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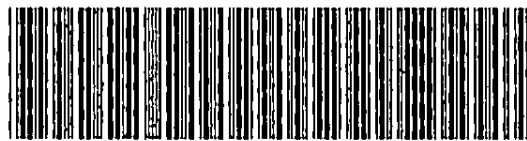
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TALLAHASSEE, FLORIDA

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W18-18613



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 26, 2018

MARY ANN YOUNG
M.A. HUEY YOUNG, P.A.
3070 ALLAMANDA STREET, UNIT 1
MIAMI, FL 33133

SUBJECT: CWCA CONDOMINIUM ASSOCIATION, INC.
Ref. Number: W18000018613

We have received your document for CWCA CONDOMINIUM ASSOCIATION, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation/limited liability company"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

DANIEL L O'KEEFE
Regulatory Specialist II

Letter Number: 918A00003841

MARY ANN YOUNG
Mediator and Collaborative Lawyer

Mailing Address:

M.A. HUEY YOUNG, P.A.
3070 ALLAMANDA ST.
UNIT I
MIAMI, FL 33133-4571
ma-huey.young@att.net
www.maryannyoung.yweb.com

Office:

3390 MARY STREET
SUITE 116
COCONUT GROVE, FL 33133
(305) 648-0516 PHONE
(786) 536-7656 FACSIMILE

February 19, 2018

Via Federal Express

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

**RE: FORMATION OF NEW NON-PROFIT CORPORATION – CWCA
CONDOMINIUM ASSOCIATION, INC.**

Dear Division of Corporations:

I am enclosing the following for the purposes indicated:

- 1) The original and one copy of the Articles of Incorporation of CWCA Condominium Association, Inc. to be filed by you. Please note that the Registered Agent is designated in Article XIV, which specifically states: "By signing these Articles, Todd W. Wilke agrees to act as the initial registered agent."
- 2) Check no. 1021 in the amount of \$87.50 for the filing fee (\$35.00), registered agent designation (\$35.00), a certified copy of the Articles (\$8.75), and a Certificate of Status (\$8.75).
- 3) A pre-addressed Federal Express envelope for the return of the certified copy and the Certificate of Status to me.

Should you have any questions or require any corrections, you may call me at: (305) 648-0516 or if, in writing, you may use the pre-addressed Federal Express envelope.

Respectfully,



Mary Ann Young, Esq.
e-mail: ma-huey.young@att.net

MAY

cc: Todd W. Wilke
Juan Pablo Lemaitre

ARTICLES OF INCORPORATION OF CWCA CONDOMINIUM ASSOCIATION, INC.
(A Corporation Not For Profit)

In order to form a corporation under the provisions of Chapter 617 of the laws of the State of Florida for the Formation of Corporations Not For Profit, we, the undersigned, hereby create a corporation for the purpose and with the powers hereinafter mentioned.

ARTICLE I

The name of the corporation shall be CWCA CONDOMINIUM ASSOCIATION, INC. (hereinafter referred to as the "Association").

ARTICLE II

The purposes and objects of the Association shall be to serve as a condominium association pursuant to Chapter 718, Florida Statutes, hereinafter called the "Condominium Act," and to administer the operation and management of CWCA, referred to in these Articles as "the Condominium," to be established in accordance with the Condominium Act by the recording of a Declaration of Condominium with respect to the following described property, situate, lying and being in Miami-Dade County, Florida, to-wit:

Lot 33 of CHARLES M. MUNDY'S SUBDIVISION of Lot "A", according to the Plat thereof, as recorded in Plat Book 3, at Page 120, of the Public Records of Miami-Dade County, Florida;

and to undertake the performance of the acts and duties incident to and administration of the operation and management of the Condominium in accordance with the terms, provisions, conditions and authorizations contained in these Articles of Incorporation, and which may be contained in the formal Declaration of Condominium which will be recorded in the Public Records of Miami-Dade County, Florida; and to own, operate, lease, sell, trade and otherwise deal with such property, whether real or personal, as may be necessary or convenient in the administration of the Condominium. The Association shall be conducted as a non-profit organization for the benefit of its members, and the Association shall make no distributions of income to its members, directors or officers.

