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ARTICLE IV

DEFINITIONS

The terms used in these ARTICLES OF INCORPORATION and the By-Laws shall have the meanings of those set forth in the Declaration of Condominium of CONQUISTADOR VILLAGE CONDOMINIUM and in the Florida Condominium Act, unless otherwise provided to the contrary, or unless the context otherwise requires.

ARTICLE V

POWERS AND DUTIES

The Association does not contemplate pecuniary gain or profit to the members thereof, and the specific purpose for which it is formed is to provide for maintenance, preservation and architectural control of the units and Common Elements within that certain tract of property described above in Article III, and to promote for the health, safety and welfare of the residents within the above-described property and any additions thereto as may hereafter be brought within the jurisdiction of this Association for this purpose to:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the Division of Florida Land and Sales Condominium and Clerk of the Courts in Dade County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if fully set forth;

(b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of this Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

(c) acquire (by gift, purchase or otherwise), own, hold improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real property in connection with the affairs of the Association.

(d) borrow money, and with the assent of two-thirds (2/3rds) of each class of members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

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(e) dedicate, sell or transfer all or any part of the Common Elements to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds (2/3rds) of each class of members, agreeing to such dedication, sale or transfer;

(f) participate in mergers and consolidations with other non-profit corporations organized for the same purpose or annex additional residential property and Common Elements, provided that any such merger, consolidation or annexation shall have the assent of two-thirds (2/3rds) of each class of members;

(g) have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Florida, by law may now or hereafter have or exercise.

ARTICLE VI

MEMBERSHIP

Every person or entity who is a record owner in the Public Records of Dade County, Florida of a fee or undivided fee interest of any unit, which is subject to the covenants of record to assessment by the Association, shall be a member of the Association. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any unit which is subject to assessment by the Association. Such membership shall automatically terminate when such person is no longer the record owner of a condominium unit.

Subject to the foregoing, admission to and termination of membership, shall be governed by the Declaration of Condominium that is filed for said condominium among the public records of Dade County, Florida.

ARTICLE VII

VOTING RIGHTS

The Association shall have two classes of voting membership:

Class A. Class A members shall be all Owners, with the exception of the Declarant, and shall be entitled to one vote for each unit owned. When more than one person holds an interest in any unit, all such persons shall be members. However, vote for such unit shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any unit.

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Class B. Class B member shall be the Declarant (as defined in the Declaration), and shall be entitled to three (3) votes for each unit presently owned by the Declarant. The Class B membership shall cease and be converted to Class A membership on the happening of either of the following events, whichever occurs earlier:

- (a) when the total votes outstanding in the Class A membership equal the total votes outstanding in the Class B membership; or
- (b) when 49 units have been sold to Class "A" members.

ARTICLE VIII

BOARD OF DIRECTORS

1. The affairs of the corporation shall be initially managed and governed by a Board of Directors composed of three (3) Directors. The number of directors may be changed by amendment of the By-Laws of the association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
A) EDDY GARCIA	2555 COLLINS AVE., #1907 MIAMI BEACH, FL 33140
B) JUAN E. PUIG	15 PHOENETIA AVENUE, #203 MIAMI BEACH, FL 33134
C) MARTIN CAPARROS, JR.	9101 E. BAY HARBOR DRIVE #1002 BAY HARBOR, FLORIDA 33154

2. At the first annual meeting of the members, new directors shall be appointed or elected and the number of Directors shall be increased or diminished in accordance with the By-Laws of the Association.

ARTICLE IX

OFFICERS

The officers of the Association shall be a President, Vice-President, Secretary and Treasurer, and such additional officers as the By-Laws specify. The officers shall be elected by the Directors at their annual meeting or at any special meeting called for that purpose.

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The first officers who shall serve until the first election are:

RODY GARCIA, PRESIDENT

JOAN M. PUIG, SECRETARY

MARTIN CAPABROS, JR., TREASURER

ARTICLE X

BY-LAWS

The By-Laws of the corporation shall initially be made and adopted by its first Board of Directors and may be altered, amended or rescinded in the manner provided by the By-Laws.

Prior to the time that the property described in Article III hereinabove has been submitted to condominium ownership by the filing of the Declaration of Condominium, said first Board of Directors shall have full power to amend, alter or rescind said By-Laws by a majority vote.

After the property described in Article III hereinabove has been submitted to condominium ownership by the filing of the Declaration of Condominium, the By-Laws may be amended, altered, supplemented, or modified by the membership, at the annual meeting, or at a duly convened special meeting of the membership, attended by at least seventy-five percent (75%) of the entire membership.

ARTICLE XI

AMENDMENT

Amendments to these Articles of Incorporation may be proposed by any member of Directors and shall be adopted in the same manner as is provided for in the amendment of the By-Laws as set forth in Article X 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/Treasurer, or an Assistant Secretary, and executed and acknowledged by the President, has been filed with the Secretary of State, and all filing fees paid. In addition, a certified copy thereof shall be filed in the Public Records of Dade County, Florida.

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ARTICLE XII

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3rds) of each class of members thereby terminating the condominium pursuant to Florida Statutes 718.117. Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE XIII

INITIAL SUBSCRIBERS

The names and addresses of the initial subscribers are as follows:

Eddy Garcia	2555 Collins Avenue, #1907 Miami Beach, Florida 33140
Juan E. Puig	15 PHOENETIA AVENUE, #203 Miami Beach, Florida 33134
Martin Caparros, Jr.	9101 E. BAY HARBOR DR. #1002 Bay Harbor, Florida 33154

ARTICLE IX

REGISTERED AGENT

The registered resident agent of the corporation shall be Eddy Garcia, President and his address is 717 Ponce de Leon Blvd., Statute 322., Coral Gables, Florida 33134, for the purpose of accepting service of process for the above stated corporation.

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In the Presence of:

Madge Delgado
Sutcliffe & Co

BODY CARRIED

JUAN E. PUIG

MARTIN CAPARROS, JR.

Having been named to accept service of process for the Association at the place herein designated, I hereby accept to act in this capacity and I further agree to comply with the provisions of all statutes relative to the complete and proper performance of my duties.

~~EDDY GARCIA, Registered Agent~~

Date _____

STATE OF FLORIDA)
) ss
COUNTY OF DADE)

BEFORE ME, the undersigned authority, personally appeared Eddy Garcia, Juan E. Puig and Martin Caparros, Jr., who after being first duly sworn, acknowledged that they executed the foregoing Articles of Incorporation of CONQUISTADOR VILLAGE CONDOMINIUM ASSOCIATION, INC., a Florida corporation not for profit, for the purposes therein expressed.

WITNESS my hand and official seal at Miami, Dade County, State of Florida this 22 day of May, 1995.

**NOTARY PUBLIC
STATE OF FLORIDA**

MY COMMISSION EXPIRES:

