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FLORIDIAN LEGAL

TITLE SERVICES & REAL ESTATE LAW

DECEMBER 27, 2022

FLORIDA DEPARTMENT OF STATE
Division of Corporations
Attn: Arcedra Johnson
P.O. Box 6327
Tallahassee, FL 32314

Re: REVISED ARTICLE OF INCORPORATION

Company Name: Lemon City Industrial Condominium Association, Inc.
Ref. Number: W22000156083
Letter No.: 522A00028209

Dear Arcedra Johnson

Per your instructions, attached please find the revised Articles that you requested providing more detail. *[Original and one copy.]*

Should you need any further assistance in this matter please feel free to contact the undersigned.

Sincerely,
Floridian Legal

Henry M. Gamboa, Esq.

By: Henry M. Gamboa, Esq.

22 DEC 13 AM 12:36
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TALLAHASSEE, FL 32314

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 19, 2022

HENRY M. GAMBOA, ESQ.
3910 WEST FLAGLER STREET
MIAMI, FL 33134

SUBJECT: LEMON CITY INDUSTRIAL CONDOMINIUM ASSOCIATION, INC.
Ref. Number: W22000156083

We have received your document for LEMON CITY INDUSTRIAL CONDOMINIUM ASSOCIATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The specific purpose of the entity must be set forth in the document.

PLEASE PROVIDE MORE DETAIL IN YOUR PURPOSE

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.

ARCEDRA JOHNSON
Regulatory Specialist II

Letter Number: 522A00028209

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TALLAHASSEE, FL 32314

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COVER LETTER

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

SUBJECT: Lemon City Industrial Condominium Association, Inc., a Florida not for Profit Corporation

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

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: Henry M. Gamboa, Esq.

Name (Printed or typed)
3910 West Flagler Street

Address
Miami, FL 33134

City, State & Zip
305-443-2525

Daytime Telephone number

E-mail address: (to be used for future annual report notification)

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

22 DEC 13 AM 12:36
SECRETARY OF STATE
TALLAHASSEE, FL 32314

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ARTICLES OF INCORPORATION OF
LEMON CITY INDUSTRIAL CONDOMINIUM ASSOCIATION, INC.

a Florida not-for-profit corporation

The undersigned hereby associate themselves for the purpose of forming a corporation not for profit under Chapter 617, Florida Statutes, as amended, and hereby adopt the following Articles of Incorporation (the "Articles") and certify as follows:

ARTICLE 1 - NAME

The name of the corporation shall be LEMON CITY INDUSTRIAL CONDOMINIUM ASSOCIATION, INC. and shall be hereinafter referred to as the "Association". The By-Laws of the Association shall be hereinafter referred to as the "By-Laws".

ARTICLE 2 -PURPOSE

The purpose for which this Association is organized per the Florida Condominium Act ("Act") is to maintain, operate and manage the condominium located in Miami-Dade County, Florida, and known as LEMON CITY INDUSTRIAL ASSOCIATION, A CONDOMINIUM, (the "Condominium") and to operate, lease, trade, sell and otherwise deal with the personal and real property thereof.

ARTICLE 3. DURATION

This corporation shall have perpetual existence unless sooner dissolved in accordance with the laws of the State of Florida.

ARTICLE 4 – DEFINITIONS

The terms used in these Articles shall have the same definitions and meaning as those set forth in the Declaration of Condominium to be recorded in the Public Records of Miami-Dade County, Florida, unless herein provided to the contrary, or unless the context otherwise requires.

ARTICLE 5-POWERS

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

5.1 **General**. The Association shall have all the common law and statutory powers of a corporation not for profit under the laws of Florida, which are not in conflict with the provisions of these Articles, the Declaration, the By-Laws or the Act.

5.2 **Enumeration**. The Association shall have all of the powers and duties set forth in the Act to implement the purposes of the Association, and all of the powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration and as more particularly described in the By-Laws, as they may be amended from time to time, including, but not limited to:

(a) To make and collect assessments and other charges against all Unit Owners, and to use the proceeds thereof in the exercise of its powers and duties.