ARTICLE III

The Association shall have the following powers:

1. The Association shall have all of the powers and privileges granted to Corporations Not For Profit under the law pursuant to which this Association is chartered and not in conflict with the Condominium Act of the State of Florida or these Articles of Incorporation.

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2. The Association shall have all of the powers and duties set forth in the Condominium Act except as limited by these Articles of Incorporation and the Declaration of Condominium.

3. The Association shall have all of the powers reasonably necessary to implement and effectuate the purposes of the Association, including but not limited to, the following:

a) To make and establish reasonable rules and regulations governing the use of units and common elements in the Condominium as the terms may be defined in the Declaration of Condominium to be recorded.

b) To buy, sell, lease, mortgage or otherwise deal with any and all property, whether real or personal.

c) To levy and collect assessments against members of the Association to defray the common expenses of the Condominium as may be provided in the Declaration of Condominium and in the Bylaws of this Association which may be hereafter adopted, including the right to levy and collect assessments for the purposes of acquiring, operating, leasing, managing and otherwise trading and dealing with such property, whether real or personal, including units in the Condominium.

d) To maintain, repair, replace, operate and manage the Condominium and the property comprising same, including the right to reconstruct improvements after casualty and to make further improvements to the Condominium property.

e) To contract for the management of the Condominium and to delegate to such contractor all of the powers and duties of the Association except those which may be required by the Declaration of Condominium to have approval of the Board of Directors or membership of the Association.

f) To enforce the provisions of the Declaration of Condominium, these Articles of Incorporation, the Bylaws of the Association that may be hereafter adopted, and the Rules and Regulations governing the use of the Condominium as may be hereafter established.

g) To approve or disapprove the transfer, lease, mortgage and ownership of units as may be provided by the Declaration of Condominium and by the Bylaws.

h) To execute, undertake and accomplish all of the rights, duties, and obligations that may be granted to or imposed upon the Association pursuant to the Declaration of Condominium.

i) All funds and the titles to all property acquired by the Association and their proceeds shall be held in trust for the members in accordance with the provisions of the Declaration of Condominium, these Articles of Incorporation and the Bylaws of the Association.

ARTICLE IV

The qualification of the members, the manner of their admission to membership and termination of such membership and voting by members shall be as follows:

1. The record owners of all units in the Condominium shall be members of the Association, and no other persons or entities shall be entitled to membership except as provided in item 5 of this Article IV.

2. Membership shall be acquired by recording in the Public Records of Miami-Dade County, Florida, a deed or other instrument establishing record title to a unit in CWCA, the owner designated by such instrument thus becoming a member of the Association, and the membership of the prior owner being thereby terminated, provided, however, that any party who owns more than one unit shall remain a member of the Association so long as he shall retain title to or a fee ownership interest in any unit.

3. The interest of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to the member's unit. The funds and assets of the Association shall belong solely to the Association subject to the limitation that the same be expended, held or used for the benefit of the membership and for the purpose authorized herein, in the Declaration of Condominium, and in the Bylaws which may be hereafter adopted.

4. On all matters on which the members shall be entitled to vote, there shall be only one vote for each unit as set forth in the Declaration of Condominium, notwithstanding the fact that the unit is owned by more than one person, and such vote or votes may be exercised by the owner or owners of each unit in such manner as may be provided in the Bylaws hereafter adopted by the Association. Should any owner or owners own more than one unit, such owner or owners shall be entitled to exercise or cast as many votes as are allocated to the particular units owned, in the manner provided by the Bylaws.

5. Until such time as the land described in Article II shall be submitted to Condominium ownership by the recordation of a Declaration of Condominium, the membership of the Association shall be comprised of the subscribers to these Articles.

ARTICLE V

The Association shall have perpetual existence.

