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CAPIT	AL.	CON	NECT	ION.	INC.

417 E. Virginia St., Suite 1, Tallahassee, Fl. 32301, (904)224-8870 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302 TOLL FREE No. 1 800-342-8062 FAX (904) 222-1222

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SUBTOTAL	\$

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

CS APR 10 MILLION

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.

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., Suito 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 RECESTERED AGENT/RECISTERED OFFICE

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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.

۱.	The name of the corporation is:
	THE CLIFF HAMMOCK HOMEOWNERS ASSOCIATION, INC.
	The name and streat address of the registered agent and ide is: W.DICKER GIBBS
	2665 S. BAYSHORE DR. STE 6003
	COCONUT GROVE TO 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.

N Derclifills

COLL DAVIDSON CARTER SMITH SALTER & BARKETT PROPESSIONAL ASSOCIATION ATTORNEYS AT LAW PABLO A. ALVAREZ
JOHN M. BARKETT
PRANCIE L. CARTER
NORMAN A. COLL
MICHAEL J. COMPAGNO
TED C. CRAIG
BARRY R. DAVIDBON
YALE J. FIBHMAN
MICHAEL R. GOLDBTEIN
MICHAEL J. HIGER
CHRIBTOPHER N. JOHNSON
JOHN J. MCNALLE
JIMMY L. MORALES 200 MIAHI CENTER 201 SOUTH BISCAYNE BOULEVARD MIAMI, FLORIDA 33131-2312 (308) 373-8200 TELECOPIEN (308) 374-7298 CHRIS M. MCALILEY OF COUNERL JOHN J. MCNALLY
JIMMY L. MORALES
GARY H. MURPHREE
DARRELL W. FAYNE
VANCE T. BALTER
HARRIS C. BISKIND
RICHARO C. BMITH
SHERRY A. STANLEY
COURTNEY B. WILSON February 23, 1996 Secretary of State 60000183326 -05/21/96--01170--010 *****35.00 *****35.00 Division of Corporations Post Office Box 6327 Tallahassee, FL 32314 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 7A (1/29)

· 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.

- la. The name of the corporations is: The Cliff Hammocks Homeowners Association, Inc.
- 1b. Date of incorporation:
 Document number:

April 19, 1995 N95000001685

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

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

	SEC	88	
The name and address of the new registered agent and offic Alana Gratewski 2838 Brickell Avenue Coconut Grove, FL 33129	RY OF S	HAY 20 AM 9:	
Such change was authorized by resolution duly adopted by i directors or by an officer so authorized by the board.	BATE ATE	₩d N	of
A. Porcincuski, M.D. SIGNATURE Alana Gratewski, P. Typed or printed name 2/29/96 DATE	resi and	dent tit	le

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 SVajenti MF
(Registered Agent)

DATE 2/29/96

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

PLEASE READ ALL INSTRUCTIONS BEFORE COMPLETING THIS FORM. **APPLICATION** FLORIDA DEPARTMENT OF STATE AND FOR Sandra B. Mortham Socretary of State REINSTATEMENT DIVISION OF CORPORATIONS

DOCUMENT # 1. Corporation Name

N95000001685

THE CLIFF HAMMOCK HOMEOWNERS ASSOCIATION, INC.

ATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

Pencipal Place of Business

SIGNATURE

2838 BRICKELL AVE.

Mailing Address

96 OCT -8 PH12: 01

SECREDARY OF STATE TALLARASE TE. FLORIDA

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	RICKELL AVE.			Stroot Address (P.C	O. Box Number	is Not Acceptable)
COCOM	NUT GROVE FL 33129			Suito, Apt. #, Etc.		is Not Acceptable)
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