

12/27/95

FLORIDA DIVISION OF CORPORATIONS
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STATE OF FLORIDA SUITE 200
40 EAST GAINSBURGH BLVD MIAMI FL 33135-0000
TALLAHASSEE FL 32399 CONTACT: RAY STORMONT
FAX: (904) 922-4000 PHONE: (305) 541-3694
FAX: (305) 541-3770

196A-3497

((H95000014481))

DOCUMENT TYPE: FLORIDA NON-PROFIT CORPORATION

NAME: VILLA ROYAL ASSOCIATION, INC.
FAX AUDIT NUMBER: H95000014481 CURRENT STATUS: REQUESTED
DATE REQUESTED: 12/27/1995 TIME REQUESTED: 15:03:59
CERTIFIED COPIES: 1 CERTIFICATE OF STATUS: 0
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R.A. NOT Same

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 28, 1995

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: VILLA ROYAL ASSOCIATION, INC.
REF: W95000025068

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

PARAGRAPH 10 (SECTION 4-5 ARE MISSING). ALSO, PARAGRAPH 8-10 ARE MISSING, PLEASE CORRECT AND RE-FAX.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: E95000014461
Letter Number: 195A00055571



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

Annie

January 29, 1996

EMPIRE CORPORATE KIT COMPANY

MIAMI, FL

SUBJECT: VILLA ROYAL ASSOCIATION, INC.
REF: W95000025068

We received your electronically transmitted document. However, the document has not been filed and needs the following corrections:

You failed to make the correction(s) requested in our previous letter.

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

COMPARE NAME LISTED IN PARAGRAPH 11 AND R.A. CERTIFICATE.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

FAX Aud. #: H95000014461
Letter Number: 196A00003497

ARTICLES OF INCORPORATION

OF

VILLA ROYAL OF MIAMI CONDOMINIUM ASSOCIATION, INC., A CORPORATION NOT FOR PROFIT

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MARIETTA, GA

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1. Name and Place of Business. The name of the corporation is VILLA ROYAL OF MIAMI CONDOMINIUM ASSOCIATION, INC.. The place of business shall be upon the property described in paragraph 2.

2. Purpose. The corporation is organized as a corporation not for profit under the provision of Chapter 617 of the Florida Statutes and is a Condominium Association as referred to and authorized by Chapter 718 of the Florida Statutes. The purpose for which the corporation is organized is to provide an entity responsible for the operation of a condominium in Dade County, Florida, known as VILLA ROYAL CONDOMINIUM. Said condominium is herein called "Condominium" and the Declaration of Condominium whereby the same has or will be created is herein called "Declaration". The land of the Condominium is that property lying and being situate in Dade County, Florida, to wit:

Lots 5 and 6, Block "F", ATLANTIC HEIGHTS, according to the Plat thereof, as recorded in Plat Book 9 at Page 146 of the Public Records of Dade County, Florida; together with the improvements thereon and the appurtenances thereto, having a street address of 6855 Abbott Avenue, Miami Beach, Florida.

3. Qualification of Members and Manner of Their Admission. The members of this corporation shall constitute all of the record owners of condominium units of the Condominium. Change of membership in this corporation shall be established by recording in the Public Records of Dade County, Florida, a deed or other instrument establishing record title to a condominium unit and the delivery to the corporation. The membership of the prior owner of such condominium unit shall be thereby terminated. The corporation may issue certificates of membership.

4. Term. The existence of the corporation shall be perpetual.

5. Names and Residences of Incorporators. The names and residences of the subscribers to these Articles of Incorporation

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ALBERTO MORRIS, Esq.
201 Alhambra Circle #102
Coral Gables, FL 33134
(305) 442-3334
FEN. 893341

are:

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<u>NAMES</u>	<u>RESIDENCE</u>
GUSTAVO MARIN	6855 Abbott Ave., Unit 401 Miami, Florida 33141
BLANCA SIMONIAN	6855 Abbott Ave., Unit 402 Miami, Florida 33141
MANUEL BRAVEDRA	6855 Abbott Ave., Unit 301 Miami, Florida 33141

