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(((H95000005059))) DOCUMENT TYPE: FLORIDA NON-PROFIT CORPORATION  
NAME: GALLOWAY ESTATES AT KENDALL HOMEOWNERS ASSOCIATION,  
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MAY 19 1964  
DALLAS, TEXAS

ARTICLES OF INCORPORATION

WE, the undersigned, hereby associate ourselves together for the purpose of forming a non-profit corporation under the laws of the State of Florida, pursuant to Florida Statute 617 et seq., and hereby certify as follows:

ARTICLE I.

The name of this Corporate shall be:

GALLOWAY ESTATES AT KENDALL HOMEOWNERS ASSOCIATION, INC.

ARTICLE II.

The general purpose of this non-profit Corporation shall be as follows: To be the "Association" for the operation of a Planned Unit Community known as Galloway Estates at Kendall which is located in Dade County, Florida, and as such Association to operate and administer the planned unit community and carry out the functions and duties of said Association, as set forth in the Declaration of Covenants and Restrictions for Galloway Estates at Kendall.

As used herein, the terms "Declaration of Covenants and Restrictions" shall mean the Declaration of Covenants and Restrictions for Galloway Estates at Kendall which is to be recorded in the Public Records of Dade County, Florida. As used herein, the word "Corporation" shall be the equivalent of "Association", as defined in the aforesaid Declaration of Covenants

H 95000005059

Prepared by: DONALD M. HARRIS, Esquire  
Wriensbach Building 22-2  
2120 S. Dixie Highway  
Miami, Florida 33104  
Florida Bar No. 111409  
(305) 670-9944

H 95000005059

and Restrictions. Words and phrases, when used in these Articles, shall have the same definitions as attributed to them in the aforesaid Declaration of Covenants and Restrictions. The word "Subdivision" means the Real Property described in Exhibit "A" to the Declaration of Covenants and Restrictions, and Amendments thereto, if any.

ARTICLE III.

All persons who are owners of Lots and Units within said subdivision shall automatically be members of this Corporation. Such membership shall automatically terminate when such person is no longer the owner of a Lot or Unit. Membership in this Corporation shall be limited to such Lot Owners and Unit Owners.

Subject to the foregoing, admission to and termination of membership shall be governed by the Declaration of Covenants and Restrictions referred to above.

ARTICLE IV.

This Corporation shall have perpetual existence.

ARTICLE V.

The name and residence of the Subscriber to these Articles of Incorporation is as follows:

Donald M. Darrach

NationsBank Building PH.2  
9350 S. Dixie Highway  
Miami, Florida 33156

ARTICLE VI.

Section 1. The affairs of the Corporation shall be managed and governed by a Board of Directors composed of not less than three (3), nor more than the number specified in the By-Laws. The Directors, subsequent to the first Board of Directors, shall be

H 95000005059

H9500005059

electd at the annual meeting of the membership, for a term of one (1) year, or until their successors shall be elected and shall qualify. Provisions for such election, and provisions respecting the removal, disqualification and resignation of Directors, and for filling vacancies on the directorate, shall be established by the By-Laws.

Section 2. The principal Officers of the Corporation shall be:

President  
Vice President  
Secretary  
Treasurer

who shall be elected from time to time in the manner set forth in the By-Laws adopted by the Corporation.

ARTICLE VII.

The names of the Officers who are to serve until the first election of Officers, pursuant to the terms of the Declaration of Covenants and Restrictions and By-Laws, are as follows:

President - Carlos G. Fernandez  
Vice President - Donald M. Darrach  
Secretary - Treasurer - Luis D. Fernandez

ARTICLE VIII.

The following persons shall constitute the first Board of Directors and shall serve until the first election of the Board of Directors at the first regular meeting of the membership subject to the applicable provisions of the By-Laws of this Corporation:

Carlos G. Fernandez 7810 S.W. 84th Court  
Miami, Florida 33143  
Luis D. Fernandez 8193 S.W. 91 Avenue  
Miami, Florida 33143

H9500005059

Donald M. Darrach

NationsBank Building PH.2  
9350 B. Dixie Highway  
Miami, Florida 33156

ARTICLE IX.

The By-Laws of the Corporation shall initially be made and adopted by its first Board of Directors, and thereafter may be altered, amended or rescinded in the manner provided for in the By-Laws and Declaration of Covenants and Restrictions. No amendment shall change the rights and privileges of the Developer without the Developer's prior written approval.

ARTICLE X.

Amendments to these Articles of Incorporation may be proposed by any member or director and shall be adopted in the same manner as is provided for the amendment of the By-Laws as set forth in Article IX above. Said amendment(s) shall be effective when a copy thereof, together with an attached certificate of its approval by the membership, sealed with the Corporate Seal, signed by the Secretary or an Assistant Secretary, and executed and acknowledged by the President or Vice-President, has been filed with the Secretary of State, and all filing fees paid. Notwithstanding any provision of this Article to the contrary, these articles shall not be amended in any manner which shall abridge, amend or alter the rights of the Developer, as set forth in the Declaration of Covenants and Restrictions, without the prior written consent to such amendment by the Developer. Further, these Articles shall not be amended in any manner which shall amend, modify or affect any provisions, terms, conditions, rights and obligations set forth in the Declaration of Covenants and Restrictions, as the same may be

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amended from time to time in accordance with the respective provisions thereof.

