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Florida Department of State
Division of Corporations
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**FLORIDA PROFIT/NON PROFIT CORPORATION
SUNWEST CC ASSOCIATION, INC.**

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February 10, 2014

FLORIDA DEPARTMENT OF STATE
Division of Corporations

CORP USA

SUBJECT: SUNWEST CC ASSOCIATION, INC.
REF: W14000008573

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of a voluntarily dissolved business entity. The name of a voluntarily dissolved business entity is not available for the assumption or use by another entity until 120 days after the effective date of dissolution unless the dissolved business entity provides the Department of State with an affidavit or letter, stating that they have no intention of revoking the dissolution, therefore, releasing the name for use to another entity.

The document number of the name conflict is L12000124834 (SUNWEST CC ASSOCIATION, LLC).

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Thomas Chang
Regulatory Specialist II
New Filing Section

FAX Aud. #: H14000030313
Letter Number: 514A00002952

P.O BOX 6327 - Tallahassee, Florida 32314

Law Offices of:
Jay Koenigsberg, P.A.

1200 Brickell Avenue
Suite 1900
Miami, FL 33131
Tel: (305) 569-0600
Fax: (305) 373-3003

February 10, 2014

Secretary of State, State of Florida
Division of Corporation

**Re: Sunwest CC Association, LLC (the "Dissolved Company")
Sunwest CC Association, Inc., a Florida not-for-profit corporation (the "New
Corporation")**

Ladies and Gentlemen:

Please allow this to confirm that this firm represents the Dissolved Company, the members of the Dissolved Company, the New Corporation and the members and directors of the New Corporation. In connection with the filing of the Articles of Incorporation of the New Corporation, this will serve to confirm that the members of the Dissolved Company and the Dissolved Company will not undertake to reinstate the Dissolved Company and that the Dissolved Company shall be permanently dissolved.

Please feel free to call if you have any questions.

Sincerely yours,

Jay Koenigsberg



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ARTICLES OF INCORPORATION

OF

SUNWEST CC ASSOCIATION, INC.

The undersigned incorporator, desiring to form a corporation not for profit under Chapter 617, Florida Statutes, as amended, hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME PRIMARY ADDRESS

The name of the corporation shall be the **SUNWEST CC ASSOCIATION, INC.**, which is hereinafter referred to as "the Association". The primary address of the Association shall be 1001 Brickell Avenue, Suite 2210, Miami, Florida 33131.

ARTICLE II

PURPOSES AND POWERS

The objects and purposes of the Association are those objects and purposes as are authorized by the Declaration of Covenants and Restrictions for CSG SUNWEST COMMERCE CENTRE recorded on December 30, 2008, in Official Records Book 45890, Page 1510, of the Public Records of Broward County, Florida, as amended and/or supplemented from time to time (the "Declaration"). The further objects and purposes of the Association are to preserve the values and amenities in the Site and to maintain the Common Areas for the benefit of the Members of the Association.

The Association is not organized for profit and no part of the net earnings, if any, shall inure to the benefit of any Member or individual person, firm or corporation.

The Association shall have the power to contract for the management of the Association and to delegate to the party with whom such contract has been entered into (which may be an affiliate of the Developer) the powers and duties of the Association, except those which require specific approval of the Board of Directors or Members.

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 these Articles and the Declaration identified above. The Association shall also have all of the powers necessary to implement the purposes of the Association as set forth in the Declaration and to provide for the general health and welfare of its membership.

Definitions set forth in the Declaration are incorporated herein by this reference.

ARTICLES OF INCORPORATION
SUNWEST CC ASSOCIATION, INC.
PAGE 1

Prepared by: Jay Koenigsberg, Esq.
Jay Koenigsberg, P.A.
1200 Brickell Ave., Suite 1900
Miami, Florida 33131

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CLERK OF THE COURT
DADE COUNTY, FLORIDA

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ARTICLE III

MEMBERS

Section 1. Membership. Every person or entity who is a record owner of a fee or undivided fee interest in any Unit shall be a Member of the Association, provided that any such person or entity who holds such interest merely as security for the performance of an obligation shall not be a Member.

