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FLORIDA PROFIT/NON PROFIT CORPORATION

St. Gaudens East Owners Association, Inc.

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ARTICLES OF INCORPORATION
OF
ST. GAUDENS EAST OWNERS ASSOCIATION, INC.

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

ARTICLE 1.
NAME; PRINCIPAL OFFICE OF ASSOCIATION

The name of the corporation shall be ST. GAUDENS EAST OWNERS ASSOCIATION, INC., which is hereinafter referred to as the "Association". The principal office and mailing address of the Association shall be c/o Corpco, Inc., 2699 S. Bayshore Drive, 7th floor, Miami, FL 33133 or at such other place as may be subsequently designated by the Board of Directors (the "Board").

ARTICLE 2.
PURPOSES AND POWERS

The general nature and objective of the Association shall be for the promotion of the general social welfare of the Owners (as hereinafter defined) and for the enhancement of the Neighborhood (as hereinafter defined) for the benefit of the Owners.

The Association shall be operated entirely without profit or pecuniary gain for itself or its members, officers, or directors and shall be operated for the sole purposes, objectives and provisions as set forth in these Articles and the Association's by-laws (the "By-Laws"). The Association shall be authorized to exercise the powers permitted to a non-profit corporation under Chapter 617 of the Florida Statutes, provided, however, that this Association, in exercising any one or more such powers, shall do so in furtherance of the exempt purposes for which it has been organized as described in Section 501(c)(4) of the Internal Revenue Code.

ARTICLE 3.
AREA AND MEMBERS

Section 3.1. Neighborhood. The area in Miami-Dade County, Florida within which the Association shall function shall be described as all lands within Miami-Dade County, Florida which are lying in an area described as follows:

The geographic area consisting of the twenty seven (27) platted lots (each, a "Lot") and the public streets or roads and areas included within the boundaries outlined on Exhibit A attached hereto.

Every person or entity who is a record owner of a Lot (each, an "Owner") is eligible for membership in the Association and each Lot shall be entitled to one (1) vote. Inasmuch as the intent is for each Owner to have one (1) vote per Lot owned by such party, although the actual

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number of members may be less than the number of Lots, the membership vote shall be on a per Lot basis for all purposes. The conditions for a member's admission and revocation of membership shall be provided in the By-Laws.

Section 3.2. Voting Rights. The manner in which the members vote on matters pertinent to the Association shall be as provided in the By-Laws.

Section 3.3. Meetings of Members. The By-Laws shall provide for annual and special meetings of members.

ARTICLE 4. EXISTENCE

The Association shall have perpetual existence, unless earlier dissolved pursuant to the provisions of these Articles.

ARTICLE 5. BOARD OF DIRECTORS

Section 5.1. Election of Board of Directors. The manner in which the Board, other than the initial Board named in these Articles, is to be elected shall be as provided in the By-Laws.

Section 5.2. Initial Board of Directors. The name and address of the initial Board of Directors of the Corporation is:

Name:

Address:

Michael D. Katz

3584 St. Gaudens Rd.
Coconut Grove, Florida 33133

Isaac Perez

3488 St. Gaudens Rd.
Coconut Grove, Florida 33133

Felipe Medina

3501 St. Gaudens Rd.
Coconut Grove, Florida 33133

Daniel Holtz

3551 St. Gaudens Rd.
Coconut Grove, Florida 33133

Shareef Malnik

3635 St. Gaudens Rd.
Coconut Grove, Florida 33133

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ARTICLE 6.
DISSOLUTION

Section 6.1. Minimum Number of Directors. Provided and for so long as Chapter 617 of the Florida Statutes requires the Board to consist of not less than three (3) directors, if at any time there are less than three (3) duly qualified, elected and serving directors and the remaining directors fail to fill the required seats within thirty (30) days of the last vacancy to occur which caused the number of directors to fall below three (3), the remaining directors shall cause the Association to be dissolved and, in the interim, when there are less than three (3) serving directors, such directors shall not take any action on behalf of the Association, except as may be required or appropriate for the dissolution and winding up of the Association.

Section 6.2. Minimum Number of Members. From and after January 1, 2019, if at any time there are less than fourteen (14) Lots whose Owners are members of the Association, and such deficiency is not cured within ninety (90) days, the Board shall cause the Association to be dissolved and, in the interim, the Board shall not take any action on behalf of the Association, except as may be required or appropriate for the dissolution and winding up of the Association.

Section 6.3. Vote of the Members. The Association may be dissolved by the affirmative vote of not less than 66.67% of the entire voting membership at a regular or special meeting of the members called in accordance with the By-Laws.

ARTICLE 7.
BY-LAWS

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

ARTICLE 8.
AMENDMENT OF ARTICLES OF INCORPORATION

These Articles shall be subject to amendment as provided in the By-Laws.

ARTICLE 9.
RECORDS

All books and records of the Association shall be kept at its principal office or at such other place as may be permitted by Chapter 617 of the Florida statutes.

