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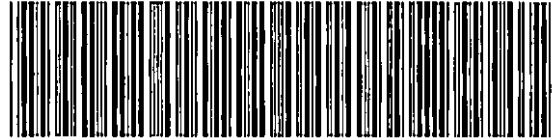
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COVER LETTER

Department of State
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SUBJECT: Andipen Villas Co-op Apts Waterfront Management Corporation
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☒ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Carlos F Martin
Name (Printed or typed)

2525 Ponce de Leon Blvd., Suite 300
Address

Coral Gables, FL 33134
City, State & Zip

305.989.3670
Daytime Telephone number

carlos@cmartinlegal.com
E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF
SANDPIPER VILLAS CO-OP APTS
WATERFRONT MANAGEMENT CORPORATION**

Pursuant to Section 617.02011, Florida Statutes, these articles of incorporation are created by Carlos F. Martin, as sole incorporator, for the purposes set below. The street address of the incorporator to these articles of incorporation is: Carlos F. Martin, Esq, Carlos F. Martin , PA, 2525 Ponce de Leon Boulevard, Suite 300, Coral Gables, Florida 33134.

ARTICLE I

NAME AND ADDRESS: The name of the Corporation is the "Sandpiper Villas Co-op Apts. Waterfront Management Corporation" (the "Corporation"). The address of the Corporation shall be c/o Sandpiper Villas Co-op Apts., Inc. 1130 Venetian Way, Management Office, Miami, Florida, 33139.

ARTICLE II

DEFINITIONS: The definitions set forth in these bylaws, articles of incorporation, proprietary lease, and stock certificate of ownership of the Sandpiper Villas Co-op Apts, Inc. shall apply the same to these Articles.

ARTICLE III

PURPOSE AND POWER: The purpose for which the Corporation is organized is to provide an entity for the operation of the waterfront of the Sandpiper Villas Co-op Apts., Inc. (the "Association") as described in the bylaws of the Association and the plat recorded in the public records of Miami-Dade County Florida Book 22684 Page 1843, in addition to all submerged land leases, installations, and uses thereof. The Corporation is organized and shall exist upon a nonstock basis as a Florida Corporation not-for-profit. No portion of any earnings of the Corporation shall be distributed or inure to the private benefit of any director or officer. For the accomplishment of its purposes, the Corporation shall have all of the common law and statutory powers and duties of a Corporation not-for-profit, except as limited or modified by these articles, or the "governing documents" of the Association (Amended and Restated By-Laws, Articles of Incorporation, Proprietary Lease), as they may hereafter be amended, including but not limited to, the following:

- A. To protect, maintain, repair, replace and operate the property for which it is responsible pursuant to the governing documents of the Association, the Corporation and all other instruments granting it authority.
- B. To purchase insurance upon the waterfront property and Association property for the protection of the Corporation, the Association and its members.

- C. To reconstruct improvements after casualty and to make further improvements of the waterfront property.
- D. To make, amend and enforce reasonable rules and regulations governing the use of the waterfront property and the operation of the Corporation.
- E. To approve or disapprove the transfer or leasing of any portion of the waterfront property.
- F. To enforce the provisions of these articles of incorporation, the Corporation's bylaws, the Association's governing documents, and all other instruments granting the Corporation authority to do so.
- G. To contract for the management and maintenance of the waterfront property, to delegate to management any powers and duties of the Corporation in connection therewith, except those which are specifically required by law to be exercised by the Association and its members.
- H. To employ accountants, architects, attorneys, and other professional personnel to perform the services required for the proper operation of the waterfront and the Corporation.
- I. To enter into agreements, or to acquire leaseholds, memberships, and other possessory, ownership or use interests in lands or facilities contiguous to the waterfront property if they are intended to maintain the waterfront property, or provide enjoyment, recreation, or other use for benefit to the Association and its members.

All funds and the title to all property acquired by the Corporation shall be held for the benefit of the members of the Association in accordance with the provisions of the Associations governing documents, these articles of incorporation, and the bylaws of the Corporation.

ARTICLE IV

TERM: The term of the Corporation shall be perpetual.

ARTICLE V

BY-LAWS: The bylaws of the Corporation may be amended, altered, or rescinded in the manner provided therein.

