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Division of Corporations

Rasco Klock

Page 1 of 1

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FLORIDA PROFIT/NON PROFIT CORPORATION

Watermen Pines Association, Inc.

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ARTICLES OF INCORPORATION

Watermen Pines Owners Association, Inc.

I. Definitions.

All terms used herein which are defined in the Conservation Property Declaration (the "Declaration") shall be used herein with the same meanings as in said Declaration.

II. Name.

The name of this corporation shall be Watermen Pines Owners Association, Inc., sometimes hereinafter referred to as the "Association". The address of the corporation's principal office shall be 265 Sevilla Avenue, Coral Gables, Florida 33134. The Association is governed by Chapter 617 of the Florida Statutes.

III. Purposes.

The general nature, object and purpose of the Association is as follows:

- A. To own and maintain, repair and replace the Conservation Easement Property pursuant to the Declaration;
- B. To control the specifications, design, appearance, elevation and location of landscaping within the Conservation Easement Property;
- C. To operate without profit for the sole and exclusive benefit of its members; and
- D. To perform all the functions contemplated of the Association, and undertaken by the Board of Directors of the Association, in the Declaration.

IV. General Powers.

The general powers that the Association shall have are as follows:

- A. To hold funds solely and exclusively for the benefit of the members for purposes set forth in these Articles of Incorporation and the Declaration.
- B. To promulgate and enforce rules, regulations, By-Laws, covenants, restrictions and agreements to effectuate the purposes for which the Association is organized.
- C. To delegate power or powers where such is deemed in the interest of the Association.
- D. To enter into, make, perform or carry out contracts of every kind with any person, firm, corporation, association or other entity to effectuate the purposes for which the Association is organized; to do any and all acts necessary or expedient for carrying on any and all of the activities and pursuing any and all of the objects

Audit: H12000223361 3

and purposes set forth in the Articles of Incorporation and not forbidden by the laws of the State of Florida.

- E. To fix assessments to be levied against the Owners to defray expenses and the cost of effectuating the objects and purposes of the Association as set forth in the Declaration; and to authorize its Board of Directors, companies and other organizations for the collection of such assessments as set forth in the Declaration.
- F. To pay taxes and other charges if any, on or against Conservation Easement Property owned by the Association.
- G. In general, to have all power conferred upon a not for profit corporation by the laws of the State of Florida, except as prohibited herein.

V. Members.

- A. The members shall consist of the Owners of Lots within the Watermen Property and the Alliance Property, as described in the Declaration, as it may from time to time be amended.

VI. Initial Registered Office and Registered Agent.

The street address of the initial registered office of the Association is 283 Catalonia Avenue, 2nd Floor, Coral Gables, Florida 33134, and the name of the initial registered agent of the Association is Miami Corporate Systems, LLC.

VII. Board of Directors.

- A. The affairs of the Association shall be managed by a Board of Directors initially consisting of three (3) Directors. The number of directors may be increased from time to time, in such manner as may be prescribed by By-Laws.
- B. The name and addresses of the members of the first Board of Directors who shall hold office until the annual meeting of the members to be held in the year 2011 and until their successors are elected or appointed and have qualified, are as follows:

| <u>Name</u> | <u>Address</u> |
|----------------|--|
| 1. Eddy Garcia | 265 Sevilla Avenue Coral Gables, FL 33134 |
| 2. Sean Martin | 265 Sevilla Avenue Coral Gables, FL 33134 |

12 SEP 13 AM 10:41
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3. Tom Rogers

18800 Pines Boulevard
Pembroke Pines, FL 33029

VIII. Officers.

- A. The officers of the Association shall be a President, a Vice President, a Secretary and a Treasurer, and such other officer as the Board may from time to time by resolution create. Any two (2) or more offices may be held by the same person except the office of President and Secretary. Officers shall be elected for one (1) year terms in accordance with the procedures set forth in the By-Laws. The names of the officers who are to manage the affairs of the Association until the annual meeting of the Board of Directors to be held in the year 2011 and until their successors are duly elected and qualified are:

| | |
|-----------------|-------------|
| President: | Eddy Garcia |
| Vice President: | Tom Rogers |
| Secretary: | Sean Martin |
| Treasurer: | Eddy Garcia |

IX. Corporate Existence.

The Association shall have perpetual existence.

