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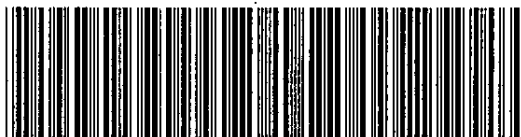
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LAW OFFICES OF  
**BRUCE JAY TOLAND, P.A.**

A PROFESSIONAL ASSOCIATION  
Brickell BayView Centre, Suite 2805  
80 S.W. 8<sup>th</sup> Street  
Miami, Florida 33130

Bruce Jay Toland, Esq.

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Telephone:	(305) 810-5957
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E-mail:	bjtlaw@aol.com

May 5, 2009

Via Federal Express  
Division of Corporations  
Florida Dept. of State  
2661 W. Executive Center Circle  
New Filing-Attn: Mary Anne Dickey  
Tallahassee, FL 32301

Re: Articles of Incorporation-The Master Assn. for Miami Airport  
Warehouses & Offices, Inc.

Dear Ms. Dickey:

Enclosed please find original and copy of Articles of Incorporation of The Master Association for Miami Airport Warehouses & Offices, Inc. along with check #1130 in the amount of \$70.00. Please provide us with a "filed copy" as soon as possible. I am also enclosing a self-addressed stamped envelope for your convenience.

Thank you for your attention and cooperation.

Sincerely,



Maria Betancourt  
Legal Assistant to Bruce Jay Toland

/mb

Enc.

**ARTICLES OF INCORPORATION  
OF  
THE MASTER ASSOCIATION FOR  
MIAMI AIRPORT WAREHOUSES & OFFICES, INC.  
(A Corporation Not For Profit)**

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DIVISION OF CORPORATIONS  
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In compliance with the requirements of the Laws of the State of Florida, and for purpose of forming a corporation not for profit, the undersigned does hereby acknowledge:

**ARTICLE I  
NAME**

The name of the corporation is THE MASTER ASSOCIATION FOR MIAMI AIRPORT WAREHOUSES & OFFICES, INC., hereinafter called the "Master Association".

**ARTICLE II  
INITIAL ADDRESS**

The initial address of the Principal Office is Brickell Bayview Centre, 80 SW 8<sup>th</sup> Street, Suite 2805, Miami, Florida 33130. The Registered Office of the Master Association is Brickell Bayview Centre, 80 SW 8<sup>th</sup> Street, Suite 2805, Miami, Florida 33130, and the name of the Registered Agent is Bruce Jay Toland, Esq.

**ARTICLE III  
DEFINITIONS**

All definitions in the Master Declaration of Covenants, Conditions and Restrictions for The Miami Airport Warehouses & Offices ("Master Declaration"), as recorded in the Public Records of Miami-Dade County, Florida, are incorporated herein by reference and made a part hereof.

**ARTICLE IV  
PURPOSE OF THE MASTER ASSOCIATION**

This Master Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purposes for which it is formed are to carry out its obligations and duties pursuant to the terms of the Master Declaration, including but not limited to providing for the operation and maintenance of the "Improvements" (as such term is defined in the Master Declaration) within that certain real property described on EXHIBIT "A" attached to the Master Declaration (the "Property").

**ARTICLE V  
POWERS OF THE MASTER ASSOCIATION**

The Master Association shall have all the powers and duties reasonably necessary to operate and maintain the Master Association, including, but not limited to, the following:

(a) Exercise all of the powers and privileges and to perform all of the duties and obligations of the Master Association as set forth in the Master Declaration and Bylaws of the Master Association and as the same may be amended from time to time as therein provided;

(b) Fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of the Master Declaration or Bylaws of the Master Association; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Master Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Master Association;

(c) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer or otherwise dispose of real or personal property in connection with the affairs of the Master Association, and as to real property, only with the assent of Members entitled to vote at least sixty percent (60%) of the votes of the Master Association; provided, however, prior to the termination of the Class B membership as set forth in Article VII hereof, assent of Members shall not be required and the Board of Directors shall have the authority to exercise the powers set forth in this paragraph.