Section 2. Voting Rights. The Association shall have two (2) classes of voting membership:

Class A. Class A Members shall be all those Owners as defined in Section 1 with the exception of the developer (as long as the Class B Membership shall exist, and thereafter, the Developer shall be a Class A Member to the extent it would otherwise qualify). Except as provided below, Class A Members shall be entitled to one vote for each 100 square feet in each Class A Member's Unit or fraction thereof. When more than one person holds such interest or interests in any Unit, all such persons shall be Members, and the vote for each Unit shall be exercised as they among themselves determine, but, subject only as provided in the following sequence, in no event shall more than one vote be cast with respect to any such Unit.

Class B. The Class B Member shall be the Developer. The Class B Member shall be entitled to one (1) vote, plus two (2) votes for each vote which the Class A Members are entitled to cast in the aggregate. The Class B Membership shall cease and convert to a Class A Membership upon the date ninety (90) days after one hundred percent (100%) percent of all of the Units within the Site have been sold and conveyed by Developer (or its affiliates), or such earlier date as determined by the Developer. Notwithstanding the termination of the Class B Membership, the Developer shall have the right to appoint one member to the Board of Directors for so long as the Developer owns at least one of the Units.

Section 3. Meetings of Members. The By-Laws of the Association shall provide for an annual meeting of Members, and may make provisions for regular and special meetings of Members other than the annual meeting. A quorum for the transaction of business at any meeting of the Members shall exist if 50% of the total number of Members in good standing shall be present or represented by proxy at the meeting.

Section 4. General Matters. When reference is made herein, or in the Declaration, By-Laws, Rules and Regulations, management contracts or otherwise, to a majority or specific percentage of Members, such reference shall be deemed to be reference to a majority or specific percentage of the votes of Members and not of the Members themselves.

ARTICLE IV

CORPORATE EXISTENCE

The Association shall have perpetual existence; provided that if it is ever dissolved, its assets shall be conveyed to another association or public agency having a similar purpose.

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SUNWEST CC ASSOCIATION, INC.
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ARTICLE V

BOARD OF DIRECTORS

Section 1. Management by Directors. The property, business and affairs of the Association shall be managed by a Board of Directors, which shall consist of not less than three (3) persons, but as many persons as the Board of Directors shall from time to time determine. A majority of the directors in office shall constitute a quorum for the transaction of business. The By-Laws shall provide for meetings of directors, including an annual meeting.

Section 2. Original Board of Directors. The names and addresses of the first Board of Directors of the Association, who shall hold office until the first annual meeting of Members and thereafter until qualified successors are duly elected and have taken office, shall be as follows:

<u>Name</u>	<u>Address</u>
Edward DeCaso	1001 Brickell Bay Drive Suite 2210 Miami, Florida 33131
Anthony J. Chisena	1001 Brickell Bay Drive Suite 2210 Miami, Florida 33131
Isidoro Rigüero	1001 Brickell Bay Drive Suite 2210 Miami, Florida 33131

Section 3. Election of Members of Board of Directors. Excepts as otherwise provided herein and for the first Board of Directors and the Developer-appointed replacements, directors shall be elected by a plurality vote of the Members of the Association at the annual meeting of the membership as provided by the By-Laws of the Association, and the By-Laws may provide for the method of voting in the election and for removal from office of directors. All directors shall be members of the Association residing in the Site or shall be authorized representatives, officers, or employees of corporate members of the Association, or designees of the Developer. Notwithstanding the foregoing, until such time as the Class B Membership in the Association terminates, the Developer shall have the right to appoint the Directors of the Association by written notice to such effect or by an announcement reflected in the minutes of the annual meeting of the Association.

Section 4. Duration of Office. Members elected to the Board of Directors shall hold office until the next succeeding annual meeting of Members, and thereafter until qualified successors are duly elected and have taken office.

Section 5. Vacancies. If a Director elected by the general membership shall for any reason cease to be a director, the remaining directors so elected may elect a successor to fill the vacancy for the balance of the term.

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ARTICLE VI

OFFICERS

Section 1. Officers Provided For. The Association shall have a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time elect.

Section 2. Election and Appointment of Officers. The officers of the Association, in accordance with any applicable provision of the By-Laws, shall be elected by the Board of Directors for terms of one (1) year and thereafter until qualified successors are duly elected and have taken office. The By-Laws may provide for the method of voting in the election, for the removal from office of officers, for filling vacancies and for the duties of the officers. The President shall be a director; other officers may or may not be directors of the Association. If the office of President shall become vacant for any reason, or if the President shall be unable or unavailable to act, the Vice President shall automatically succeed to the office or perform its duties and exercise its powers. If any office shall become vacant for any reason, the Board of Directors may elect or appoint an individual to fill such vacancy.

