

1201 HAYS STREET

TALLAHASSEE, FL 32301

904-231-0171

904-231-1011 FAX

800-342-8086



1960000252

ACCOUNT NO. 072100000032

REFERENCE : 802117 1217D

AUTHORIZATION :

COST LIMIT : \$

ORDER DATE : January 15, 1996

ORDER TIME : 8:47 AM

ORDER NO. : 802117

CUSTOMER NO: 1217D

CUSTOMER: Mr. Kevin Carmichael
BUCHANAN INGERSOLL, P.C.

1 Turnberry Place, Suite 606
19495 Biscayne Boulevard
N. Miami Beach, FL 33180

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RECEIVED
96 JAN 16 PM 8 35
DIVISION OF CORPORATION

DOMESTIC FILING

NAME: BELLA VISTA MID-RISE SOUTH
CONDOMINIUM ASSOCIATION, INC.

☒ ARTICLES OF INCORPORATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY
☐ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Gail L. Shelby

EXAMINER'S INITIALS: T. BROWN JAN 17 1996

FILED
96 JAN 16 AM 10:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BELLA VISTA MID-RISE SOUTH
CONDOMINIUM ASSOCIATION, INC.

ARTICLES OF INCORPORATION

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96 JAN 16 AM 10:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator, by these Articles, does so for the purpose of forming a not-for-profit corporation pursuant to the laws of the State of Florida (Chapter 617, Florida Statutes), and hereby adopts the following Articles of Incorporation:

ARTICLE I

NAME

The name of the Corporation shall be Bella Vista Mid-Rise South Condominium Association, Inc. For convenience, the Corporation shall be referred to in this instrument as the "Association" or the "Corporation," these Articles of Incorporation as the "Articles," and the By-Laws of the Association as the "By-Laws."

ARTICLE II

PURPOSE

The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act, Chapter 718, Florida Statutes (the "Act") for the operation of that certain condominium to be known as Bella Vista Mid-Rise South Condominium (the "Condominium"), which may be established within the property as legally described on Exhibit "A" hereto and which the developer elects to be governed by the Association. The developer of the Condominium is Porto Vita, Ltd., a Florida limited partnership and is hereinafter referred to as the "Developer."

ARTICLE III

DEFINITIONS

The terms used in these Articles shall have the same definitions and meaning as those set forth in the Declaration of Condominium ("Declaration") for the Condominium, and the By-laws of the Association, unless herein provided to the contrary, or unless the context otherwise requires.

ARTICLE IV

POWERS

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

4.1 General. The Association shall have all of the common law and statutory powers of a not-for-profit Corporation under the laws of Florida that are not in conflict with the provisions of these Articles or of the Act.

4.2 Enumeration. The Association shall have all the powers and duties set forth in the Act (except as to variances in these Articles and the Declaration which are permitted by the Act), and all of the powers and duties reasonably necessary to operate the Condominium pursuant to its Declaration, and as they may be amended from time to time, including, but not limited to, the following:

A. To make and collect Assessments and other charges against Members as Unit Owners, and to use the proceeds thereof in the exercise of its powers and duties.

B. To buy, own, operate, lease, sell and trade both real and personal property as may be necessary or convenient in the administration of the Condominium.

C. To maintain, repair, replace, reconstruct, add to, and operate the Condominium and other property acquired or leased by the Association for use by Unit Owners.

D. To purchase insurance upon the Condominium and insurance for the protection of the Association, its officers, directors, and Members as Unit Owners, and such other parties as the Association may determine in the best interest of the Association.

E. To make and amend reasonable rules and regulations for the maintenance, conservation and use of the Condominium and for the health, comfort, safety and welfare of the Unit Owners.

F. To approve or disapprove the leasing, transfer, mortgaging, ownership and possession of Units as may be provided by the Declaration.

G. To enforce by legal means the provisions of the Act, the Declaration, these Articles, the By-laws, and the rules and regulations for the use of the Condominium.

H. To contract for the management of the Condominium, and to delegate to the party with whom such contract has been

entered into all of the powers and duties of the Association, except (1) those which require specific approval of the Board of Directors or the membership of the Association; (2) those which are incapable of being delegated as same may be contrary to the Declaration or the By-laws; (3) those which are contrary to the Statutes of the State of Florida; and (4) wherein a delegation is a power and duty which by its very nature is a decision or fiduciary responsibility to be made by the Board of Directors and is therefore not susceptible of delegation.

I. To employ personnel to perform the services required for proper operation of the Condominium.

J. To enter into agreements with other parties for easements or sharing arrangements or recreational facilities as the Board of Directors may deem in the best interests of the Condominium.

4.3 Assets of the Association. All funds and the titles of all properties acquired by the Association and their proceeds shall be held for the benefit and use of the Members in accordance with the provisions of the Declaration, these Articles, and the By-Laws.

4.4 Limitation. The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration and the By-laws.

ARTICLE V

MEMBERS

5.1 Membership. The Members of the Association shall consist of all of the record Owners of Units in the Condominium; and, after termination of the Condominium, if same shall occur, the Members of the Association shall consist of those who are Members at the time of the termination, and their successors and assigns. Membership shall be established by the acquisition of ownership of fee title to, or fee interest in, a condominium parcel in the Condominium, whether by conveyance, devise, judicial decree, or otherwise subject to the provisions of the Declaration, and by the recordation amongst the Public Records of Dade County, Florida, of the deed or other instrument establishing the acquisition and designating the parcel affected thereby, and by the delivery to the Association of a true copy of such deed or other instrument. 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 parcel designated shall be terminated.

5.2 Assignment. The share of a Member in the funds and assets of the Association, in its common elements and its common surplus, and membership in this Association, cannot be assigned,

hypothecated or transferred in any manner except as an appurtenance to the Unit for which that share is held.

5.3 Voting. On all matters upon which the membership shall be entitled to vote, there shall be only one (1) vote for each Unit, except that penthouse Units shall be entitled to two (2) votes. Said votes shall be exercised or cast in the manner provided by the Declaration and By-laws. Any person or entity owning more than one (1) Unit shall be entitled to one (1) vote for each Unit owned.

5.4 Meetings. The By-laws shall provide for an annual meeting of Members, and may make provision for regular and special meetings of Members other than the annual meeting.

ARTICLE VI

TERM OF EXISTENCE

The Association shall have perpetual existence.

ARTICLE VII

INCORPORATOR

The name and address of the incorporator to these Articles is as follows:

<u>NAME</u>	<u>ADDRESS</u>
George J. Berlin	2875 Northeast 191st Street Suite 400 Aventura, FL 33180

ARTICLE VIII

OFFICERS

The affairs of the Association shall be administered by the officers designated in the By-laws. The officers shall be elected by the Board of Directors of the Association at its first meeting following the annual meeting of the members of the Association, and shall serve at the pleasure of the Board of Directors. The By-laws may provide for the removal from office of officers, for filling vacancies, and for the duties of the officers. The names and

addresses of the initial officers who shall serve until their successors are designated by the Board of Directors are as follows:

President:	George J. Berlin 2875 Northeast 191st Street Suite 400 Aventura, FL 33180
Vice President/ Treasurer:	Ileana Caballero 701 Brickell Avenue Suite 3150 Miami, FL 33131
Secretary:	Mitchell Reich 2875 Northeast 191st Street Suite 400 Aventura, FL 33180

ARTICLE IX

DIRECTORS

9.1 Number and Qualification. The property, business and affairs of the Association shall be managed by a board consisting of the number of directors determined by the By-laws, but which shall consist of not less than three (3) nor more than five (5) directors. Except for directors appointed by the Developer, all directors must be Members of the Association.

9.2 Duties and Powers. All of the duties and powers of the Association existing under the Act, the Declaration, these Articles and the By-laws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by Unit Owners when that is specifically required.

9.3 Election; Removal. Directors of the Association shall be elected at the annual meeting of the members in the manner determined by the By-laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-laws.

9.4 Term of Developer's Directors. The Developer of the Condominium shall appoint the members of the first Board of Directors who shall hold office for the periods described in the By-laws.

9.5 First Directors. The names and addresses of the members

of the first Board of Directors, who shall hold office until their successors are elected and have qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
George J. Berlin	2875 Northeast 191st Street Suite 400 Aventura, FL 33180
Ileana Caballero	701 Brickell Avenue Suite 3150 Miami, Florida 33131
Mitchell Reich	2875 Northeast 191st Street Suite 400 Aventura, FL 33180

ARTICLE X

INDEMNIFICATION

10.1 Indemnity. To the extent permitted by law, the Association shall indemnify any person who was or is a party or is threatened to be made a party, to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Association) by reason of the fact that he is or was a director, employee, officer or agent of the Association, against expenses (including attorney's fees and appellate attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interest of the Association; and, with respect to any criminal action or proceeding, he had no reasonable cause to believe his conduct was unlawful; except, that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or willful misfeasance or malfeasance in the performance of his duty to the Association unless and only to the extent that the court in which such action or suit was brought shall determine, upon application, that despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interest of the Association; and with respect to any

criminal action or proceeding, he had no reasonable cause to believe that his conduct was unlawful.

10.2 Expenses. To the extent that a director, officer, employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 10.1 above, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorney's fees and appellate attorney's fees) actually and reasonably incurred by him in connection therewith.

10.3 Approval. Any indemnification under Section 10.1 above (unless ordered by a court) shall be made by the Association only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Section 10.1 above. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such quorum is not obtainable, or, even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (c) by a majority of the Members.

10.4 Advances. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Association in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the directors, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized in this Article.

10.5 Miscellaneous. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any By-law, agreement, vote of Members or otherwise, both as to action in his official capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

10.6 Insurance. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, or is or was serving at the request of the Association as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or

arising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

ARTICLE XI

BY-LAWS

The first By-laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded by the directors and Members in the manner provided in the By-laws.

ARTICLE XII

AMENDMENTS

Amendments to these Articles shall be proposed and adopted in the following manner:

12.1 Notice. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting at which a proposed amendment is to be considered.

12.2 Adoption. A resolution for the adoption of a proposed amendment may be proposed either by a majority of the Board of Directors or by not less than one-third (1/3) of the Members of the Association. Directors and Members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, provided that approval is delivered to the secretary at or prior to the meeting. The approvals must be either:

A. Not less than a majority of the entire membership of the Board of Directors and by not less than sixty-six and two-thirds percent (66-2/3%) of the entire membership of the Association; or

B. By not less than seventy-five percent (75%) of the votes of the entire membership of the Association.

12.3 Limitation. No amendment shall make any changes in the qualifications for membership nor in the voting rights or property rights of Members, nor any changes in Sections 4.3 and 4.4 of Article 4, entitled "Powers," without approval in writing by all Members and the joinder of all record owners of mortgages upon Units. No amendment shall be made that is in conflict with the Act

or the Declaration, nor shall any amendment make any changes which would in any way affect any of the rights, privileges, powers or options herein provided in favor of or reserved to the developer, or an affiliate, beneficiary or designee of the Developer, unless the Developer shall join in the execution of the amendment. In addition, any amendment which would affect the surface water management system, including, but not limited to, the Intracoastal Waterway, drainage easements, and the water management portions of the common elements, must have the prior approval of the South Florida Water Management District.

12.4 Recording. A copy of each amendment shall be filed with the Secretary of State pursuant to the provisions of the applicable Florida Statutes, and a copy certified by the Secretary of State shall be recorded in the Public Records of Dade County, Florida.

ARTICLE XIII

DISSOLUTION

In the event of dissolution or final liquidation of the Association, the assets, both real and personal of the Association, consisting of the surface water management system, including drainage easements, shall, upon request by the appropriate public agency or utility, be dedicated to such public agency or utility to be 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 that 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 devoted to purposes as nearly as practicable to the same as those to which they were required to be devoted by the Association. No such disposition of Association properties shall be effective to divest or diminish any right or title of any Unit Owner vested in him under the recorded Declaration and deeds applicable to the Condominium, unless made in accordance with the provisions of such Declaration and deeds.

ARTICLE XIV

ADDRESS

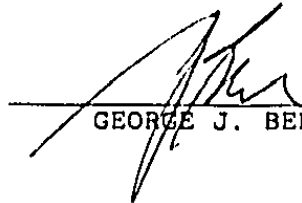
The principal place of business of the Corporation shall be located at 19925 Via Vita, Aventura, Florida 33180, but the Corporation may maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the Board of Directors.

ARTICLE XV

INITIAL REGISTERED OFFICE ADDRESS
AND NAME OF REGISTERED AGENT

The initial registered office of this Corporation shall be located at 19495 Biscayne Boulevard, Suite 606, North Miami Beach, Florida 33180, and the initial registered agent of the Corporation at that address is Richard N. Schermer.

IN WITNESS WHEREOF, the Incorporator has affixed his signature this _____ day of January, 1996.



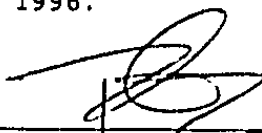
GEORGE J. BERLIN

96 JAN 16 AM 10 12
FILED
TALLAHASSEE

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED NON-PROFIT CORPORATION, AT THE PLACE DESIGNATED IN ARTICLE XV OF THESE ARTICLES OF INCORPORATION, THE UNDERSIGNED HEREBY AGREES TO ACT IN THIS CAPACITY, AND FURTHER AGREES TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE DISCHARGE OF HIS DUTIES.

DATED THIS 11 DAY OF January, 1996.



RICHARD N. SCHERMER
(Registered Agent)

STATE OF FLORIDA)
 :SS
COUNTY OF DADE)

I HEREBY CERTIFY that on this 11 day of January, 1996, personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, GEORGE J. BERLIN, to me known to be the individual described in and who executed the foregoing instrument as Incorporator to the Articles of Incorporation of BELLA VISTA MID-RISE SOUTH CONDOMINIUM ASSOCIATION, INC., a Florida Corporation not for profit, and he acknowledged to and before me that he signed and executed such instrument for the uses and purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the county and state last aforesaid, the day and year last above written.

My Commission Expires:



NOTARY PUBLIC



RICHARD N. SCHERMER
MY COMMISSION # CC 216824 EXPIRES
July 21, 1996
BONDED THRU TROY FAIR INSURANCE, INC.

EXHIBIT A

LEGAL DESCRIPTION OF THE COMPLEX LANDS

Tract A-13, of AVENTURA THIRTEENTH ADDITION,
according to the Plat thereof, as recorded
in Plat Book 146, at Page 53, of the Public
Records of Dade County, Florida.

Buchanan Ingersoll
PROFESSIONAL CORPORATION

Attorneys

N 96 00.00000252

May 21, 1996

One Turnberry Place
19495 Biscayne Boulevard, Suite 606
North Miami Beach, FL 33180-2320
Telephone: 305-933-5600

Fax: 305-933-2350

Florida Department of State
Division of Corporations
Bureau of Corporate Records
409 E. Gaines Street
Tallahassee, Florida 32399

600001835316
-05/22/96--01103--020
*****35.00 *****35.00

RE: *Articles of Amendment*
Bella Vista Mid-Rise South
Condominium Association, Inc.

Gentlemen:

Enclosed herewith please find an original and one (1) copy of the above referenced First Articles of Amendment ("Articles"), along with our check for the filing fee in the amount of \$35.00, made payable to the Secretary of State.

Please return a stamped copy of the Articles to the attention of the undersigned, together with your acknowledgment letter. Thank you in advance for your prompt attention to this matter.

Very truly yours,

Rebecca Trinkler/ef
Rebecca S. Trinkler
For the Firm

RST/ef
Enclosures

cc: Richard N. Schermer, Esq.

Amend
TLL MAY 29 1996

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 22 PM 3:48

ARTICLES OF AMENDMENT
OF
BELLA VISTA MID-RISE SOUTH
CONDOMINIUM ASSOCIATION, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 MAY 22 PM 3:48

Pursuant to the provisions of Section 617 of the Florida Not For Profit Corporation Act, Bella Vista Mid-Rise South Condominium Association, Inc., a Florida corporation, (the "Corporation"), hereby adopts the following Articles of Amendment:

1. Exhibit A set forth in ARTICLE II, entitled PURPOSE, and attached to the Articles of Incorporation filed with the Department of State on January 16, 1996 is amended and replaced to clarify the legal description of the property upon which the Condominium is established.

2. The date of adoption of the aforesaid amendment was as of April 9, 1996.

3. The aforesaid amendment was adopted by the Board of Directors of the Corporation and member action was not required.

BELLA VISTA MID-RISE SOUTH CONDOMINIUM
ASSOCIATION, INC.

By: 

George V. Berlin, Director/ President

BELLA VISTA MID-RISE SOUTH CONDOMINIUM

BELLA VISTA MID-RISE SOUTH CONDOMINIUM

LEGAL DESCRIPTION:

A portion of Tract A-13, AVENTURA THIRTEENTH ADDITION, according to the Plot thereof as recorded in Plat Book 146, Page 53 as recorded in the Public Records of Dade County, Florida, being more particularly described as follows:

Commence at the Southwesterly corner of said Tract A-13 also being a point on the Easterly right-of-way line of East Country Club Drive; thence S 78°18'59" E along the South line of said Tract A-13 for a distance of 881.32 feet to a point of curvature; thence Easterly along a 50.00 foot radius curve leading to the left through a central angle of 11°45'10" for an arc distance of 10.26 feet to the POINT OF BEGINNING of the hereinafter described parcel of land; thence leaving said South line of said Tract A-13 N 11°41'01" E for a distance of 9.95 feet; thence N 78°18'59" W along a line parallel with and 11.00 feet North of the South line of said Tract A-13 for a distance of 105.72 feet; thence N 33°18'59" W for a distance of 9.90 feet; thence N 78°18'59" W along a line parallel with and 18.00 feet North of the South line of said Tract A-13 for a distance of 123.44 feet; thence N 11°07'17" E for a distance of 159.14 feet to a point on a circular curve, concave to the Northwest and whose radius point bears N 00°04'40" W; thence Easterly along a 200.00 foot radius curve leading to the left through a central angle of 22°18'06" for an arc distance of 77.85 feet to a point of a compound curvature; thence Northeasterly along a 325.00 foot radius curve leading to the left through a central angle 17°35'29" for an arc distance of 99.78 feet to a point of reverse curvature; thence Easterly along a 25.00 foot radius curve leading to the right through a central angle of 51°39'16" for an arc distance of 22.54 feet to a point of tangency; thence S 78°18'59" E for a distance of 28.25 feet to a point of curvature; thence Easterly along a 34.66 foot radius curve leading to the left through a central angle 13°04'28" for an arc distance of 7.91 feet to a point; thence S 49°19'32" E for a distance of 27.79 feet; thence S 01°15'07" E for a distance of 76.84 feet; the following TWO (2) courses being along the exterior boundary of said Tract A-13; (1) thence S 02°45'43" E for a distance of 138.80 feet to a point of curvature; (2) thence Southeasterly along a 50.00 foot radius curve leading to the right through a central angle of 92°41'34" for an arc distance of 80.89 feet to the POINT OF BEGINNING.

And containing 1.327 acres, more or less.

Drawn By JJB

Cad. No. 960049F

Ref. Dwg.

Printed 4/10/96 9:35a

LEGAL DESCRIPTION

FORTIN, LEAVY, SKILES, INC.
CONSULTING ENGINEERS & LAND SURVEYORS
160 Northwest 168th Street / North Miami Beach, Florida, 33162
Ph. 639-4483 / Fax 631-7152

Date 4/4/96

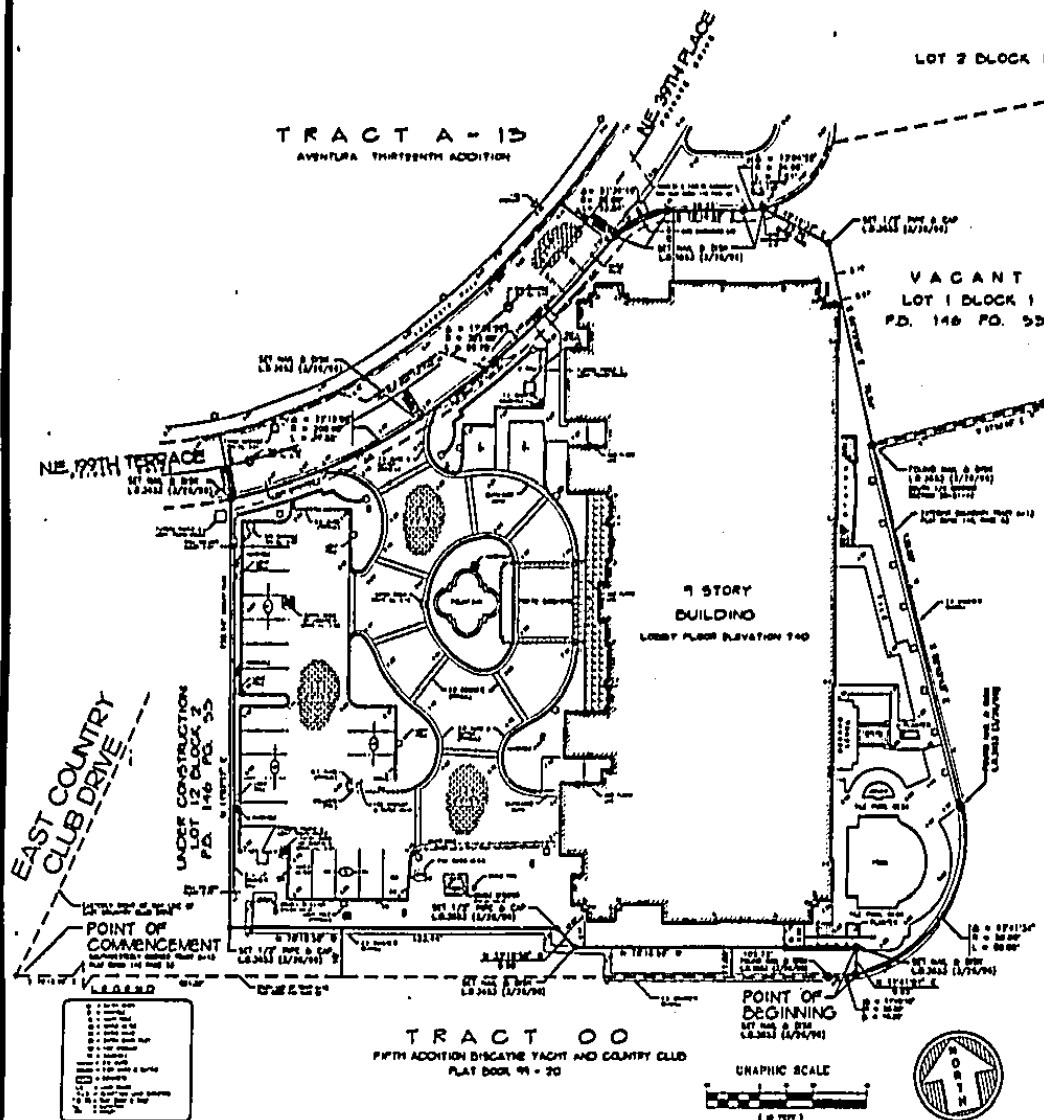
Scale AS SHOWN

Job No. 960049

Dwg. No. 696-006

Sheet 1 of 2

BELLA VISTA MID-RISE SOUTH CONDOMINIUM



Drawn By JJB
Ced. No. 960049F
Ref. Dwg.
Plotted 4/10/96 9:35a

FORTIN, LEAVY, SKILES, INC.
CONSULTING ENGINEERS & LAND SURVEYORS
180 Northeast 168th Street / North Miami Beach, Florida 33162
Ph. 653-4493 / Fax 651-7132

Date 4/4/96
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Job No. 960049
Dwg. No. 696-006
Sheet 2 of 2