 33154
Joe Swedroe	286 Bal Bay Drive Apt. 2B Bal Harbour, Florida 33154
Pam Winter	286 Bal Bay Drive Apt. 1A Bal Harbour, Florida 33154

The Directors named above shall serve until the first election of Directors, as determined by the By-Laws and any vacancies in their number occurring before the first election of Directors shall be filled by act of the remaining Directors.

#### ARTICLE V - OFFICERS

The affairs of the Association shall be administered by the Officers designated in the By-Laws. After the first election of Directors, the Officers shall be elected by the Board at the first Board meeting following the annual meeting. Directors shall serve at the pleasure of the Board. The names and addresses of the officers who shall serve until their successors are designated by the Board are as follows:

Morton J. Roberts Joe Swedroe Pam Winter President Vice President Secretary/Treasurer

Articles of Incorporation

- 3 -

(H09000003785 3)

09 JAN -7 PH 4: 28
SECRETARY OF STATE
AND AHASSEE, FLORIDA

(HO9000003785 3)

#### **ARTICLE VI - INDEMNIFICATION**

Every Director and every Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of

any proceeding to which he may be a party or in which he may become involved by reason of his being or having been a Director or Officer of the Association, whether or not he is a Director or Officer of the Association at the time such expenses are incurred, except when the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement, the indemnification shall apply only when the Board approves such settlement and reimbursement as being in the best interests of the Association. 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 VII - BY-LAWS**

The first By-Laws of the Association shall be adopted by the Board and may be thereafter be altered, amended or rescinded in the manner provided in such By-Laws.

## **ARTICLE VIII - AMENDMENTS**

Amendments to the Articles of Incorporation may be considered at any regular or special meeting of the members and may be adopted in the following manner:

- 1. By notice of the subject matter of a proposed amendment and of the meeting at which a proposed amendment is considered, which notice shall be made as required by the By-Laws.
- 2. By resolution for the adoption of a proposed amendment which may be proposed either by the Board or by a majority of the voting members. Such amendments must be approved by not less than fifty-one percent (51%) of the votes of the voting members.

#### ARTICLE IX - TERM

The term of the Association shall be perpetual.

#### **ARTICLE X - DISSOLUTION**

The Association may be dissolved, upon termination of the Condombium as provided in the Declaration of Condominium, with the assent given in writing and signed by not less than fifty-one percent (51%) of the votes which members present at a meeting on such topic or represented by proxy are entitled to cast. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the

Articles of Incorporation

(H09000003785 3)

Association shall be dedicated to an appropriate entity to be used for purposes similar to those for which the Association was created.

#### ARTICLE XI - SUBSCRIBERS

The name and address of the subscriber to these Articles of Incorporation is:

NAME

**ADDRESS** 

Mirta Iglesias-Thomas

Siegfried, Rivera, Lerner, De La Torre & Sobel, P.A. 8211 West Broward Boulevard, Suite 250

Plantation, Florida 33324

## ARTICLE XII - RESIDENT AGENT

The name and street address of the initial Resident Agent & initial Registered Office of the Corporation is:

Joseph D. Sachs, CPA 6175 NW 153<sup>rd</sup> Street, Suite 215 Miaml Lakes, Florida 33014

# **ARTICLE XIII - MISCELLANEOUS**

- A. <u>Stock</u>. The Association shall issue no shares of stock of any kind or nature whatsoever.
- B. <u>Severability</u>. Invalidation of any one or more of the provisions hereof shall in no way affect any other provisions, which shall remain in full force and effect.
- C. <u>Initial Principal Office</u>. The street address of the initial principal office and street address of the corporation is: 286 Bal Bay Drive, Bal Harbour, Florida 33154.

# SIGNATURES ON THE FOLLOWING PAGE

09 JAN - 7 PM 4: 28
SECRETARY OF STATE
TALLAHASSEE, FLORID

Articles of Incorporation

# ELECTRICARIO DE COMO SINEDO OS ESPENDOS ESPENDAS ESPENDAS

(HO9000003785'3))

IN WITNESS WHEREOF, the undersigned subscriber has executed this instrument this 6th day of November, 2009.

nita m. Idesias Thomas Mirta M. Iglesias-Thomas

STATE OF FLORIDA COUNTY OF MIAMI-DADE

The foregoing instrument was acknowledged before me this 6th day of Novembel. 2008 by High H Talesias Thinks who is either personally known to me or who presented valid picture identification in the form of Floring Drivers License and who did take an oath.



NOTARY PUBLIC
State of Florida at Large
My Commission Expires:

#### ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated Association, at the place designated in these Articles, Joseph D. Sachs hereby accepts his obligation to act in this capacity, and agrees to comply with the provisions of Chapter 617, Florida Statutes, relative to keeping open said office.

JOSEPH D. SACHS

Dated this 10 1 day of November, 2008.

H:\LIBRARY\CASES\5337\2080544\21W1784.DQC

Articles of Incorporation - 6 ~

(HO9000003785 3)

09 JAN -7 PH 4: 28
SEUNCIANY OF STATE
TALLAHASSEE, FLORIDA