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Division of Corporations

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Florida Department of State

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FLORIDA PROFIT/NON PROFIT CORPORATION
TOWNHOMES ON 22ND CONDOMINIUM ASSOCIATION, INC.

Certificate of Status	1
Certified Copy	0
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September 26, 2022

FLORIDA DEPARTMENT OF STATE

Division of Corporations

CORPORATE CREATIONS INTERNATIONAL INC.
2268 SW 16 AVE
MIAMI, FL 33145

SUBJECT: TOWNHOMES ON 22ND CONDOMINIUM ASSOCIATION, INC.
REF: W22000121965

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The designation of the registered office and the registered agent, both at the same Florida street address, must be contained within the document pursuant to Florida Statutes. The registered agent must sign accepting the designation as required by Florida Statutes.

The registered agent must sign accepting the designation.

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.

You must list at least one incorporator with a complete business street address.

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

KAIN COSTELLO
Regulatory Specialist II
New Filing Section

FAX Aud. #: E22000331062
Letter Number: 022A00021369

ARTICLES OF INCORPORATION
OF
TOWNHOMES ON 22ND CONDOMINIUM ASSOCIATION, INC.
(A Corporation Not For Profit)

The undersigned, by these Articles, associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, and certify as follows:

ARTICLE 1

The name for the corporation shall be: **TOWNHOMES ON 22ND CONDOMINIUM ASSOCIATION, INC.** and, for convenience, shall be referred to in this instrument as the "Corporation".

ARTICLE 2

The purpose for which the Corporation is organized is to provide an entity pursuant to The Condominium Act of the State of Florida, Chapter 718, Florida Statutes (the "Act"), for the operation of **TOWNHOMES ON 22ND, A CONDOMINIUM**, hereinafter referred to as the "Condominium". All terms used herein shall have the meanings ascribed to such terms in the Declaration of Condominium for the Condominium except as otherwise expressly otherwise defined herein.

ARTICLE 3

The Corporation shall make no distribution of income to its members, directors or officers.

ARTICLE 4

The powers of the Corporation shall include and be governed by the following provisions:

1. The Corporation shall have all of the common law and statutory powers of a corporation not for profit not in conflict with the terms of these Articles.

2. The Corporation shall have all of the powers and duties set forth in the Act except as limited by these Articles and the Declaration of Condominium, and all of the powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration, as it may be amended from time to time, including but not limited to the following:

(a) To make and collect assessments against Owners of Units in the Condominium (the "Unit Owners") to defray the costs, expenses and losses of the Condominium.

(b) To use the proceeds of assessments in the exercise of its powers and duties.

(c) To maintain, repair, replace and operate the Condominium Property as required by the Act and the Declaration.

(d) To purchase insurance upon the Condominium property and insurance for the protection of the Corporation and the Unit Owners and otherwise as required pursuant to the Declaration.

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(e) To reconstruct improvements after casualty and to make further improvements of the Condominium Property as provided in the Declaration.

(f) To make and amend reasonable regulations respecting the use of the Condominium Property.

(g) To approve or disapprove the alteration and/or improvement of Units as may be provided by the Declaration and the Bylaws.

(h) To enforce by legal means the provisions of the Condominium Act, the Declaration of Condominium, these Articles, the Bylaws of the Corporation and the Regulations for the use of the Condominium Property.

(i) To contract for the management or operation of portions of the Condominium Property susceptible to separate management or operation, and to lease such portions.

(j) To employ personnel to perform the services required for proper operation of the Condominium.

(k) To exercise all rights and perform all obligations of the Association as established in the Declaration or under applicable laws, to the extent not restrained by the Declaration.

3. All funds and the titles of all properties acquired by the Corporation 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.

4. The powers of the Corporation shall be subject to and shall be exercised in accordance with the provisions of the Declaration of Condominium and the Bylaws.

ARTICLE 5

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

1. All Unit Owners shall be members of the Corporation, and no other persons or entities shall be entitled to membership, except as provided in Paragraph 5 of Article 5 hereof.

2. Membership shall be established by the acquisition of title to a Unit in the Condominium, whether by conveyance, devise, judicial decree or otherwise, and the membership of any party shall be automatically terminated upon his being divested of all title to the Unit, except that nothing herein contained shall be construed as terminating the membership of any party who may own two or more Units, so long as such party shall retain title to a Unit.

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

4. On all matters on which the membership shall be entitled to vote, each Unit shall have one vote. The votes of a Unit may be exercised or cast by the owner or owners of each Unit in such manner as

may be provided in the Bylaws hereafter adopted by the Corporation. Should any member own more than one Unit, such member shall be entitled to execute or cast as many votes as apply to his Units (and may vote differently the votes of each Unit), in the manner provided by said Bylaws.

5. Until such time as the property described in Article 2 herein, and the improvements which may be hereafter constructed thereon, are submitted to a plan of Condominium ownership by the recordation of said Declaration of Condominium, the membership of the Corporation shall be comprised of the subscribers to these Articles, each of which subscribers shall be entitled to cast one vote on all matters on which the membership shall be entitled to vote.

ARTICLE 6

The Corporation shall have perpetual existence.

