

12/14/2017

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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**The Keystone Lagoon Property Owners Association, Inc**

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ARTICLES OF INCORPORATION  
OF  
THE KEYSTONE LAGOON PROPERTY  
OWNERS ASSOCIATION, INC. (A  
CORPORATION NOT FOR PROFIT)

In compliance with the requirements of the laws of the State of Florida the undersigned does hereby acknowledge:

1. Effective Date. These Articles of Incorporation shall be effective as of December 12, 2017.
2. Name of Corporation. The name of the corporation is THE KEYSTONE LAGOON PROPERTY OWNERS ASSOCIATION, INC. ("Association").
3. Principal Place of Business. The principal place of business of the Association is 10 N. W. 42<sup>nd</sup> Avenue, Suite 700, Miami, Florida 33126.
4. Mailing Address. The mailing address of the Association is 10 N. W. 42<sup>nd</sup> Avenue, Suite 700, Miami, Florida 33126.
5. Registered Agent. The name and Florida street address of the Registered Agent of the Association is LINDA ROTH, P.A., 2333 Brickell Avenue, Suite A-1, Miami, Florida 33129.
6. Duration. The Association shall have perpetual existence.
7. Definitions. A declaration entitled Amended and Restated Declaration for Keystone Lagoon (the "Declaration") will be recorded in the Public Records of Miami-Dade County, Florida, and shall govern all of the operations of the real estate development which is to be or may be created upon the lands to be known as Keystone Lagoon (the "Property"). All initially capitalized terms not defined herein shall have the meanings set forth in the Declaration.
8. Purpose of Association. The purpose for which the Association is organized is the operation and management of that certain real estate development which is to be or may be created upon the Property, as more particularly described, and subject to, the Declaration recorded or to be recorded in the Public Records of Miami-Dade County, Florida. All the terms set forth in these Articles and defined in the Declaration shall have such meanings as are therein set forth.
9. Not for Profit. Association is a not for profit Florida corporation and does not contemplate pecuniary gain to, or profit for, its members.
10. Membership. Each owner of a Parcel in the Property shall be a Member of the Association.

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## 11. Powers of Association.

11.1.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 provisions of these Articles, the Declaration, or the By-Laws. In addition, all powers of the Association conferred by the Declaration are incorporated into these Articles by reference.

11.2.Enumeration. The Association shall have all the powers reasonably necessary to implement the purposes of the Association, and all of the powers granted to it in the Declaration after the Declaration is recorded among the Public Records of Miami-Dade County, Florida and the By-Laws as they may hereafter be amended. Without limiting the generality of the foregoing, the Association shall have the following powers:

- (a) The irrevocable right to have access to each Parcel at any time, if necessary, for making emergency repairs therein necessary to prevent damage to the any other Parcel or Parcels.
- (b) To fix, levy, collect and enforce payment, by any lawful means, of all Assessments pursuant to the terms of the Declaration, these Articles and By-Laws.
- (c) To contract for services to be provided to, or for the benefit of, Association, Owners, and Keystone Lagoon as provided in the Declaration.
- (d) To adopt and amend reasonable rules and regulations covering the details of the operation and use of the Property and the power to enforce such rules and regulations on a non-discriminatory basis. The rules and regulations shall not unreasonably interfere with the general business activities of the Members.
- (e) To perform all the duties and obligations of Association set forth in the Declaration and By-Laws, as herein provided.
- (f) To enforce, by legal action or otherwise, the provisions of the Declaration and By-Laws and of all rules, regulations, covenants, restrictions and agreements governing or binding Association and Keystone Lagoon.
- (g) To pay all Association Expenses, including, but not limited to, all licenses, taxes or governmental charges levied or imposed against the property of Association.
- (h) To acquire.(by gift, purchase or otherwise), annex, own, hold, improve,

build upon, operate, maintain, convey, grant rights and easements, sell, dedicate, lease, transfer or otherwise dispose of real or personal property owned by the Association (if any) in connection with the functions of Association except as limited by the Declaration.

