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Division of Corporations

Page 1 of 1

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FLORIDA PROFIT/NON PROFIT CORPORATION  
THE FORDHAM CONDOMINIUM ASSOCIATION, INC.

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**ARTICLES OF INCORPORATION  
OF  
THE FORDHAM CONDOMINIUM ASSOCIATION, INC.  
(A Florida Corporation Not for Profit)**

To form a corporation not for profit, under and in accordance with Chapter 617 of the Florida Statutes ("NFP Act"), the undersigned Incorporator hereby incorporates this corporation not for profit for the purposes and with the powers set forth in these Articles of Incorporation (as amended, modified, or restated from time to time, "Articles") and hereby adopts the Articles that follow. Capital terms used in these Articles that are not otherwise defined in these Articles shall have the meanings that are set forth in the Declaration of Condominium that is recorded or is to be recorded in the Public Records of Broward County, Florida.

**ARTICLE I.  
NAME AND ADDRESS**

The name of the corporation not for profit shall be THE FORDHAM CONDOMINIUM ASSOCIATION, INC., a Florida corporation not for profit ("Association" or "Corporation"). The initial principal office and mailing address of the Corporation shall be 17376 Visiancia Circle, Boca Raton, Florida 33496.

**ARTICLE II.  
TERM OF EXISTENCE**

The Association shall have perpetual existence.

**ARTICLE III.  
PURPOSE**

The purpose for which the Association is organized is to provide an entity pursuant to Section 718.111 of the Act for the operation of a residential condominium located in Broward County, Florida, known as THE FORDHAM, A CONDOMINIUM ("Condominium"). The Condominium is being created pursuant to the provisions of the Act and shall be the only one administered by the Association.

**ARTICLE IV.  
POWERS**

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

A. General. The Association shall have all of the common law and statutory powers of a corporation not for profit under the NFP Act that are not in conflict with the provisions of the Act, the Declaration, these Articles or the Bylaws.

B. Enumeration. The Association shall have all the powers and duties of an association under the Act and those granted to the Association under the Declaration, these Articles and the Bylaws that are necessary to operate the Condominium consistent with its purposes, including, but not limited to, those set forth below and pursuant to the Condominium Documents. The provisions of the Declaration and the Bylaws granting such powers and duties are incorporated in and made a part of these Articles.

1. To make and enforce reasonable Rules and Regulations governing the use of the Condominium Property (including the Units and Common Elements) consistent with the Declaration for the conservation, maintenance, management, operation and use of the Condominium Property and for the comfort, enjoyment, health, safety and welfare of the Unit Owners.

2. To make, levy, collect and enforce Assessments and any other charge, fee or fine, as provided in the Declaration, these Articles or the Bylaws against Unit

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Owners in order to provide funds to pay for the expenses of the Association and for the Common Expenses in the manner provided in the Condominium Documents and the Act; and to use and expend the proceeds of such sums in the exercise of the powers and duties of the Association.

3. In accordance with the Declaration and the Act, to lease, maintain, repair and replace the Common Elements and other property acquired or leased by the Association, and to construct or reconstruct improvements on the Condominium Property in the event of casualty or other loss

4. To enforce by legal means the provisions of the Act, the Condominium Documents, including the Rules and Regulations of the Association, subject, however, to the limitation regarding assessing Units owned by Developer for fees and expenses relating in any way to claims or potential claims against Developer as set forth in the Declaration, the Bylaws or both.

5. To employ personnel, to retain independent contractors and professional personnel, to enter into service contracts to provide for any type of service that is to be provided to the Condominium Property, and for the maintenance, operation and management of the Condominium Property, and to enter into any other agreements consistent with the purposes of the Association, including, but not limited to, agreements as to the management of the Condominium Property (who may be an affiliate of Developer) and agreements to acquire possessory or use interests in land or facilities for the enjoyment, recreation or other use or benefit of the Unit Owners and to provide therein that the expenses of such land and facilities and any other improvements thereon, including taxes, insurance, utility expenses, maintenance and repairs, are Common Expenses of the Condominium. The Association, through its Directors and Officers, however, shall retain at all times the powers and duties granted by the Act, including, but not limited to, the making of Assessments, promulgation of Rules and Regulations and execution of contracts on behalf of the Association.

6. To purchase: (i) Units and other real and/or personal property as determined by the Association and its Members; and (ii) insurance upon the Condominium Property and insurance for the protection of the Association, its Directors, Officers and Unit Owners.

C. Condominium Property. All funds and the titles to 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 Bylaws.

D. Distribution of Income; Dissolution. The Association shall not pay a dividend to its Members nor make any distribution of income to its Members, Directors or Officers. Upon dissolution, all assets of the Association shall be transferred only to another corporation not for profit or to a public agency or as otherwise authorized by the NFP Act.

E. Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the NFP Act, the Act, the Declaration, these Articles and the Bylaws.

#### ARTICLE V. MEMBERS

Until the Condominium regime is created by recordation of the Declaration, the initial Members of the Association shall be the three (3) initial members of the Board selected by the Incorporator of the Association and named below. After the Condominium regime is created, the Members of the Association shall consist of all record title owners of Units from time to time. Initially, the Developer, as owner of all the Units, will be the sole Member of the Association. Thereafter, membership shall be established by the acquisition of a Unit as evidenced by the recording of a Deed or other instrument of conveyance in accordance with the Bylaws, and after the termination of the Condominium, shall also consist of those who were Members at the time of the termination, and their successors and assigns. The qualification of Members of the Association, the manner of their admission to membership in the Association, the manner of their termination of membership, and the manner of their voting shall be as regulated by the Bylaws.

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ARTICLE VI  
BOARD OF DIRECTORS

A. Number and Qualifications. The Incorporator has selected three (3) initial members of the Board of Directors (each, a "Director") who shall hold office until their successors are elected, have qualified and taken office, or until they are removed or replaced in accordance with the Bylaws. The name and address of each Director are set forth below. Thereafter, the Directors shall be elected on an annual basis in the manner and for the terms provided in the Bylaws. The number of Directors may be increased or decreased from time to time as provided in the Bylaws, but the Corporation must never have fewer than three (3) Directors.

1. Ignacio Diaz 17376 Vistancia Circle, Boca Raton, FL 33496
2. Jose J. Padua 17376 Vistancia Circle, Boca Raton, FL 33496
3. Daniela Padua 17376 Vistancia Circle, Boca Raton, FL 33496

B. Duties and Powers. The Directors shall be vested with all the power and authority to supervise, control, direct and manage the property, affairs and activities of the Corporation, subject only to approval by Unit Owners when such approval is specifically required. Their duties, qualifications, rights, powers and privileges shall be fixed in the Bylaws as well as the manner in which they may be selected, removed and replaced.

ARTICLE VII  
OFFICERS

The affairs of the Corporation shall be managed by the President, any Vice President, Secretary, Treasurer (each, an "Officer") and such other officers as may be designated by the Board of Directors in compliance with the Bylaws. The Officers of the Corporation shall be appointed by the Board of Directors on an annual basis in the manner provided in the Bylaws. The duties, qualifications, rights, powers and privileges of the Officers shall also be fixed in the Bylaws as well as the manner in which they may be selected, removed and replaced.

ARTICLE VIII  
INDEMNITY

To the fullest extent permitted by the provisions of the NFP Act, or by other applicable law, including, without limitation, the Act, the Association shall indemnify, defend, and hold harmless each member of the Board of Directors and each Officer or former Director or Officer of the Association (and the Directors and/or Officers, both current and former, as a group) (each, an "Indemnified Person") for expenses and liabilities, including counsel fees and disbursements (at all trial and appellate levels) incurred by or imposed upon the Indemnified Person in connection with any action, suit or proceeding whether civil, criminal, administrative or investigative asserted in court or otherwise asserted in any proceeding, litigation or settlement in which he or she may become involved by reason of his or her being or having been a Director, Officer, or both of the Association (or by being or having been an agent, employee or other official of the Corporation as to whom the Corporation, by written agreement, has agreed to indemnify). The foregoing provisions for indemnification shall apply whether he or she is a Director or Officer at the time such expenses and/or liabilities are incurred. Notwithstanding the above, in the event of a settlement, the indemnification provisions in these Articles shall not be automatic and shall apply only when the Board approves such settlement and authorizes reimbursement for the costs and expenses of the settlement as in the best interest of the Association. In instances where a Director or Officer admits or is adjudged guilty of willful misfeasance or malfeasance in the performance of his or her duties, the indemnification provisions of these Articles shall not apply. Otherwise, the foregoing rights to indemnification shall be in addition to and not exclusive of any and all rights of indemnification to which a Director or Officer may be entitled, whether by statute or common law. The indemnification hereby afforded to Directors and Officers shall also extend to any entity other than the Association found responsible or liable for the actions of such individuals in their capacity as Directors or Officers, including, but not limited to Developer. By written agreement, the Board of Directors may indemnify other agents, employees or other officials of the Corporation under comparable terms and limitations with respect to activities within the scope of their services on behalf of the Corporation.

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**ARTICLE IX.  
BYLAWS**

The Bylaws shall be adopted by the initial Board of Directors. Thereafter, the Bylaws may be altered, amended or repealed by an affirmative vote of the majority of Directors and seventy-five percent (75%) of the Voting Interests of the Members at an Annual Meeting or a Special Meeting called for that purpose in the manner provided in the Bylaws and the Declaration.

