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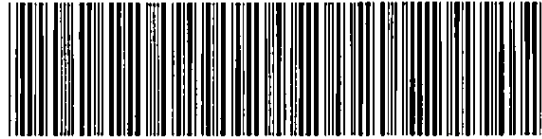
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COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: South Miami Parking & Retail
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)
Condominium Owner Association Inc

Enclosed is 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

ADDITIONAL COPY REQUIRED

FROM: George J. Lott
Name (Printed or typed)

8950 SW 74th Suite 1711
Address

MIAMI FL 33156
City, State & Zip

305-670-0700
Daytime Telephone number

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

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

2022 DEC 15 PM 2:09

ARTICLES OF INCORPORATION
OF
SOUTH MIAMI PARKING & RETAIL
CONDOMINIUM OWNERS' ASSOCIATION, INC.

The undersigned, by these Articles, hereby forms this not-for-profit corporation under the laws of the State of Florida, pursuant to Chapter 617, Florida Statutes, certifies as follows:

ARTICLE I
NAME AND PRINCIPAL OFFICE

1.1 The name of the corporation shall be South Miami Parking & Retail Condominium Owner's Association, Inc. and the principal street address of the corporation shall be 6130 Sunset Drive, South Miami, Florida 33143. For convenience, the corporation shall be referred to in this instrument as the "Corporation" or the "Association", these Articles of Incorporation as the "Articles", and the By-laws of the Association as the "By-laws". The mailing address of the Association will be the same as the principal street address of the Association.

ARTICLE II
PURPOSE AND POWERS

2.1 The Association does not contemplate pecuniary gain or profit to the members thereof. The specific purposes for which the Corporation is organized are to provide for maintenance, preservation and architectural control of the condominium units and common elements within that certain Condominium more particularly described in the Declaration of South Miami & Retail Condominium (hereinafter, the "Declaration of Condominium"), and to promote the health, safety, and welfare of the unit owners within the Condominium and any additions. To effectuate these purposes, the Association shall have all of the common law and statutory powers of not-for-profit corporation that are not in conflict with the provisions of these Articles or the Florida Not For Profit Corporation Act. The Association shall also have the power to exercise all the powers and privileges and to perform all the duties and obligations of the Association as set forth in the Declaration of Condominium or reasonably necessary to operate the condominium which powers and privileges include but are not limited to the following:

- (a) To fix, levy, collect and enforce payment by any lawful means all appropriate charges or assessments;
- (b) To pay all expenses incident to the conduct of the business of the Association, including all licenses, taxes and governmental charges levied or imposed against the Common Elements;
- (c) To acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of the Common Elements on behalf of the membership

of the Association;

- (d) To borrow money in accordance with the terms of the Declaration of Condominium;
- (e) To participate in mergers and consolidations with other nonprofit corporations organized for the same purposes; and
- (f) To have and to exercise all powers, rights, and privileges which a corporation organized under the Florida Not For Profit Corporation Act may now or hereafter have or exercise, except as may be limited by these Articles and the Declaration.

ARTICLE III **EFFECTIVE DATE**

3.1 The Effective Date of the Corporation shall be five (5) days prior to the filing of these Articles of Incorporation.

ARTICLE IV **TERM OF EXISTENCE**

4.1 The Association shall have perpetual existence.

ARTICLE V **MISCELLANEOUS**

5.1 Definitions. The terms used in these Articles shall have the same definitions and meaning as those set forth in the Declaration of the Condominium, unless herein provided to the contrary or unless the context otherwise requires.

5.2 Declarant's Rights. No amendment of these Articles of Incorporation or the By-Laws shall change Declarant's rights and privileges as set forth in the Declaration without Declarant's prior written approval so long as Declarant owns any Unit.

5.3 Stock. The Association shall issue no shares of stock of any kind or nature whatsoever.

5.4 Severability. Invalidation of any one or more of the provisions hereof shall in no way affect any other provisions, which shall remain in full force and effect.

ARTICLE VI **MEMBERSHIP AND VOTING**

6.1 Membership. Every person or entity who is a record owner of any Unit in the Condominium shall be a member of the Association. The foregoing does not include persons or entities that hold an interest merely as security for the performance of an obligation. Change of membership in the Association shall be

established by recording in the Public Records of Miami-Dade County, Florida, a deed, or other instrument establishing a record title to any Unit in a transferee and the delivery to the Association of a certified copy of such instrument. Upon such delivery, the transferee designated by such instrument shall become a member of the Association and the membership of the transferor shall be terminated.