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TALLAHASSEE, FLORIDA

(b) To buy, own, operate, lease, sell, trade and mortgage both real and personal property as may be necessary or convenient in the administration of the Condominium.

(c) To maintain, repair, replace, reconstruct, add to and operate the Condominium Property, and other property acquired or leased by the Association for use by Unit Owners.

(d) To purchase insurance upon the Condominium Property and insurance for the protection of the Association, its officers, directors, and members as Unit Owners.

(e) To make and amend reasonable rules and regulations for the maintenance, conservation, and use of the Condominium Property and for the health, comfort, safety and welfare of the Unit Owners.

(f) To enforce by legal means the provisions of the Act, the Declaration, these Articles, the By-Laws, and the rules and regulations for the use of the Condominium Property.

(g) To contract for the management and maintenance of the Condominium and any facilities used by the Unit Owners, and delegate to the party with which such contract has been entered into all of the powers and duties of the Association, except those which require specific approval of the Board of Directors or the membership of the Association. In exercising this power, the Association may contract with affiliates of itself and the Developer.

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

(i) To reconstruct improvements on the Condominium Property after casualty or other loss, and to further improve the Condominium.

(j) To acquire and enter into agreements whereby it acquires leaseholds, memberships, or other possessory or use interests, in land or facilities, intended to provide for the enjoyment, recreation or other use or benefit of the members of the Association.

(k) To acquire by purchase or otherwise, Condominium parcels of the Condominium, subject nevertheless to the provisions of the Declaration and/or By-Laws relative thereto.

5.3 Condominium Property. All funds and the titles of all properties acquired by the Association and the proceeds thereof shall be held in trust for the benefit and use of the members in accordance with the provisions of the Declaration, these Articles, and the By-Laws.

5.4 Distribution of Income. The Association shall make no distribution of income to its members, directors, or officers.

5.5 Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions hereof and of the Declaration, the By-Laws and the Act.

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STATE OF ALABAMA
TALLAHASSEE COUNTY

ARTICLE 6-MEMBERS

6.1 Membership. The members of the Association shall consist of all the record owners of Units in the Condominium from time to time, and after termination of the Condominium, shall also consist of those who were members at the time of such termination, and their successors and assigns.

6.2 Assignments. The share of a member in the funds and assets of the Association cannot be assigned, pledged, hypothecated, or transferred in any manner except as an appurtenance to the Unit for which that share is held.

6.3 Voting. On all matters upon which the membership shall be entitled to vote, there shall be only one vote for each Unit, which vote shall be exercised or cast in the manner provided by the Declaration and By-Laws. Any person or entity owning more than one Unit shall be entitled to one vote for each Unit owned.

ARTICLE 7 - TERM OF EXISTENCE

The Association shall have perpetual existence, unless the Association is terminated sooner by the unanimous action of its members. The Association, if terminated, must be terminated in accordance with the Condominium documents.

ARTICLE 8-INCORPORATOR

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

NAME: Jose A. Sbarra
ADDRESS: 6130 NE 4 CT, MIAMI, FL 33134

ARTICLE 9 - OFFICERS

The affairs of the Association will be administered by the officers holding the office designated in the By-Laws. The officers shall be elected by the Board of Directors of the Association, 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 By-Laws may provide for the removal from office of officers, for filling vacancies and for the duties of the officers. The names of the first officers who shall serve until their successors are designated by the Board of Directors are as follows:

OFFICE	OFFICER
President	Jose A. Sbarra
Secretary	Roberto Szemzo
Treasurer	Karina Alejandra Luna

ARTICLE-10-DIRECTORS

10.1 Number and Qualification. The property, business and affairs of the Association shall be managed by a board consisting of the number of directors determined in the manner provided by the By-Laws, but which shall consist of **not less than three directors**. Each Director must be a natural

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TALLAHASSEE, FLORIDA

person who is 18 years of age or older but need not be a resident of the State of Florida. Additional qualifications may be prescribed in the By-Laws.

10.2 Duties and Powers. All of the duties and powers of the Association existing under the Act, the Declaration, these Articles and the By-Laws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees subject only to approval by Unit Owners when such approval is specifically required.

10.3 Election; Removal. Directors of the Association shall be elected at the annual meeting of the members in the manner determined by and subject to the qualifications set forth in the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

10.4 Term of Developer's Directors. When Developer of the Condominium shall appoint the members of the first Board of Directors and their replacements, until the Developer turns over control to the Unit Owners other than the Developer as required by the Act subject to the following.

10.5 First Directors. The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have qualified, as provided in the By-Laws, are as follows:

NAME	ADDRESS
Jose A. Sbarra	6130 NE 4 CT, MIAMI, FL 33134
Karina Alejandra Luna	
Roberto Szemzo	

ARTICLE 11 - INDEMNIFICATION

To the extent provided by Florida Statute 617.0831 the Association shall indemnify each director, officer, employee or agent of the Association to the full extent permitted by, and subject to the limitations of, Florida Statute 607.0831, and Florida Statute 607.0850, as such statutes may from time to time be amended

ARTICLE 12 - AMENDMENTS

Except as otherwise provided in the Declaration of Condominium, amendments to the Articles of Incorporation may be considered at any regular or special meeting of the unit owners. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is considered and said notice shall be made as required by the By-Laws. A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by a majority of the members of the Association. Directors and members, not present in person or by proxy at the meeting considering the amendment, may express their approval in writing, prior to the meeting. Such amendments must be approved by not less than 51% percent of the votes of the entire membership of the Association.

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SECRET
TALLAHASSEE, FL 32310

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ARTICLE 13 – PRINCIPAL OFFICE AND REGISTERED AGENT NAME AND ADDRESS

The initial subscriber, principal and registered office of this corporation shall be at the location listed below with the privilege of having its offices at other places within or outside the State of Florida. The initial registered agent and address shall be:

JOSE A. SBARRA
6130 NE 4 CT, MIAMI, FL 33134

ARTICLE - 14 - MAINTENANCE OF RECORDS

From the inception of the Association, the Association shall maintain the records required to be maintained pursuant to Florida Statute 718.111(12). These records shall be maintained within the State and shall be made available to the Unit Owner within five (5) working days after receipt of written request by the Board or its designee. Inspection may be made available by the Association on the Condominium property or Association property. The right to inspect the records includes the right to make or obtain copies at the reasonable expense, if any, of the Association member.

IN WITNESS WHEREOF, the Subscriber has hereunto set his/her hand and seal this Nov. 30, 2022.

Signed, Sealed and Delivered in the Presence of:

Signature

Print Name

Signature

Print Name

SALVATORE INVESTMENTS, INC.,
a Florida Corporation

By: Jose A. Sbarra
as President

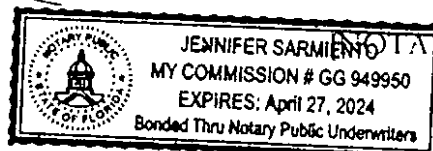
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

The foregoing instrument was signed and acknowledged before me by means of ☒ physical presence or ☐ online notarization, this Nov. 30, 2022 by JOSE A. SBARRA, as President of Salvatore Investments, Inc., a Florida Corporation, who is/are ☒ personally known to me or ☐ has produced _____, as identification.

Notary Public, State of Florida
My Commission Expires:



**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 617.0501/607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

That LEMON CITY INDUSTRIAL CONDOMINIUM ASSOCIATION, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in these Articles of Incorporation has named JOSE A. SBARRA located at 6130 NE 4 CT, MIAMI, FL 33134, as its agent to accept service of process within this state.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: _____

JOSE A. SBARRA
as Registered Agent

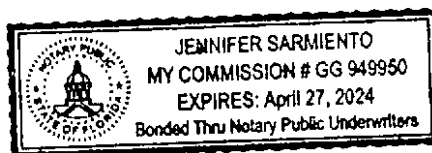
Dated: Nov. 30, 2022

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE)

The foregoing instrument was signed and acknowledged before me by means of ☒ physical presence or ☐ online notarization, this Nov. 30, 2022 by JOSE A. SBARRA, who is/are ☒ personally known to me or ☐ has produced _____, as identification.

Notary Public, State of Florida
My Commission Expires:

[NOTARIAL SEAL]



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TALLAHASSEE, FLORIDA