(d) Borrow money with the assent of a majority vote of the Board of Directors; and with the assent of Members entitled to vote at least sixty percent (60%) of the votes of the Master Association, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred; provided, however, prior to the termination of the Class B membership as set forth in Article VII hereof, assent of Members shall not be required and the Board of Directors shall have the authority to exercise the powers set forth in this paragraph.

(e) Participate in mergers and consolidations with other non-profit corporations organized for similar purposes or annex additional property, provided that any such merger, consolidation or annexation shall have the assent of Members entitled to vote sixty percent (60%) of the votes of the Master Association, except as otherwise provided in ARTICLE II of the Master Declaration; provided, however, prior to the termination of the Class B membership as set forth in Article VII hereof, assent of Members shall not be required and the Board of Directors shall have the authority to exercise the powers set forth in this paragraph.

(f) Dedicate, sell or transfer all or any part of the Improvements to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer (except for utility easements for operation of the Properties) shall be effective without obtaining consent of Members entitled to vote at least sixty percent (60%) of the votes of the Master Association to such dedication, sale

or transfer in writing or by vote at a duly called meeting of the Master Association, and unless prior written consent of Declarant is obtained for so long as Declarant owns a Parcel; provided, however, prior to the termination of the Class B membership as set forth in Article VII hereof, assent of Members shall not be required and the Board of Directors shall have the authority to exercise the powers set forth in this paragraph.

(g) To promulgate or enforce rules, regulations, bylaws, covenants, restrictions or agreements to effectuate all of the purposes for which the Master Association is organized;

(h) To sue and be sued, and have and to exercise any and all powers, rights and privileges which a non-profit corporation organized under the laws of the State of Florida may now or hereafter have or exercise, including as set forth in Section 617.0302 F.S.;

(i) To contract for management of the Master Association and to delegate in such contract all or any part of the powers and duties of the Master Association.

(j) One of the Improvements the Master Association shall operate, maintain and manage is the private sanitary sewer facilities in a manner consistent with the Miami-Dade County Water and Sewer Department Covenants as set forth in the Agreement recorded in Official Records Book 25731 at Page 1565 and re-recorded in Official Records Book 26181 at Page 3883, of the Public Records of Miami-Dade County, Florida.

(k) The Master Association shall levy and collect adequate assessments against Members of the Master Association for the costs of maintenance and operation of the private sanitary sewer facilities referenced in (j) above.

## **ARTICLE VI MEMBERSHIP AND QUORUM**

(a) Pursuant to the Master Declaration, the Master Association has jurisdiction over the Property which consists of Lot 9 and Lot 10 in Block 1 of Woods Farm, according to the Plat thereof recorded in Plat Book 43 at Page 49, of the Public Records of Miami-Dade County, Florida (hereinafter referred to as "Lot 9" and "Lot 10"). There shall be two Class A members to the Master Association. Lot 9 is contemporaneously herewith being submitted to condominium ownership governed by the Miami Airport Warehouses & Offices Condominium Association, Inc., (hereinafter referred to as the "Condominium Association"). The Condominium Association shall be a Class A member. The second Class A member shall be the owner of the fee simple title to Lot 10. In the event Lot 10 is submitted to condominium ownership, the condominium association having jurisdiction thereover shall become the Class A member for Lot 10. Individual owners of condominium units on Lot 9 or on Lot 10 shall not be members and shall have no direct voting rights in the Master Association, but rather shall vote in accordance with their applicable condominium association documents. The Condominium Association shall file with the Secretary of the Master Association a Certificate designating the name of an individual who shall represent the Condominium Association before the Master Association and who shall be authorized to cast the vote of the Condominium Association as to

the Master Association affairs. Declarant shall be the Class B member for such period of time as set forth in Article VII below and have such voting rights as therein set forth.

(b) The presence at any meeting of members entitled to cast, or of proxies entitled to cast, sixty percent (60%) of the votes of the Master Association shall constitute a quorum for any action.

## **ARTICLE VII VOTING RIGHTS**

The Master Association shall have two (2) classes of voting membership:

Class A. Class A members shall each be entitled to one (1) vote.