ARTICLE 7

The affairs of the Corporation shall be managed by the President of the Corporation, assisted by the Vice President, Secretary and Treasurer, and, if any, the Assistant Secretaries and Assistant Treasurers, subject to the directions of the Board of Directors. The Board of Directors, or the President, with the approval of the Board of Directors, may employ a Managing Agent and/or such other managerial and supervisory personnel or entities to administer or assist in the administration of the operation and management of the Condominium, and the affairs of the Corporation, and any such person or entity may be so employed without regard to whether such person or entity is a member of the Corporation or a director or officer of the Corporation, or an affiliate of any of them, as the case may be.

ARTICLE 8

Subject to the clause below, the number of members of the first Board of Directors of the Corporation shall be four (4). The number of members of succeeding Boards of Directors shall be as provided from time to time by the Bylaws of the Corporation. The members of the Board of Directors shall be elected by the members of the Corporation at the Annual Meeting of the membership as provided by the Bylaws of the Corporation, and need not be members of the Corporation.

The Directors shall be elected as follows:

- a. The owner of Unit 2268 shall be entitled to elect two directors.
- b. The owner of Unit 2270 shall be entitled to elect two directors.

In the event a Unit elects to have only one director on the Board of Directors, such director shall be entitled to two votes; provided however that at all times, the number of directors will be a minimum of three (3) as required by the Florida Statutes.

ARTICLE 9

The Board of Directors shall elect a President, Secretary and Treasurer; and, as many Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board of Directors may determine. The President shall be elected from among the membership of the Board of Directors, but no other officer need be a Director. The same person may hold two offices, the duties of which are not incompatible; provided,

however, that the office of President and Vice President shall not be held by the same person, nor shall the office of President and Secretary or Assistant Secretary be held by the same person.

ARTICLE 10

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

<u>Name</u>	<u>Address</u>
Adam Wellington	2268 SW 16 Avenue, Miami, Florida 33145
Colby Anspaugh	2268 SW 16 Avenue, Miami, Florida 33145
Diana P. Fernandez	2270 SW 16 Avenue, Miami, Florida 33145
Roberto Gomez	2270 SW 16 Avenue, Miami, Florida 33145

ARTICLE 11

The subscribers to these Articles of Incorporation are the four (4) persons herein named to act and serve as members of the first Board of Directors of the Corporation, the names of which subscribers and their respective addresses are more particularly set forth in Article 10 above.

ARTICLE 12

The officers of the Corporation who shall serve until the first election under these Articles of Incorporation shall be the following:

President:	Adam Wellington
Vice-President:	Roberto Gomez
Secretary:	Roberto Gomez
Treasurer:	Adam Wellington

ARTICLE 13

The original Bylaws of the Corporation shall be adopted by a majority vote of the members of the Corporation present at a meeting of members at which a majority of the membership is present, and thereafter, such Bylaws may be altered or rescinded only in such manner as said Bylaws may provide.

ARTICLE 14

Every director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a director or officer of the Corporation, whether or not he is 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 his duties; provided that, in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the director or officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interests of the Corporation. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which such director or officer may be entitled.

ARTICLE 15

An amendment or amendments to these Articles of Incorporation may be proposed by the Board of Directors of the Corporation acting upon a vote of the majority of the directors, or by the members of the Corporation owning a majority of the votes of the members of the Corporation, 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 said Board of Directors or members, such proposed amendment or amendments shall be transmitted to the President of the Corporation or other officer of the Corporation for a date not sooner than (10) days, nor more than thirty (30) days from the receipt by him of the proposed amendment or amendments, and it shall be the duty of the Secretary to give 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 ten (10) days, nor more than thirty (30) days before the date set forth 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 on the records of the Corporation, 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 Corporation, 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 votes of the members owning not less than a majority of the total votes of the members and a majority of the entire membership of the Board of Directors in order for such amendment or amendments to become 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 State of the state of Florida, and upon the registration of such amendment or amendments with said Secretary of State, a certified copy thereof shall be recorded in the Public Records of Miami-Dade County, Florida, within then (10) 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 votes of any member of the Corporation shall be recognized, if such member is not in attendance at such meeting or represented thereat by proxy, provided such written votes are delivered to the Secretary of the Corporation at or prior to such meeting. No one person may be designated to hold more than five (5) proxies.

Notwithstanding the foregoing provisions of this Article 15, no amendment to these Articles of Incorporation which shall abridge, amend or alter the right of Developer to designate and select members to the Board of Directors of the Corporation, as provided in Article 8 hereof, may be adopted or become effective without the prior written consent of Developer, and provided, further, that in no event shall there be any amendment to these Articles of Incorporation so long as the Developer shall own one (1) or more Units in the Condominium without the prior written consent of the Developer being first had and obtained.

ARTICLE 16

The principal office of this corporation is: 2268 SW 16 Avenue
Miami, Florida 33145

ARTICLE 17

The initial registered office of this corporation shall be 2268 SW 16 Avenue, Miami, FL 33145, with the privilege of having its office and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Adam Wellington.

Registered Agent Acceptance



NAME: Adam Wellington


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IN WITNESS WHEREOF, the subscribers have hereunto set their hands and seals, this 20 day of September
2022.



Diana P. Fernandez

Adam Wellington



Roberto Gomez

Colby Anspaugh

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IN WITNESS WHEREOF, the subscribers have hereunto set their hands and seals, this 23rd day of September 2022.

Diana P. Fernandez



Adam Wellington

Roberto Gomez



Colby Anspaugh

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