ARTICLE VI

The principal office of the Association shall be located at 2965 West Trade Avenue, Miami, Miami-Dade County, Florida 33133-3755, but the Association may maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the Board of Directors; furthermore, the Board of Directors may from time to time relocate the aforesaid principal office.

ARTICLE VII

1. The Affairs of the Association shall be managed by a Board of Directors. The number of persons which will constitute the entire Board of Directors shall not be less than one (1) nor more than two (2). Upon the sale or conveyance of the first unit by the Developer to a unit owner, the unit owner shall be entitled to elect one (1) director. Unit owners other than the Developer shall be entitled to elect additional directors pursuant to Section 718.301(1) of the Florida Statutes. After the Developer ceases to own any Units, all directors shall be elected by unit owners.

2. The number of directors constituting the initial Board of Directors of the corporation is one. The name and address of the person who shall serve on the initial Board of Directors are: Todd W. Wilke, 2965 West Trade Avenue, Miami, Florida 33133-3755.

ARTICLE VIII

The affairs of the Association shall be administered by the officers in accordance with the Bylaws. The president and such other officers and assistant officers as the Board of Directors may from time to time designate, shall constitute the officers of the Association. The officers of the Association shall be elected by the Board of Directors 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 names and addresses of the officers who shall serve until their successors are designated by the Board of Directors are as follows:

Name	Office	Address
Todd W. Wilke	President/Treasurer	2965 West Trade Avenue Miami, Florida 33133-3755
Juan Pablo	Vice-President/Secretary	2954 Whitehead Street Miami, Florida 33133-3178
Mary Ann Young, Esq.	Assistant Secretary	3070 Allamanda Street Unit I Miami, Florida 33133-4571

ARTICLE IX

The first Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded by the Board of Directors and the members of this Association.

ARTICLE X

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities including counsel fees, reasonably incurred by or imposed upon the director and officer in connection with any proceeding to which they may be a party, or in which they may become involved, by reason of their being or having been a director or officer at the time such expenses are incurred except

in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of duties; provided that in the event of any claim for reimbursement or indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such directors or officers may be entitled.

The Board of Directors may, and shall if the same is reasonably available, purchase liability insurance to ensure all directors, officers or agents, past and present, against all expenses and liabilities as set forth above. The premiums for such insurance should be paid by the unit owners as part of the common expense.

ARTICLE XI

An amendment or amendments to these Articles of Incorporation may be proposed by the Board of Directors of the Association acting upon a vote of the majority of the directors, or by the members of the Association owning all of the units whether meeting as members or by instrument in writing signed by them. Upon any amendment or amendments to these Articles of Incorporation being proposed by the Board of Directors or members, such proposed amendment or amendments shall be transmitted to the president of the Association, or other officer of the Association in the absence of the president, who shall thereupon call a special meeting of the members of the Association for a date not sooner than fifteen (15) days nor later than thirty (30) days from the receipt of the proposed amendment or amendments, and it shall be the duty of the secretary to give to each member written or printed notice of such meeting stating the time and place of the meeting and reciting the proposed amendment or amendments in reasonably detailed form, which notice shall be mailed or presented personally to each member not less than seven (7) days nor more than fifteen (15) days before the date set for such meeting. If mailed, such notice shall be deemed to be properly given when deposited in the United States mail, addressed to the member at his post office address as it appears in the records of the Association and the postage thereon prepaid. Any member, may by written waiver of notice signed by such member, waive such notice, and such waiver when filed in the records of the Association whether before or after the holding of the meeting shall be deemed equivalent to the giving of such notice to such member. At such meeting, the amendment or amendments proposed must be approved by an affirmative vote of a majority of the Board of Directors and an affirmative vote of the members owning all of the units in order for such amendment or amendments to be effective. Thereupon, such amendment or amendments of these Articles of Incorporation shall be transcribed and certified in such form as may be necessary to register the same in the office of the Secretary of the State of Florida and upon the registration of such amendment or amendments with the Secretary of State, a certified copy thereof shall be recorded in the Public Records of Miami-Dade County, Florida, within thirty (30) days from the date on which the same are so registered. At any meeting held to consider such amendment or amendments of these Articles of Incorporation, the written vote of any member of the Association shall be recognized, if such member is not in attendance at such meeting or represented

there by proxy, provided such written vote is delivered to the secretary of the Association at or prior to such meeting.

