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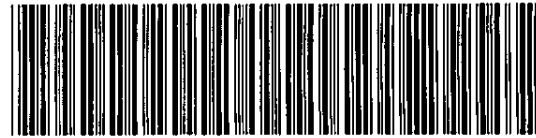
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Amend + Restated

FEB 17 2014

T. CARTER



CORPORATION SERVICE COMPANY*

ACCOUNT NO. : I20000000195

REFERENCE : 015404 5030952

AUTHORIZATION :

COST LIMIT \$ 35.00

ORDER DATE : February 14, 2014

ORDER TIME : 3:51 PM

ORDER NO. : 015404-005

CUSTOMER NO: 5030952

DOMESTIC AMENDMENT FILING

NAME: EL VENEXIAN CONDOMINIUM
ASSOCIATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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CONTACT PERSON: Susie Knight -- EXT# 52956

EXAMINER'S INITIALS: _____

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
EL VENEXIAN CONDOMINIUM ASSOCIATION, INC.**

Name of Corporation as currently filed with the Florida Department of State:

EL VENEXIAN CONDOMINIUM ASSOCIATION, INC.

Document Number of Corporation: N12000010880

The Articles of Incorporation of the Corporation are hereby amended and restated to read in their entirety as follows:

We, the undersigned, for the purpose of forming a not-for-profit corporation in accordance with the laws of the State of Florida, acknowledge and file these Articles of Incorporation in the Office of the Secretary of the State of Florida. Except as expressly provided elsewhere herein to the contrary, each capitalized term used herein shall have the same meaning ascribed to said term by the Declaration (as hereinafter defined).

**I.
NAME**

The name of this corporation shall be EL VENEXIAN CONDOMINIUM ASSOCIATION, INC. For convenience, the corporation shall herein be referred to as the "Association".

**II.
PURPOSES AND POWERS**

The Association shall have the following powers:

A. To manage, operate and administer EL VENEXIAN CONDOMINIUM, (referred to herein as the "Condominium"), and to undertake the performance of, and to carry out the acts and duties incident to, the administration of the Condominium in accordance with the terms, provisions, conditions and authorizations contained in these Articles, the Association's By-Laws and the Declaration of Condominium creating the Condominium recorded among the Public Records of Miami-Dade County, Florida, (the "Declaration").

B. To borrow money and issue evidences of indebtedness in furtherance of any or all of the objects of its business; to secure the same by mortgage, deed of trust, pledge or other lien.

C. To carry out the duties and obligations and receive the benefits given the Association by the Declaration of Condominium.

D. To establish By-Laws and Rules and Regulations for the operation of the Association and to provide for the formal administration of the Association; and to enforce the Condominium Act of the State of Florida, the Declaration of Condominium, the By-Laws and the Rules and Regulations of the Association.

E. To contract for the management of the Condominium.

F. To acquire, own, operate, mortgage, lease, sell and trade property, whether real or personal, as may be necessary or convenient in the administration of the Condominium.

G. The Association shall have all of the common law and statutory powers and duties set forth in Chapter 718, Florida Statutes, as amended, (the "Condominium Act"), and the Declaration of Condominium for the Condominium and all other powers and duties reasonably necessary to operate the Condominium pursuant to its Declaration of Condominium, as same may be amended from time to time.

III. MEMBERS

A. Each Unit Owner in the Condominium shall automatically be a member of the Association.

B. Membership, as to all members, shall commence upon the acquisition of record title to a Unit as evidenced by the recording of a deed of conveyance amongst the Public Records of Miami-Dade County, Florida or, as provided in the Declaration of Condominium, upon transfer of title upon the death of a member and membership shall terminate upon the divestment of title to said Unit.

C. On all matters as to which the membership shall be entitled to vote, each Unit shall be entitled to one (1) vote, all of which votes shall be exercised in the manner provided by the Declaration of Condominium and the By-Laws.

D. 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 his, her or its Unit.

IV. EXISTENCE

The Association shall have perpetual existence.

V.
SUBSCRIBERS

The names and addresses of the Subscriber to these Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
IVONE SARTORI	1150 Kane Concourse, 2 nd Floor Bay Harbor Islands, Florida 33154

VI.
DIRECTORS

A. The Condominium and Association affairs shall be managed by a Board of Directors initially composed of three (3) persons, in accordance with Article III of the Association's By-Laws.

B. The number of Directors to be elected, the manner of their election and their respective terms shall be as set forth in Article III of the Association's By-Laws.

