

4/8/2020

N 20000003984

Florida Department of State  
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From: Account Name : CAPITOL SERVICES, INC.  
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**FLORIDA PROFIT/NON PROFIT CORPORATION  
ISLAND GARDENS MASTER ASSOCIATION, INC.**

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April 9, 2020

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

CAPITOL SERVICES

SUBJECT: ISLAND GARDENS MASTER ASSOCIATION, INC.  
REF: W20000036232

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

PLEASE REMOVE ANY REFERENCE TO F.S. 607 SINCE THAT IS A FOR PROFIT STATUTE.

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.

Keyna E Page  
Regulatory Specialist II

FAX Aud. #: H20000104732  
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**ARTICLES OF INCORPORATION  
FOR  
ISLAND GARDENS MASTER ASSOCIATION, INC.,  
a Florida not for profit corporation**

The undersigned incorporator by these Articles of Incorporation associates itself for the purpose of forming a not for profit corporation pursuant to the laws of the State of Florida, and hereby adopts the following Articles of Incorporation:

**ARTICLE I  
NAME**

The name of the corporation shall be ISLAND GARDENS MASTER ASSOCIATION, INC.. For convenience, ISLAND GARDENS MASTER ASSOCIATION, INC., a Florida not for profit corporation shall be referred to in this instrument as the "Master Association", these Articles of Incorporation as the "Articles of Incorporation," and the By-laws of the Master Association as the "By-laws."

**ARTICLE II  
PURPOSE**

The purpose for which the Master Association is organized is to provide an entity for the purpose of administering the Project located in Miami-Dade County, Florida.

**ARTICLE III  
DEFINITIONS**

All capitalized but undefined terms used in these Articles of Incorporation shall have the same definitions and meanings as those set forth in the Mixed Use Project Declaration for Island Gardens (the "Project Declaration") to be recorded in the Public Records of Miami-Dade County, Florida, and/or the By-laws, unless herein provided to the contrary, or unless the context otherwise requires.

**ARTICLE IV  
POWERS**

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

4.1 General. The Master Association shall have all of the common-law and statutory powers of a not for profit corporation under the laws of Florida that are not in conflict with the provisions of these Articles of Incorporation, the Project Declaration, or the By-laws.

4.2 Enumeration. The Master Association shall have all of the powers and duties necessary to operate the Project pursuant to the Project Declaration and as more particularly described in the Project Declaration, the By-laws and these Articles of Incorporation, as they may be amended from time to time, and those provided in Chapter 617, Florida Statutes, to the extent not inconsistent with the foregoing documents.

4.5 Limitation. The powers of the Master Association shall be subject to and shall be exercised in accordance with Chapter 617, Florida Statutes, the provisions hereof and of the Project Declaration and the By-laws.

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**ARTICLE V**  
**INCORPORATOR**

The name and address of the Incorporator to these Articles of Incorporation is as follows:

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**ARTICLES VI**  
**BOARD**

The property, business and affairs of the Master Association shall be managed by a board of Directors (the "Board") as determined by the By-laws. The members of the Board are referred to herein individually as a "Director" and collectively as the "Directors", and the Directors shall be elected as set forth in the By-laws.

**ARTICLE VII**  
**BY-LAWS**

The first By-laws of the Master Association shall be adopted by the Board and may be altered, amended or rescinded in the manner provided in the By-laws and the Project Declaration.

**ARTICLE VIII**  
**PRINCIPAL ADDRESS OF MASTER ASSOCIATION**

The principal office of the Master Association shall be c/o Flagstone Island Gardens, LLC, 888 MacArthur Causeway, Miami, Florida 33132, or such other place as may subsequently be designated by the Board.

**ARTICLE IX**

**Conflict**

In the event of a conflict or ambiguity between any term of these Articles of Incorporation, the Project Declaration, and the By-laws, the Declaration will prevail over the By-laws or Articles of Incorporation, or both, and these Articles of Incorporation will govern and prevail over the By-laws.

**ARTICLE X**  
**REGISTERED AGENT**

The initial Registered Agent of the Master Association shall be Corporate Creations Network Inc., whose street address is 11380 Prosperity Farms Road #221E, Palm Beach Gardens, FL 33410.

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IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 7<sup>th</sup> day of April, 2020.

I submit this document and affirm that 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 s.817.155, F.S.



Nathalie H. Goulet-Pusco, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process for ISLAND GARDENS MASTER ASSOCIATION, INC., a Florida not for profit corporation, at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

DATED this 7<sup>th</sup> day of April, 2020.



Lauren Underwood, Special Secretary

Corporate Creations Network Inc., Registered Agent

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