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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

15 MAY -4 AM 7:39

APPROVED  
AND  
FILED

VH



*Frank Silva, Esquire  
General Counsel*

May 1, 2015

**VIA OVERNIGHT MAIL**

Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

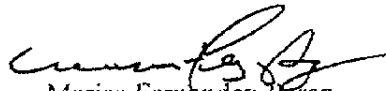
**Re: Articles of Incorporation for the Formation of:  
Santander Coral Gables Condominium Association, Inc.  
(a not-for-profit corporation)**

To Whom It May Concern:

Enclosed please find original and one (1) copy of Articles of Incorporation we would like to file in the formation of the above referenced corporation. Also enclosed please find check no. 4038 in the amount of \$78.75 to cover costs involved in opening of the entity as well as a certified copy returned to us of the Articles of Incorporation.

If you should have any further questions or concerns, please do not hesitate to contact me directly at (305) 437-8673.

Sincerely,

  
Marisa Fernandez-Perez  
Florida Registered Paralegal

/mfp

Enclosures (check and original Articles of Incorporation)

**ARTICLES OF INCORPORATION**

*of*

**SANTANDER CORAL GABLES  
CONDOMINIUM ASSOCIATION, INC.  
(a not-for-profit corporation)**

APPROVED  
AND  
FILED

15 MAY -4 AM 7:38

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
of  
SANTANDER CORAL GABLES  
CONDOMINIUM ASSOCIATION, INC.

The undersigned hereby submits these articles for the purpose of forming a corporation, not-for-profit under Chapter 617, Florida Statutes, and certifies as follows:

ARTICLE I

Name, Principal Office and Registered Agent

1.1 The name of the corporation shall be "Santander Coral Gables Condominium Association, Inc." (hereinafter, the "Association").

1.2 The principal office of the Association is 3470 NW 82<sup>nd</sup> Avenue, Suite 988, Doral, Florida 33122.

ARTICLE II

Purpose

2.1 The Association is organized for the purpose of the operation and management of a condominium for the use and benefit of the owners of the condominium units (each a "Unit") of SANTANDER CORAL GABLES, A CONDOMINIUM (the "Condominium"), to be located in Miami-Dade County, Florida, and described in the Declaration of Condominium for said condominium, and for any other purpose permitted under Florida law.

2.2 The Association shall not be operated for profit and shall make no distribution of income to its members, directors or officers.

ARTICLE III

Powers

3.1 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.

3.2 The Association shall have all of the powers and duties contemplated in the Florida Condominium Act, as amended, together with all of the powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration of Condominium as it may be amended from time to time, and such other documents or agreements that may exist from time to time pertaining to the Condominium. The powers and duties which the Bylaws of the Association may set forth in more detail shall include, but shall not be limited to, the following specific powers and duties:

(a) To perform all the duties and obligations of the Association set forth in the Declaration of Condominium and Bylaws of the Association, as herein provided.

(b) To pay all Common Expenses, including, but not limited to, all licenses, taxes or governmental charges levied or imposed against the property of the Association.

(c) To make and collect assessments against members, as Unit owners, for the purpose of exercising its powers and carrying out its responsibilities for the operation of the Condominium.

(d) To buy, sell, trade, lease, own or encumber property, real or personal, and to construct additional improvements of the Condominium.

(e) To borrow money, and to mortgage, pledge or hypothecate any or all of its real or personal property as security for money or debts incurred.

(f) To maintain, repair, replace, reconstruct after casualty, operate and manage the Condominium property or any property owned or leased by the Association for use by the unit owners of the Condominium.

(g) To acquire and purchase insurance for the Condominium property and for the protection of the Association and the Unit owners.

(h) In the manner provided in the Association Bylaws, to make and amend reasonable rules and regulations for the use and appearance of all property in the Condominium, and for the benefit, health, safety and welfare of the Unit owners.

(i) To enforce by legal means the provisions of the Florida Condominium Act, the Declaration of Condominium, these Articles of Incorporation, the Bylaws of the Association and such rules and regulations as may be promulgated.

(j) To approve or disapprove the leasing, transfer, mortgaging, ownership or possession of Units in the manner provided for in the Declaration of Condominium or the Bylaws of the Association.

(k) To employ personnel to perform any of the services required for proper operation of the Condominium.

(l) To lease, maintain, repair and replace the Common Elements of the Condominium.

(m) To purchase a unit or units of the Condominium for any purpose and to hold, lease, mortgage or convey such units on terms and conditions approved by the Board of Directors.

(n) To exercise such other power and authority to do and perform every act and thing necessary and proper in the conduct of its business for the accomplishment of its purposes as set forth herein and as permitted by the applicable laws of the State of Florida.