- (i) 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.
- (j) To dedicate, grant, license, lease, concession, create easements upon, sell or transfer all or any part of Keystone Lagoon to any public agency, entity, authority, utility or other person or entity for such purposes and subject to such conditions as it determines and as provided in the Declaration.
- (k) To adopt, publish, promulgate or enforce rules, regulations, covenants, restrictions or agreements governing Association, Keystone Lagoon, and Parcels as provided in the Declaration and to effectuate all of the purposes for which Association is organized.
- (l) To contract with the SFWMD for any legal purpose.
- (m) The obligation to operate and maintain the Surface Water Management System within Keystone Lagoon (including, without limitation, all lakes, 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 the Declaration which relate to the Surface Water Management System. The Association shall be responsible for assessing and collecting assessments for the operation, maintenance, and if necessary, repairs of the Surface Water Management System within Keystone Lagoon.

11.3. Emergency Action. Any emergency actions shall be noticed and ratified at the next regular meeting of the Board.

12. Voting Rights. Owners and Developer shall have the voting rights set forth in the Declaration and By-Laws.

13. Board of Directors. The affairs of Association shall be managed by a Board with not less than three (3) nor more than four (4) members. The initial number of directors shall be three (3), all of which shall be appointed by Developer, until such time as Developer no longer owns all the Parcels in Keystone Lagoon. Thereafter, Board members shall be appointed and/or elected as stated in the By-Laws. The election of Directors shall be held at the annual meeting. Directors shall be elected for a term expiring on the date of the next annual meeting. The names and addresses of the members of the first Board who shall hold office until their successors are appointed or elected, or until removed, are as follows:

NAME	ADDRESS
Miguel A. Mouriz	10 N. W. 42 Avenue, Suite 700 Miami, Florida 33126
Enrique R. Puig	10 N. W. 42 Avenue, Suite 700 Miami, Florida 33126
Reinaldo J. Mouriz	10 N. W. 42 Avenue, Suite 700 Miami, Florida 33126

14. Dissolution. 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, 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.

15. Amendments.

15.1. General Restrictions on Amendments. Notwithstanding any other provision herein to the contrary, no amendment to these Articles shall affect the rights of Developer unless such amendment receives the prior written consent of Developer, as applicable, which may be withheld for any reason whatsoever. If the prior written approval of any governmental entity or agency having jurisdiction is required by applicable law or governmental regulation for any amendment to these Articles, then the prior written consent of such entity or agency must also be obtained. No amendment shall be effective until it is recorded in the Public Records.

15.2. Amendments during Developer's ownership of any Parcel. So long as Developer owns any Parcel in Keystone Lagoon, Developer shall have the right to amend these Articles as it deems appropriate, without the joinder or consent of any person or entity whatsoever. Developer's right to amend under this Section is to be construed as broadly as possible. In the event that Association shall desire to amend these Articles while Developer still owns any Parcel, Association must first obtain Developer's prior written consent to any proposed amendment, which consent may be withheld by Developer in its sole discretion.

15.3. Amendments After Developer No Longer Owns Any Parcels. After the Developer no longer owns any Parcels, but subject to the general restrictions on amendments set forth above, these Articles may be amended with the approval of two thirds (66 2/3%) of the Owners entitled to vote at a duly called meeting of the Owners in which there is a quorum.

16. Limitations.

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

16.2. Rights of Developer. There shall be no amendment to these Articles which shall abridge, reduce, amend, effect or modify the rights of Developer.

16.3. By-Laws. These Articles shall not be amended in a manner that conflicts with the By-Laws.

17. Incorporator. The name and address of the Incorporator of this corporation is:

MIGUEL A. MOURIZ  
10 NW 42<sup>nd</sup> Avenue, Suite 700  
Miami, Fl 33129

18. First Board. The names and post office addresses of the First Board who, subject to the provisions of these Articles, the Bylaws and the laws of the State of Florida, shall hold office for the first year of the Association's existence, or until their successors are elected and have qualified are as follows:

- |                    |  |
|--------------------|--|
| Miguel A. Mouriz   | 10 N.W. 42 Avenue Suite 700<br>Miami, Florida 33126  |
| Enrique R. Puig    | 10 N. W. 42 Avenue Suite 700<br>Miami, Florida 33126 |
| Reinaldo J. Mouriz | 10 N. W. 42 Avenue Suite 700<br>Miami, Florida 33126 |

The undertakings and contracts authorized by the first Board shall be binding upon the Association in the same manner as though such undertakings and contracts had been authorized by the Board duly elected by the membership after the Declaration has been recorded, so long as such undertakings and contracts are within the scope of the powers and duties which may be exercised by the Board in accordance with all applicable Association documents.

