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DOCUMENT TYPE: FLORIDA NON-PROFIT CORPORATION

NAME: TAMiami TWIN VILLAS CONDOMINIUM NO .5/1 ASSOCIATION,

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ARTICLES OF INCORPORATION

OF

TAMiami TWIN VILLAS CONDOMINIUM NO. 5/1 ASSOCIATION, INC.

( A CORPORATION NOT FOR PROFIT )

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TALLAHASSEE, FLORIDA

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In order to form a corporation under and in accordance with the provisions of the laws of the State of Florida for the formation of a corporation not for profit, we, the undersigned, hereby associate ourselves into a corporation with the purposes and with the powers hereinafter mentioned, and to that end, we do, by these Articles of Incorporation, set forth:

ARTICLE I

NAME

The name of the corporation shall be TAMiami TWIN VILLAS CONDOMINIUM NO. 5/1 ASSOCIATION, INC., ( the "Association" ), whose present Address-is o/c OSCAR J. DELGADO, ESQ., 6175 N.W. 153 Street, Suite 312, Miami Lakes, Florida 33014 .

ARTICLE II

PURPOSE

The general purpose of this non-profit corporation shall be as follows:

1. To be the "Association" (as defined in the Condominium Act of the State of Florida, F.S. 718, et seq), for the operation of TAMiami TWIN VILLAS CONDOMINIUM NO. 5/1 and as such association to operate and administer said condominium and carry out the functions and duties of said condominium as set forth in the Declaration of Condominium established for said condominium.

ARTICLE III

POWERS

The powers of the Association shall be governed by the following provisions:

1. Except as may be limited by these Articles of Incorporation, the Declaration, and the Condominium Act, the

FILED BY:

OSCAR J. DELGADO, ESQ., FLA. BAR # 342726  
6175 N.W. 153 STREET, SUITE 312, MIAMI LAKES, FLORIDA 33014

1 (308)552-2156

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Association shall have all of the common law and statutory powers and privileges of a corporation not for profit.

2. The Association shall have all of the powers and duties set forth in the Condominium Act and all power and duties reasonably necessary to implement and effectuate the purposes of the Association, including, but not limited to, the following:

- (a) To make and establish reasonable rules and regulations governing the use of Condominium Units its, Common Elements and Limited Common Elements, if any, in the Condominium, as said terms are defined in the Declaration.
- (b) To levy and collect assessments against members of the Association to defray the common expenses of the Condominium as may be provided in the Declaration and in the By-Laws of the Association which may be hereafter adopted, including the right to levy and collect assessments for the purposes of acquiring, operating leasing, managing and otherwise trading and dealing with such property, whether real or personal, including Condominium Units in the Condominium, which may be necessary or convenient in the operation and management of the Condominium and in accomplishing the purposes set forth in the Declaration.
- (c) To maintain, repair, replace, operate and manage the Condominium and the property comprising the same, including the right to reconstruct improvements after casualty and to make further improvements of the Condominium property.
- (d) To contract for the management of the Condominium and to delegate to such contractor all of the powers and duties of the Association, except those which may be required by the Declaration to have approval of the Board of Administration and membership of the Association.
- (e) To enforce the provisions of the Declaration, these Articles of Incorporation, the By-Laws of the Association which may hereafter be adopted, and the rules and regulations governing the use of the Condominium as the same may hereafter be established.
- (f) To exercise, undertake and accomplish all of the rights, duties, and obligations which may be granted to, or imposed upon, the Association, pursuant to the Declaration.
- (g) To execute contracts, deeds, mortgages, leases and other instrument by its officers, and to own, convey and

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encumber real and personal property.

- (h) To institute legal proceedings to protect rights of the Association or the Condominium Unit owners as a group and to settle such suit as it deems in the best interest of the Association of Condominium Unit owners without obtaining the approval of the Condominium Unit owners of such settlement unless such approval is specifically required by the By-Laws.

#### ARTICLE IV

##### MEMBERS

The qualifications of the members of the Association, the manner of their admission to membership and termination of such membership, and voting by members shall be as follows:

1. The owners of all condominium Units in the Condominium shall be members of the Association, and no other person or entities shall be entitled to membership.

2. Membership in the Association shall be established by the acquisition of a fee title or fee ownership interest in a Condominium Unit in the Condominium, whether by conveyance, judicial decree, or otherwise, and the membership of any party shall be automatically terminated upon his being divested of all title to, or his entire fee ownership in, any Condominium Unit, except that nothing herein contained shall be construed as terminating the membership of any party who may own a fee ownership interest in two or more Condominium Units, so long as such party shall retain fee title to, or fee ownership interest in any Condominium Unit.

3. The interest of a member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner except as an appurtenance to his Condominium Unit. The funds and assets of the Association shall be subject to the limitation that the same be expended, held or used for the benefit of the membership and for the purpose authorized herein.

4. On all matters on which the membership shall be entitled to vote, there shall be only one vote for each Condominium Unit in the Condominium. The votes may be exercised or cast by the owner or owners of each Condominium Unit in such manner as may be provided in the By-Laws hereafter adopted by the Association. Should any member own more than one Condominium Unit, such member shall be entitled to exercise or cast one vote for each Condominium Unit, shall be entitled to exercise all of the rights and privileges of membership in the Association.

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#### ARTICLE V

##### TERM

The Association shall have perpetual existence.

#### ARTICLE VI

##### OFFICERS

1. The affairs of the Corporation shall be managed and governed by a Board of Directors, composed of three (3) members. The Directors subsequent to the first Board of Directors, shall be elected at the annual meeting of the membership for a term of one (1) year, or until their successors shall be elected and shall qualify. Provisions for such election, and provisions respecting the removal, disqualification, and resignation of directors and for filling vacancies on the Directorate, shall be established by the By-Laws.

2. The officers of the Corporation shall serve until the first election under these Articles of Incorporation shall be the following:

NAME	OFFICE
HIPOLITO BARBAZAN	PRESIDENT
DENIS BATISTA	V. PRESIDENT/ASST.
MAXTEN GARCIA	SECRETARY
	SECRETARY/TREASURER

The last two officers may be combined. These officers shall be elected from time to time in the manner set forth in the By-Laws adopted by the Corporation.

#### ARTICLE VII

##### ASSOCIATION CONTROL

1. The number of members of the first Board of Administration ("Directors") of the Association shall be three. The number of Directors on succeeding Boards of Administration shall not be less than three nor more than seven. The Directors shall be elected by the members of the Association at the Annual Meeting of the membership as provided by the By-Laws of the Association.

2. While the Developer owns any Units in the Condominium none of the following actions may be taken without approval in writing by the Developer.

(a) Assessment of the Developer as a Unit owner for capital

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Improvements.

- (b) Any action by the Association that would be detrimental to the sales of Units by the Developer.

3. Vacancies in the Board of Administration shall be filled for the unexpired term by the remaining Directors at any regular or special meeting of the Board of Administration. Directors elected by the members of the Association, as distinguished from Directors elected by the Developer, shall be members of the Association. Until each Unit is sold one time, the Developer shall have the complete and absolute right to determine to whom the Unit is sold and to make such sale without procuring the approval of

- (a) this Association or its officers or Board of Administration, or  
(b) The members of this Association or the owners of the Condominium Units, or (c) any parties whatsoever.

4. Prior to or within a reasonable time after Unit owners other than the Developer elect a majority of the members of the Board of Administration, the Developer shall relinquish control of the Association and deliver to the Association those items specifically enumerated in Section 718.301 of the Florida Statutes.

ARTICLE VIII

BOARD OF ADMINISTRATION

The names and post office addresses of the first Board of Administration who, subject to the provisions of these Articles of Incorporation, the By-Laws and the laws of the State of Florida, shall hold office for the first of the Association's existence or until their successors are elected and have qualified, are as follows:

NAME	ADDRESS
HIPOLITO BARBAZAN	2401 S.W. 108 Court Miami, Florida 33165
DENIS BATISTA	2403 S.W. 108 Court Miami, Florida
MAYTHE GARCIA	2403 S.W. 108 Court Miami, Florida

ARTICLE IX

SUBSCRIBERS

The Subscribers to these Articles of Incorporation are the persons herein named to act and serve as members of the first

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H96000007803 Board of Administration of the Association, the names of which subscribers and their respective post office addresses are more particularly set forth in Article VIII above.

#### ARTICLE X

##### BY-LAWS

The By-Laws of the corporation shall initially be made and adopted by its first Board of Directors.

The initial By-Laws of the Association are those annexed to the Declaration of Condominium to be made by MONRUA, INC., a Florida Corporation, and to be recorded among the Public Records of Dade County, Florida.

Prior to the time the property upon which the Condominium is to be located has been submitted to condominium ownership by the filing of the Declaration of Condominium said first Board of Directors shall have full power to amend, later or rescind said By-Laws by a majority vote.

After said property has been submitted to condominium ownership by the filing of the Declaration of Condominium, the By-Laws may be amended, altered, supplemented or modified by the membership at the annual meeting, attended by a majority of the membership, by vote, as follows:

- (1) If the proposed change has been approved by the unanimous approval of the Board of Directors, then it shall require only a majority vote of the membership to be adopted.
- (2) If the proposed change has not been approved by the unanimous vote of the Board of Directors, then the proposed change must be approved by three fourths (3/4th) of the total vote of membership.

#### ARTICLE XIX

##### INDEMNIFICATION

H96000007803 Every member of the Board of Administration and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonably incurred by, or imposed upon, him in connection with any proceeding to which he may be a party, or in which he may become involved by reason of his being or having been a member of the Board of Administration or an officer of the Association, whether or not he is a member of the Board of Administration or an officer at the time such expenses are incurred, except in such cases where in the member of the board of Administration or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, provided that, in the event of

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any claim for reimbursement of indemnification herein shall only apply if the Board of Administration approves such settlement and reimbursement as being in the best interest of the Association. The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which such member of the Board of Administration or officer may be entitled.

#### ARTICLE XXIX

#### AMENDMENTS

Amendments to these Articles of Incorporation may be proposed by any member or Director and shall be adopted in the same manner as is provided for the amendment of the By-Laws set forth Article IX. Said amendment(s) shall be effective when a copy thereof, together with an attached certificate of its approval by the membership, sealed with the corporation seal, signed by the Secretary/Treasurer or an Assistant Secretary and executed and acknowledged by the President or Vice President, has been filed with the Secretary of State, and all filing fees paid.

Notwithstanding the foregoing provisions of this Article XII, 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 Directors as provided in Article VII hereof) may be adopted or become effective without the prior written consent of the Developer.

No amendment to these Articles of Incorporation shall be adopted which would operate to prejudice or impair the rights or privileges of any institutional first mortgage as such rights and privileges have been established in the Declaration.

IN WITNESS WHEREOF, the subscribers have hereunto set their hands and seals this 14<sup>th</sup> day of May, 1996, at Miami, Dade County, Florida.



"OFFICIAL SEAL"  
Maricela Blanco  
My Commission Expires 1/13/98  
Commission #CC 841824

*[Signature]*

STATE OF FLORIDA )  
COUNTY OF DADE )

*[Signature]*  
NIPOLITO BARRAZAN

DENIS BATISTA

MAYTHE GARCIA

BEFORE ME, the undersigned authority, personally appeared:  
NIPOLITO BARRAZAN, DENIS BATISTA, MAYTHE GARCIA, whom, being

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first duly sworn, acknowledged that they executed the foregoing

Articles of Incorporation, of TAMIAMI TWIN VILLAS CONDOMINIUM  
NO. 5/1 ASSOCIATION, INC., for the purposes therein expressed  
this 14th day of May, 1996

[Signature]  
NOTARY PUBLIC, State of  
Florida at Large

My Commission Expires:



"OFFICIAL SEAL"  
Maricela Blanco  
My Commission Expires 1/13/98  
Commission #CO 341564

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CERTIFICATE OF DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITH  
FLORIDA, MAKING AGENT UPON WHOM PROCESS MAY  
BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED:

FIRST THAT: TAMiami TWIN VILLAS CONDOMINIUM NO. 5/1  
ASSOCIATION, INC., (a corporation of non-profit) DESIRING TO  
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH  
ITS PRINCIPAL PLACE OF BUSINESS AT THE CITY OF MIAMI, STATE OF  
FLORIDA, HAS NAMED: HIPOLITO BARBAHAN LOCATED AT:  
2401 S.W. 108 Court, Miami, Florida 33165

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

Hipolito B. Barbahan  
SIGNATURE HIPOLITO BARBAHAN  
TITLE: PRESIDENT

DATE: 5-14-96

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.

Dated: May 14<sup>th</sup>, 96

Hipolito B. Barbahan  
RESPONDING AGENT: HIPOLITO BARBAHAN

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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