

4/22/24, 2:38 PM

N24000004866

Division of Corporations  
 Florida Department of State  
 Division of Corporations  
 Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet.** Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H24000146139 3)))



H240001461393ABC/

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page.**  
 Doing so will generate another cover sheet.

To:

Division of Corporations  
 Fax Number : (850)617-6381

From:

Account Name : FL CORPORATE & TAX SERVICES, LLC  
 Account Number : I20210000164  
 Phone : (786)901-8500  
 Fax Number : (786)465-5700

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

Email Address: mmontes@acf-law.com

**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**Homestead Midtown Shared Facilities Association, Inc**

Certificate of Status	1
Certified Copy	1
Page Count	07
Estimated Charge	\$87.50

Electronic Filing Menu

Corporate Filing Menu

Help

H24000146139 3

## ARTICLES OF INCORPORATION

OF

### HOMESTEAD MIDTOWN SHARED FACILITIES ASSOCIATION, INC.

The undersigned Incorporator, desiring to form a corporation not-for-profit under Chapter 617 of the laws of the State of Florida, hereby adopts the following Articles of Incorporation ("Articles"):

#### ARTICLE I

##### NAME

The name of the corporation shall be HOMESTEAD MIDTOWN SHARED FACILITIES ASSOCIATION, INC. (hereinafter referred to as the "Corporation").

#### ARTICLE II

##### OFFICE

The principal office and mailing address of the Corporation is 6201 SW 70th Street, Suite 200, South Miami, FL 33143.

#### ARTICLE III

##### PURPOSES AND POWERS

The capitalized terms not otherwise defined herein shall have the meanings, if any, given to them in that certain Declaration of Easements, Covenants, and Restrictions for Homestead Midtown recorded or to be recorded in the Public Records of Miami-Dade County, Florida, as hereafter amended and/or supplemented from time to time (the "Shared Facilities Declaration") unless the context clearly requires otherwise.

3.01 Purposes. The Corporation is organized and shall be operated as a corporation not for profit for the purpose of the execution, performance, administration and enforcement of all the terms and conditions of the Shared Facilities Declaration, the maintenance of the Shared Facilities for the benefit of the Members of the Corporation, and such other purposes as are set forth in the Shared Facilities Declaration.

3.02 Powers. The Corporation shall have all powers generally granted to not for profit corporations under Florida law and those powers set forth in the Shared Facilities Declaration, including, without limitation, the power to:

(a) develop, construct, maintain, repair, reconstruct, replace, operate, and otherwise manage the Shared Facilities, and all improvements thereon;

(b) grant easements, rights of way or strips of land, where necessary, for utilities, cable television, water and sewer facilities and other services over all or any portions of the Shared Facilities;

H24000146139 3

(c) maintain such policies of liability, casualty and other insurance with respect to the Shared Facilities and other Parcels, and the personal property located thereon or used in connection therewith;

(d) employ or contract with a management company, or with other parties to perform all or any part of the duties and responsibilities of the Corporation, and, in its sole and absolute discretion, to delegate, at its sole option, any or all of its powers to a Parcel Owner;

(e) all of the common law and statutory powers of a corporation not-for-profit which are not in conflict with the terms of these Articles and the Shared Facilities Declaration and all of the powers necessary to exercise all of the Shared Facilities Association's rights and privileges, to perform all of its duties and obligations and to otherwise implement the purposes of the Shared Facilities Association as set forth in the Shared Facilities Declaration.

(f) subject to the provisions of the Shared Facilities Declaration, utilize any and all portions of the Shared Facilities in such manner as may be determined by the Corporation, in its sole and absolute discretion; and

(g) take such other actions which the Corporation, in its sole and absolute discretion, may deem necessary or advisable, as may be permitted under the Shared Facilities Declaration or Florida law.

The foregoing statement of purposes shall be construed as a statement both of purpose and of powers, and such purposes and powers shall not be limited or restricted by reference to or inference from the terms or provisions of any other clause or statement, but shall be broadly construed as independent purposes and powers.

#### ARTICLE IV MEMBERS

4.01 Membership: The Members of the Shared Facilities Association shall be as follows:

- (a) Residential Parcel. The Residential Parcel Owner shall be a Member of the Shared Facilities Association.
- (b) Retail Parcel. The Retail Parcel Operator shall be a Member of the Shared Facilities Association.

#### ARTICLE V BOARD OF DIRECTORS

5.01 Management by Directors. The property, business and affairs of the Shared Facilities Association shall be managed by a Board, which shall consist of three (3) directors. The By-Laws shall provide for meetings of directors, including annual meetings.

H24000146139 3

5.02 Initial Board of Directors. The names and addresses of the initial Board of Directors of the Corporation are:

<u>Name</u>	<u>Address</u>
Roberto J. Suris	6201 SW 70th Street, Suite 200, South Miami, FL 33143
Alejandro M. Arrieta	6201 SW 70th Street, Suite 200, South Miami, FL 33143
Jon Samuel	3301 N.E. 1st Avenue, Suite 109 Miami, FL 33137

5.03 Appointment of Directors. The Directors shall be elected or appointed as set forth below and in the By-laws of the Corporation:

- (a) The Residential Parcel Owner shall be entitled to elect or appoint two (2) directors, and
- (b) The Retail Parcel Operator shall be entitled to appoint one (1) director.

5.04 Duration of Office. Directors elected or appointed by the Members shall hold office until the next succeeding annual meeting of the Members and thereafter until qualified successors are duly elected or appointed and have taken office.

#### ARTICLE VI OFFICERS

6.01 Officers Provided For. The Shared Facilities Association shall have a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board may from time to time elect. One person may hold more than one office, subject to the limitations set forth in the By-Laws.

6.02 Election and Appointment of Officers. The officers of the Shared Facilities Association, in accordance with any applicable provision of the By-Laws, shall be elected or appointed by the Board annually for terms of one (1) year and thereafter until qualified successors are duly elected and have taken office. The By-Laws may provide for the method of voting in the election for the removal from office of officers, for the filling of vacancies and for the duties of the officers. Officers may or may not be directors of the Shared Facilities Association. If the office of President shall become vacant for any reason, or if the President shall be unable or unavailable to act, the Vice President shall automatically succeed to the office or perform its duties and exercise its powers until the office of President has been filled by the Members. If any office other than that of the President shall become vacant for any reason, the Board may elect or appoint an individual to fill such vacancy.

H24000146139 3

6.03 First Officers. The names and addresses of the first officers of the Shared Facilities Association, who shall hold office until the first annual meeting of directors and thereafter until successors are duly elected and have taken office, shall be as follows:

<u>Name and Office</u>	<u>Address</u>
President: Roberto J. Suris	6201 SW 70th Street, Suite 200, South Miami, FL 33143
Vice President: Alejandro M. Arrieta	6201 SW 70th Street, Suite 200, South Miami, FL 33143
Secretary/Treasurer: Jon Samuel	3301 N.E. 1st Avenue, Suite 109 Miami, FL 33137

ARTICLE VII  
BY-LAWS

The Board shall adopt By-Laws consistent with these Articles. Such By-Laws may be altered, amended, repealed or rescinded by the Members in the manner set forth in the By-Laws.

ARTICLE VIII  
AMENDMENTS

8.01 Approval of Amendments. Amendments to these Articles shall be proposed and approved by unanimous consent of the Board.

8.02 Notice. Notice of a proposed amendment shall be included in the notice of the meeting at which such amendment is to be considered. Such notice shall contain the proposed amendment or a summary of the changes to be affected thereby.

8.03 Conflicting Provisions. In case of any conflict between these Articles and the By-Laws, these Articles shall control and in case of any conflict between these Articles and the Shared Facilities Declaration, the Shared Facilities Declaration shall control.