(o) To contract for the management and maintenance of the Condominium property and to authorize a management agent to assist the Association in carrying out its powers and duties by performing such functions as the submission of proposals, collection of Assessments, and other sums due from unit owners, preparation of records, enforcement of rules and maintenance, repair and replacement of the Common Elements with 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.

(p) To operate and maintain the Surface Water Management System within the Condominium property, if any, to the extent required by the Declaration (including, without limitation, all waterbodies, retention areas, culverts and related appurtenances, if any) in a manner consistent with the applicable SFWMD Permit requirements and applicable SFWMD rules, and to assist in the enforcement of any provisions contained in the Declaration which relate to the Surface Water Management System. The Association shall, if applicable, be responsible for assessing and collecting assessments for the operation, maintenance, and if necessary, repairs of the Surface Water Management System within the Condominium property.

**ARTICLE IV**  
**Corporate Existence**

4.1 The Association shall continue to exist for so long as the Condominium known as SANTANDER CORAL GABLES, A CONDOMINIUM, shall be in existence.

**ARTICLE V**  
**Directors**

5.1 The business of this Association shall be conducted by a Board of Directors having three (3) Directors or as otherwise determined by the Bylaws of the Association. Until control of the Association is transferred to unit owners other than the Developer, the Developer shall be entitled to designate directors to the extent permitted by the Florida Condominium Act. The directors which the Developer has the right to designate or appoint need not be members of the Association. Except for directors appointed by the Developer, all directors shall be elected at the annual membership meeting of the Association, in the manner determined in the Bylaws.

5.2 The initial Board of Directors shall be comprised of three (3) persons who shall serve until their respective successors are elected (or designated) and qualified. The names and addresses of the members of the Board of Directors who shall serve as the initial Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Raquel Priscila Chong	3470 NW 82 <sup>nd</sup> Avenue, Suite 988 Doral, Florida 33122

Orestes-Lopez-Recio

3470 NW 82<sup>nd</sup> Avenue, Suite 988  
Doral, Florida 33122

Anibal Duarte-Vicra

370 Miracle Mile  
Coral Gables, Florida 33134

5.3 The election or appointment of Directors, their removal or the filling of vacancies on the Board of Directors shall be as stated in the Bylaws of the Association.

#### **ARTICLE VI** **Officers**

6.1 The officers of the Association shall be a President, Vice President, Secretary and Treasurer and such other officers as the Board of Directors may from time to time determine.

6.2 The officers of this Association shall be elected by the Board for a term of three (3) years, in accordance with the provisions provided therefor in the Bylaws of the Association. Until transfer of the control of the Association to the Unit owners other than the Developer has been accomplished, the officers need not be directors or members.

6.3 The names and addresses of the persons who shall serve as the initial officers are as follows:

PRESIDENT:

Raquel Priscila Chong  
3470 NW 82 Avenue, Suite 988  
Doral, Florida 33122

VICE PRESIDENT:

Anibal Duarte-Vicra, Esq.  
2020 Ponce de Leon Boulevard  
Coral Gables, Florida 33134

TREASURER:

Annette Hernandez  
3470 NW 82 Avenue, Suite 988  
Doral, Florida 33122

SECRETARY:

Ada Zelaya  
3470 NW 82 Avenue, Suite 988  
Doral, Florida 33122

#### **ARTICLE VII** **Members**

7.1 Membership in the Association shall automatically consist of and be limited to all of the record owners of Units in the Condominium. Transfer of a Unit ownership, either voluntarily or by operation of law, shall terminate membership in the Association and said

membership is to become vested in the transferee. If Unit ownership is vested in more than one person then all of the persons owning said Unit shall be members eligible to hold office, attend meetings, etc., but the owner(s) of each Unit shall only be entitled to one vote as a member of the Association. The manner of designating voting members and exercising voting rights shall be as established by the Bylaws of the Association.

7.2 Until such time as the real property comprising the Condominium property, and the improvements now and/or to be constructed thereon, are submitted to the condominium form of ownership by recordation of the Declaration in the Public Records of Miami-Dade County, Florida, the membership of the Association (the "Membership") shall be comprised of the Directors of the Association, each of whom shall be entitled to cast a vote on all matters upon which the Membership would be entitled to vote.

#### **ARTICLE VIII**

##### **Bylaws**

8.1 The initial By-Laws of the Association shall be adopted by the Board and may be altered, amended or rescinded by the Board, Owners, and/or the Developer as provided in the By-Laws.