6. Director and Officers. The Association shall act through its directors. Prior to the unit owners (other than the Developer) being entitled to elect a majority of the directors, as elsewhere herein provided, the number of directors shall be as the Developer may determine, provided there shall be no less than three (3). When members other than the Developer shall become entitled to elect a majority of the directors, then the number of directors shall be no less than five (5) or more than nine (9). When unit owners other than the Developer become entitled to elect directors, the directors shall be elected annually by the members who are apartment unit owners; provided, however, that until such time all of the directors shall be the designees and nominees of the Developer, subject, nevertheless, to the following: When members other than the Developer own fifteen (15%) per cent or more of the Condominium units, the members other than the Developer shall be entitled to elect not less than one-third (1/3) of the members of the Board. Members other than the Developer shall be entitled to elect not less than a majority of the members of the Board three (3) years after sales by the Developer have been closed of fifty (50%) per cent of the condominium units, or three (3) months after sales have been closed by the Developer of ninety (90%) per cent of the condominium units or when all of the units have been completed and some have been sold and none of the others are being offered for sale by the Developer in the ordinary course of business, whichever shall first occur. Notwithstanding anything above to the contrary, the Developer shall be entitled to elect not less than one (1) member of the Board so long as the Developer holds for sale in the ordinary course of business any unit. The Developer, at its option, may at any time terminate its rights to designate directors.

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7. Names and Officers and Directors. The names and address of the officers and director who are to serve until the first

election or appointment are as follows:

	<u>NAME</u>	<u>Address</u>
President and Treasurer	GUMBAVO MARIN	6855 Abbott Avenue Unit 401 Miami, Florida 33141
Vice-President	MANUEL SAAVEDRA	6855 Abbott Avenue Unit 301 Miami, Florida 33141
Secretary	BLANCA SIMONIAN	6855 Abbott Avenue Unit 401 Miami, Florida 33141

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8. By-Laws. The original By-Laws are to be made by the Declarer under such declaration, ABBOTT REALTY, N.V., a Netherlands Antilles corporation, therein and elsewhere herein called "Developer". The same may hereafter be amended, altered or rescinded only in accordance with the further provisions of these Articles relative to amendment.

9. Amendment. These Articles of Incorporation and the original By-Laws may only be amended in accordance with the following: (a) notice of the subject matter of a proposed amendment shall be included in the notice of any meeting of the Association at which a proposed amendment is considered; (b) an amendment may be proposed by any member or by the Board of Directors. A resolution adopting a proposed amendment must bear the approval of members owning not less than seventy-five (75%) per cent of all condominium units in the condominium. Members and Directors not present at the meetings considering the amendment and majority of the Board of Directors may express their approval, in writing, given before such meetings; (c) in the alternative, an amendment may be made by an agreement signed and acknowledged by all of the members in the manner required for the execution of a deed; and (d) no amendment shall be discriminated against any condominium unit owner nor against any condominium unit nor class nor group of condominium units unless all the condominium unit owners so affected and all of their mortgages shall give their prior written consent; and no amendment may adversely affect any right of or matter directly or indirectly affecting the Developer without its respective prior written consent. No amendment of these Articles shall be effective until there shall have been recorded in the Public Records of Dade County, Florida, a true copy of the same together with Certificate of the Secretary of State that the same has been filed in his office together with a Certificate of the Secretary of this corporation that such amendment was adopted pursuant to the provisions of the section. No amendment to the By-Laws shall be effective until all of the above requirements with

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regard to the Articles of Incorporation (except the Certificate of the Secretary of State) shall have been filed in the Public Records of Dade County, Florida.

10. Powers and Duties. The corporation shall have all of the following powers and duties:

.1 Section 617.021. All of the powers and duties set forth and described in Section 617.021 of the Florida Statutes not repugnant to any of the provisions of Chapter 718 of the Florida Statutes.

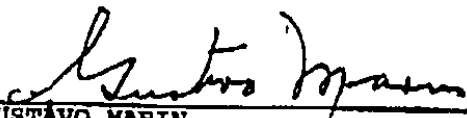
.2 Chapter 718. All of the powers and duties of an Association, as set forth in Chapter 718 of the Florida Statutes.

.3 Operations. To operate and manage the Condominium in accordance with the sense, meaning, direction, purpose and intent of the Condominium Act, these Articles and By-Laws adopted pursuant thereto and the Declaration as the same may from time to time be amended and to otherwise perform, fulfill and exercise the powers, privileges, options, rights, duties, obligations and responsibilities entrusted to or delegated to it.

11. Resident Agent. S&L, INC., 201 Alhambra Circle, Suite 1102, Coral Gables, Florida 33134 is appointed resident agent for service of process upon this corporation, subject to the right of this corporation to change the same in the manner provided by the laws of Florida.

WE, the undersigned, being each of the subscribers hereto, do hereby subscribe to these Articles of Incorporation and in witness whereof we have hereunto set our hands and seals this 31 day of October, 1995.

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GUSTAVO MARIN


BLANCA SIMONIAN


MANUEL SAAVEDRA

