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FLORIDA PROFIT/NON PROFIT CORPORATION

Purdy Avenue Commercial Condominium Association, Inc

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
PURDY AVENUE COMMERCIAL
CONDOMINIUM ASSOCIATION, INC.**

The undersigned incorporator, by these Articles, forms a corporation not for profit pursuant to Chapter 617 of the laws of the State of Florida, and adopts the following Articles of Incorporation:

ARTICLE 1

NAME AND ADDRESS

The name of the corporation shall be PURDY AVENUE COMMERCIAL CONDOMINIUM ASSOCIATION, INC. For convenience, the corporation shall be referred to in this instrument as the "Association", these Articles of Incorporation as the "Articles" and the By-Laws of the Association as the "By-Laws." The principal place of business and mailing address of the Association shall be 1700 Convention Center Drive, Miami Beach, Florida 33139 or such other place as may be subsequently designated by the Board of Directors.

ARTICLE 2

PURPOSE

The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act, Chapter 718 of Florida Statutes ("Act") to operate the condominium located in Miami-Dade County, Florida ("Condominium") to be known as PURDY AVENUE COMMERCIAL CONDOMINIUM.

The Association is not organized for profit and no part of the net earnings, if any, shall inure to the benefit of any Member or other Person.

ARTICLE 3

DEFINITIONS

The capitalized terms used in these Articles shall have the same definitions and meanings as those set forth in the Declaration of Condominium of the Condominium ("Declaration") to be recorded in the Public Records of Miami-Dade County, Florida, unless provided to the contrary in these Articles, or unless the context otherwise requires. The term "Person" shall include individuals, corporations, partnerships, trusts, limited liability companies and other legal entities.

Fax Audit No. H09 000074457 3**ARTICLE 4****POWERS**

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

4.1 **General.** The Association shall have all of the common-law and statutory powers of a corporation not for profit under the Laws of Florida that are not in conflict with the provisions of these Articles, the Declaration, the By-Laws or the Act.

4.2 **Enumeration.** In addition to, and not in limitation of, the powers described in Section 4.1, the Association shall have all of the powers and duties set forth in the Act except as limited by these Articles, the By-Laws and the Declaration, and all of the powers and duties reasonably necessary to operate the Condominium and to exercise such powers, duties and obligations described in the Declaration, as it may be amended from time to time, including, but not limited to, the following:

- (a) To make and collect Assessments and other charges against Owners, and to use the proceeds in the exercise of its powers and duties.
- (b) To acquire, buy, own, operate, lease, sell, trade and mortgage both real and personal property as may be necessary or convenient in the administration of the Condominium.
- (c) To maintain, repair, replace, reconstruct, add to and operate the Common Elements of the Condominium Property, and other property acquired or leased by the Association for use by Owners.
- (d) At the request of the Owners, to purchase insurance upon the Condominium Property and insurance for the protection of the Association, its officers, directors and Members as Owners.
- (e) To execute all documents or consents, on behalf of the Owners (and their mortgagees), required by all governmental and/or quasi-governmental agencies in connection with land use and development matters (including, without limitation, plats, waivers of plat, unities of title, covenants in lieu thereof), and in that regard, each Owner, by acceptance of the deed to such Owner's Unit, appoints and designates the Board of Directors as such Owner's agent and attorney-in-fact to execute, any and all such documents or consents.

4.3 **Property.** All funds and the titles of all properties acquired by the Association and their proceeds shall be held for the benefit and use of the Members in accordance with the provisions of the Declaration, these Articles and the By-Laws.

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4.4 **Distribution of Income.** The Association shall make no distribution of income to its members, directors or officers and upon dissolution all assets of the Association shall be transferred only to another not for profit corporation or public agency.

4.5 **Limitation.** The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of these Articles, the Declaration, the By-Laws and the Act provided that in the event of any conflict, the provisions of the Act shall control over the Declaration, these Articles and the By-Laws.

ARTICLE 5

MEMBERS

5.1 **Membership.** The members of the Association ("Members") shall consist of all of the record Owners from time to time of Units in the Condominium, and, after termination of the Condominium, all record Owners at the time of such termination and their successors and assigns. The Owner of the City Unit shall be deemed the Class A Member and the Owner of the BRP Unit shall be deemed the Class B Member. In the event either Unit is subjected to a subordinate condominium regime composed solely of a Unit then the association governing such subordinate regime shall be deemed the Member of the Condominium and the Owner for purposes of exercising the rights of an Owner under the Condominium documents.

