

W96-000001876

CUNNINGHAM, ALBRITTON, MILLER, WISEHEART & HEFFERNAN  
A PROFESSIONAL ASSOCIATION

2075 OVERSEAS HIGHWAY  
P.O. Box 500938  
MAHATHON, FLORIDA 33050-0938  
(305) 743-9427  
FAX: (305) 743-8800

RALPH E. CUNNINGHAM, JR., RETIRED  
LAWRENCE E. ALBRITTON  
ROBERT K. MILLER

MARSHALL G. WISEHEART  
WILLIAM J. HEFFERNAN, JR.  
CARL D. PALOMINO

December 20, 1995

STATE OF FLORIDA  
Division of Corporations  
Attn: New Filings  
P.O. Box 6327  
Tallahassee, FL 32314

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\*\*\*122.50\*\*\*122.50

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APR-8 PM 9:58  
TALLAHASSEE, FLORIDA

Re: 1499-1503 SOMBRERO BLVD. CONDOMINIUM ASSOCIATION, INC.  
Our File No. 95-M-114

Dear Corporation Specialist:

Enclosed please find the original plus one copy of the Articles of Incorporation for filing with the State of Florida, in regards to the above referenced new corporation.

Also enclosed is our check payable to the Secretary of State in the amount of \$122.50 for the filing fee.

Thank you for your assistance in this matter.

Sincerely,

Caryn L. Stewart

Caryn L. Stewart, legal  
assistant to Robert K. Miller

/cls  
Enclosures

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Pinella Shaw

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[Signature]



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

January 3, 1996

CUNNINGHAM, ALBRITTON, MILLER ET AL  
2975 OVERSEAS HIGHWAY  
MARATHON, FL 33050-0938

SUBJECT: 1499-1503 SOMBRERO BLVD. CONDOMINIUM ASSOCIATION,  
INC.  
Ref. Number: W96000000123

We have received your document for 1499-1503 SOMBRERO BLVD. CONDOMINIUM ASSOCIATION, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(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) 487-6878.

Terri Buckley  
Corporate Specialist

Letter Number: 096A00000202

LAW OFFICES  
CUNNINGHAM, ALBRITTON, MILLER, WISEHEART & HEFFERNAN  
A PROFESSIONAL ASSOCIATION

2975 OVERSEAS HIGHWAY  
P.O. Box 800938  
MIAMI, FLORIDA 33080-0938  
(305) 743-9427  
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RALPH E. CUNNINGHAM, JR., RETIRED  
LAWRENCE E. ALBRITTON  
ROBERT K. MILLER

MARSHALL O. WISEHEART  
WILLIAM J. HEFFERNAN, JR.  
CARL D. PALOMINO

April 3, 1996

Florida Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

Attention: New Filings

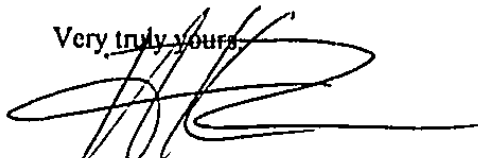
RE: 1499-1503 Sombrero Blvd. Condominium Association, Inc.

Dear Sir or Madam:

In accordance with your letter of January 3, 1996, a copy of which is enclosed for your easy reference, we are resubmitting the Articles of Incorporation for the above referenced corporation. I was advised by an agent of your office that it will not be necessary to pay another filing fee.

Thank you for your courtesy and cooperation in this matter.

Very truly yours,



Robert K. Miller

RKM/pas  
Enclosures

ARTICLES OF INCORPORATION  
of

**1499-1503 SOMBRERO BLVD. CONDOMINIUM ASSOCIATION, INC.**

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation not for profit under Chapter 617, Florida Statutes.

ARTICLE I

Name, Principal Office, Mailing Address and Resident Agent

Section 1. Name: The name of this Corporation is: **1499-1503 SOMBRERO BLVD. CONDOMINIUM ASSOCIATION, INC.** For convenience, the corporation shall be referred to in these Articles as the "Association".

Section 2. Principal Office: The street address of the principal office of the Association is: 1499 Sombrero Blvd., Marathon, Monroe County, Florida, 33050.

Section 3. Mailing Address: The mailing address of the corporation is: 2975 Overseas Highway, Marathon, Florida 33050.

Section 4. Resident Agent: The initial resident agent of the Association shall be Robert K. Miller, Esquire, whose address shall be 2975 Overseas Highway, Marathon, Florida, 33050.