ARTICLE VI

DIRECTORS AND OFFICERS: The affairs of the Corporation will be administered by a Board of Directors consisting those directors elected to the Association Board of Directors. The removal or resignation of any director from the Association Board of Directors simultaneously causes the removal and resignation of the same Director from the Corporation Board of Directors. Any vacancies shall be filled by the remaining board members at a duly called

meeting. The business of the Corporation shall be conducted by the officers designated in bylaws.

ARTICLE VII

AMENDMENTS: Amendments to these articles must be proposed and adopted by a two-thirds (2/3) vote of all the directors of the Corporation.

ARTICLE VIII

INITIAL DIRECTORS:

Sharon Denaro
1110 Venetian Way 2F
Miami, Florida 33139

Marcos Macias
1110 Venetian Way 2E
Miami, Florida 33139

Ricardo Sidor
1110 Venetian Way 2E
Miami, Florida 33139

Roni Glaser
15 Secor Drive
PT Washington, New York 11050-3417

Lloyd Van Bylevelt
1110 Venetian Way 1F
Miami, Florida 33139

Christopher Ruggeri
1110 Venetian Way 2A
Miami, Florida 33139

Kathleen Phillips
1110 Venetian Way 21C
Miami, Florida 33139

ARTICLE IX

INITIAL REGISTERED AGENT

The Initial Registered Agent of the Corporation shall be:

Carlos F Martin, PA
2525 Ponce de Leon Boulevard
Suite 300
Coral Gables, Florida 33134

ARTICLE X

INDEMNIFICATION

- A. Indemnitees. The Corporation shall indemnify any person who was or is a party to any proceeding (other than an action by, or in the right of, the Corporation by reason of the fact that he is or was a director, officer, employee or agent of the Corporation, against liability incurred in connection with such proceeding, including any appeal thereof, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any proceeding by judgment, order, settlement, or 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 reasonably believed to be in, or not opposed to, the best interests of the Corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.
- B. Indemnification. The Corporation shall indemnify any person, who was or is a party to any proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee, or agent of the Corporation against expenses and amounts paid in settlement not exceeding, in the judgment of the board of directors, the estimated expense of litigating the proceeding to conclusion, actually and reasonably incurred in connection with the defense or settlement of such proceeding, including any appeal thereof. Such indemnification shall be authorized if such person acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the
- C. Corporation, except that no indemnification shall be made under in respect of any claim, issue, or matter as to which such person shall have been adjudged to be liable unless, and only to the extent that, the court in which such proceeding was brought, or any other court of competent jurisdiction, shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.
- D. Exclusions. The indemnification provided pursuant to this section are not exclusive, and the Corporation may make any other or further indemnification or advancement of expenses of any of its directors, officers, employees, or agents, under any bylaw, agreement, vote of the disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office. However,

indemnification or advancement of expenses shall not be made to or on behalf of any director, officer, employee, or agent if a judgment or other final adjudication establishes that his actions, or omissions to act, were material to the cause of action so adjudicated and constitute:

- 1) A violation of the criminal law, unless the director, officer, employee, or agent had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful;
- 2) A transaction from which the director, officer, employee, or agent derived an improper personal benefit; or
- 3) Willful misconduct or a conscious disregard for the best interests of the Corporation in a proceeding by or in the right of the Corporation to procure a judgment in its favor.

E. Continuing Effect. Indemnification and advancement of expenses as provided in this section shall continue, as, unless otherwise provided when authorized or ratified, 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, unless otherwise provided when authorized or ratified.

WHEREFORE, the incorporator has caused that these presents be executed this 8th day of February 2018/19



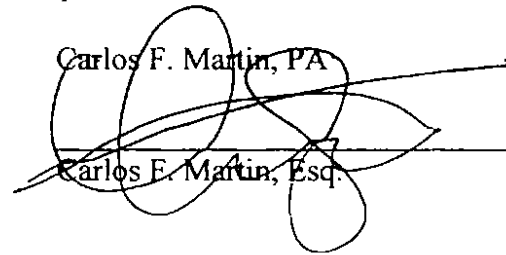
Carlos F. Martin, Incorporator

ACCEPTANCE BY REGISTERED AGENT

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, in the County of Miami-Dade, State of Florida, the Corporation named in the said articles has named Carlos F. Martin, PA, 2525 Ponce de Leon Boulevard, Suite 300, Coral Gables, Florida, 33134 as its statutory registered agent.

Having been named the statutory agent of said Corporation at the place designated in this certificate, I am familiar with the obligations of that position, and 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.



Carlos F. Martin, Esq.

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