5.2 **Voting.** On all matters upon which the Members shall be entitled to vote, the Owner of the City Unit shall have 65 votes and the Owner of the SRC Unit shall have 35 votes. The votes shall be exercised or cast in the manner provided by the Condominium Documents.

5.3 **Meetings of Members.** The By-Laws shall provide for an annual meeting of Members, make provision for regular and special meetings of Members other than the annual meeting and set the quorum requirements for meetings of the Members.

5.4 **No Transfer or Hypothecation.** No Owner may assign, hypothecate or transfer in any manner membership in the Association or the funds and assets of the Association except as an appurtenance to such Owner's Unit.

5.5 **Loss of Membership.** Any Member who conveys or loses title to the Member's Unit by sale, gift, judicial decree or otherwise shall, immediately upon such conveyance or loss of title, no longer be a Member with respect to such Unit and shall lose all rights and privileges of a Member resulting from ownership of such Unit.

ARTICLE 6

TERM OF EXISTENCE

The Association shall have perpetual existence.

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ARTICLE 7

INCORPORATOR

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

<u>NAME</u>	<u>ADDRESS</u>
Scott Robins	230 Fifth Street Miami Beach, Florida 33139

ARTICLE 8

DIRECTORS

8.1 Number and Qualification. The property, business and affairs of the Association shall be managed by a Board consisting of four Directors. Two Directors shall be deemed Class A Directors and two Directors shall be deemed Class B Directors, all shall be appointed as provided in the By-Laws. None of the Directors need be Members of the Association or Owners.

8.2 Duties and Powers. All of the duties and powers of the Association existing under the Act, the Declaration, these Articles and the By-Laws shall be exercised exclusively by the Board of Directors, subject only to approval by Owners when such approval is specifically required.

8.3 Election; Removal. Directors of the Association shall be elected or appointed at the annual meeting of the Members in the manner determined by and subject to the qualifications set forth in the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by these Articles and the By-Laws. Any Director appointed or elected by either the Class A Member or the Class B Member may be removed at any time without cause only by the Member appointing or electing such Director and such Member making such appointment or election may designate a replacement Director.

8.4 First Directors. The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, as provided in the By-Laws, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Anna Parekh	1700 Convention Center Drive Miami Beach, Florida 33139

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Saul Frances	1700 Convention Center Drive Miami Beach, Florida 33139
Robert Reboso	1700 Convention Center Drive Miami Beach, Florida 33139
Scott Robins	230 Fifth Street Miami Beach, Florida 33139
Philip Levine	1425 North View Drive Miami Beach, Florida 33140

8.5 **Standards of Conduct.** A Director shall discharge his or her duties as a director, including any duties as a member of a Committee: in good faith; with the care an ordinary prudent person in a like position would exercise under similar circumstances; and in a manner reasonably believed to be in the best interests of the Association. Unless a Director has knowledge concerning a matter in question that makes reliance unwarranted, a Director, in discharging his or her duties, may rely on information, opinions, reports or statements, including financial statements and other data, if prepared or presented by: one or more officers or employees of the Association whom the director reasonably believes to be reasonable and competent in the manners presented; legal counsel, public accountants or other persons as to matters the Director reasonably believes are within such person's professional or expert competence; or a Committee of which the Director is not a member if the Director reasonably believes the Committee merits confidence. A Director is not liable for any action taken as a director, or any failure to take action, if he or she performed the duties of his office in compliance with the foregoing standards.

ARTICLE 9

OFFICERS

The affairs of the Association shall be administered by the officers holding the offices designated in the By-Laws. The officers shall be elected by the Board of Directors of the Association and shall serve at the pleasure of the Board of Directors. The By-Laws may provide for the removal from office of officers, for filling vacancies and for the duties of the officers. The names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

President:	Anna Parekh
Vice President	Phillip Levine
Vice President and Assistant Secretary:	Scott Robins
Secretary and Treasurer:	Saul Frances

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ARTICLE 10

INDEMNIFICATION

10.1 Indemnity. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative (collectively "Action"), by reason of the fact that he or she is or was a director, employee, officer or agent of the Association (collectively "Association Person"), against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by the Association Person in connection with such Action, if the Association Person acted in good faith and in a manner the Association Person reasonably believed to be in, or not opposed to, the best interests of the Association and with respect to any criminal action or proceeding, had no reason to believe the Association Person's conduct was unlawful. The Association shall not, however, indemnify any Association Person as to matters to which the Association Person shall be finally adjudged in any such Action to be liable for gross negligence or gross misconduct in the performance of the Association Person's duty. The termination of any Action by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption of gross negligence or gross misconduct. The foregoing right of indemnification shall be in addition to any other rights to which an Association Person may be entitled as a matter of law or otherwise.

