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RUDEN, MCCLOSKEY, SMITH, ET. AL.

Requestor's Name

215 SOUTH MONROE STREET - #815

Address

TALLAHASSEE, FL 32301 681-9027

City/State/Zip

Phone #

FILED
9 JAN -8 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Office Use Only

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

1. GABLES OWNERS COMMITTEE INC
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in

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☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW 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

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****122.50 ****122.50

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
DEC 30 1997
11:40 AM

K. Rolfe DEC 30 1997

1197-28099

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
98 JAN -8 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

December 30, 1997

RUDEN, MCCLOSKEY, SMITH, ET. AL.
215 S MONROE STREET
#815
TALLAHASSEE, FL 32301

SUBJECT: GABLES OWNERS COMMITTEE INC
Ref. Number: W97000028899

We have received your document for GABLES OWNERS COMMITTEE 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 the original and one copy of 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 (850) 487-6932.

Kimberly Rolfe
Document Specialist

Letter Number: 497A00060873

RECEIVED
98 JAN -8 PM 3:16
DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION
OF
GABLES OWNERS COMMITTEE, INC.
(A Not For Profit Corporation)**

FILED
98 JAN -8 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as an Incorporator of GABLES OWNERS COMMITTEE, INC., a corporation under the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation for such Corporation:

ARTICLE I

NAME

The name of the Corporation shall be GABLES OWNERS COMMITTEE, INC. The initial principal office and mailing address shall be located at Suite M-110, 1101 Brickell Avenue, Miami, Florida 33131.

ARTICLE II

PURPOSE

The purpose of the Corporation is to operate exclusively as a charitable corporation within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. In furtherance of this purpose, the Corporation will promote the welfare and security of Condominium Unit Owners in The Gables Condominium and Club Association, Inc., a Florida non profit corporation (the "Condominium"), with respect to the obligations of the Developer of the Condominium to the Unit Owners, pursuant to the Declaration of Condominium and Florida law.

ARTICLE III

POWERS

The Corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized, to raise funds by any legal means for the encouragement of its purposes; to acquire, hold, own, use, and dispose of real or personal property in connection with the purposes of the Corporation; to exercise all powers necessary or convenient to the furtherance of the purposes for which the Corporation is organized, and shall have such other powers as are granted to corporations not-for-profit under Florida Statutes and case law.

ARTICLE IV

LIMITATIONS

A. No earnings of the Corporation shall inure in whole or in part to the benefit of private individuals or its members, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes.

B. No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation.

C. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986 and its regulations, as they now exist or as they may hereafter be amended, or by an organization, the contributions to which are deductible under Section 170(c)(2) of such Code and regulations as they now exist or as they may hereafter be amended.

D. In the event that the Corporation is deemed to be a "private foundation" within the meaning of Section 509 of the Internal Revenue Code of 1986, as amended, then:

1. The Corporation will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

2. The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

3. The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

4. The Corporation will not make any investments in a manner that would subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

5. The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

ARTICLE V

DISTRIBUTION OF SURPLUS ON LIQUIDATION

Upon the liquidation, dissolution or other discontinuance of the charitable activities and operations of the Corporation, no surplus remaining after payment of the just debts and liabilities of the Corporation shall be distributed to or among the members of the Corporation, but after making provision for the payment of all of the liabilities of the Corporation, the remaining assets shall be distributed, as selected by the Board of Directors, to such other organization or organizations as are

exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law.

ARTICLE VII
INCORPORATORS

The name of the Incorporators of this Corporation, and the address of said Incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>
SHELDON B. GUREN	Suite M-100 1101 Brickell Avenue Miami, Florida 33167

ARTICLE VIII
OFFICERS

The affairs of the Corporation shall be managed by the Officers of the Corporation, consisting of a President, Secretary, Treasurer and such other Officers as shall be hereafter provided for in the By-Laws of the Corporation. The Officers of the Corporation shall be elected each year by vote of the Board of Directors. The Officers of the Corporation shall have the sole and exclusive right to manage the affairs of the Corporation, except as shall be otherwise provided by law, the By-Laws of the Corporation or these Articles of Incorporation, or as may be otherwise reserved to the Board of Directors.

ARTICLE IX
BOARD OF DIRECTORS

A. The number of persons constituting the initial Board of Directors shall be one (1) person. The number of members of subsequent Boards shall be determined as provided in Paragraph C of this Article.

B. The names and addresses of the initial Board of Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
SHELDON B. GUREN	Suite M-100 1101 Brickell Avenue Miami, Florida 33167
BONNIE GUREN	Suite M-100 1101 Brickell Avenue Miami, Florida 33167
HARRY B. SMITH	Suite M-100 1101 Brickell Avenue Miami, Florida 33167

C. The Directors of the Corporation may, in their discretion, by majority vote of the Directors present at a duly convened meeting of the Board of Directors, determine to increase or decrease the number of members of the Board of Directors, but in no event shall such number be less than seven (7). In the event that a vacancy occurs on the Board, the remaining members may elect, by majority vote, an individual to serve on the Board to fill such vacancy, but shall not be obligated to do so unless the vacancy results in less than seven (7) members of the Board.

D. All powers of the Board of Directors in the management of the affairs of this Corporation shall be exercised by the Officers of the Corporation, except as shall be otherwise provided by law, the By-Laws of the Corporation or these Articles of Incorporation, or as may be otherwise reserved to the Board of Directors.

ARTICLE X

BYLAWS

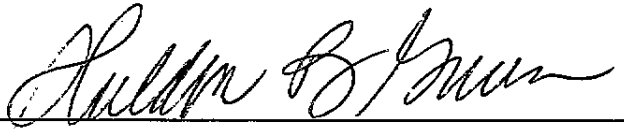
By-Laws shall be adopted, altered, amended or repealed by majority vote of the Board of Directors and as provided in the By-Laws themselves. The By-Laws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with Florida law or the Articles of Incorporation.

ARTICLE XI

REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is Suite M-100, 1101, Brickell Avenue, Miami, Florida 33131, and the name of the registered agent of the Corporation at that address is SHELDON B. GUREN.

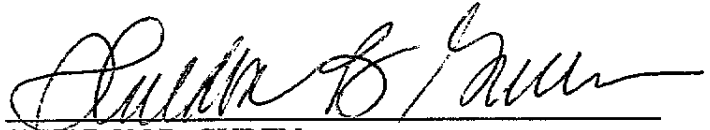
IN WITNESS WHEREOF, the Chairman of the Board of Directors has hereunto fixed his signature this 24 day of December, 1997.

A handwritten signature in cursive script, appearing to read "Sheldon B. Guren", is written over a horizontal line.

SHELDON B. GUREN, Incorporator

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The UNDERSIGNED, named as the registered agent in Article VII of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under the Florida Not For Profit Corporation Act.


SHELDON B. GUREN

Dated: Dec 24, 1997

FILED
98 JAN -8 PM 4:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA