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TAYLOR, BRION, BUKER & GREENE

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JAN 23, 1995  
JAN 24 PM 3:00

PLEASE REPLY TO  
DIVISION OF CORPORATION

Miami

W. H. TAYLOR (1888-1988)

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PETER C. BIANCHI, JR.  
KENNETH M. BLOOM  
DAVID S. BOWMAN, P.A.  
WILBUR E. BREWTON, P.A.  
MURRAY H. DUBBIN  
HAROLD L. GREENE  
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JOEL N. MINSKER, P.A.  
W. DOUGLAS MOODY, JR.  
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ROBERT B. SINGER  
THOMAS J. SKOLA  
HENRY M. TAYLOR, JR.  
ARNALDO VELEZ  
H. BRUCE WALLACE

OF COUNSEL  
P. TRISTAN BOURGOIGNIE  
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CORAL GABLES, FLORIDA 33134-8994  
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TELECOPIER (305) 446-9844

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\*\*\*\*122.50 \*\*\*\*122.50

FEDERAL EXPRESS

Taylor, Brion, Buker & Greene  
225 South Adams Street  
Suite 250  
Tallahassee, FL 32301

ATT: CELISA GAY

Dear Celisa:

In accordance with our telephone conversation of even date,  
enclosed are the following:

1. Original and one copy of the Articles of Incorporation  
for Pharmed Park Phase V Condominium Association, Inc., together  
with our check in the sum of \$122.50 for incorporating same.

2. Original and one copy of the Articles of Incorporation  
for Pharmed Industrial Park Owners' Association, Inc., together  
with our check in the sum of \$122.50 for incorporating same.

Please advise once both corporations have been filed.

Thank you for your assistance in this matter. Should you have any  
questions, please contact me at your convenience.

Very truly yours,

*Mayra C. Guixens*  
Mayra C. Guixens  
Secretary to Arnaldo Velez

/mcg  
Encls.

*Will wa. + DMP*  
*1/24/95*

FILED  
95 JAN 24 PM 3:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

January 24, 1995

CELISA GAY  
801 BRICKELL AVE.  
MIAMI, FL 33131-2900

SUBJECT: PHARMED PARK PHASE V CONDOMINIUM ASSOCIATION, INC.  
Ref. Number: W95000001671

*NA 5-34<sup>3</sup>*

We have received your document for PHARMED PARK PHASE V CONDOMINIUM ASSOCIATION, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

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 (904) 487-6928.

Agnes Bundick  
Corporate Specialist

Letter Number: 595A00003008

*Will wait*

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95 JAN 24 PM 3:43

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION FOR  
PHARMED PARK PHASE V CONDOMINIUM ASSOCIATION, INC.

A Florida Not-for-Profit Corporation

The undersigned Subscriber associates himself through these Articles in order to form a corporation not for profit under the laws of the State of Florida, and does hereby adopt the following Articles of Incorporation.

ARTICLE - I

The name of the corporation is Pharmed Park Phase V Condominium Association, Inc., hereinafter referred to as the "Association". The principal place of business shall be 3075 NW 107th Ave. Miami, Florida.

ARTICLE II

The period of duration for the Association is perpetual.

ARTICLE III

The purpose of the Association is to provide an entity, in accordance with the Florida Condominium Act, Chapter 718 of the Florida Statutes, to operate the Condominium located in Dade County, Florida, and known as Pharmed Park Phase V A Condominium, (the "Condominium").

ARTICLE IV

All terms used in these Articles of Incorporation have the same meaning as designated in the Declaration of Covenants and Restrictions of Pharmed Industrial Park, unless these Articles specifically provide otherwise, or unless the context dictates a contrary meaning.

ARTICLE V

The Association shall have all common-law and statutory powers permitted a corporation not-for-profit under Florida law and the Condominium Act. The Association shall have those powers reasonably necessary to carry out its responsibilities for the operation of the Condominium in accordance with the Condominium Act, the Declaration of Condominium and the Association By-Laws, which powers shall include, but not be limited to, the following:

5.1 To make and collect assessments against members for the purpose of exercising its powers and carrying out its responsibilities for the operation of the Condominium.

5.2 To buy, sell, trade, lease or encumber property, real or personal, and to construct additional improvements of the Condominium Property.

5.3 To maintain, repair, replace, reconstruct after casualty, operate and manage the Condominium Property or any property owned or leased by the Association for use by its members.

5.4 To acquire and pay for insurance on the Condominium Property and for the protection of the Association and its members.

5.5 In the manner provided in the Association By-Laws, to make and amend reasonable rules and regulations for the use and appearance of all property in the Condominium for the benefit, health, safety, welfare and happiness of members.

5.6 To approve or disapprove the lease, transfer, mortgaging, ownership or possession of Units in the manner provided for in the Declaration of Condominium or the Association By-Laws.

5.7 To enforce through legal means the Condominium Act, the Declaration of Condominium, the By-Laws of the Association, these Articles and any rules or regulations as contemplated by Section 5.5 of these Articles.

5.8 To contract for the management of the Condominium and delegate to a management entity which may be affiliated with the Developer, those and duties which are not specifically required by the Condominium Act to be retained by the Board of Directors, and also to contract for the management or operation of those portions of the Common Elements which are susceptible to such management or operation.

5.9 To hire employees to perform the services needed for the proper operation of the Condominium.

5.10 The Association shall, in exercising these and all other powers, be subject to and act in accordance with the Condominium Act, the Declaration of Condominium, the Association By-Laws and these Articles. All funds and all titles of any properties acquired by the Association and any proceeds therefrom shall be held in trust for the Unit Owners in accordance with the Declaration of Condominium, the Association By-Laws and these Articles.

5.11 To belong to a Master Association that may regulate, supervise or provide maintenance to property adjoining The Condominium.

#### ARTICLE - VI

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

6.1 The Owners of all Units in the Condominium shall be members of the Association and no other persons or entities shall be entitled to membership except as provided in Section 6.5 of this Article VI.

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

6.3 The interest of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to his Unit. The funds and assets of the Association shall belong solely to the Association, subject to the limitations that the same be expended, held or used for the benefit of the membership and for the purposes authorized herein, in the Declaration and in the By-Laws which may be hereafter adopted.

6.4 On all matters on which the membership shall be entitled to vote, there shall be only one vote cast for each Unit in the Condominium, which vote may be exercised or cast by the owner or owners of each Unit in such manner as may be provided in the By-Laws hereafter adopted by the Association. Should any member own more than one Unit, such member shall be entitled to exercise or cast as many votes as he owns Units in the manner provided by the By-Laws.

6.5 Until such time as the Property and the improvements thereon are submitted to the Condominium Act by the recordation of the Declaration, the membership of the Association shall be comprised of the Subscribers to these Articles, each of which Subscribers shall be entitled to cast one (1) vote on all matters on which the membership shall be entitled to vote.

#### ARTICLE - VII

The business and affairs of the Association shall be managed by a Board of Directors consisting of a number of directors determined by the Association By-Laws, but in any event not less than two (2) directors. Directors need not be members of the Association nor reside in the Condominium. The Board of Directors, its agents, contractors or employees shall exclusively exercise all of the powers of the Association existing under the Condominium Act, the Declaration of Condominium, the Association By-Laws and these Articles, subject only to the approval of the Unit Owners when such approval is specifically required.

Each Unit Owner within the Condominium shall be entitled to appoint a director. If by unanimous consent the unit owners desire to have the board consist of more than two members, then such directors shall be elected at the annual meeting of the Association members in the manner provided for by the Association By-Laws. Directors may be removed, and vacancies on the Board may be filled as provided for in the Association By-Laws. The members of the First Board of Directors and their replacements shall be appointed by the Developer. The members of the first Board of Directors shall serve terms as provided for in the Association By-Laws, and they or their replacements appointed by the Developer are permitted to elect directors as provided by the Condominium Act, or at an earlier date at the discretion of the Developer as provided for in the Association By-Laws. The names and addresses of the first Board of Directors who shall hold offices until their successors are elected have qualified or until removed are as follows:

Manuel R. Fernandez  
8380 NW 64 Street  
Suite 201  
Miami, FL 33166

Carlos M. De Cespedes  
3075 NW 107 Avenue  
Miami, Florida

Jorge Luis De Cespedes  
3075 NW 107 Avenue  
Miami, Florida

#### ARTICLE - VIII

The affairs of the Association shall be administered by the officers provided for in the By-Laws. At the first meeting of the Board of Directors following the Association's annual meeting, the Board shall elect the officers who will thereafter serve at the pleasure of the Board. The officers who shall serve until such time as the Board of Directors appoints successors are as follows:

Carlos M. De Cespedes	-	President
Jorge Luis De Cespedes	-	Secretary/Treasurer

#### ARTICLE - IX

The Association shall indemnify directors, officers, employees or agents of the Association against all expenses and liabilities including attorney's fees, costs, judgments, fines and settlements reasonably incurred or imposed as a result of any proceedings to which any director, officer, member, employee or agent of the Association may have been otherwise involved by reason of his serving or previously having served the Association at its request. However, unless the Board of Directors approved indemnification as being in the best interest of the Association and places in the minutes of the meeting at which such decision is made and reasons

therefor, no indemnification shall be permitted where a court of competent jurisdiction decides that the party seeking indemnification was guilty of willful misfeasance or malfeasance in the performance of his duties.

#### ARTICLE - X

The first By-Laws of the Association shall be adopted by the Board of Directors. The By-Laws may be amended, altered or rescinded in any manner provided for in the By-Laws.

#### ARTICLE - XI

These Articles may be amended as provided for in this Article XI. Notice of the subject of a proposed amendment must include in the notice of the meeting at which the amendment must be included in the resolution for the adoption of the amendment is to be considered. A resolution for the adoption of the amendment may be proposed by either the Board or Directors or any member of the Association. Any director or member of the Association not present in person or by proxy at the meeting may express his approval in writing provided that the approval must be in the possession of the Secretary of the Association at the meeting. Amendments must be approved unanimously. No amendment shall change the qualifications for membership, voting or property rights for members, the Association's obligation under Article V of these Articles to exercise its powers in accordance with the Condominium Act, the Declaration of Condominium, the By-Laws and these Articles, or its obligation under Article V concerning distribution of Association income and the holding of all funds and titles to properties acquired by the Association for the benefit of Unit Owners, without written approval by all members and the joinder of all record owners of mortgages on Units. No amendments may be made which conflict with the Declaration of Condominium or the Condominium Act. A copy of any amendment which is adopted shall be accepted and certified by the Secretary of State and be recorded in the Public Records of Dade County, Florida.

#### ARTICLE - XII

The name and address of the Subscriber to these Articles of Incorporation is Arnaldo Velez, 801 Brickell Avenue, Suite 1401, Miami, FL 33131.

#### ARTICLE - XIII

The initial registered office of the Association shall be located at 2151 LeJeune Road, Suite 201, Coral Gables, FL 33134, and the initial registered agent at the address is: J. Alfredo De Armas.

IN WITNESS WHEREOF, the undersigned subscriber has affixed his signature below in Miami, Florida, this 23<sup>rd</sup> day of January, 1995.

Arnaldo Velez  
ARNALDO VELEZ

STATE OF FLORIDA           )  
                                  :   SS  
COUNTY OF DADE           )

The foregoing instrument was freely and voluntarily acknowledged before me this 23<sup>rd</sup> day of January, 1995, by Arnaldo Velez, who is personally known to me ~~or has produced~~ an identification and who did / did not take oaths.

My Commission Expires:

Mayra C. Guixens  
NOTARY PUBLIC, State of Florida  
Mayra C. Guixens



MAYRA C. GUIXENS  
MY COMMISSION # CC 180313 EXPIRES  
May 22, 1995  
NOTARY PUBLIC STATE OF FLORIDA

**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for the above stated non-profit corporation, at the place designated in Article XIII of these Articles of Incorporation, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his duties.

DATED this \_\_\_\_ day of January, 1995.

J. Alfredo De Armas  
J. Alfredo De Armas