

77950000001685

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
Mailing Address: Post Office Box 10149, Tallahassee, FL 32302
TOLL FREE No. 1-800-342-8062
FAX (904) 222-1222

NAME _____
FIRM _____
ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
One Day Service _____ Two Day Service _____

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

95 APR 10 2 10 PM '95

AB 4/10/95

REQUEST _____ TAKEN _____ CONFIRMED _____ APPROVED _____
DATE _____
TIME _____ CK No. _____
BY AAK

WALK-IN Will Pick Up 4-10-95 12:30

RE: The Cliff Hammonck
Homeowners Association, Inc.

	C.C. FEE	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input checked="" type="checkbox"/> Corp. Record Search		
<input checked="" type="checkbox"/> Ltd. Partnership File		
<input checked="" type="checkbox"/> Foreign Corp. File		
<input checked="" type="checkbox"/> () Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> C U S -		
<input type="checkbox"/> Fictitious Name File	100001451911	
<input type="checkbox"/> Name Reservation	04/10/95--01030--024	
<input type="checkbox"/> Annual Report/Reinstatement	***122.50	***122.50
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, _____ Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ()		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX () pgs.		

SUBTOTALS	
FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$
	\$

Please remit invoice number with payment
TERMS: NET 10 DAYS FROM INVOICE DATE
1 1/2% per month on Past Due Amounts
Past 30 Days, 18% per Annum

THANK YOU
from
Your Capital Connection

ARTICLES OF INCORPORATION

OF

THE CLIFF HAMMOCK HOMEOWNERS ASSOCIATION, INC.

The undersigned, for the purpose of forming a not for profit corporation under Chapter 617, Florida Statutes, does hereby adopt the following Articles of Incorporation:

ARTICLE I: NAME

The name of the corporation is THE CLIFF HAMMOCK HOMEOWNERS ASSOCIATION, INC.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of the corporation is 2838 Brickell Ave., Coconut Grove, FL 33129.

ARTICLE III: PURPOSE

The purpose of the corporation is to preserve and protect the environment, heritage and quality of life in the area known as Cliff Hammock - bounded by US-1 and Ricken Backer Causeway to the north, Viscaya County Park to the south, South Miami Avenue to the west and Biscayne Bay to the east.

ARTICLE IV: QUALIFICATION

The qualifications for members and the manner of their admission are stated in the bylaws of the corporation.

FILED

05 APR 10 AM 11:40

ARTICLE V: INITIAL REGISTERED OFFICE AND AGENT

The initial registered office and agent of the corporation is W. Tucker Gibbs, 2665 S. Bayshore Dr., Suite 603, Coconut Grove, FL 33133.

ARTICLE VI: INITIAL BOARD OF DIRECTORS

The number of persons constituting the Board of Directors of the corporation is three (3) initially. The manner in which the directors are elected is stated in the corporate bylaws. The name and address of each person who is to serve as a member of the initial Board of Directors is:

Alana Gratewski 2838 Brickell Ave., Coconut Grove, FL 33129

Dean Ziff 2999 Brickell Ave., Coconut Grove, FL 33129

Jay Grossman 2838 Brickell Ave., Coconut Grove, FL 33129

ARTICLE VII: NON-STOCK BASIS

The corporation is organized under a non-stock basis.

ARTICLE VIII: DISSOLUTION

In the event of dissolution, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in sections 501(c) (3) and 170 (c) (2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal, State or local government for exclusive public purpose.

ARTICLE IX: INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is Capital Connection, Inc., 417 E. Virginia St., Suite 1, Tallahassee, FL 32301.

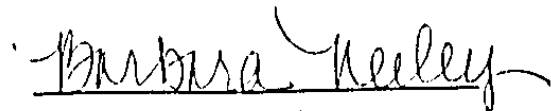
ARTICLE X: AMENDMENTS

The corporation reserve the right to amend or repeal any provisions of these Articles of Incorporation, or any amendment(s) thereto.

ARTICLE XI: CORPORATE POWERS

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes.

The undersigned incorporator has executed these Articles of Incorporation this 10th day of April, 1995.



Capital Connection, Inc.

Barbara Neeley - President
Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED

95 APR 10 AM 11:44

Pursuant to the provisions of section 607.0501, Florida Statutes, the mentioned 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.

1. The name of the corporation is: _____

THE CLIFF HAMMOCK HOMEOWNERS ASSOCIATION, INC.

2. The name and street address of the registered agent and office is: W. DICKER GIBBS

2605 S. BAYSHORE DR., STE 603

COCONUT GROVE, FL 33133

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.

W. Dickers Gibbs

COLL DAVIDSON CARTER SMITH SALTER & BARKETT
PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

PABLO A. ALVAREZ
JANIE L. ANDERSON
JOHN M. BARKETT
FRANCIS L. CARTER
NORMAN A. COLL
MICHAEL J. COMPAGNO
TED C. CRAIG
BARRY R. DAVIDSON
YALE J. FISHMAN
MICHAEL R. GOLOSTEIN
MICHAEL J. HIGER
CHRISTOPHER N. JOHNSON
JOHN J. McNALLY
JIMMY L. MORALES
GARY H. MURPHREE
DARNELL W. PAYNE
VANCE T. SALTER
HARRIS C. SISKIND
RICHARD C. SMITH
SHERRY A. STANLEY
COURTNEY B. WILSON

N 95000001685

3200 MIAMI CENTER
201 SOUTH MISCAYNE BOULEVARD
MIAMI, FLORIDA 33131-2312
(305) 373-8200
TELECOPIER (305) 374-7288

CHRIS M. MCALILEY
OF COUNSEL

February 23, 1996

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

600001833326
-05/21/96--01170--010
*****35.00 *****35.00

Re: Friends of Wainwright Hammock, Inc.

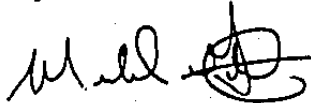
Dear Sir/Madam:

Please file the enclosed Statement of Change of Registered Office and Agent and the \$35.00 fee.

Please certify and return the second copy in the self-addressed stamped envelope provided for your convenience.


Should you have any questions, please do not hesitate to call.

Very truly yours,


Michael R. Goldstein

Enclosures

FILED
96 MAY 20 AM 9:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PA Change
5/29/96


Florida Department of State, Jim Smith Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED
AGENT OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes, the undersigned corporation organized under the laws of the State of Florida submits the following statement in order to change its registered office or registered agent, or both, in the State of Florida.

1a. The name of the corporations is: The Cliff Hammocks Homeowners Association, Inc.

1b. Date of incorporation: April 19, 1995
Document number: N95000001685

2. The name and address of the current registered agent and office:

W. Tucker Gibbs
2665 S. Bayshore Drive, Suite 603
Coconut Grove, FL 33133

The name and address of the new registered agent and office:

Alana Gratewski
2838 Brickell Avenue
Coconut Grove, FL 33129

Such change was authorized by resolution duly adopted by the board of directors or by an officer so authorized by the board.

A. Gratewski, M.D.
SIGNATURE

Alana Gratewski, President
Typed or printed name and title

2/29/96
DATE

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 RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE A. Gratewski, M.D.
(Registered Agent)

DATE 2/29/96

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

FILED
96 MAY 20 AM 9:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

0031700