6.2 Appurtenance to Unit. The share of member in the funds and assets of the Association shall not be assigned, hypothecated, or transferred in any manner except as an appurtenance to his Unit.

6.3 Voting Rights. For each Unit owned, each Owner shall be entitled to the proportionate voting interest calculated in accordance with each Unit's fractional or percentage share, as shown in the Declaration of Condominium. When more than one person holds an interest or interests in any Unit, the vote for such Unit shall be limited to one vote as the Owners among themselves determine. The number of exercising voting rights shall be determined by the By-Laws of the Association.

6.4 Meetings. Meetings of the Members shall be held as provided for by the By-Laws of the Association.

ARTICLE VII BOARD OF DIRECTORS

7.1 Membership of Board. The affairs of this Association shall be managed by a Board consisting of the number of Directors determined by the By-Laws, but not fewer than three (3) Directors.

7.2 Election and Removal. *Directors shall be elected at the annual meeting of the members in the manner determined by the By-Laws. Directors may be removed and vacancies on the Board shall be filled in the manner provided by the By-Laws.*

7.3 First Board of Directors. The names and addresses of the persons who shall act in the capacity of Directors until their successors shall be elected and qualified are as follows:

NAME	ADDRESS
Sharareh Kamali	6130 Sunset Drive South Miami, FL 33143
Samantha Fraga-Lopez	6130 Sunset Drive South Miami, FL 33143
Alfredo Riverol	6130 Sunset Drive South Miami, FL 33143

7.4 Term. The Directors named above shall serve until the first election of Directors, as determined by the By-Laws, and any vacancies in their number occurring before the first election of Directors shall be filled by act of the remaining Directors.

ARTICLE VIII OFFICERS

8.1 The affairs of the Association shall be administered by the Officers designated in the By-Laws. After first election of Directors, the Officers shall be elected by the Board at the first Board meeting following the annual meeting. Officers shall serve at the pleasure of the Board. The names and addresses of the officers who shall serve until their successors are designated by the Board are as follows:

President	Sharareh Kamali 6130 Sunset Drive South Miami, FL 33143
Vice-President/Secretary	Sharareh Kamali 6130 Sunset Drive South Miami, FL 33143
Treasurer	Sharareh Kamali 6130 Sunset Drive South Miami, FL 33143

ARTICLE IX INITIAL REGISTERED OFFICE & AGENT

9.1 The name and street address of the Registered Agent and registered office of this Corporation is:

Thomas Pepe
6130 Sunset Drive, South Miami, FL 33143

ARTICLE X INCORPORATOR

10.1 The name and address of the Incorporator of these Articles is Shari Kamali, City of South Miami, 6130 Sunset Drive, South Miami, FL 33143.

ARTICLE XI BYLAWS

11.1 The Board of Directors shall have the power to adopt, alter, amend, or repeal By-laws, in the manner provided in the By-laws.

ARTICLE XII

INDEMNIFICATION

12.1 Indemnity. The Association shall indemnify any City Official, who is defined as a City Official in Section 2-4.6 of the City's Code of Ordinances and who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Association) by reason of the fact that he is or was a Director, Employee, Officer or Agent of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding in the manner authorized by Section 2-4.6 of the City's Code of Ordinances.

12.2 Miscellaneous. The indemnification provided by this Article shall be deemed exclusive of any rights to which those seeking indemnification may be entitled under any By-law, agreement, vote of Members or otherwise, both as to action in his official capacity while holding such office, and shall continue as 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.

12.3 Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, Employee or Agent of the Association, or is or was servicing at the request of the Association as a Director, Officer, Employee or Agent of another corporation, partnership, joint venture, trust or other enterprises against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, but only if the Association would have the power to indemnify him against such liability under the provisions of this Article.

ARTICLE XIII

AMENDMENTS

13.1 Amendments to the Articles of Incorporation may be considered at any regular or special meetings of the members and may be adopted in the following manner:

- (a) By notice of the subject of a proposed amendment and of the meeting at which a proposed amendment is considered, which notice shall be made as required by the By-Laws.
- (b) By resolution for the adoption of a proposed amendment which may be proposed either by the Board or by a majority of the voting members. Such amendments must be approved by not less than sixty-seven percent (67%) of the votes of the voting members.

