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NAME: MARSHALL WILLIAMSON BUILDING
CONDOMINIUM OWNERS'
ASSOCIATION, INC.

EFFECTIVE DATE:

☒ ARTICLES OF INCORPORATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP
☐ ARTICLES OF ORGANIZATION

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ARTICLES OF INCORPORATION
OF
MARSHALL WILLIAMSON BUILDING
CONDOMINIUM OWNERS' ASSOCIATION, INC.

2016 DEC 16 PM 3: 25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber, 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

The name of the corporation shall be Marshall Williamson Building Condominium Owners' Association, Inc. and the principal place of business shall be 5825 S.W. 68 Street, South Miami, Florida 33143. For convenience, the corporation shall be referred to in this instrument as the "Association", these Articles of Incorporation as the "Articles", and the By-laws of the Association as the "By-laws". The mailing address will be the same as the principle place of business.

ARTICLE II
PURPOSE

The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act (the "Act") for the operation and management of that certain Condominium located in Miami-Dade County, Florida, known as Marshall Williamson Building, in addition to any and all other lawful business.

ARTICLE III
TERMS OF EXISTENCE

The Association shall have perpetual existence.

ARTICLE IV
DEFINITIONS

The terms used in these Articles shall have the same definitions and meaning as those set forth in the Declaration of the Condominium, unless herein provided to the contrary or unless the context otherwise requires.

ARTICLE V
MEMBERS

5.1 Membership. The Members of the Association shall consist of all of the record Owners of Units in the Condominium as provided in the Declaration.

5.2 Voting. Voting rights on all matters as to which the membership shall be entitled to vote are as provided in the Declaration and By-laws.

5.3 Meetings. The By-laws shall provide for an annual meeting of Members, and may make provision for regular and special meetings of Members.

ARTICLE VI
BOARD OF DIRECTORS

6.1 Number and Qualifications. The property, business and affairs of the Association shall be managed by a board consisting of the number of Directors determined by the By-laws, but which shall consist of not less than three (3) Directors or more than seven (7) Directors.

6.2 Duties and Powers. All of the duties and powers of the Association existing under the Act, the Declaration, these Articles and the By-laws shall be exercised exclusively by the Board of Directors, its Agents, contractors or Employees, subject only to approval by Unit Owners when that is specifically required.

6.3 Election/Removal. Directors of the Association shall be elected at the annual meeting of the Members in the manner determined by the By-laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-laws.

6.4 First Directors. The names and addresses of the Members of the first Board of Directors who shall hold office until their successors are elected and have qualified are as follows:

| <u>Name</u> | <u>Address</u> |
|--------------------|--------------------------------------------|
| Philip K. Stoddard | 6130 Sunset Drive South Miami, FL 33143 |
| Bob Welsh | 6130 Sunset Drive South Miami, FL 33143 |
| Walter Harris | 6130 Sunset Drive South Miami, FL 33143 |
| Josh Liebman | 6130 Sunset Drive South Miami, FL 33143 |
| Gabriel Edmond | 6130 Sunset Drive South Miami, FL 33143 |
| Levy Kelly | 6130 Sunset Drive South Miami, FL 33143 |
| Donald Jackson | 6130 Sunset Drive South Miami, FL 33143 |

ARTICLE VII
OFFICERS

The affairs of the Association shall be administered by the Officers designated in the By-laws. The Officers shall be elected by the Board of Directors of the Association at its first meeting following the annual meeting of the Members of the Association and shall serve at the pleasure of the Board of Directors. The By-laws may provide for the removal from office of Officers, for filling vacancies, and for the duties of the Officers. The names and addresses of the Officers who shall serve until their successors are designated by the Board of Directors are as follows:

President: Philip K. Stoddard
Treasurer: Donald Jackson
Secretary: Maria Menendez

ARTICLE VIII
INITIAL REGISTERED OFFICE & AGENT

The name and street address of the initial registered Agent and registered office of this Corporation is:

Thomas F. Pepe, General Counsel
South Miami Community Redevelopment Agency
1450 Madruga Avenue, Ste 202
Coral Gables, Florida 33146

ARTICLE IX
INCORPORATOR

The name and address of the person signing these Articles is Philip K. Stoddard, Chairman of the Board of the South Miami Community Redevelopment Agency, 5825 S.W. 68 Street, South Miami, Florida 33143.

ARTICLE X
POWERS

The powers of the Association shall include and be governed by the following:

10.1 General. The Association shall have all of the common law and statutory powers of a corporation not for profit under the laws of Florida that are not in conflict with the provision of these Articles or of the Act.

10.2 Enumeration. The Association shall have all the powers and duties set forth in the Act except as limited by these Articles and the Declaration, and all of the powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration, and as it may be amended from time to time, including but not limited to the following:

- (a) to make and collect assessments and either charges against Members as Unit Owners, and to use the proceeds thereof in the exercise of its powers and duties.
- (b) to buy, own, operate, lease, sell and trade both real and personal property as may be necessary or convenient in the administration of the Condominium.
- (c) To maintain, repair, replace, reconstruct, add to, and operate the Condominium Property and other property acquired or leased by the Association for use by Unit Owners.
- (d) To purchase insurance upon the condominium Property and insurance for the protection of the Association, its Officers, Directors, and Members as Unit Owners.
- (e) To make and amend reasonable rules and regulations for the maintenance, conservation and use of the Condominium Property and for the health, comfort, safety and welfare of the Unit Owners.
- (f) To approve or disapprove the leasing, transfer, mortgaging, ownership and possession of Units as may be provided by the Declaration.
- (g) To enforce by legal means the provisions of the Act, the Declaration, these Articles, the By-laws, and the rules and regulations for the use of the Condominium Property.
- (h) To contract for the management of the Condominium and any facilities used by the Unit Owners, and to delegate to the party with whom such contract has been entered into all of the powers and duties of the Association except those which require specific approval of Board of Directors or the membership of the Association.