Class B. The Class B member shall be the Declarant, and shall be entitled to three (3) votes. The Class B membership shall cease on the happening of one of the following events, whichever occurs earlier:

(a) Three months after Declarant no longer owns fee simple title interest in (i) any condominium unit in Lot 9 or (ii) Lot 10; or

(b) Such earlier date as Declarant may determine.

## **ARTICLE VIII BOARD OF DIRECTORS**

The affairs of this Master Association shall be managed by a Board of Directors consisting of three (3) persons who need not be members of the Master Association.

Directors of the Master Association shall be elected at the annual meeting in the manner provided by the Bylaws. Directors may be removed and vacancies on the Board shall be filled in the manner provided by the Bylaws.

The Directors named in these Articles shall serve pursuant to the Bylaws and any vacancies in their number occurring shall be filled as the Bylaws provide.

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, or until removed, are as follows:

NAME	ADDRESS
Enrique Palacios	80 SW 8 <sup>th</sup> Street, Suite 2805 Miami, Florida 33130
Bruce Jay Toland	80 SW 8 <sup>th</sup> Street, Suite 2805 Miami, Florida 33130

Juan Carlos Garavito

80 SW 8<sup>th</sup> Street, Suite 2805  
Miami, Florida 33130

Upon the resignation of a Director who has been designated, appointed or elected by Declarant, or the resignation of an officer of the Master Association who was elected by the Board while controlled by the Declarant, the Master Association shall remise, release, acquit, and forever discharge such Director or officer of and from any and all manner of action(s), cause(s) of action, suits, debts, dues, claims, bonds, bills, covenants, contracts, controversy, agreements, promises, variances, trespasses, damages (except to the extent any such damages are covered by insurance), judgments, executions, claims and demands whatsoever, in law or in equity which the Master Association or Members had, now have, or will have; or which any personal representative, successor, heir or assign of the Master Association or Members hereafter may have against such Director or officer by reason of his having been a Director or officer of the Master Association.

#### **ARTICLE IX DURATION**

Existence of the Master Association shall commence with the filing of these Articles of Incorporation with the Secretary of State of Florida. The Master Association shall exist in perpetuity.

#### **ARTICLE X AMENDMENTS**

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

(a) Proposal. Amendments to these Articles may be proposed upon a vote of the majority of the entire Board adopting a resolution setting forth the proposed amendment to these Articles, directing that it be submitted to a vote at a special or annual meeting of members; or amendments may be proposed by petition signed by Members entitled to vote at least sixty percent (60%) of the voting interests of the Master Association, and delivered to the Secretary.

(b) Call for Meeting. Upon the adoption of a resolution proposing any amendment or amendments to these Articles by said Board or upon presentation of a petition as hereinabove provided, such proposed amendment or amendments shall be transmitted to the President of the Master Association, or other officer of the Master Association in absence of the President, who shall thereupon call a special meeting of the membership, unless it is to be considered at an annual meeting. It shall be the duty of the Secretary to give each member written notice stating the purpose of the meeting, place, day and hour of the meeting, and setting forth the proposed amendment or a summary of the changes to be effected thereby. Notice shall be delivered not less than ten (10) or more than sixty (60) days before the date of the meeting, either personally or by first class mail. If the notice is mailed with postage thereon prepaid, at

least thirty (30) days before the date of meeting, it may be done by a class of United States mail addressed to the member at his address as it last appears on the membership books.

(c) **Vote Necessary.** In order for such amendment or amendments to become effective, the same must be approved at a duly called meeting, by an affirmative vote of Members entitled to vote at least sixty percent (60%) of the voting interests of the Master Association.

(d) **By Written Statement.** If all the directors and all the members eligible to vote sign a written statement manifesting their intention that an amendment to these Articles be adopted, then the amendment shall thereby be adopted as though subsections 1., 2., and 3. above have been satisfied.

(e) **Filing.** The Articles of Amendment containing said approved amendment or amendments shall be executed by the corporation by its President or Vice President and by its Secretary or Assistant Secretary and acknowledged by one of the officers signing such Articles. The Articles of Amendment shall set forth:

- (i) The name of the corporation.
- (ii) The amendments so adopted.
- (iii) The date of the adoption of the amendment by the members.

Such Articles of Amendment shall be filed, along with the appropriate filing fees with the office of the Secretary of State, State of Florida, for approval and will be effective upon such filing.

Notwithstanding the foregoing provisions of this Article XI so long as the Declarant owns any interest in the Property, no amendment to these Articles may be adopted or become effective without the prior written consent of Declarant if in the sole opinion of Declarant, which shall be binding, such amendment affects the rights of Declarant or affects the Declarant's ability to sell or lease its interests in the Property.

#### **ARTICLE XI SUBSCRIBER**

The name and address of the Subscriber of these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Miami Airport Warehouses & Offices, LLC	80 SW 8 <sup>th</sup> Street, Suite 2805 Miami, FL 33130



## **ARTICLE XII OFFICERS**

The Board of Directors shall elect the President, Secretary, Treasurer, and as many Vice-Presidents, Assistant Secretaries and Assistant Treasurers as the Board of Directors shall from time to time determine.

The names and addresses of the Officers who shall serve until their successors are designated by the Board of Directors are as follows:

President:	Enrique Palacios
Vice President:	Juan Carlos Garavito
Treasurer/Secretary:	Bruce Jay Toland

## **ARTICLE XIII AMENDMENT TO BYLAWS**

The original Bylaws of the Master Association shall be adopted by a majority vote of the Directors. Thereafter, the Bylaws of the Master Association may be amended, altered or rescinded as therein set forth.

## **ARTICLE XIV INDEMNIFICATION OF OFFICERS AND DIRECTORS**

Master Association shall and does hereby indemnify and hold harmless every Director and every Officer, their heirs, executors and administrators, against all loss, cost and expenses reasonably incurred in connection with any action, suit or proceeding to which such Director or Officer may be made a party by reason of being or having been a Director or Officer of Master Association including reasonable counsel fees and professional fees at all levels of proceeding. This indemnification shall not apply to matters wherein the Director shall be finally adjudged in such actions, suit or proceeding to be liable or guilty of gross negligence or willful misconduct. The foregoing rights shall be in addition to, and not exclusive of, all other rights to which such Director or Officers may be entitled.

## **ARTICLE XV TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED**

No contract or transaction between the Master Association and one (1) or more of its Directors or Officers, or between the Master Association and any other corporation, partnership, Master Association, or other organization in which one (1) or more of its officers or directors are Officers or Directors of this Master Association shall be invalid, void or voidable solely for this reason, or solely because the Officer or Director is present at, or participates in, meetings of the Board or Committee thereof which authorized the contract or transaction, or solely because said

Officers' or Directors' votes are counted for such purpose. No Director or Officer of the Master Association shall incur liability by reason of the fact that said Director or Officer may be interested in any such contract or transaction.

Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a Committee which authorized the contract transaction.

#### ARTICLE XVI DISSOLUTION

In the event of the dissolution of the Master Association, other than incident to a merger or consolidation, the assets shall be dedicated to a public body, or conveyed to a non-profit organization with similar purposes. Any Member may petition the local Circuit Court for the appointment of a receiver to manage the affairs of the dissolved Master Association and to manage the Properties, in the place and instead of said Master Association, and to make such provisions as may be necessary for the continued management of the affairs of the dissolved Master Association and the Properties.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the Laws of the State of Florida, the undersigned, constituting the subscriber of this Master Association, has executed these Articles of Incorporation this 4 day of MAY, 2009.

MIAMI AIRPORT WAREHOUSES & OFFICES,  
LLC, a Florida limited liability company

By: 

print name

Carlos Enrique Pabon

its Managing Member

The undersigned hereby accepts the designation of Registered Agent of THE MASTER ASSOCIATION FOR MIAMI AIRPORT WAREHOUSES & OFFICES, INC. as set forth in Article II of these Articles.

By: 

BRUCE JAY TOLAND

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