Section 3. First Officers. The names and addresses of the first officers of the Association, who shall hold office until the first annual meeting of directors and thereafter until successors are duly elected and have taken office, shall be as follows:

<u>Name and Office</u>	<u>Address</u>
Edward DeCaso President	1001 Brickell Bay Drive Suite 2210 Miami, Florida 33131
Anthony J. Chisena Treasurer	1001 Brickell Bay Drive Suite 2210 Miami, Florida 33131
Isidoro Riguero Secretary	1001 Brickell Bay Drive Suite 2210 Miami, Florida 33131

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ARTICLE VII

BY-LAWS

The Board of Directors shall adopt By-Laws consistent with these Articles of Incorporation. Such By-Laws may be altered, amended or repealed in the manner set forth in the By-Laws.

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ARTICLE VII

AMENDMENTS AND PRIORITIES

Section 1. Amendments to these Articles of Incorporation shall be proposed and approved by the Board of Directors and thereafter submitted to a meeting of the membership of the Association for adoption or rejection by affirmative vote of 75% of the Members, all in the manner provided in, and in accordance with the notice provisions of Florida Statutes Section 617.

Section 2. In case of any conflict between these Articles of Incorporation and the By-Laws, these Articles of Incorporation shall control; and in case of any conflict between these Articles of Incorporation and the Declaration, the Declaration shall control.

ARTICLE IX

INCORPORATOR

The name and address of the incorporator of this corporation is:

NAME

ADDRESS

Edward DeCaso

1001 Brickell Bay Drive
Suite 2210
Miami, Florida 33131

ARTICLE X

INDEMNIFICATION

Section 1. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he is or was a director, employee, officer or agent of the Association, against all expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding, unless (a) it is determined by a court of competent jurisdiction, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that such person did not act in good faith or that such person acted in a manner which is believed to be not in or opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, that such person had reasonable cause to believe his conduct was unlawful, and (b) such court further determines specifically that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith or did act in a manner which is believed to be not in or opposed to the best interest of the Association, and with respect to any criminal action or proceeding, that such person had reasonable cause to believe that such conduct was unlawful.

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MILWAUKEE, WISCONSIN

Section 2. To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 above or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually incurred by such person in connection therewith.

Section 3. 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, both as to action in such person's official capacity while holding such office or otherwise, and shall continue as to a person who has ceased to be director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 4. 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. Such insurance shall cover any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Association would have the power to indemnify such person against such liability under the provisions of this Article.

Section 5. The provisions of this Article X shall not be amended.

ARTICLE XI

REGISTERED AGENT

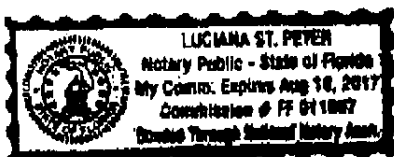
Until changed, Jay Koenigsberg shall be the registered agent of the Association and the registered office shall be at 1200 Brickell Avenue, Suite 1900, Miami, Florida 33131.

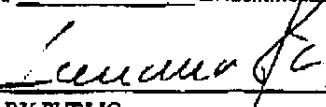
IN WITNESS WHEREOF, the aforesaid incorporator has hereunto set his hand this 5th day of February, 2014.


Edward DeCaso

STATE OF FLORIDA)
) SS:
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 5th day of February, 2014, by Edward DeCaso, who is personally known to me or produced _____ as identification.




NOTARY PUBLIC
Print Name: LUCIANA ST. PETER
Commission Exp: 8/18/17

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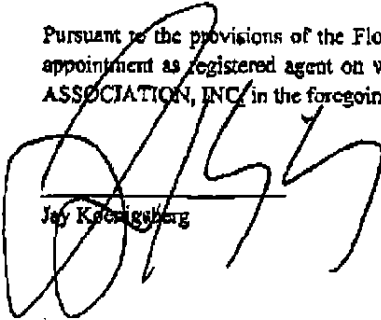
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ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT

Pursuant to the provisions of the Florida Not For Profit Corporation Act, the undersigned does hereby accept its appointment as registered agent on which process may be served within the State of Florida for SUNWEST CC ASSOCIATION, INC. in the foregoing Articles of Incorporation.


Jay Keenigsberg

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TALLAHASSEE, FLORIDA

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