10.3 Condominium Property. All funds and the titles of all properties acquired by the Association and their proceeds shall be held for the benefit and use of the Members in accordance with the provisions of the Declaration, these Articles and the By-laws.

10.4 Distribution of Income. The Association shall not make distribution of income to its Members, Directors or Officers.

10.5 Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration and the By-laws.

ARTICLE XI BYLAWS

The Board of Directors shall have the power to adopt, alter, amend or repeal By-laws, in the manner provided in the By-laws.

ARTICLE XII
INDEMNIFICATION

12.1 Indemnity. The Association shall indemnify any City Official, who is defined as a City Official in Section 2-4.6 of the City's Code of Ordinances and 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 (other than an action by or in the right of the Association) by reason of the fact that he is or was a Director, Employee, Officer or Agent of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding in the manner authorized by Section 2-4.6 of the City's Code of Ordinances.

12.2 Miscellaneous. The indemnification provided by this Article shall be deemed exclusive of any rights to which those seeking indemnification may be entitled under any By-law, agreement, vote of Members or otherwise, both as to action in his official capacity while holding such office, and shall continue as to a person who has ceased to be a Director, Officer, Employee, or Agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

12.3 Insurance. 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 servicing at the request of the Association as a Director, Officer, Employee or Agent of another corporation, partnership, joint venture, trust or other enterprises against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, but only if the Association would have the power to indemnify him against such liability under the provisions of this Article.

ARTICLE XIII
AMENDMENTS

Amendments to these Articles of Incorporation may be proposed by any Member or Director and shall be adopted in the same manner as is provided for the amendment of the By-laws.

ARTICLE XIV
SOVEREIGN RIGHTS

14.1 Sovereign Rights as Municipality. Notwithstanding anything to the contrary in these Articles of Incorporation, the City of South Miami and the Association (jointly referred to in this Paragraph 14 as "Declarant") shall retain all of its sovereign prerogatives and rights as a municipality under State law with respect to the Condominium Property. Nothing in these Articles of Incorporation shall be interpreted or construed to mean that the Declarant waives its common law sovereign immunity or the limits on liability set forth in Section 768.28, Florida Statutes. It is expressly understood that:

(a) Declarant retains all of its sovereign prerogatives and rights and regulatory authority (quasi-judicial or otherwise) as a municipal corporation under State law and shall in no way be estopped by virtue of its execution of these Articles of Incorporation from withholding or refusing to issue any approvals in its municipal regulatory capacity of applications for building, zoning, planning or development under present or future laws and regulations whatever nature applicable to the planning, design, construction and development of the Condominium Property, or the operation thereof, or be liable for the same; and


(b) Declarant shall not by virtue of these Articles of Incorporation or any other agreement entered into by Declarant relating to the Condominium Property, be obligated in its municipal regulatory capacity to grant any Unit Owner any approvals of applications for building, zoning, planning or development under present or future laws and ordinances of whatever nature applicable to the planning, design, construction, development and/or operation of the Condominium Property.

(c) Notwithstanding and prevailing over any contrary provision in these Articles of Incorporation, any covenant or obligation of Declarant in its municipal regulatory capacity that may be contained in these Articles of Incorporation shall not bind the Declarant to grant or leave in effect any zoning changes, variances, permits, waivers, or any other approvals that may be granted, withheld or revoked in the discretion of Declarant in its municipal regulatory capacity or other applicable governmental agencies in the exercise of its police power.

14.2 No Partnership or Joint Venture. Nothing contained in these Articles of Incorporation is intended or shall be construed in any manner or under any circumstances whatsoever as creating or establishing a partnership or a joint venture between or among any of the Unit Owners or as constituting any party as the agent or representative of the Declarant.

14.3 Public Disclosure Requirements. Throughout the term of these Articles of Incorporation, all documents, records and materials of any nature that are submitted to Declarant relating to construction, sale, lease, operation or any other activity occurring on the Condominium Property shall be public records and shall be provided as required by Chapter 119, Florida Statutes, and pursuant to the City's Citizens' Bill of Rights, Unit Owners shall be entitled to assert any lawful exemption or defense to disclosure.

IN WITNESS WHEREOF, the undersigned, as the Incorporator, has executed the foregoing Articles of Incorporation this 13th day of December, 2016.


PHILIP K. STODDARD,
Incorporator

STATE OF FLORIDA)
) SS
COUNTY OF DADE)

BEFORE ME, a Notary Public, personally appeared PHILIP K. STODDARD, to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal at Miami, Miami-Dade County, Florida, on this 13th day of December, 2016.



Notary Public, State of



OSCAR O FAMILIA
MY COMMISSION # GG002584
EXPIRES June 15, 2020
FloridaNotaryService.com

(Seal)

(Print, Type, or Stamp Commissioned

Name of Notary Public)

Personally Known ✓ OR Produced Identification _____
Type of Identification Produced _____

ACCEPTANCE BY REGISTERED AGENT

Having been appointed the registered Agent of Marshall Williamson Building Condominium Owners' Association, Inc., the undersigned accepts such appointment, agrees to act in such capacity and accepts the obligations imposed by Florida Statutes.

Dated this 13th day of December, 2016.

By: 

THOMAS F. PEPE
Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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