#### **ARTICLE IX**

##### **Indemnification**

9.1 The Association shall indemnify and hold harmless every director and every officer, his/her heirs, executors and administrators, against all judgments, fines, loss, costs and expenses reasonably incurred by him/her in connection with any action, suit or proceeding to which he/she may be made a party by reason of his being or having been a director or officer of the Association, including reasonable attorneys' fees and paraprofessional fees at trial and upon appeal, except as to matters wherein he/she shall be finally adjudged in such action, suit or proceedings to be liable for or guilty of gross negligence or willful misconduct. The foregoing rights shall be in addition to and not exclusive of all other rights and remedies to which such director or officer may be entitled.

9.2 Any indemnification under Section 9.1 above (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper and in accordance with Article 9 hereof. Such determination shall be made (a) by the Board by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such quorum is not obtainable, or, even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or by a majority of the voting interests of the Owners.

9.3 Expenses reasonably 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 as authorized by the Board in any specific case upon receipt of an undertaking



by or on behalf of the affected director or officer to repay such amount until such time it shall ultimately be determined that such person was not entitled to be indemnified by the Association as authorized in this Article 9.

## **ARTICLE X** **Amendments**

10.1 Amendments to these Articles of Incorporation shall be made in the following manner:

(a) The Board of Directors shall adopt a resolution setting forth the proposed amendment and, if there are members of the Association, the Board shall direct that resolution to be submitted to a vote at a meeting of the members, which may be either the annual or a special meeting. If there are no members of the Association, the amendment shall be adopted by a vote of the majority of directors and provisions for adoption by members shall not apply.

(b) Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each member of record entitled to vote thereon within the time and in the manner provided herein for the giving of notice of meetings of members. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice of such annual meeting.

(c) At such meeting, a vote of the members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of a majority of the votes of all members of the Association entitled to vote thereon.

(d) No amendment to these Articles of Incorporation shall be made which affects any of the rights and privileges provided in favor of or reserved to the Developer in these Articles and all Condominium documents without the express written consent of the Developer. This paragraph may not be amended.

(e) A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of applicable Florida law, and a copy certified by the Secretary of State shall be recorded in the Public Records of Miami-Dade County, Florida.

## **ARTICLE XI** **Dissolution**

11.1 In the event of the dissolution of Association other than incident to a merger or consolidation, any member may petition the Circuit Court having jurisdiction of the Judicial Circuit of the State of Florida for the appointment of a receiver to manage its affairs of the dissolved Association and to manage the Common Areas, in the place and stead of Association, and to make such provisions as may be necessary for the continued management of the affairs of the dissolved Association and its properties. In addition, if Association is dissolved, the Surface Water Management System, if any, shall be conveyed to an appropriate agency of local

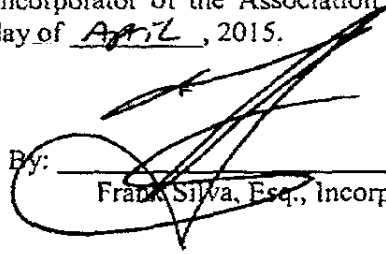
government. If a governmental agency will not accept the Surface Water Management System, then it must be dedicated to a similar non-profit corporation.

**ARTICLE XII**  
**Incorporator and Registered Agent**

12.1 The name and address of the Incorporator is: Frank Silva, Esq., 3470 NW 82<sup>nd</sup> Avenue, Suite 988, Doral, Florida 33122.

12.2 The street address of the initial Registered Office of the Association is 3470 NW 82 Avenue, Suite 988, Doral, Florida 33122. The name of the initial Registered Agent of the Association is: Frank Silva, Esq.


IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of Florida, the undersigned, as Incorporator of the Association, has executed these Articles of Incorporation as of this 30<sup>th</sup> day of April, 2015.

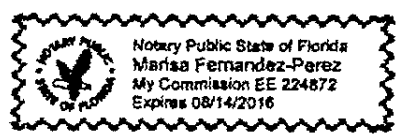
By:  \_\_\_\_\_  
Frank Silva, Esq., Incorporator

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

The foregoing instrument was acknowledged before me this 30<sup>th</sup> day of April, 2015 by Frank Silva, Esq., who is personally known to me.

My commission expires: 08/14/2016

 \_\_\_\_\_  
NOTARY PUBLIC,  
State of Florida at Large  
Print name: MARISA FERNANDEZ-PEREZ



**ACCEPTANCE BY REGISTERED AGENT**

The undersigned, having been named to accept service of process for the above-stated corporation at the place designated in this certificate, hereby agrees to act in such capacity, and is familiar with, and accepts, the obligations of such position and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of its duties.

Dated this 30<sup>th</sup> day of April, 2015.

By:

  
Frank Silva, Esq., Registered Agent

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

15 MAY -4 AM 7:38

APPROVED  
AND  
FILED