ARTICLE XI.

This Corporation shall have all of the common law powers and powers set forth in Florida Statute 617.021 and all of the powers granted to it by the Declaration of Covenants and Restrictions. The powers and duties of the Corporation, as provided in the Declaration of Covenants and Restrictions and By-Laws of this Corporation, shall be deemed repeated in this Article XI. Additionally, this Corporation shall maintain, repair, replace and operate any property owned by this Corporation (including, but not limited to be maintained in a natural state, utilized for recreation purposes or utilized for drainage purposes) in accordance with the Planned Unit Community requirements of Dade County as they may apply to Galloway Estates at Kendall, the Declaration of Covenants and Restrictions, and in accordance with the terms of and purposes set forth in any dedication or conveyance of property to the Corporation.

ARTICLE XII.

There shall be no dividends paid to any of the members, nor shall any part of the income of the Corporation be distributed to its Board of Directors or Officers. In the event there are any excess receipts over disbursements as a result of performing services, such excess shall be applied against future expenses as determined by the Board of Directors. The Corporation may pay compensation in a reasonable amount to its members, directors or officers for services rendered, may confer benefits upon its

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members in conforming with its purposes, and upon dissolution or final liquidation to its members as is permitted by the Court having jurisdiction thereof, and no such payment, benefit or distribution shall be deemed to be a dividend or distribution of income.

This Corporation shall not issue shares of stock of any kind or nature whatsoever. Membership in the Corporation and the transfer thereof, as well as the number of members, shall be upon such terms and conditions as provided for in the Declaration of Covenants and Restrictions and By-Laws. The voting rights of the Lot Owners and Unit Owners shall be as set forth in the Declaration of Covenants and Restrictions and/or By-Laws.

ARTICLE XIII.

The street address of the initial registered office of this Corporation is: NationsBank Bldg., Penthouse 2, 9350 S. Dixie Highway, Miami, Florida 33156, and the name of the initial Registered Agent of the Corporation at the above address is Donald M. Darrach.

ARTICLE XIV.

Upon dissolution or final liquidation of the Association, its real and personal assets, including the Common Properties, shall be dedicated to an appropriate public agency or utility to be maintained and devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association. In the event such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be

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maintained and devoted to purposes as nearly as practicable the same as those to which they were required to be devoted by the Association. No such disposition of the Association properties shall be effective to divest or diminish any right or title to any Member vested in him under the Licenses, covenants and easements of these Articles of Incorporation, the By-Laws of the Association or the Declaration of Covenants and Restrictions, or any amendments to such instruments, if any, or other documents affecting the Common Properties or the Real Property, nor shall any other party under any such deeds, covenants or other documents be deprived of any rights thereunder on account of such disposition.

IN WITNESS WHEREOF, the subscriber hereto has hereunto set his hand and seal this 4th day of May, 1995.

Signed, sealed and delivered in the presence of:

Barbara Miguez  
Barbara Miguez

Donald M. Darrach  
DONALD M. DARRACH

Martha Dias  
Martha Dias

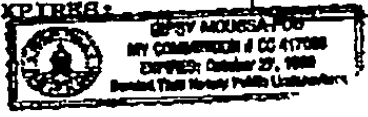
STATE OF FLORIDA )  
COUNTY OF DADE )

BEFORE ME, the undersigned authority, personally appeared Donald M. Darrach, who, after being by me first duly sworn, acknowledged that he executed the foregoing Articles of Incorporation of Galloway Estates at Kendall Homeowners Association, Inc., a Florida corporation not-for-profit, for the purposes therein expressed.

WITNESS my hand and official seal at the state and county aforesaid, this 4th day of May, 1995.

[Signature]  
NOTARY PUBLIC

MY COMMISSION EXPIRES:



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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
THIS STATE NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Florida Statutes, the following is submitted,  
in compliance with said Statutes:

That GALLOWAY ESTATES AT KENDALL HOMEOWNERS ASSOCIATION,  
INC., desiring to organize under the laws of the State of Florida,  
with its initial corporate office at NationsBank Bldg., Penthouse  
2, 9350 S. Dixie Highway, Miami, Florida, 33156; appoints Donald M.  
Darrach, Esq., NationsBank Bldg., Penthouse 2, 9350 S. Dixie  
Highway, Miami, Florida 33156, as its agent to accept service of  
process within this State.

**ACKNOWLEDGEMENT**

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 agree to  
comply with the provisions of said Statutes relative to keeping  
open said office.

  
Donald M. Darrach, Esq.

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