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PAUL D. BARNES, JR.
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CORAL GABLES, FLORIDA 33146
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VIA FEDERAL EXPRESS

July 22, 1995

Secretary of State
Division of Corporation
409 E. Gaines Street
Tallahassee, FL 32399

RE: Incorporation of Non-Profit Association

Dear Sir/Madam:

Please find enclosed my check for the following for :

Filing fee	\$35.00
Certified copy	52.50
Designation and acceptance for Resident Agent	35.00
Total	\$122.50

Please return by Federal Express; my account number is 1129-7131-9.

Thank you.

Sincerely,

Paul D. Barnes, Jr.
Paul D. Barnes, Jr.
PDB\vc

F:\SEC-STAT.ALL

FILED
95 JUL 21 PM 8:35
TALLAHASSEE, FLORIDA

Paul D. Barnes, Jr.
\$122.50

Paul
DATE RECEIVED BY CLIENT
CORRECT
DATE 7-25-95
EXAM. *P. Barnes*

FILED

95 JUL 21 PM 8:35

ARTICLES OF INCORPORATION
OF
MONASTERIO ESTATES STORM WATER RETENTION AREA ASSOCIATION, INC.

The undersigned incorporator, for the purpose of forming a corporation not for profit under and pursuant to the laws of the State of Florida, Florida Statutes Chapter 617, hereby certifies as follows:

PREAMBLE:

ENOL, INC., a Florida corporation owns certain property in Dade County, Florida and has recorded a Covenant by ENOL, INC., a Florida corporation, Running With The Land In Favor of Metropolitan Dade County (the "Covenant"). This corporation is being formed to administer and maintain the storm water retention area in accordance with the Covenant and to exercise the duties and powers associated with the storm water retention area.

ARTICLE I - NAME AND ADDRESS

The name of the corporation is MONASTERIO ESTATES STORM WATER RETENTION AREA ASSOCIATION INC., a Florida corporation not for profit, which shall herein be referred to as the "Association". The principal place of business and the mailing address of the Association is 747 Ponce de Leon, Suite 501, Coral Gables, Fla. 33134.

ARTICLE II - PURPOSE

The purposes for which this Association is organized are as follows:

1. To operate as a corporation not for profit pursuant to Florida Statutes Chapter 617.
2. To maintain the storm water retention area in accordance with the Covenant.
3. To levy assessments against members to pay for the expenses incurred in connection with the operation and maintenance of the storm water retention area.

ARTICLE III - POWER AND DUTIES

The Association shall have the following powers and duties:

1. All of the common law and statutory powers of a corporation not for profit under the laws of the State of Florida.

2. The Association shall have all powers granted to it by Covenant or contemplated by the Covenant.

3. To make, levy and collect assessments for the purpose of obtaining funds from its members to pay expenses and to use and expend the proceeds of assessments in the exercise of the powers and duties of the Association.

4. To administer, manage and operate the storm water retention area in accordance with the Covenant.

5. To enforce the provisions of the Covenant, these Articles and the Bylaws of the Association.

ARTICLE IV - MEMBERS

1. The members of the Association shall consist of all record owners of lot in Monasterio Estates. Membership shall be established as to each lot upon the recording of the Covenant. Upon the transfer of ownership of fee title to, or fee interest in, a lot, whether by conveyance, devise, judicial decree, foreclosure, or otherwise, and upon the recordation in the Public Records of Dade County, Florida of the deed or other instrument establishing the acquisition and designating the lot affected thereby, the new owner designated in such deed or other instrument shall thereupon become a member of the Association, and the membership of the prior owner as to the lot designated shall be terminated, provided, however, that the Association shall not have the responsibility or obligation or recognizing any such change in membership until it has been delivered a true copy of the applicable deed applicable deed or instrument, or it is otherwise informed of the transfer of ownership of the lot. Prior to the recordation of the Covenant, the incorporator shall be the sole member of the Association.

2. The share of each member in the funds and assets of the Association, and the common surplus, and any membership in this Association, cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to the lot for which the membership is established.