ARTICLE II

Purposes and Powers

Section 1. Purposes: The Association is formed for the purpose of maintaining, operating and managing the Condominium established from time to time under Chapter 718, Florida Statutes, known as **1499-1503 SOMBRERO BLVD. CONDOMINIUM ASSOCIATION, INC.**, and located in Monroe County, Florida.

The Association is formed for the purpose of undertaking all of the functions contained herein, in the Declaration of Condominium and all functions allocated to such association by Chapter 718, Florida Statutes, The Condominium Act and Chapter 617, Florida Statutes; and further to own, operate, lease, sell trade and otherwise deal with property described in said Declaration in accordance with the provisions of the Condominium Act, the said Declaration, by these Articles.

Section 2. Powers: In furtherance of the purposes of the Association, the Association may:

A. exercise all of the powers and privileges and perform all of the duties and obligations of the Association as set forth in the aforescribed Declaration of Condominium as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if set

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TALLAHASSEE, FLORIDA

forth at length;

B. fix, levy, collect and enforce payment by any lawful means, all charges and assessments pursuant to the terms of said Declaration; to pay all expenses in connection therewith and all office and other expenses incident to the conduct of the business of the Association, including all licenses, taxes or governmental charges levied or imposed against the property of the Association;

C. acquire (by gift, purchase or otherwise), own hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of real or personal property in connection with the affairs of the Association;

D. borrow money, and with the assent of fifty-one percent (51%) of the members, mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

E. exercise all of the common law and statutory powers of a corporation not for profit established to govern a Florida condominium; provided, however, that no action shall be taken which conflicts with said Declaration or the Condominium Act;

F. make and enforce reasonable rules and regulations governing the use of Units, Common Elements, Limited Common Elements and any property owned by the Association;

G. maintain, repair, replace and operate property over which the Association has full ownership or the right and power to maintain, replace and operate in accordance with these Articles, said Declaration, the Condominium Act and the By-laws for this Association;

H. reconstruct improvements as required in said Declaration;

I. participate in mergers and consolidations with other not for profit corporations organized for the same or similar purposes.

### ARTICLE III Non-Profit Nature

The Association shall not exist or be operated for pecuniary profit, and no part of the net earnings of the Association or the net assets upon liquidation shall inure to the benefit of any member. The Association may, however, reimburse its members for actual expenses incurred for or in behalf of the Association, and may pay compensation in a reasonable amount to its members for actual services rendered to the Association, as permitted by law.

### ARTICLE IV Membership

Every person or entity who is a record owner of a fee or undivided fee interest in any Unit within the Condominium subject hereto shall be a member of the Association provided however each

unit shall have only one membership regardless of how many persons own the unit. The foregoing is not intended to include persons or entities who hold an interest merely as security for the performance of an obligation. Membership shall be appurtenant to and may not be separated from ownership of any Unit within the Condominium subject hereto.

#### ARTICLE V Term of Existence

The corporation is exist perpetually.

#### ARTICLE VI Subscribers

The names and addresses of each subscriber to these Articles of Incorporation are:

Robert K. Miller, 2975 Overseas Highway, Marathon, FL  
Diane Chaplin, 1590 Overseas Highway, Marathon, FL  
George Conway, 2975 Overseas Highway, Marathon, FL

#### ARTICLE VII Officers

Section 1. Officers: The affairs of the Association shall be managed by the President of the Association, assisted by one or several Vice Presidents, the Secretary and the Treasurer, and, if any, by the Assistant Secretary and Assistant Treasurer, subject to the directions of the Board.

Section 2. Election and Qualification: The Board shall elect the President, a Vice President, a Secretary and a Treasurer within thirty (30) days of the annual meeting at which directors are elected and as many other Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board shall from time to time determine.

The same person may hold two offices, the duties of which are not incompatible; provided, however, the office of President and a Vice President shall not be held by the same person, nor shall the office of President and Secretary or Assistant Secretary be held by the same person.

#### ARTICLE VIII First Officers

The names of the officers who are to serve until the first election of officers by the Board are as follows:

President: George Conway  
Secretary: Robert K. Miller  
Treasurer: Diane Chaplin

ARTICLE IX  
Board of Directors

Section 1. Initial Board: The number of directors serving on the initial Board shall be three (3).

