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EP 8/3/09

**ARTICLES OF INCORPORATION  
OF  
ABRAHAM CONDOMINIUM ASSOCIATION, INC.**

The undersigned incorporators, for the purpose of forming a corporation not for profit pursuant to the Laws of the State of Florida, hereby adopt the following Articles of Incorporation:

**ARTICLE I**

*NAME*

The name of the Corporation, hereinafter called the "Association," shall be Abraham Condominium Association, Inc.

**ARTICLE II**

*DURATION*

The term of existence of the Association shall be perpetual.

**ARTICLE III**

*DEFINITIONS*

The terms used in these Articles shall have the same definitions and meaning as those set forth in the Declaration of Condominium to be recorded in the Public Records of Miami-Dade County, Florida, unless herein provided to the contrary, or unless the context otherwise requires.

**ARTICLE IV**

*PURPOSE AND POWERS*

The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act as it exists on the date hereof for the operation of that certain condominium located in Miami-Dade County, Florida, and known as ABRAHAM CONDOMINIUM ASSOCIATION, INC.

The Association is organized and shall exist upon a non-stock basis as a corporation not for profit under the Laws of the State of Florida. No portion of any earnings of the Association shall be distributed or inure to the private benefit of any member, director or officer of the Association. For the accomplishment of its purposes, the Association shall have all of the common law and statutory powers and duties of a corporation not for profit under the Laws of the State of Florida, except as limited or modified by the Articles, the Declaration of Condominium, the By-Laws or the Florida Condominium Act; and it shall have all of the powers and duties reasonably necessary to operate the Condominium including, but not limited to, the following:

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1. To make and collect assessments and other charges against members of the Association to defray the costs, expenses and losses of the Condominium, and to use the proceeds of assessments and other charges in the exercise of its powers and duties.
2. To maintain, repair, replace, reconstruct, protect and operate the Condominium Property (including the surface water management system as well as other Condominium Property).
3. To purchase insurance upon the Condominium Property and insurance for the protection of the Association, its members, officers and directors.
4. To reconstruct improvements after casualty and to make further improvements of the Condominium Property.
5. To make, amend and enforce reasonable rules and regulations governing the use of the Condominium Property and the operation of the Condominium.
6. To 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.
7. To contract for the management and maintenance of the Condominium Property and to authorize a management agent (which may be an affiliate of the Developer) to assist the Association in carrying out its powers and duties by performing such functions as the submission of proposals, collection of assessments, preparation of records, enforcement of rules and maintenance, repair and replacement of the Common Elements with such funds as shall be made available by the Association for such purposes. The Association and its officers shall, however, retain at all times, the powers and duties granted by the Condominium Documents and the Florida Condominium Act, including, but not limited to, the making of assessments, promulgation of rules and execution of contracts on behalf of the Association.
8. To employ managers, accountants, attorneys, architects and other professional personnel to perform the services required for proper operation of the Condominium.
9. To approve or disapprove the leasing, transfer, ownership and possession of units as may be provided by the Declaration of Condominium.
10. To enforce, by legal means, the provisions of the Act, the Declaration, these Articles, the By-Laws and the Rules and Regulations for the use of the Condominium Property.

All funds and the title to all property acquired by the Association shall be held for the benefit of the members in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation and the By-Laws.

## **ARTICLE V**

### ***MEMBERSHIP***

1. The members of the Association shall consist of all of the record title owners of the units in the Condominium, as further provided by the By-Laws. After termination of the Condominium, the members shall consist of only those who were members at the time of such termination and their successors and/or assigns.
2. Change of membership shall be established by recording in the Public Records of Miami-Dade County, Florida, a deed or other instrument transferring ownership of a unit, and by delivery to the Association of a true copy of such recorded instrument.
3. The share of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the unit for which that share is held.
4. On all matters upon which the membership shall be entitled to vote, there shall be only one vote for each unit, which vote shall be exercised or cast in the manner provided for in the Declaration of Condominium and the By-Laws. Any person or entity owning more than one unit shall be entitled to one vote for each unit owned.
5. The By-Laws shall provide for an annual meeting of members and may make provisions for regular and special meetings of members other than the annual meeting.

## **ARTICLE VI**

### ***BY-LAWS***

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

## **ARTICLE VII**

### ***INCORPORATORS***

The name and address of the incorporators of the Corporation are:

Name	Address
Sabas L. Cruz	35 SW 114 Avenue, Suite 205 Miami, FL 33174
Manuel G. Quintero	35 SW 114 Avenue, Suite 205 Miami, FL 33174

Otoniel Ortiz

35 SW 114 Avenue, Suite 205  
Miami, FL 33174

## **ARTICLE VIII**

### ***OFFICERS***

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

President:

Sabas L. Cruz  
35 SW 114 Avenue, Suite 205  
Miami, Florida

Vice President:

Manuel G. Quintero  
35 SW 114 Avenue, Suite 205  
Miami, Florida

Secretary/Treasurer:

Otoniel Ortiz  
35 SW 114 Avenue, Suite 205  
Miami, Florida

## **ARTICLE IX**

### ***DIRECTORS***

1. The property, business and affairs of the Association shall be managed by a board consisting of the numbers of directors determined in the manner provided by the By-Laws, but which shall consist of not less than three (3) directors.
2. All of the duties and powers of the Association existing under the Condominium Act, the Declaration, these Articles and the By-Laws shall be exercised exclusively by the Board of Directors, its agents, contractors, or employees, subject only to approval by Unit Owners when such approval is specifically required.

3. Directors of the Association shall be elected 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 the By-Laws.
4. The Developer of the Condominium shall appoint the members of the first Board of Directors and their replacements who shall hold office for the periods described in the By-Laws.
5. The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have taken office, as provided in the By-Laws, are as follows:

Name	Address
Sabas L. Cruz	35 SW 114 Avenue, Suite 205 Miami, Florida
Manuel G. Quintero	35 SW 114 Avenue, Suite 205 Miami, Florida
Otoniel Ortiz	35 SW 114 Avenue, Suite 205 Miami, Florida

## ARTICLE X

### AMENDMENTS

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

1. Notice: Notice of a proposed amendment shall be included in the notice of any meeting at which the proposed amendment is to be considered and shall be otherwise given in the time and manner provided in Chapter 617, Florida Statutes. Such notice shall contain the proposed amendment or a summary of the changes to be affected thereby.
2. Adoption: Amendments shall be proposed and adopted in the manner provided in Chapter 617, Florida Statutes, and in the Condominium Act (the latter to control over the former to the extent provided for in the Act).
3. Limitation: Provided, however, that no amendment shall make any changes in the qualifications of membership nor in the voting rights or property rights of members, nor any changes in Article IV, entitled "Purpose of Powers," without 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 Condominium Act, the Declaration and the By-Laws, nor shall any amendment make any changes which would in any way affect any of the rights, privileges, powers and/or options herein provided in favor of or reserved to the Developer, or an affiliate, successor or assign of the Developer, unless the Developer shall join in the execution of the amendment.

4. **Developer Amendments:** To the extent lawful, the Developer may amend these articles consistent with the provisions of the Declaration allowing certain amendments to be effected by the Developer alone.
5. **Effective Date:** An amendment shall become effective upon filing with the Secretary of State pursuant to the provisions of applicable Florida law and recording a certified copy in the Public Records of Miami-Dade County, Florida.

## **ARTICLE XI**

### **INDEMNIFICATION**

To the fullest extent permitted by Florida Law, the Association shall indemnify and hold harmless every Director and every officer of the Association against all expenses and liabilities, including attorneys' fees, actually and reasonably incurred by or imposed on him or her in connection with any legal proceeding (or settlement or appeal of such proceeding) to which they may be a party because of their being or having been a Director or officer of the Association. The foregoing right of indemnification shall not be available if a judgment or other final adjudication establishes that his or her actions or omissions to act were material to the cause adjudicated and involved:

- a. Willful misconduct or a conscious disregard for the best interests of the Association, in a proceeding by or in the right of the Association to procure a judgment in its favor.
- b. A violation of criminal law, unless the Director or officer had no reasonable cause to believe his or her action was unlawful or had reasonable cause to believe his or her action was lawful.
- c. A transaction from which the Director or officer derived an improper personal benefit.
- d. Wrongful conduct by Directors or officers appointed by the Developer, in a proceeding brought by or on behalf of the Association.

In the event of a settlement, the right to indemnification shall not apply unless the Board of Directors approves such settlement as being in the best interest of the Association. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which Directors or officers may be entitled.

Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of the affected director, officer, employee or agent to repair such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the Association as authorized in this Article.

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 ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and personal representatives of such person.

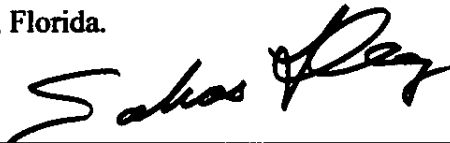
The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving, at the request of the Association, as a director, officer, employee or agent of another corporation, partnership, 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 XII**

**INITIAL REGISTERED AGENT**


The initial registered agent of the Association shall be: Sabas L. Cruz, 35 SW 114 Avenue, Suite 205, Miami, Florida 33174.

IN WITNESS WHEREOF, the incorporator has executed this instrument on this 12<sup>th</sup> day of January, 2009, in Miami, Miami-Dade County, Florida.

  
\_\_\_\_\_  
Sabas L. Cruz, as Incorporator of  
Abraham Condominium Association, Inc.

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

The foregoing instrument was acknowledged before me on this 12<sup>th</sup> day of January, 2009, by Sabas L. Cruz, who \_\_\_\_\_ is personally known to me or who ☒ has provided his Florida driver's license as identification.

  
\_\_\_\_\_  
Notary Public, State of Florida

My commission expires:





**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THE STATE OF FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

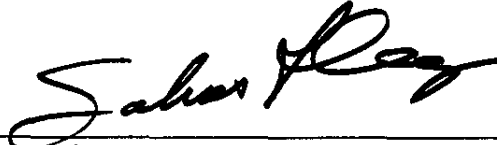
In compliance with the laws of the State of Florida, the following is submitted:

That, ABRAHAM CONDOMINIUM ASSOCIATION, INC., desires to organize under the Laws of the State of Florida, with its principal place of business at 35 SW 114 Avenue, Suite 205, Miami, Florida 33174, has named Sabas L. Cruz, whose address is 35 SW 114 Avenue, Suite 205, Miami, Florida, 33174, as its statutory registered agent.

**ACKNOWLEDGEMENT**

Having been named to accept service of process for the above corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Florida Statutes relative to the proper and complete performance of my duties.

Dated this 12<sup>th</sup> day of January, 2009, in Miami, Miami-Dade County, Florida.



Sabas L. Cruz, Registered Agent

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