ARTICLE 10.
INCORPORATOR

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

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Name:

Michael D. Katz

Address:

3584 St. Gaudens Rd.
Coconut Grove, Florida 33133

ARTICLE 11.
REGISTERED AGENT

Until changed, Corpco, Inc., a Florida corporation, shall be the registered agent of the Association and the registered office shall be at 2699 South Bayshore Drive, Suite 700-A, Miami, Florida 33133.

IN WITNESS WHEREOF, the said Incorporator has hereunto set his hand this 7th day of December, 2017.



Michael D. Katz

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with the law of Florida, the following is submitted:

That desiring to organize under the laws of the State of Florida with its principal office, as indicated in the forgoing articles of incorporation, at City of Miami, County of Miami-Dade, State of Florida, the corporation named in said articles has named Corpco, Inc., a Florida corporation, located at 2699 South Bayshore Drive, Suite 700-A, Miami, Florida 33133, as its statutory registered agent.

Having been named the statutory agent of the above corporation at the place designated in this certificate, we hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

CORPCO, INC., a Florida corporation

By:



Name: Michael D. Katz

Title: President

Dated this 7th day of December, 2017

FILED IN 2017

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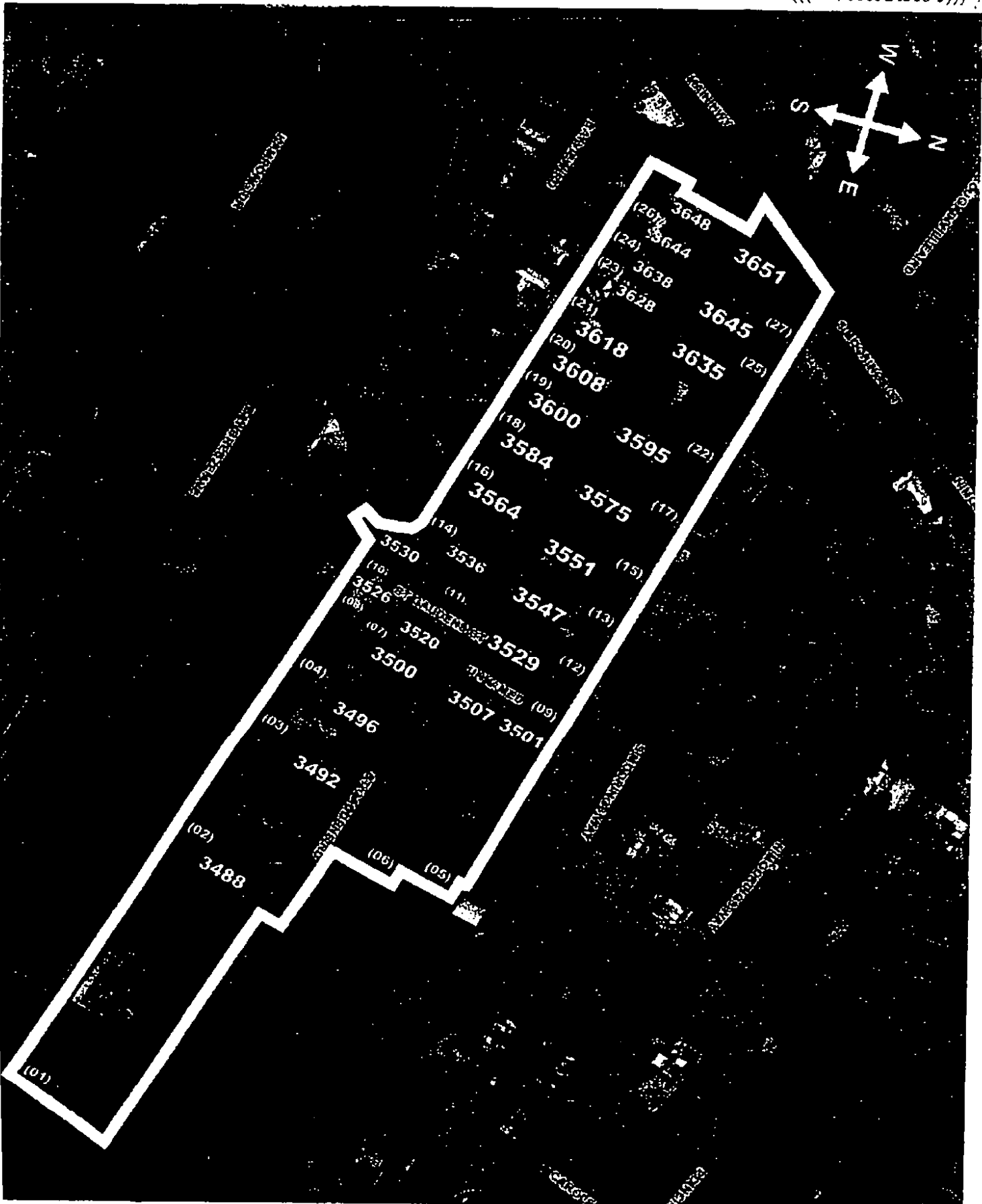
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EXHIBIT A
NEIGHBORHOOD

[See Attached]

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