Section 2. Initial Directors: The names and addresses of the persons who are to serve on the first Board are as follows:

Robert K. Miller, 2975 Overseas Highway, Marathon, FL  
Diane Chaplin, 1590 Overseas Highway, Marathon, FL  
George Conway, 2975 Overseas Highway, Marathon, FL

Section 3. Selection of Initial Board: Except as provided below, the Developer, its successors and assigns shall have the right to appoint, designate and elect the directors of the initial Board subject to the provisions of Florida Statute 718.301. When Unit owners other than the Developer own fifteen percent (15%) or more of the Units to ultimately be operated by the Association, the unit owners other than the Developer shall be entitled to elect no less than one-third (1/3) of the directors. Within sixty (60) days after Unit owners are entitled to elect said directors, the Association shall call and give not less than thirty (30) days nor more than forty (40) days notice of a meeting of the members for this purpose.

Section 4. Transfer of Control: Unit owners other than the Developer shall be entitled to elect not less than a majority of the members of the Board of Directors of the Association, upon the first of the following events:

A. Three (3) years after fifty percent (50%) of the Units that will be operated ultimately by the Association have been conveyed to purchasers;

B. Three (3) months after ninety percent (90%) of the Units that will be operated ultimately by the Association have been conveyed to purchasers;

C. When all the Units that will be operated ultimately by the Association have been completed, some of them have been conveyed to purchasers, and none of the others are being offered for sale by the Developer in the ordinary course of business; or

D. When some of the Units have been conveyed to purchasers and none of the others are being constructed or offered for sale by the Developer in the ordinary course of business.

The Developer is entitled to elect at least one (1) member of the Board of Directors of the Association as long as the Developer holds for sale in the ordinary course of business at least five percent (5%) in condominiums with fewer than five hundred (500) Units.

Within sixty (60) days after the Unit Owners other than the Developer are entitled to elect a majority of the members of the Board of Directors of an Association, the Association shall call, and give not less than thirty (30) days' or more than forty (40) days' notice of a meeting of the Unit owners to elect the members of the Board of Directors. The meeting may be called and the notice given by any Unit owner if the Association fails to do so.

**ARTICLE X**  
**Fiduciary Relationship**

The officers and directors of the Association shall have a fiduciary relationship to the Unit owners.

**ARTICLE XI**  
**By-laws**

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

**ARTICLE XII**  
**Termination**

This Association may be terminated in accordance with a plan to terminate the Condominium under its control.

**ARTICLE XIII**  
**Amendments**

Section 1. Prior to Declaration: Prior to the time of the recordation of the Declaration Condominium Ownership, any of these Articles of Incorporation may be amended by an instrument, in writing, signed by all the subscribers to these Articles of Incorporation, stating the Article number and the contents of its Amendment and filed in the office of the Secretary of State of the State of Florida, with a certified copy of each such Amendment attached to these Articles of Incorporation upon its recordation with the Declaration.

Section 2. After Declaration: After the recordation of the Declaration, these Articles of Incorporation may be amended in the following manner:

A. Notice of the subject matter of the proposed Amendment shall be included in the notice of any meeting at which such proposed Amendment is considered.

B. A resolution approving a proposed Amendment may be proposed by either the Board or by the membership; and after being proposed and approved by one of said bodies, it must be submitted for approval and thereupon receive such approval of the other. Such approval must be by fifty-one percent (51%) of total outstanding vote of the Association; and such approval must also be by two-thirds (2/3) of the members of the Board.

C. No Amendment may be made to the Articles of Incorporation which shall in any manner reduce, amend, affect or modify the provisions and obligations set forth in the Declaration.

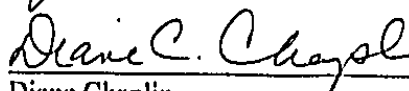
D. A copy of each Amendment shall be certified by the Secretary of State and filed of record.

E. Notwithstanding the foregoing provisions of this Article, no Amendment to these Articles of Incorporation which shall abridge, amend or alter the rights of the Developer, including the right to designate and select members of the Initial Board as provided herein, may be adopted or become effective without the prior written consent of the Developer.

IN WITNESS WHEREOF, the subscriber(s) have hereunto affixed their signature(s), this  
2nd day of April, 1996.


  
Robert K. Miller

  
George Conway

  
Diane Chaplin

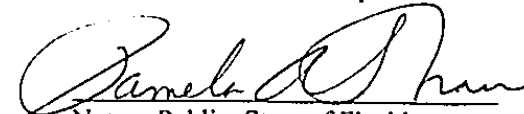
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TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.

  
Robert K. Miller, Resident Agent  
Dated: April 2, 1996.

STATE OF FLORIDA:  
COUNTY OF MONROE:

The foregoing instrument was acknowledged before me this 2nd day of April, 1996 by Robert K. Miller, on behalf of the corporation, who is personally known to me.

  
Notary Public, State of Florida

My commission expires:

