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DOCUMENT TYPE: FLORIDA NON-PROFIT CORPORATION

NAME: ST. JAMES ON THE BEACH CONDOMINIUM ASSOCIATION, INC.

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ARTICLES OF INCORPORATION

OF

ST. JAMES ON THE BEACH CONDOMINIUM ASSOCIATION, INC.

A NON PROFIT CORPORATION

RECEIVED
JUN 22 1995
16:00
FROM
EMPIRE CORP. KIT

We, the Board of Directors of ST. JAMES ON THE BEACH CONDOMINIUM ASSOCIATION, INC., a duly registered nonprofit corporation, hereby adopt the following Articles of Incorporation pursuant to the Florida Business corporation act.

1. NAME:

The name of the corporation shall be ST. JAMES ON THE BEACH CONDOMINIUM ASSOCIATION, INC., hereinafter referred to as the "Association" or "Corporation".

2. PURPOSE:

In accordance with the provisions of Chapter 718, Florida Statutes, the "Condominium Act", a condominium will be created upon certain lands in Dade County, Florida, to be known as ST. JAMES ON THE BEACH, A CONDOMINIUM (the "Condominium") according to a Declaration of Condominium (the "Declaration") to be recorded in the Public Records of Dade County, Florida. This Corporation is organized for the purpose of operating, governing, administering and managing the property and affairs of the Condominium and to exercise all powers and discharge all responsibilities granted to it as a corporation under the laws of the State of Florida, the By-Laws and the Act, and to acquire, hold, convey and otherwise deal in and with real and personal property in the Corporation's capacity as a condominium association.

3. POWERS:

The powers of the Association shall include and be governed by the following provisions:

This instrument prepared by:
Ana Maria Angulo, Attorney
2151 S. LeJeune Road., Suite 310
Coral Gables, Florida 33134
Florida Bar No. 374423 / 305 - 567-0010

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3.1 The Association shall have all of the common law and statutory powers of a corporation not-for-profit which are not in conflict with the terms of these Articles and the Declaration, all the powers conferred by the Condominium Act upon a condominium association and all the powers set forth in the Declaration which are lawful.

3.2 The Association shall have all the powers reasonably necessary to implement its purpose, including, but not limited to the following:

(a) To operate and manage the Condominium and Condominium Property in accordance with the purpose and intent contained in the Declaration;

(b) To make and collect assessments against members to defray the costs of the Condominium and to refund Common Surplus to members;

(c) to use the proceeds of assessments in the exercise of its powers and duties;

(d) To maintain, repair, replace and operate the Condominium property;

(e) To reconstruct improvements upon the Condominium Property after casualty and to further improve the property;

(f) To make and amend By-Laws for the Association and regulations respecting the use of the Condominium Property;

(g) To enforce by legal means the provisions of the Declaration, these Articles, the By-Laws and the regulations for the use of the Condominium Property;

(h) To provide for the management and maintenance of the Condominium and to authorize a management agent to assist the Association in carrying out its powers and duties by performing such functions as the collection of assessments, preparation of records, enforcement of rules and maintenance of the Common Elements. The Association

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shall, however retain at all times the powers granted it by the Condominium Act, including, but not limited to, the making of assessments, promulgation of rules, and execution of contracts on behalf of the association;

(f) To possess, enjoy and exercise all powers necessary to implement, enforce, and carry into effect the powers above described, including the power to acquire, hold, convey, and deal in real and personal property.

3.3 All funds and title to all properties acquired by the Association and the proceeds thereof shall be held only for the benefit of the members in accordance with the provisions of the condominium documents. No part of the income, if any, of the Association shall be distributed to the members, directors, and officers of the Association.

3.4 The powers of the Association shall be subject to and be exercised in accordance with the provisions of the Declaration which governs the use of the Condominium property.

4. MEMBERS:

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4.1 All Unit Owners in the Condominium who have been approved by the Association shall automatically be members of the Association, and their membership shall automatically terminate when they are no longer owners of a Unit. If a member should transfer his Unit under the provisions of the Declaration, the grantee from such member will automatically acquire membership in the Association. Membership certificates are not required and may not be issued.

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7.3 All Officers shall be elected by the Board of Directors in accordance with the By-Laws at regular, annual meetings of the Board of Directors, to be held immediately following the annual meeting of the membership or as otherwise provided in the By-Laws. The Board of Directors shall elect a President, Vice-President, Secretary, Treasurer and such other Officers as it shall deem desirable, consistent with the By-Laws.

7.4 The following persons shall constitute the first Board of Directors, and shall hold office and serve in accordance with Article 7.3 herein.

Name	Address
Francisco E. Lopez-Boy	145 Madeira Avenue #312 Coral Gables, Florida 33134
Raoul Robau	145 Madeira Avenue #312 Coral Gables, Florida 33134
Graciela Robau	145 Madeira Avenue #312 Coral Gables, Florida 33134

8. OFFICERS:

Subject to the direction of the Board of Directors, the affairs of the Association shall be administered by the officers designated in the By-Laws, who shall serve at the pleasure of the Board of Directors. The names and titles of the officers who shall serve until removed or until the first election at the first annual meeting of the Board of Directors are as follows:

Name	Title
Francisco E. Lopez-Boy	President

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Raoul Robau

Vice President, Secretary, Treasurer

9. BY-LAWS:

The By-Laws of the Association shall be adopted by the initial Board of Directors and attached to the Declaration to be file in the public records of Dade County, Florida. The By-Laws may be altered, amended, or rescinded only at duly called meeting the members, in the manner provided in the By-Laws.

10. AMENDMENTS:

10.1 A majority of the members may propose alterations or amendments to, or the rescission of these Articles, so long as the proposals do not conflict with the Condominium Act or the Declaration. Such proposals shall set forth the proposed alteration, amendment, or rescission, shall be in writing, shall be filed by any two members and shall be delivered to the President of the Association who shall thereupon call a Special Meeting of the members not less than ten (10) days nor later than thirty (30) days from receipt of the proposed amendment, the notice for which shall be given in the manner provided in the By-Laws. An affirmative vote of seventy-five (75%) percent of the members of the Association shall be required for the adoption of the proposed alteration, amendment or rescission.

10.2 Any member may waive any or all of the requirements of this Article as to notice or proposals to the President of the Association for the alteration, amendment, or rescission of these Articles. Such waiver may occur before, at or after a membership meeting at which a vote is taken to amend, alter or rescind these Articles in whole or in part.

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11. INDEMNIFICATION OF OFFICERS AND DIRECTORS

Every Director, Officer, Assistant Officer or Agent of the Corporation shall be indemnified by the Corporation against all expenses and liability, including attorney's fees, reasonably incurred by or imposed upon him in which he may become involved, by reason of his being or having been a Director or Officer at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance in the performance of his duties; provided that in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the Director or Officer seeking such reimbursement or indemnification, the indemnification herein shall apply only if the Board of Directors approves such settlement and reimbursement as being in the interests of the Corporation. Such approval shall be made by a majority vote of a quorum consisting of Directors who were not parties to such proceedings. The foregoing right of Indemnification shall be in addition to and not exclusive of all other rights to which such Director or Officer may be entitled.

12. TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

12.1 No contract or transaction between the Association and one or more of its Directors or Officers, or between the Association and any other corporation, partnership,

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association, trust or other organization in which one or more of its directors or officers are Directors or Officers, or have a financial interest, shall be invalid, void, or voidable solely for this reason, or solely because the Director or Officer is present at or participates in the meeting of the Board or Committee thereof which authorized the contract or transaction, or solely because said Officer's or Director's votes are counted for such purpose. No Director or Officer of the Association shall incur liability by reason of the fact that said Director or Officer may be interested in any such contract or transaction.

12.2 Interested Officers and Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

13. ADDRESS OF REGISTERED OFFICE

The street address of the registered office of this Corporation in the State of Florida shall be 2151 South LeJeune Road, Suite #310, Coral Gables, Florida 33134. The name of the initial registered agent shall be Ana Maria Angulo, Attorney at Law. The Board of Directors may from time to time move the registered office to any other address in Florida.

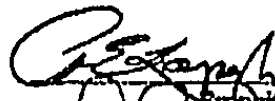
14. MEETINGS BY CONFERENCE TELEPHONE

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The Board may hold its meetings by means of conference telephone as provided by Section 607.0820 and 607.0822, Florida Statutes. When a conference telephone is used, a telephone speaker shall be attached so that the discussion may be heard by the board members and by any unit owners present in an open meeting. Board members utilizing telephone conference calls may be counted toward obtaining a quorum and may vote over the telephone.

IN WITNESS WHEREOF, the Board of Directors has executed these Articles, at Miami, Dade County, Florida, this 21 day of June, 1995.

St James on the Beach Condominium Association, Inc.



Francisco E. Lopez Boy, President



Raoul Robau, Secretary

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 21 day of June, 1995, by Francisco B. Lopez Boy and Raoul Rohau, respectively the President and Secretary of St. James on the Beach Condominium Association, Inc., a Florida not-for-profit corporation, who are personally known to me.



Print: Ana Maria Angulo
Notary Public, State of Florida

ACCEPTANCE AND APPOINTMENT OF REGISTERED AGENT

Ana Maria Angulo hereby accepts appointment as the Registered Agent for St. James on the Beach Condominium Association, Inc., a Florida not-for-profit corporation and does agree to accept service of process on behalf of the Corporation and to forward same to the appropriate corporate officer.

WITNESS the Corporation's execution of this appointment this 21 day of June, 1995.

ST. JAMES ON THE BEACH CONDOMINIUM ASSOCIATION, INC.

By Ana Maria Angulo, Registered Agent
ST. JAMES ON THE BEACH, A CONDOMINIUM

OPTIONAL FORM NO. 10

FILED
JUN 23 1995
CLERK OF DISTRICT COURT
DADE COUNTY, FLORIDA