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FLORIDA PROFIT/NON PROFIT CORPORATION
544-548 FERNWOOD ROAD CONDOMINIUM ASSOCIATION, INC.

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**ARTICLES OF INCORPORATION OF
544-548 FERNWOOD ROAD CONDOMINIUM ASSOCIATION, INC.
(A FLORIDA NOT FOR PROFIT CORPORATION)**

In order to form a corporation not for profit, under and in accordance with Chapter 617 of the Florida Statutes, I, the undersigned, hereby incorporate this corporation not for profit, for the purposes and with the powers hereinafter set forth and to that end, I do, by these Articles of Incorporation, certify as follows:

The terms contained in these "Articles" are defined in the Condominium Act, Chapter 718, Florida Statutes, ("Act") as amended through the date of recording the Declaration amongst the Public Records of Miami-Dade County, Florida, shall have the meaning of such terms set forth in such Act.

**ARTICLE I
NAME, PRINCIPAL AND MAILING ADDRESS**

The name of this Association shall be 544-548 Fernwood Road Condominium Association, Inc., whose principal address and mailing address is 1548 Brickell Avenue, 2nd Floor, Miami, FL 33129.

**ARTICLE II
PURPOSE OF ASSOCIATION**

The purpose for which this Association is organized is to maintain, operate and manage the Condominium known as 544-548 Fernwood Road Condominium, including the Condominium Property, and to own portions of, operate, lease, sell, trade and otherwise deal with certain of the improvements located therein now or in the future.

**ARTICLE III
POWERS**

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 the Act.

**ARTICLE IV
MEMBERS**

The qualification of members of the Association, the manner of their admission to membership, the manner of the termination of such Membership, and the manner of voting by members shall be as follows:

- A. Membership in the Association shall be established by the acquisition of fee title to a Dwelling Unit as evidenced by the recording of a deed or other instrument

of conveyance amongst the Public Records, whereupon the Membership of the prior Dwelling Unit Owner shall terminate as to that Dwelling Unit.

- B. No Member may assign, hypothecate or transfer in any manner his membership or his share in the funds and assets of the Association except as an appurtenance to his Dwelling Unit.
- C. With respect to voting, each Dwelling Unit shall be entitled to one (1) vote, which votes shall be exercised and cast in accordance with the Declaration and the Condominium Documents.

ARTICLE V
TERM

The term of this Association is to exist shall be perpetual.

ARTICLE VI
INCORPORATOR

The name and address of the Incorporator of these Articles is as follows: Florida Law Title & Trust, PLC, 1548 Brickell Avenue, Miami, FL 33129.

ARTICLE VII
BOARD OF DIRECTORS

- A. The number of initial Directors of the Board of Directors shall be three (3). The number of Directors elected by the Members at and subsequent to the Majority Election Date shall be as provided in Paragraph C and D of this Article VII.
- B. The names and address of the persons who are to serve as the First Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Rosa Calero	1548 Brickell Avenue, 2 nd Floor Miami, FL 33129
Estela Serrano	1548 Brickell Avenue, 2 nd Floor Miami, FL 33129
Christian Cevallos	1548 Brickell Avenue, 2 nd Floor Miami, FL 33129

Developer reserves the right to designate a successor Director to serve on the Board of Directors.

- C. The number of Directors shall be three (3).

D. The following provisions shall govern the right of each Director to vote and the manner of exercising such right:

1. There shall be only one (1) vote for each Director.
2. In the case of deadlock by the Board of Directors, application shall be made to a court of competent jurisdiction to resolve the deadlock.

ARTICLE VII **POWERS AND DUTIES OF THE BOARD OF DIRECTORS**

All of the powers and duties of the Association shall be exercised by the Board of Directors in accordance with the provisions of the Act and the Condominium Documents.

ARTICLE XI **INDEMNIFICATION**

Every Director and Officer of the Corporation shall be indemnified by the Corporation against all expenses and liability, including attorney's fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party or in which he may become involved in by reason of his being or having been a Director or Officer, whether or not he is a Director or officer at the time such expenses are incurred, except in such cases where the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, provided however, that in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the Director or officer seeking such reimbursement or indemnification, the indemnification herein shall apply only if the Board of Directors approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to but not exclusive of all other rights to which such officer or Director may be entitled.

ARTICLE X **AMENDMENTS**

The Bylaws and Articles of the Association may be altered, amended or rescinded by the affirmative vote of not less than a majority of the Members present at an annual Members' Meeting or special meeting of the membership and the affirmative approval of a majority of the Board of Directors at a regular or special meeting of the Board of Directors. In the event of a conflict between the provisions of these Articles and the provisions of the Bylaws, the provisions of these Articles shall control.

ARTICLE XI
REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the Association is 1548 Brickell Avenue, Miami, FL 33129 and the initial registered agent of the Association at that address shall be Florida Law Title & Trust, PLC.

In witness whereof, the undersigned Incorporator has executed these Articles of Incorporation this 16th day of July, 2012.

FLORIDA LAW TITLE & TRUST PLC
a Florida Limited Liability Company



Leonardo F. Brito, Esq.
Managing Member

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED, IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

544-548 FERNWOOD ROAD CONDOMINIUM ASSOCIATION, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAW OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS, HAS NAMED FLORIDA LAW TITLE & TRUST, PLC, 1548 BRICKELL AVENUE, MIAMI, FL 33129, COUNTY OF MIAMI-DADE, STATE OF FLORIDA, AS IT'S AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

FLORIDA LAW TITLE & TRUST PLC
a Florida Limited Liability Company


Leonardo F. Brito, Esq.
Managing Member

HAVING BEEN NAME TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY COMPLY WITH THE PROVISIONS OF ALL STATUES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

FLORIDA LAW TITLE & TRUST PLC
a Florida Limited Liability Company


Leonardo F. Brito, Esq.
Managing Member

Date: July 16, 2012

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