

N96000001744

LAZARUS CORPORATE INDUSTRIES, INC.

Requestor's Name

890 S.W. 87 AVENUE SUITE: 16

Address

MIAMI, FLORIDA 33174 (305)552-5973

City/State/Zip

Phone #

LOCAL REPRESENTATIVE TALLAHASSEE

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. SOUTHEAST GABLES RESIDENTIAL ASSOCIATION
(Corporation Name) (Document #)

2. _____ INC.
(Corporation Name) (Document #)

3. _____ TELEPHONE 754-497
(Corporation Name) (Document #) -03/22/96 - 01061--030
****122.50 ****122.50

4. _____
(Corporation Name) (Document #)

☒ Walk in

☒ Pick up time 2:00

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

RENEW FILINGS	
<input type="checkbox"/>	Profit
<input checked="" type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

RECEIVED
95 MAR 22 AM 11:24
DIVISION OF CORPORATION

789-~~103~~-2295-671
W96-6273
34-~~107~~-625
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR -1 PM 3:03

9/4/1/96



FLORIDA DEPARTMENT OF STATE
Sandra B. Morham
Secretary of State

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 APR -1 PM 3:03

March 29, 1996

LAZARUS CORPORATE INDUSTRIES, INC.
890 SW 87 AVENUE #16
MIAMI, FL 33174

SUBJECT: SOUTHEAST GABLES RESIDENTIAL ASSOCIATION, INC.
Ref. Number: W96000006273

We have received your document for SOUTHEAST GABLES RESIDENTIAL ASSOCIATION, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please accept our apology for failing to mention this in our previous letter.

The effective date is not acceptable since it is not within five working days of the date of receipt.

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) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 796A00014589

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DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

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96 MAR 29 PM 3:02

DIVISION OF CORPORATIONS

March 22, 1996

LAZARUS CORPORATE INDUSTRIES, INC.
890 SW 87 AVENUE #16
MIAMI, FL 33174

SUBJECT: SOUTHEAST GABLES RESIDENTIAL ASSOCIATION, INC.
Ref. Number: W96000006273

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR -1 PM 3:03

We have received your document for SOUTHEAST GABLES RESIDENTIAL ASSOCIATION, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

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) 487-6973.

Clairetha Golden
Document Specialist

Letter Number: 696A00013357

EFFECTIVE DATE

3/29/96

ARTICLES OF INCORPORATION

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DIVISION OF CORPORATIONS

96 APR -1 PM 3:03

SOUTHEAST GABLES RESIDENTIAL ASSOCIATION, INC.
(SEGRA)

A FLORIDA NOT FOR PROFIT CORPORATION

The undersigned, acting as incorporators of a corporation pursuant to Chapter 617, Florida Statutes, adopt the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of the corporation shall be SOUTHEAST GABLES RESIDENTIAL ASSOCIATION, INC.

The principal address of the corporation at the time of incorporation is 815 Ponce de Leon Boulevard, Suite 200, City of Coral Gables, County of Dade, Florida, 33134.

ARTICLE II. DURATION

The duration of this corporation is perpetual unless dissolved according to law.

Corporate existence shall commence at the date these articles of incorporation are signed and acknowledged by the incorporator(s).

ARTICLE III. PURPOSE

(a) The specific and primary purpose for which this corporation is organized is to promote the welfare of the residents of the Southeast Gables area.

(b) This corporation is formed and shall be operated exclusively for nonprofit purposes. No part of any net earnings shall inure to the benefit of any member, director, or officer of the corporation except as provided by law.

(c) This corporation shall have and exercise all powers conferred upon not for profit corporations under the laws of the State of Florida generally, and specifically as provided in Section 617.0302 of the Florida Not For Profit Corporation Act, provided however, that this corporation has no power to engage in any activity that in itself is not in furtherance of its purpose as set forth in subparagraphs (a) through (c) of this Article III.

**ARTICLE IV. QUALIFICATION AND
ADMISSION OF MEMBERS**

Natural persons owning residential property and residing therein within that area of the City of Coral Gables bounded on the north by University Drive and Malaga Street, on the South by Bird Road, on the east by Douglas Road and on the west by Le Jeune Road, are eligible for membership.

Membership in the corporation shall consist of two classes, as follows: dues-paying, associate, and honorary members or as the case may be. Only members in good standing of the dues-paying classification current in their payments shall be entitled to vote.

The board of directors shall have full discretionary power of admitting members to, and expelling members from, the corporation, and the decision of the board in such matters shall be final.

**ARTICLE V. DIRECTORS AND OFFICERS -
POWERS AND ELECTION**

(a) Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of no less than 3 directors. The number of directors provided for in these Articles of Incorporation may be changed by a bylaw adopted by the Board of Directors.

(b) Election of Directors. The directors shall be elected by two-thirds of a quorum of dues-paying members every two years. If a quorum is not present or an odd number of directors is not elected, the next highest vote-getting hold-over directors up to the established number of directors shall continue to serve until the next election.

(c) Appointive Officers. The officers of this corporation shall be a president, one or more vice-presidents, a secretary, and a treasurer. Other offices and officers may be established or appointed by the directors of this corporation at any regular annual meeting or any special meeting of directors called for such purpose. The qualifications, the time and manner of appointing, the duties of, the terms of office, and the manner of removing officers shall be as set forth in the bylaws.

**ARTICLE VI. REGISTERED OFFICE AND
REGISTERED AGENT**

The street address of the corporation's initial registered office is 815 Ponce de Leon Boulevard, City of Coral Gables, County of Dade, Florida, 33134, and the name of the corporation's initial registered agent at such address is Aurelio Durana, Esq.

**ARTICLE VII. BASIS UNDER WHICH
CORPORATION ORGANIZED**

This corporation is organized under a non-stock basis.

The corporation is a not for profit corporation as defined by the Not For Profit Corporation Act in Section 617.01 of the Florida Statutes. As such, it is not organized for the pecuniary gain or profit of, and its net earnings nor any part thereof is distributable to, its members, directors, officers, or other private persons except as specifically permitted under the provisions of the Florida Not For Profit Corporation Act.

ARTICLE VIII. FIRST BOARD OF DIRECTORS

The following 3 persons shall serve the corporation as directors until the first annual meeting or other meeting called to elect directors:

NAME	ADDRESS
George Blet	245 Candia Avenue Coral Gables, FL 33134
Aurelio Durana, Esq.	322 Alesio Avenue Coral Gables, FL 33134
David W. Hays	243 Fluvia Ave. Coral Gables, Fl. 33134

ARTICLE IX. INCORPORATORS

The name and address of each incorporator are as follows:

NAME	ADDRESS
George Blet	245 Candia Avenue Coral Gables, FL 33134
Aurelio Durana, Esq.	322 Alesio Avenue Coral Gables, FL 33134

ARTICLE X. AMENDMENT OF ARTICLES

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of the voting members for their vote. Amendments may be adopted by a vote of at least two-thirds of a quorum of the voting members of the corporation.

ARTICLE XI. BYLAWS

Bylaws will be hereafter adopted at the first meeting of the board of directors. Such bylaws may be amended, repealed, in whole or in part, by the directors in the manner provided in the bylaws. Any amendments to the bylaws shall be binding on all members of this corporation.

ARTICLE XII. INCOME FROM PUBLIC EVENTS

If this corporation holds any events in which members of the general public are invited to participate for a fee, the net proceeds, if any, attributable to such participation by nonmembers will be paid over to an organization that is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 on an annual basis, unless this corporation itself is a tax exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986.

ARTICLE XIII. DISTRIBUTION ON DISSOLUTION

In the event of dissolution, the residual assets of the corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) or 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of such code as subsequently amended, or to the federal, state, or local government to be used exclusively for public purposes.

ARTICLE XIV. DUES AND ASSESSMENTS

Dues shall be set annually by the Board of Directors for dues-paying members. Voluntary contributions may be accepted from any source.

The board of directors shall have full power to fix regular or special dues and to assess fines in such sums as may be fixed, or the limits or occasions determined, by the board of directors. The

amount of dues so fixed shall become, on and after 30 days' written notice to members, an indebtedness to the corporation collectible by due course of law. The failure to pay any dues or fines assessed shall render a member of such class of the corporation liable to expulsion.

ARTICLE XV. PROPERTY OF CORPORATION

No member of the corporation shall ever have any vested right, interest, or privilege of, in, or to the assets, functions, affairs, or franchises of the corporation, or any right, interest, or privilege which may be transferable or inheritable, or which shall continue if the member's membership ceases, or while the member is in not in good standing; provided, that before his or her membership shall cease against the member's consent, the member shall be given an opportunity to be heard, as shall be regulated by the corporation's bylaws.

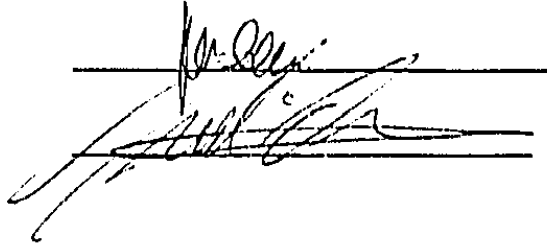
ARTICLE XVI. COMPENSATION AND INDEMNIFICATION OF DIRECTORS AND OFFICERS

The board of directors, by the affirmative vote of a majority of the directors then in office, shall have the authority to establish reasonable compensation (which may include pension, disability, and death benefits) for services to the corporation by directors and officers, or to delegate that authority to establish reasonable compensation to one or more officers or directors. Directors as such shall not receive any stated salaries for their services as directors, but by resolution of the board of directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at such regular and special meetings of the board; but nothing in these bylaws shall be construed to preclude any director from serving the corporation in any other capacity and receiving compensation for such service.

As provided by statute or by resolution of the board of directors, any director or officer may be indemnified for expenses and costs, including attorney's fees, actually and necessarily incurred in connection with any claim asserted against that director or officer, by action in court or otherwise, by reason of his or her being or having been such director, except in relation to matters as to which he or she shall have been guilty of negligence or misconduct in respect of the matter in which indemnity is thought.

In witness whereof, the undersigned incorporators have
executed these articles of incorporation on MARCH 29, 1996.

Signature(s) of Incorporator(s):



GEORGE BLET

Typed name of incorporator signing

AURELIO DURANA

Typed name of incorporator signing

CERTIFICATE OF DESIGNATION REGISTERED
AGENT/REGISTERED OFFICE

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 APR -1 PM 3:0

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: SOUTHEAST GABLES RESIDENTIAL ASSOCIATION, INC.

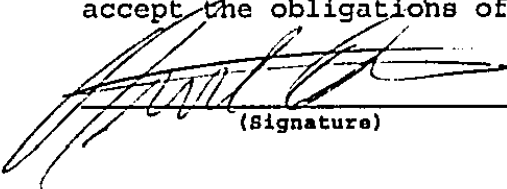
2. The name and address of the registered agent and office is:

AURELIO DURANA, ESO.
(Name)

815 Ponce de Leon Boulevard, Suite 200
(Street address-P.O. Box not acceptable)

Coral Gables, Florida 33134-3007
(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(Signature)

3/15/96
(Date)

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