3. On all matters upon which the membership shall be entitled to vote, there shall be only one vote for each lot. In the event that any lot is owned by more than one person and/or entity, the vote for such lot shall be cast in the manner provided in the Bylaws of the Association. Any person or entity owning more than one lot shall be entitled to one vote for each lot owned.

ARTICLE V - TERM OF EXISTENCE

The Association shall have perpetual existence; provided, however, upon the satisfaction of the requirements set forth in the Covenant, the Association shall be terminated.

ARTICLE VI - INCORPORATOR

The name and address of the Incorporator of these Articles of Incorporation are as follows: Urbano Monasterio, 747 Ponce de Leon, Suite 501, Coral Gables, Fla. 33134.

ARTICLE VII - THE BOARD

1. The property, business and affairs of the Association shall be managed by a board of directors ("Board") which shall initially consist of three (3) Directors. Directors are not required to be members of the Association.

2. All of the powers and duties of the Association shall be exercised by the Board. To the fullest extent permitted by law, the Board, and not the members, shall have the right to make all decisions regarding the Association.

3. Directors may be removed and vacancies on the Board shall be filed in the manner described in the Bylaws. Any Director appointed by ENOL may only be removed by ENOL.

4. ENOL, INC. shall have the right to appoint all of the Directors until it has conveyed ninety percent (90%) of the lots located in Monasterio Estates, or ten years after the Covenant is recorded, whichever shall first occur, and thereafter shall have the right to appoint a majority of the Directors as long as ENOL, INC. owns any lots in Monasterio Estates or when ENOL, INC. elects not to appoint a majority of the Board, which ENOL, INC. has the right to do at any time, upon written notice to the Association. Thereafter, members shall elect the Board in accordance with the provisions of the Bylaws.

ARTICLE VIII - OFFICERS

The officers of the Association shall be a President, Vice President, Secretary, Treasurer and such other officers as the Board may from time to time deem desirable. The officers shall serve at the pleasure of the Board, and the Bylaws may provide for the removal from office of officers, for filling vacancies, and for the duties of officers. The names of the officers, who shall serve until their successors are designated by the Board are as follows:

President	- Urbano Monasterio
Vice-President	- Urbano Monasterio
Secretary	- Urbano Monasterio
Treasurer	- Urbano Monasterio

ARTICLE IX - INDEMNIFICATION

Every Director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorneys' and paralegal' fees at all trial and appellate levels reasonably incurred by or imposed upon him in connection with the proceeding, litigation or settlement to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or officer of the Association, whether or not he is a Director or officer at the time such expenses and/or liabilities are incurred, except in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement, the indemnification herein shall apply only when the Board approves such settlement and reimbursement as being in the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of any and all rights of indemnification to which such Director or officer may be entitled by common or statutory law.

ARTICLE X - BYLAWS

The Bylaws of the Association shall be adopted by the first Board and may be altered, amended or rescinded as provided in said Bylaws.

ARTICLES XI - AMENDMENTS

Amendments to the Articles may be proposed and adopted by the affirmative vote of a majority of the Board and the affirmative vote of a majority of the votes of the entire membership of the Association. Upon the approval of an amendment, the amendment shall be executed and delivered to the Secretary of State for filing.

ARTICLE XII - REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of the Association is 747 Ponce de Leon, Suite 501, Coral Gables, Fla. 33134. and the initial registered agent of the Association at that address shall be Urbano Monasterio.

IN WITNESS WHEREOF, the Incorporator has hereunto affixed his/ signature this 21st day of July, 1995.

Urbano Monasterio

Urbano Monasterio

The undersigned hereby accepts the designation of Registered Agent of Monasterio Estates Storm Water Retention Area Association,

Inc. as set forth in Article XII of these Articles of Incorporation and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under the Florida Not for Profit Corporation Act.

Urbano Monasterio

Urbano Monasterio

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledged before me by Urbano Monasterio, who is personally known to me.

WITNESS my hand and official seal in the County and State last aforesaid this 21st day of July 1995.

Paul D. Barnes, Jr.

Notary Public

PAUL D. BARNES, JR.
Notary Public, State of Florida
My comm. expires Nov. 21, 1996
Comm. No. 00113128

FILED
95 JUL 21 PM 8:35
NOTARY PUBLIC
DADE COUNTY
FLORIDA