**ARTICLE X.  
AMENDMENT**

A. Before Recordation of Declaration. Before the Declaration of Condominium is recorded in the Public Records of Broward County, these Articles may be amended by an instrument in writing signed by the President (or a Vice President) and the Secretary (or an Assistant Secretary) and filed in the Office of the Secretary of State of the State of Florida. The instrument amending these Articles shall identify the particular Article or Articles being amended, give the exact language of such amendment and give the date of adoption of the amendment by the Board. A certified copy of each such amendment shall always be attached to any certified copy of these Articles or a certified copy of the Articles as restated to include such amendment and shall be an exhibit to the Declaration upon the recording of the Declaration. This Article X is intended to comply with the NFP Act.

B. After Recordation of Declaration. After the Declaration is recorded, these Articles may be amended in the following manner:

1. The Board, as a whole, shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of Members, which may be either the Annual Meeting or a Special Meeting. Any number of amendments may be submitted to the Members and voted upon by them at one meeting;

2. 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 within the time and in the manner provided in the Bylaws for the giving of notice of meetings of Members;

3. At such meeting a vote of the Members shall be taken on the proposed amendments. The proposed amendments shall be effective upon the adoption by not less than a majority of the Directors and by not less than seventy-five percent (75%) of the Voting Interests of the Members; or

4. An amendment may be adopted by a written statement signed by all Directors and the written consent of Members representing Voting Interests sufficient to pass the amendment. Where an amendment is passed by written consent in lieu of a meeting, those Members not submitting a written consent shall be notified in writing of the passage of the amendment.

C. Declaration Limitations. No amendment may be made to these Articles that shall in any manner reduce, amend, affect or modify the terms, conditions, provisions, rights and obligations set forth in the Declaration.

D. Filing and Recording. A copy of each amendment shall be certified by the Secretary of State of the State of Florida and, after the recordation of the Declaration, recorded in the Public Records of Broward County, Florida, as an amendment to the Declaration.

E. Articles Limitations. Notwithstanding any contrary provision in these Articles, the provisions of Article VIII and Article IX may not be amended without the unanimous vote of the Board of Directors and the unanimous vote of the Voting Interests of the Members.

F. Other Limitations. Notwithstanding the foregoing provisions of this Article X, there shall be no amendment to these Articles that shall abridge, amend or alter the rights of Developer, including the right to designate and select the Directors as provided in Article VI above

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and in the Bylaws, without the prior written consent of Developer, nor shall there be any amendment to these Articles that shall abridge, alter or modify the rights of Developer, or of the holder, guarantor or insurer of a first mortgage lien on any Unit or of any "Institutional First Mortgage" (as defined in the Declaration) without such party's prior written consent to the degree this provision is permitted by the Act, nor shall there be any amendment to these Articles that shall make changes in the qualifications of Members or the voting rights or property rights of Members without the approval in writing of all Members and the joinder of all record holders, guarantors or insurers of first mortgage liens on Units or of any Institutional First Mortgage when such joinder is specifically required.

ARTICLE XI.  
INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Association is 17376 Vistancia Circle Boca Raton, Fl 33496, and the name of the initial Registered Agent of the Association at that address shall be Jose Padua.

ARTICLE XII.  
INCORPORATOR

The name and address of the person ("Incorporator") signing these Articles are:

Ignacio Diaz  
17376 Vistancia Circle  
Boca Raton, Fl 33496

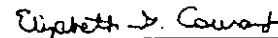
IN WITNESS WHEREOF, the Incorporator has signed his name this 3<sup>rd</sup> day of October, 2017.

  
Ignacio Diaz, incorporator

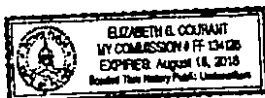
STATE OF FLORIDA )  
 ) ss.:  
COUNTY OF Palm Beach )

Before me, the undersigned authority, personally appeared Ignacio Diaz who is personally known to me or produced as identification and who was sworn and says that the foregoing is true.

Sworn to before me this 3<sup>rd</sup> day of October, 2017.

  
Notary Public, State of Florida  
ELIZABETH G. COURANT  
Typed, printed or stamped name of Notary  
My Commission Expires:

[NOTARY SEAL]




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ACCEPTANCE OF DESIGNATION AS INITIAL REGISTERED AGENT

The undersigned hereby accepts the designation of Registered Agent of THE FORDHAM CONDOMINIUM ASSOCIATION, INC., as set forth in Article XI of these Articles, and acknowledges that he is familiar with and accepts the obligations imposed upon Registered Agent under the NFP Act.

  
\_\_\_\_\_  
Jose Padua

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