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DEPARTMENT OF STATE 25 SE 2ND AVE
STATE OF FLORIDA SUITE 900
409 EAST GAINES STREET MIAMI FL 33131- 290006-
TALLAHASSEE, FL 32399 CONTACT: NIURKA ALONSO
FAX: (904) 922-4000 PHONE: (305) 358-5900
FAX: (305) 358-9490

(((H96000003757))) DOCUMENT TYPE: FLORIDA NON-PROFIT CORPORATION
NAME: LAGUNA PONDS HOMEOWNERS ASSOCIATION, INC.
FAX AUDIT NUMBER: H96000003757 CURRENT STATUS: REQUESTED
DATE REQUESTED: 03/15/1996 TIME REQUESTED: 15:25:25
CERTIFIED COPIES: 0 CERTIFICATE OF STATUS: 0
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TALLAHASSEE, FL 32399

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03/04/96 08:37 Fl. Dept. of State p1 /1



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

March 4, 1996

NIURKA ALONSO
MURAI, WALD, BIONDO
25 S.E. 2ND AVE., STE. 900
MIAMI, FL 33131

The name LAGUNA PONDS HOMEOWNERS ASSOCIATION, INC. has been reserved for 120 days beginning March 4, 1996. The reservation number is R96000001125 and this reservation is NONRENEWABLE.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will AGAIN be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lantham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Trevor Brumbley

Letter number: 496A00009366

ARTICLES OF INCORPORATION
OF
LAGUNA PONDS HOMEOWNERS ASSOCIATION, INC.

FAX AUDIT NUMBER:
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The undersigned subscriber to these Articles of Incorporation hereby forms a not for profit corporation under the laws of the State of Florida.

ARTICLE I

NAME

The name of the corporation is LAGUNA PONDS HOMEOWNERS ASSOCIATION, INC.

ARTICLE II

DURATION AND BEGINNING OF CORPORATE EXISTENCE

The corporation shall exist perpetually. The date when the corporate existence of this corporation shall begin shall be the date upon which these Articles of Incorporation are filed with the Secretary of State of the State of Florida.

ARTICLE III

NATURE OF BUSINESS

This corporation is organized for the purpose of owning and maintaining a stormwater retention area, a lake and certain adjacent common areas within the Laguna Ponds Subdivision, a subdivision according to the Plat thereof as recorded in Plat Book ___, Page ___ of the Public Records of Dade County, Florida and collecting assessment for such purpose.

Subject to the limitation that the corporation will not engage in any activity for the purpose of realizing pecuniary gain or profit for its members, the corporation shall have the power to transact any or all lawful business which a not for profit corporation may transact under applicable laws.

PREPARED BY:
CRISTINA ECHARTE BROCHIN, ESQ.
MURAI WALD BIGNO & MORENO, P.A.
25 S.E. 2ND AVE., SUITE 900
MIAMI, FLORIDA 33131
(305) 358-5900; FLORIDA BAR NO. 0581410

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TALLAHASSEE, FLORIDA

Without limiting the generality of the foregoing, the corporation shall:

(a) exercise all powers and privileges and perform all duties of the "Association" as set forth in the Declaration of Covenants, Restrictions and Easements for the Property ("the Declaration");

(b) establish the amount of the assessments payable by each owner subject to assessment pursuant to the Declaration, determine whether such assessment shall be paid monthly, quarterly or annually and collect such assessment from such owners and use the same to pay all expenses of the Association relating to the ownership and maintenance of the Common Areas;

(c) with the approval of not less than 2/3 of each class of members, borrow money and mortgage or pledge the real or personal property of the Association as security for such borrowed monies.

ARTICLE IV

MEMBERS

The Association shall have two classes of voting members as follows:

Class A. Class A members shall be all owners owning Lake Lots, with the exception of Declarant, and shall be entitled to one vote for each Lake Lot owned. When more than one person holds an interest in a given Lake Lot, all such persons shall be members and the vote for such Lake Lot shall be exercised as they may determine among themselves. In no event shall more than one vote be cast with respect to any lot owned by Class A members.

Class B. The Class B member shall be Declarant, who shall be entitled to exercise three (3) votes for each Lake Lot owned. The Class B membership shall cease and be converted to Class A

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membership when the total votes outstanding in the Class A membership equal or exceed the total votes outstanding in the Class B membership, or on January 1, 1999, whichever first occurs.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT AND
PRINCIPAL OFFICE AND/OR MAILING ADDRESS

The street address of the initial registered office of the corporation in the State of Florida is 25 S.E. 2 Avenue, Suite 900 Miami, Florida 33131 and the name of the initial registered agent of this corporation at that address is Murai, Wald, Biondo & Moreno, P.A. The Principal Office and/or mailing address will be 14260 S.W. 119 Avenue, Miami, Florida 33177.

ARTICLE VI

INITIAL BOARD OF DIRECTORS

The corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided in, the bylaws of the corporation, provided the corporation maintains at least three (3) directors at all times. The bylaws of the Corporation shall provide for the method of election of directors.