ARTICLE IX  
INDEMNIFICATION

9.01 Right to Indemnification. The Corporation shall indemnify any person 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 by reason of the fact that he/she is or was a director, employee, officer, committee member, or agent of the Corporation, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts

H24000146139 3

paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding unless (a) it is determined by a court of competent jurisdiction, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he/she did not act in good faith or in a manner he/she reasonably believed to be not in, or opposed to, the best interest of the Corporation, and, with respect to any criminal action or proceeding, that he/she had reasonable cause to believe his conduct was unlawful, and (b) such court further determines specifically that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, 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 or did act in a manner which he/she believed to be not in or opposed to the best interest of the Corporation, and with respect to any criminal action or proceeding, that he/she had reasonable cause to believe that his conduct was unlawful.

9.02 Attorneys' fees. To the extent that a director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 9.01 above or in defense of any claim, issue or matter therein, he/she shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually incurred by him/her in connection therewith.

9.03 Expenses. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit or proceeding through all available appeals upon receipt of an undertaking by or on behalf of the director, officer, committee member, employee or agent to repay such amount unless it shall ultimately be determined that he/she is entitled to be indemnified by the Corporation as authorized in this Article.

9.04 Non-exclusive. The indemnification provided by this Article shall not be deemed exclusive of any other 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 or otherwise, and shall continue as to a person who has ceased to be director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

9.05 Power to Purchase Insurance. The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, committee member, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article.

9.06 No Amendment. The provisions of this Article shall not be amended.

H24000146139 3

## ARTICLE X

### DISSOLUTION

Upon dissolution of the Corporation, all of its assets shall be conveyed to another non-profit corporation, unincorporated association or public agency.

ARTICLE XI  
INCORPORATOR

The name and address of the Incorporator of the Corporation is: Viviana E. Aspuru, c/o FL Corporate & Tax Services, LLC, 135 San Lorenzo Avenue, Suite 850, Coral Gables, Florida 33146.

ARTICLE XII  
REGISTERED AGENT

The street address of the initial registered office of this corporation is c/o FL Corporate & Tax Services, LLC, 135 San Lorenzo Avenue, Suite 850, Coral Gables, Florida 33146, and the name of the initial registered agent of this corporation at that address is FL Corporate & Tax Services, LLC.

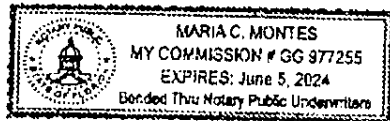
IN WITNESS WHEREOF, the Incorporator has executed these Articles as of April 22, 2024.

Viviana Aspuru, Incorporator

[illegible]

The foregoing instrument was acknowledged before me, by means of ☒ physical presence or ☐ online notarization, on the 22<sup>nd</sup> day of April, 2024, by Viviana Aspuru, who is either personally known to me or has produced as identification.

[Seal]



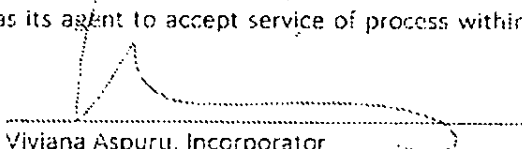
Print: MARIA C. MONTES  
Notary Public, State of Florida at Large

H24000146139 3

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

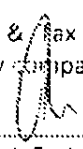
HOMESTEAD MIDTOWN SHARED FACILITIES ASSOCIATION, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the County of Miami-Dade, State of Florida, has named FL Corporate & Tax Services, LLC, located at 135 San Lorenzo Avenue, Suite 850, Coral Gables, FL 33146, as its agent to accept service of process within Florida.

  
Viviana Aspuru, Incorporator

Dated: 22<sup>nd</sup> day of April, 2024

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

FL Corporate & Tax Services, LLC, a Florida  
limited liability company

By:   
Alexander J. Faria, Vice President

Dated: April 22, 2024