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TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE  
STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399  
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FROM: EMPIRE CORPORATE KIT COMPANY  
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NAME: KENDALE WOODS CONDOMINIUM ASSOCIATION, INC.  
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ARTICLES OF INCORPORATION  
OF  
KENDALE WOODS CONDOMINIUM ASSOCIATION, INC.

The undersigned, acting as incorporator of a corporation pursuant to chapter 617, Florida Statutes, adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation shall be, Kendale Woods Condominium Association, Inc.

ARTICLE II

The principal place of business and the mailing address of this corporation shall be, 6321 S.W. 138th Crt. #2 Miami, Florida 33183.

ARTICLE III

The purpose for which the corporation is formed, and the business and the objects to be carried on and promoted by it, are as follows:

1. The purposes for which the corporation is organized are to receive and maintain real or personal property, or both, and, subject to the restrictions and limitations hereinafter set fourth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for charitable, religious, scientific, literary, or educational purposes either directly or by contributions to organizations that qualify as exempts organizations under Section 501 (c) (3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

DUNKLEY & ASSOCIATES  
LINDSAY DUNKLEY  
ACCOUNTANT  
717 PONCE DE LEON BLVD.  
SUITE # 325 -A  
CORAL GABLES, FL 33134  
(305) 461-4460

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2. To erect and maintain a building or buildings for the above purpose and to engage in any operation incidental to and essential to carry out the purposes above mentioned.

3. To engage in any kind of activity, and to enter into, perform and carry out contracts of any kind, necessary or in connections with, or incidental to the accomplishment of any one or more of the non-profit purposes of the corporation.

4. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any Director or Officer of the corporation or any member of the corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no Director or Officer of the corporation, or any private individual shall be entitled to share in the distributions of any of the corporate assets on dissolution of the corporation. No substantial part of the activities of the corporation shall be carrying on each propaganda, or otherwise attempting to influence legislation and the corporation shall not participate in, or intervene in (including the publication or distribution of statement) any political campaign on behalf of any candidate for public office.

5. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c) (3) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code and said Regulations as they now exist or as they may hereafter be amended.

6. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporations, disposes of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United State Internal Revenue Law), as the Board of Directors Shall determine. Any of such assets not so disposed of shall be disposed by the Circuit Court of Dade County, Florida in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said script shall determine, which are organized and operated exclusively for such purposes.

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7. The corporation shall have such powers as are conferred upon it by Chapter 617 of the Laws of the State of Florida, and to exercise those powers in the accomplishment of its objects and purposes.

#### ARTICLE IV

The manner in which the directors are elected or appointed shall be:

Each person named in the Article of Incorporation as a member of the initial Board of Directors will hold office for two (2) years and will be qualified and elected by a special meeting of the homeowners. At the first special meeting of homeowners and at each special meeting thereafter, the homeowners will elect directors to hold office until the next special meeting to elect new directors. Each director will hold office for a term of two (2) years until said directors successor will have been qualified and elected, said directors prior resignation, said directors removal from office or said directors death.

Any vacancy occurring in the Board of directors will be filled by the affirmative vote of a majority of the homeowners. A director elected to fill a vacancy will hold office only until the next election of directors by the homeowners.

#### ARTICLE V

The name and street address of the initial registered agent shall be:

Eddy Fernandez  
(President)

6321 S.W. 138th Crt. #2  
Miami, Fl. 33183

#### ARTICLE VI

The name and street address of the incorporator of these Articles of Incorporator shall be:

Eddy Fernandez  
(President)

6321 S.W. 138th Crt. #2  
Miami, Fl. 33183

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ARTICLE VII

The affairs of the corporation shall be managed by a President, Vice President, Secretary and a Treasurer and such other officer as may from time to time be created by the Board of Directors. The names of the Officers and the office they shall hold until the first election shall be:

Eddy Fernandez                      6321 S.W. 138th Crt. #2  
(President)                              Miami, Fl. 33183

Jose Aumuni                              6321 S.W. 138th Crt.  
(Vice President)                      Miami, Fl. 33183

ARTICLE VIII

The members of the Board of Directors shall never be less than one (1) in number. Initially the Board of Directors shall consist of ~~seven~~ (6) persons whose names and addresses are as follows and who shall serve as Directors until the first election:

Eddy Fernandez                      6321 S.W. 138th Crt. #2  
(President)                              Miami, Fl. 33183

Jose Aumuni                              6321 S.W. 138th Crt.  
(Vice President)                      Miami, Fl. 33183

ARTICLE IX

These Article of Incorporation may be amended by a majority vote of the Board of directors at any special meeting called for that purpose, after first giving at least ten (10) days written notice of the meeting. Amendments to the Articles of Incorporation shall only be effected from the date of approval in writing by Board of Directors.

It is hereby expressly provided that in the determination of whether an individual qualifies and should be thus entitled to membership, the Officers of this Corporation, to abide by the By-Laws promulgated by the Board of Directors in determining whether any certain individual qualifies in accordance with the criteria herein established. It is hereby expressly provided that said By-Laws shall not discriminate or be applied in any manner which may be contrary to the purposes described in these Article of Incorporation or which would disqualify this corporation's qualification as an organization exempt from taxation under Section 501 (c) (3) of the Internal Revenue Code.

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ARTICLE X

The By-Laws of the corporation may be amended from time to time by a majority vote of the Board of Directors at a meeting called especially for that purpose and after giving at least ten (10) days notice of said meeting in writing.

ARTICLE XI

The corporation shall hold a meeting for members every two (2) years within ninety (90) days of the end of its fiscal year as determined by the Board of Directors. At such meeting Directors shall be elected or appointed in accordance with the By-Laws.

The undersigned incorporator has executed these Article of Incorporation this 11th day of January, 1995.

  
INCORPORATOR

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JAN-11-1955 14144 FROM EMPHRE

TO

DIV CORP ELI FI P.20

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CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 617.0501, 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.

First-That KENDALE Woods Condominium Association, Inc.  
(Name of Corporation)  
desiring to organize under the laws of the State of Florida  
(Florida)  
with its principal office, as indicated in the articles of incorporation has named Edw. Fernandez  
(Name of Registered Agent)  
located at 6321 S.W. 138th Ct. #2  
(PO Box not Acceptable)  
City of Miami, FL, County of Dade  
(City) (County)  
State of Florida, 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

Edw. Fernandez  
Registered Agent

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