ARTICLE XIV

SOVEREIGN RIGHTS

14.1 Sovereign Rights as Municipality. Notwithstanding anything to the contrary in these Articles of Incorporation, the City of South Miami, and the Association (jointly referred to in this Paragraph 15 as "Declarant") shall retain all its sovereign prerogatives and rights as a municipality under State law with respect to the Condominium Property. Nothing in these Articles of Incorporation shall be interpreted or construed to mean that the Declarant waives its common law sovereign immunity or the limits on liability set forth in Section 768.28, Florida Statutes. It is expressly understood that:

(a) Declarant retains all of its sovereign prerogatives and rights and regulatory authority (quasi-judicial or otherwise) as a municipal corporation under State law and shall in no way be estopped by virtue of its execution of these Articles of Incorporation from withholding or refusing to issue any approvals in its municipal regulatory capacity of applications for building, zoning, planning or development under present or future laws and regulations whatever nature applicable to the planning, design, construction and development of the Condominium Property, or the operation thereof, or be liable for the same; and

(b) Declarant shall not by virtue of these Articles of Incorporation, or any other agreement entered into by Declarant relating to the Condominium Property, be obligated in its municipal regulatory capacity to grant any Unit Owner any approvals of applications for building, zoning, planning or development under present or future laws and ordinances of whatever nature applicable to the planning, design, construction, development and/or operation of the Condominium Property.

(c) Notwithstanding and prevailing over any contrary provision in these Articles of Incorporation, any covenant or obligation of Declarant in its municipal regulatory capacity that may be contained in these Articles of Incorporation shall not bind the Declarant to grant or leave in effect any zoning changes, variances, permits, waivers, or any other approvals that may be granted, withheld or revoked in the discretion of Declarant in its municipal regulatory capacity or other applicable governmental agencies in the exercise of its police power.

14.2 No Partnership or Joint Venture. Nothing contained in these Articles of Incorporation is intended or shall be construed in any manner or under any circumstances whatsoever as creating or establishing a partnership or a joint venture between or among any of the Unit Owners or as constituting any party as the agent or representative of the Declarant.

14.3 Public Disclosure Requirements. Throughout the term of these Articles of Incorporation, all documents, records, and materials of any nature that are submitted to Declarant relating to construction, sale, lease, operation, or any other activity occurring on the Condominium Property shall be public records and shall be provided as required by Chapter 119, Florida Statutes, and pursuant to the City's Citizens' Bill of Rights, Unit Owners shall be entitled to assert any lawful exemption or defense to disclosure.

IN WITNESS WHEREOF, the undersigned Incorporator has executed this instrument the 12 day of December, 2022, submit this document and affirms 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 in s.817.155, F.S.

WITNESSES:

By: [Signature]

Print: MARK MAJAN

INCORPORATOR:

By: [Signature]

Sharareh Kamali, Incorporator

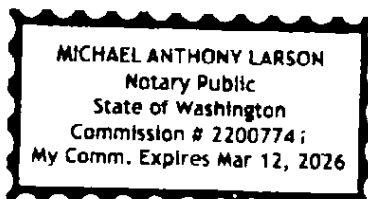
By: MICHAEL ANTHONY LARSON

Print: MICHAEL ANTHONY LARSON

STATE OF WASHINGTON)
COUNTY OF SNOHOMISH)

The foregoing instrument was acknowledged before me by means of ☐ physical presence or ☐ online notarization, this 12TH day of DECEMBER 2022, by Sharareh Kamali, as City Manager for the City of South Miami who ☐ is personally known, or who ☒ has produced DRIVERS LICENSE as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 12TH day of DECEMBER, 2022.



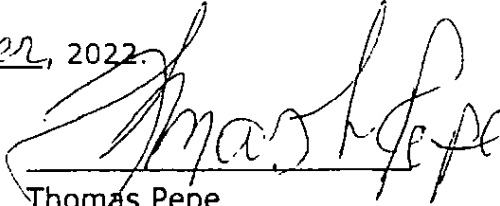
MICHAEL ANTHONY LARSON
Notary Public, State of WASHINGTON

MICHAEL ANTHONY LARSON
Print, Type, or Stamp Commissioned Name of Notary Public

ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent to accept service of process for the above stated corporation at the place designated in these Articles, I am familiar with and accept the appointment as Registered Agent and agreed to act in this capacity.

Dated this 17 day of December, 2022.


Thomas Pepe

2022 DEC 15 PM 2:57