The names and street addresses of the initial directors are:

Ruben Bertran	14260 S.W. 119 Avenue Miami, FL 33186
Alfonso Rosselli	14260 S.W. 119 Avenue Miami, FL 33186
Luis Villar	14260 S.W. 119 Avenue Miami, FL 33186

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ARTICLE VII

INCORPORATOR

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

Miren Arnaiz
14260 S.W. 119 Avenue
Miami, FL 33186

ARTICLE VIII

BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the members as provided in the bylaws.

ARTICLE IX

INDEMNIFICATION

The corporation shall indemnify, to the full extent permitted by law, any officer, director, employee or agent of the corporation, or any former officer, director, employee or agent of the corporation.

ARTICLE X

AMENDMENT


This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto. Any amendment to these Articles may be made as provided under applicable law except that an amendment of the provisions of Article IV shall require the approval of the holders of 51% of the total votes in each Class of membership.

Annexation of addition . properties, mergers and consolidations, mortgaging of common areas, dissolution and amendment as

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set forth in Article X of the Articles will require prior approval of HUD/VA as long as there is a Class B Membership.


IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 22 day of February, 1996.


MIREN ARNAIZ

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared MIREN ARNAIZ, who is personally known to me or who produced _____ as identification and known by me to be the person who executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 22 day of February, 1996.


NOTARY PUBLIC
State of Florida at Large

My Commission Expires: May 24/97

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OFFICIAL NOTARY Seal
NINOSKA ALTAMIRANDA
Notary Public, State of Florida
Commission No. CC 288959
My Commission Exp. May 24, 1997

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H96000003757

CERTIFICATE OF REGISTERED AGENT
OF
LAGUNA PONDS HOMEOWNERS ASSOCIATION, INC.

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That LAGUNA PONDS HOMEOWNER'S ASSOCIATION, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of Miami, County of Dade, State of Florida, has named Murai, Wald Biondo & Moreno, P.A., as its agent to accept service of process within this State.

A C K N O W L E D G M E N T

Having been named to accept service of process for the above stated corporation, at place designated in this Certificate, we hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

Dated this 29 day of February, 1996.

MURAI, WALD, BIONDO & MORENO,
P.A.

By: 

Rene V. Murai, President

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TO: DIVISION OF CORPORATIONS

FAX #: (904)922-4000

FROM: MURAI, WALD, BIONDO, MORENO, P.A.
CONTACT: ~~MURAI~~ ~~BIONDO~~ Maria Ruiz
PHONE: (305)358-5900

ACCT#: 076150002103

FAX #: (305)358-9490

NAME: LAGUNA PONDS HOMEOWNERS ASSOCIATION, INC.

AUDIT NUMBER.....H97000000819

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0

PAGES..... 2

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FLORIDA

**FIRST AMENDMENT OF
THE ARTICLES OF INCORPORATION OF
LAGUNA PONDS HOMEOWNERS ASSOCIATION, INC.
(A Florida Corporation not for Profit)**

1. The Articles of Laguna Ponds Homeowners Association, Inc., a Florida not-for-profit corporation, were filed in Tallahassee, Florida on March 15, 1996, under Document Number N96000001446.

2. The following Article XI is added to the Articles of Incorporation:

**ARTICLE XI
EFFECT OF DISSOLUTION ON CORPORATE PROPERTY**

In the event of dissolution of the Association (unless same is reinstated), other than incident to a merger or consolidation, all of the assets of the Association shall be conveyed to a similar Homeowners Association or a public agency having a similar purpose.

3. There has not yet been a conveyance of any Lake Lots. Therefore, Caribe Century Construction Ltd., the owner and developer of the property, is the corporation's only member. The member has agreed to amend these Articles.

4. The members managing general partner, Caribe Group Corp., a Florida corporation by unanimous consent of its Board of Directors, on a meeting held January 13, 1997, has agreed to amend same.

IN WITNESS WHEREOF, the undersigned Caribe Group Corp., a Florida corporation,

PREPARED BY:
CRISTINA ECHARTS BROCHIN
MURAI WALD BIONDO & MORENO, P.A.
25 S.E. 2ND AVENUE, SUITE 900
MIAMI, FLORIDA 33131
(305) 358-5900
FLORIDA BAR NO. 0581410

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the managing general partner of Caribe Century Construction Ltd., the sole member of the corporation, has executed these Articles of Amendment this 14 January, 1997.

CARIBE CENTURY CONSTRUCTION, LTD.,
a Florida limited partnership

By: CARIBE GROUP CORP.,
a Florida corporation, its managing general partner

By: [Signature]
Carlos E. Martinez, President

STATE OF FLORIDA)

COUNTY OF DADE)

)SS

The foregoing instrument was acknowledged before me this 14 January, 1997, by Carlos E. Martinez, President of Caribe Group Corp., a Florida corporation as managing general partners of Caribe Century Construction Ltd., a Florida limited partnership, on behalf of the limited partnership. This person (✓) is personally known to me or () has produced _____ as identification.

NOTARY PUBLIC

[Signature]
Print Name: Doretha A. L. L. L.

My Commission Expires:

May 21/97

0:\CEB\MARTINEZ.LAO\AMEND.ART

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