X. By-Laws.

The Board of Directors shall adopt By-Laws consistent with these Articles and Declaration.

XI. Amendment to Articles of Incorporation.

These Articles may be altered, or amended by super majority (greater than 60%) vote of Directors. No amendment affecting Declarant, or its successors or assigns shall be effective without the prior written consent of said Declarant, or its successors or assigns. Moreover, no such amendment will exempt any Lot from assessment nor adversely affect any particular Lot without the Owner's consent, which consent shall not be unreasonably withheld. Notwithstanding the foregoing, an amendment may be made without the consent of Owners

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12 SEP 13 PM 10:41
TALLAHASSEE, FLORIDA

Audit No. H12000223361 3

affected by the terms of said amendment if such amendment is required by relevant governmental entities.

XII. Incorporator.

The name and residence addressee of the incorporator is as follows:

Jorge M. Vigil, Esq.
283 Catalonia Avenue, 2nd Floor
Coral Gables, Florida 33134

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XIII. Indemnification of Officers and Directors.

A. The Association hereby indemnifies any Director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

1. Whether civil, criminal, administrative, or investigative, other than one by or in the right of the Association to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity of Director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's fees and paraprofessional fees, actually and necessarily incurred as a result of such action, suit or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in the best interests of the Association or that he had reasonable grounds for belief that such action was unlawful.
2. By or in the right of the Association to procure a judgment in its favor by reason of his being or having been a Director or officer of the Association, or by reason of his being or having been a Director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Association, against the reasonable expenses, including attorney's fees and paraprofessional fees, actually and necessarily incurred by him in connection with the defense or settlement of

Audit No. H12000223361 3

Audit No. H12000223361 3

such action, or in connection with an appeal therein if such person acted in good faith in the reasonable belief that such action was in the best interest of the Association. Such person shall not be entitled to indemnification in relation to matters to which such person has been adjudged to have been guilty of negligence or misconduct in the performance of his duty to the Association unless, and only to the extent that, the court, administrative agency, or investigative body before which such action, suit or proceeding is held shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such tribunal shall deem proper.

- B. The Board of Directors shall determine whether amounts for which a Director or officer seeks indemnification were properly incurred and whether such Director or officer acted in good faith and in a manner he reasonably believed to be in the best interest of the Association, and whether, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding.
- C. The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Association to indemnify under applicable law.

XIV. Transaction in Which Directors or Officers Are Interested.

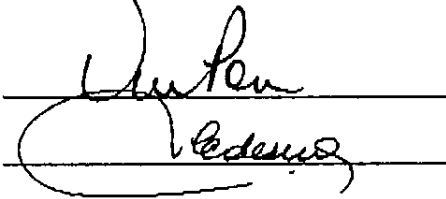
- A. No contract or transaction between the Association and one or more of its Directors or officers, or between the Association and any other corporation, partnership, association, or other organization in which one of more of its Directors or officers are Directors or officers, have a financial interest, shall be invalid, void or voidable solely for this reason, or solely because the Director or officer is present at or participated in the meeting of the Board of committee thereof which authorized the contract or transaction, or solely because his or their votes are counted for such purpose. No Director or officer of the Association shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.
- B. Except as set forth in Declaration, 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 or transaction.

Audit No. H12000223361 3

SEP 13 AM 10:51
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Audit No. H12000223361 3

IN WITNESS WHEREOF, the said incorporator has hereto set his hand and seal this 6 day of September, 2012.

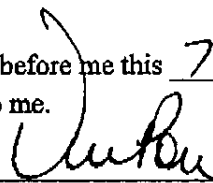



JORGE M. VIGIL, Incorporator

STATE OF FLORIDA)

COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 7 day of September, 2012, by JORGE VIGIL, who is personally known to me.



Notary Public, State of Florida



12 SEP 13 AM 10:41
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Audit No. H12000223361 3

Audit No. H12000223361 3

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for the Watermen Pines Owners Association, Inc. at the place designated in these articles, I agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Registered Agent:

MIAMI CORPORATE SYSTEMS, LLC, a
Florida limited liability company

By: 

Date: 9/7/12

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12 SEP 13 AM 10:41
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Audit No. H12000223361 3