18. Officers: The Board shall elect a President, Secretary, Treasurer, and as many Vice Presidents, as the Board shall from time to time determine. The names and addresses of the Officers who shall serve until their successors are elected by the Board are as follows:

President: Miguel A. Mouriz                    10 N.W. 42 Avenue  
Suite 700  
Miami, Florida 33126

Vice President: Enrique R. Puig                    10 N. W. 42 Avenue  
Suite 700  
Miami, Florida 33126

Secretary/Treasurer: Reinaldo J. Mouriz                    10 N. W. 42 Avenue  
Suite 700  
Miami, Florida 33126

19.

19.1 Indemnification of Officers and Directors. Association shall and does hereby indemnify and hold harmless every Director and every Officer, their heirs, executors and administrators, against all loss, cost and expenses reasonably incurred in connection with any action, suit or proceeding to which such Director or Officer may be made a party by reason of being or having been a Director or Officer of Association, including reasonable counsel fees and paraprofessional fees at all levels of proceeding. This indemnification shall not apply to matters wherein the Director or Officer shall be finally adjudged in such action, suit or proceeding to be liable for gross negligence or misfeasance or malfeasance in the performance of his or her duty to the Association unless and only to the extent that the court in which such action or suit was brought shall determine that despite the adjudication of liability, but in view of all of the circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such court shall deem proper. 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 and in a manner which he or she reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful. The foregoing rights shall be in addition to, and not exclusive of, all other rights to which such Director or Officers may be entitled. Expenses.

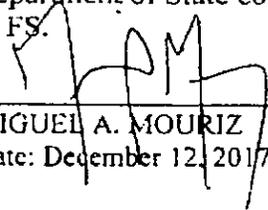
19.2 To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 19.1 above, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

20. Transactions in Which Directors or Officers are Interested. No contract or transaction between Association and one (1) or more of its Directors or Officers or Developer, or between Association and any other corporation, partnership, association, or other organization in which one (1) or more of its Officers or Directors are officers, directors or

employees or otherwise interested shall be invalid, void or voidable solely for this reason, or solely because the Officer or Director is present at, or participates in, meetings of the Board thereof which authorized the contract or transaction, or solely because said Officers' or Directors' votes are counted for such purpose. No Director or Officer of Association shall incur liability by reason of the fact that such Director or Officer may be interested in any such contract or transaction. Interested Directors shall disclose the general nature of their interest and may be counted in determining the presence of a quorum at a meeting of the Board which authorized the contract or transaction.

[ SEE ATTACHED PAGE FOR SIGNATORY ]

I submit this document and affirm the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in F.S. 817.155, FS.

  
MIGUEL A. MOURIZ  
Date: December 12, 2017

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

The foregoing instrument was acknowledged before me this 12<sup>th</sup> day of December, 2017 by MIGUEL A. MOURIZ, who is personally known to me or who has produced a driver's license as identification and who did not take an oath.



  
Print or Stamp Name: LINDA ROTH  
Notary Public, State of Florida at Large  
Commission No.: FF090303  
My Commission Expires: 3-11-18

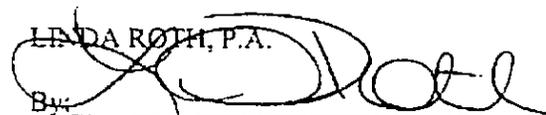
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

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

First -- That desiring to organize under the laws of the State of Florida with its principal office, as indicated in the foregoing articles of incorporation, at 10 NW 42<sup>nd</sup> Avenue Suite 700, Miami, FL 33125, County of Miami-Dade, State of Florida, the corporation named in the said articles has named LINDA ROTH, P.A., located at 2333 Brickell Avenue, Suite A-1, Miami, Florida, 33129, County of Miami-Dade, State of Florida, as its statutory registered agent.

The undersigned, having been named as registered agent to accept service of process for the above-stated corporation at the place designated in this certificate, I am familiar with, and accept the appointment as registered agent and hereby agree to act in this capacity.

Dated this 15<sup>th</sup> day of December, 2017.

LINDA ROTH, P.A.  
By:   
LINDA ROTH, ESQ., President