The following persons shall constitute the initial Board of Directors and they shall hold office for the term and in accordance with the provisions of Article III of the Association's By-Laws:

<u>NAME</u>	<u>ADDRESS</u>
IVONE SARTORI	1150 Kane Concourse, 2 nd Floor Bay Harbor Islands, Florida 33154
AGOSTINO LUISE	1150 Kane Concourse, 2 nd Floor Bay Harbor Islands, Florida 33154
ALBERTO BULLO	1150 Kane Concourse, 2 nd Floor Bay Harbor Islands, Florida 33154

VII.
OFFICERS

The affairs of the Association shall be administered by the Officers designated in the By-Laws, who shall serve at the pleasure of said Board of Directors. The names and addresses of the Officers who shall serve until the first election of Officers pursuant to the provisions of the By-Laws are as follows:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
IVONE SARTORI	President	1150 Kane Concourse, 2 nd Floor Bay Harbor Islands, FL 33154
AGOSTINO LUISE	Vice President	1150 Kane Concourse, 2 nd Floor Bay Harbor Islands, FL 33154
ALBERTO BULLO	Secretary/ Treasurer	1150 Kane Concourse, 2 nd Floor Bay Harbor Islands, FL 33154

VIII.
BY-LAWS

The By-Laws of the Association shall be adopted by the initial Board of Directors. The By-Laws may be amended in accordance with the provisions thereof, except that no portion of the By-Laws may be altered, amended, or rescinded in such a manner as would prejudice the rights of the Developer of the Condominium or mortgagees holding mortgages encumbering Units in the Condominium, without their prior written consent.

IX.
AMENDMENTS TO ARTICLES

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

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

B. A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors, acting upon the vote of a majority of the Board of Directors, or by the members of the Association having a majority of the votes in the Association. In order for any amendment or amendments to be effective, same must be approved by an affirmative vote of 66-2/3% of the entire Board of Directors and by an affirmative vote of not less than 66-2/3% of the members present, either in person or by proxy, at a duly called meeting of the members of the Association.

C. No amendment shall make any changes in the qualifications for membership nor in the voting rights of members of the Association, without approval in writing by all members and the joinder of all record owners of mortgages encumbering Condominium Units. No amendment shall be made that is in conflict with the Condominium Act or the Declaration.

D. A copy of each amendment adopted shall be filed within ten (10) days of adoption with the Secretary of State, pursuant to the provisions of applicable Florida Statutes.

X.
INDEMNIFICATION

Every Director and every Officer of the Association shall be indemnified by the Association and by each member of the Association against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon the Director(s) or Officer(s) in connection with any proceeding or any settlement thereof to which the Director(s) or Officer(s) may be a party, or in which the Director(s) or Officer(s) may become involved by reason of the Director(s) or Officer(s) being or having been a Director(s) or Officer(s) of the Association, whether or not a Director(s) or Officer(s) at the time such expenses are incurred, except in such cases wherein the Director(s) or Officer(s) is adjudged guilty of willful misconduct in the performance of such Director's or Officer's duty; provided that in the event of a settlement, the indemnification set forth herein shall apply only when the Board of Directors, exclusive of any Director(s) seeking indemnification, approves such settlement and reimbursement as being for the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all of the rights to which such Director(s) or Officer(s) may be entitled.

XI.
INITIAL REGISTERED OFFICE, AGENT AND ADDRESS

The principal office of the Association shall be at 1150 Kane Concourse, 2nd Floor, Bay Harbor Islands, FL 33154, or at such other place, within or without the State of Florida as may be subsequently designated by the Board of Directors. The initial registered office of the Association is c/o Eisinger, Brown, Lewis, Frankel & Chalet, P.A., 4000 Hollywood Boulevard, Suite 265 South, Hollywood, Florida 33021, and the initial registered agent of the Association is Eisinger, Brown, Lewis, Frankel & Chalet, P.A.

ADOPTION OF AMENDMENT(S): The amendment(s) contained in these Amended and Restated Articles of Incorporation were adopted and approved by the members of the Association, and the number of votes cast for such amendment(s) were sufficient for approval.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 10th day of January, 2014.

[ALL SIGNATURES APPEAR ON THE FOLLOWING PAGE]

Signed, Sealed and Delivered
In the Presence Of:

Print Name: Gary L. Brown

Print Name: Grace Rodriguez

IVONE SARTORI

STATE OF FLORIDA)

) SS:

COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 10 day of January, 2015, by IVONE SARTORI, who is personally known to me and who did take an oath.

My Commission Expires:



Notary Public, State of Florida

Print Name: _____

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE XI OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES. DATED THIS 10 DAY OF January, 2015.

EISINGER, BROWN, LEWIS, FRANKEL & CHAIET, P.A.

By: _____

GARY L. BROWN, Vice President

STATE OF FLORIDA)

COUNTY OF BROWARD)

The foregoing instrument was acknowledged before me this 10 day of January, 2015, by GARY L. BROWN, in his capacity Vice President of EISINGER, BROWN, LEWIS, FRANKEL & CHAIET, P.A., who is personally known to me and who did take an oath.

My Commission Expires:



GRACE RODRIGUEZ
MY COMMISSION # EE 155912
EXPIRES: January 10, 2016
Bonded Thru Budget Notary Services

Notary Public, State of Florida

Print Name: Grace Rodriguez