No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium. Subject to the foregoing, any amendment signed by the owners of all the units shall become immediately effective.

ARTICLE XII

In the absence of fraud, no contract or other transaction between the Association and any other person, firm, corporation or partnership shall be affected or invalidated by reason of the fact that any director or officer of the Association has a financial interest in the contract or transaction.

ARTICLE XIII

The name and address of the subscribers to these Articles of Incorporation are as follows:

Subscriber	Address
Juan Pablo Lemaitre	2954 Whitehead Street Miami, Florida 33133-3178
Todd W. Wilke	2965 West Trade Avenue Miami, Florida 33133-3755


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ARTICLE XIV


The initial registered agent of the Association is Todd W. Wilke, and the street address of the initial registered office of the Association is 2965 West Trade Avenue, Miami, Florida 33133-3755. By signing these Articles, Todd W. Wilke agrees to act as the initial registered agent. This corporation shall have the right to change such registered agent and office from time to time as provided by law.

IN WITNESS WHEREOF, the subscribers have hereunto set their hands and seals on the date set forth below.

Dated 02/19/18


Todd W. Wilke

Dated 02/19/18


Raimundo Lemaitre, as Attorney in Fact
for Juan Pablo Lemaitre, pursuant to that
certain Durable Limited Power of Attorney for
Conversion of Real Property to Condominium
Form of Ownership signed by Juan Pablo
Lemaitre on December 17, 2017 before
Stephen Manning, Vice Counsel at the U.S.
Consulate General Munich Germany

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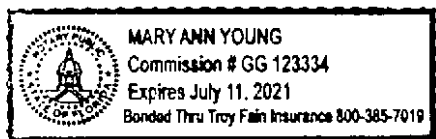
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

I HEREBY CERTIFY that, on this day, before me, an officer duly authorized in the State and County aforesaid to administer oaths and take acknowledgements, personally appeared TODD W. WILKE, who is X personally known by me or who produced _____ as identification, and who, after being duly sworn, acknowledged before me, the execution of the foregoing instrument for the purposes therein expressed.

WITNESS my hand and official seal in the Miami, Miami-Dade County, Florida on this 19th day of February, 2018.



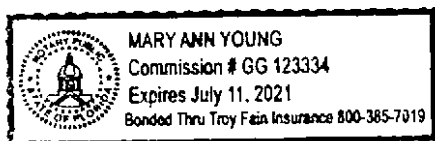
Mary Ann Young
Notary Public in and for the State of Florida

My commission expires:

STATE OF FLORIDA
COUNTY OF MIAMI-DADE

I HEREBY CERTIFY that, on this day, before me, an officer duly authorized in the State and County aforesaid to administer oaths and take acknowledgements, personally appeared RAIMUNDO LEMAITRE as Attorney in Fact for Juan Pablo Lemaitre, who is X personally known by me or who produced _____ as identification, and who, after being duly sworn, acknowledged before me, the execution of the foregoing instrument for the purposes therein expressed.

WITNESS my hand and official seal in the Miami, Miami-Dade County, Florida on this 19th day of February, 2018.



Mary Ann Young
Notary Public in and for the State of Florida

My commission expires:

**REGISTERED AGENT'S ACCEPTANCE
CWCA CONDOMINIUM ASSOCIATION, INC.**

Having been named as registered agent to accept service of process for CWCA CONDOMINIUM ASSOCIATION, INC. at the initial registered office set forth in Article XIV of the Articles of Incorporation, 2965 West Trade Avenue, Miami, Florida 33133-3755, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Todd Wilke
TODD W. WILKE
2965 West Trade Avenue
Miami, Florida 33133-3755

February 27, 2018
Date

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