10.2 Expenses. To the extent that an Association Person has been successful on the merits or otherwise in defense of any Action, or in defense of any claim, issue or matter regarding such Action, the Association Person shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred in such Action.

10.3 Approval. Any indemnification under Section 10.1 (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the Association Person is proper under the circumstances because the Association Person has met the applicable standard of conduct set forth in Section 10.1. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such Action, or (b) if such quorum is not obtainable, or, even if obtainable, if a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion, or by a majority of the Members.

10.4 Advances. Expenses incurred in defending an Action may be paid by the Association in advance of the final disposition of such Action, as authorized by the Board of Directors in any specific case upon receipt of an undertaking by or on behalf of the Association Person to repay such amount unless it shall ultimately be determined that the Association Person is entitled to be indemnified by the Association as authorized in this Article 10.

10.5 Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of Members or otherwise, and shall continue as to a person who has

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ceased to be an Association Person and shall inure to the benefit of the heirs and personal representatives of such person.

10.6 Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was an Association Person or is or was serving, at the request of the Association, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Association would have the power to indemnify him or her against such liability under the provisions of this Article.

ARTICLE 11

BY-LAWS

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

ARTICLE 12

AMENDMENTS

Amendments to these Articles shall be proposed and adopted in the following manner:

12.1 Notice. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered.

12.2 Adoption. A resolution for the adoption of a proposed amendment may be proposed either by a majority of the Board of Directors or by any Member of the Association. Directors and Members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, providing the approval is delivered to the Secretary at or prior to the meeting. The approvals must be:

- (a) by not less than the votes of all of the Members represented at a meeting; or
- (b) by not less than 75% of the Board of Directors.

12.3 Limitation. No amendment shall make any changes in: the qualifications of membership; the voting rights or property rights of Members; Sections 4.3, 4.4 or 4.5 of Article 4, entitled "Powers"; or this Section 12.3, without, in each case, the approval in writing of all Members and the joinder of all record owners of mortgages upon Units. No amendment shall be made that is in conflict with the Act, the Declaration or the By-Laws. No amendment to these Articles shall be made which adversely affects the rights of Institutional Mortgagees without the prior written consent of a majority of holders of mortgages on the Units held by Institutional Mortgagees.

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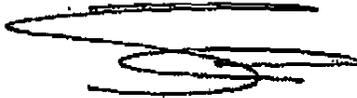
12.4 Recording. A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of applicable Florida law, and a copy certified by the Secretary of State shall be recorded in the public records of Miami-Dade County, Florida.

ARTICLE 13

OFFICE: REGISTERED AGENT

The initial registered office of the Association shall be 1200 South Pine Island Road, Plantation, Florida 33324, with the privilege of having its office and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be CT Corporation Systems.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as incorporator as of the 30th of March, 2009.



Scott Robins, Incorporator

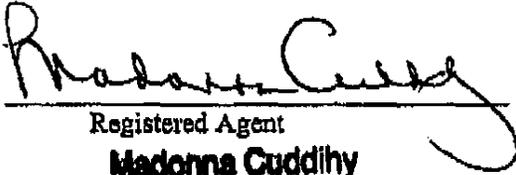
Articles of Incorporation

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**ACCEPTANCE OF APPOINTMENT
AS REGISTERED AGENT**

The undersigned, who has been designated in the foregoing Articles of Incorporation as registered agent for the corporation, agrees that (i) he accepts such appointment as registered agent and will accept service of process for and on behalf of said corporation, and (ii) he is familiar with and will comply with any and all laws relating to the complete and proper performance of the duties and obligations of a registered agent of a Florida corporation.

Dated: as of March 30, 2009.


Registered Agent
Madonna Cuddihy
Special Assistant Secretary

APPROVED
AND
FILED
09 MAR 30 PM 1:39
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TALLAHASSEE, FLORIDA