



THE UNITED STATES
CORPORATION
COMPANY

N98000000463

ACCOUNT NO. : 072100000032

REFERENCE : 646817 81686A

AUTHORIZATION : *Refused. T. 12/23/97*

COST LIMIT : \$ 122.50

ORDER DATE : December 23, 1997

ORDER TIME : 9:58 AM

ORDER NO. : 646817-005

CUSTOMER NO: 81686A

CUSTOMER: Ms. Maritza De. Puzo
KEITH MACK, LLP

20th Floor
200 South Biscayne Boulevard
Miami, FL 33131

900002380739--0

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 23 AM 11:24

DOMESTIC FILING

NAME: TABORCOM ASSOCIATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

W97-28523

RECEIVED
97 DEC 23 AM 11:01
DIVISION OF CORPORATIONS

Dm
12-23-97
11/27/98



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 23 AM 11:24

December 23, 1997

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: TABORCOM ASSOCIATION, INC.
Ref. Number: W97000028523

We have received your document for TABORCOM ASSOCIATION, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

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) 487-6923.

Doris McDuffie
Corporate Specialist Supervisor

Letter Number: 697A00060153

RESUBMIT

Please give original
submission date as file date.

DIVISION OF CORPORATION

98 JAN 27 AM 10:00

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 23 AM 11:24

**ARTICLES OF INCORPORATION
OF
TABORCOM ASSOCIATION, INC.**

The undersigned incorporator, desiring to form a corporation not for profit under Chapter 617, Florida Statutes, as amended, hereby adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation shall be TABORCOM ASSOCIATION, INC., which is hereinafter referred to as the "Association".

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office and mailing address of the Association shall be 8525 Northwest 53rd Terrace, Suite 206, Miami, Florida 33166.

**ARTICLE III
PURPOSES AND POWERS**

Section 1. Purpose. The objects and purposes of the Association are those objects and purposes as are authorized by the Declaration of Covenants and Restrictions of Tabor Village Center, recorded (or to be recorded) in the Public Records of Dade County, Florida, as hereafter amended and/or supplemented from time to time (the "Declaration"). The further object and purpose of the Association is to maintain the Common Areas of Tabor Village Center for the benefit of the Parcel Owners thereof, all of whom are Members of the Association.

The Association is not organized for profit and no part of the net earnings, if any, shall inure to the benefit of any Member or individual person, firm or corporation.

Section 2. Powers. The Association shall have all of the common law and statutory powers of a corporation not for profit which are not in conflict with the terms of these Articles and the Declaration. In addition, the Association shall have all of the powers necessary to implement the purposes of the Association as set forth in the Declaration, and all of the powers and duties set forth in the Declaration, as amended from time to time, including, but not limited to, the following powers:

(a) To make and collect assessments against Members to defray the costs, expenses, and losses of the Association.

(b) To use the proceeds of Assessments in the exercise of its powers and duties.

(c) To govern, operate, control, manage, replace, improve, maintain and repair the Common Areas pursuant to the terms of the Declaration.

(d) To purchase insurance on the Common Areas pursuant to the terms of the Declaration.

(e) To make and amend reasonable regulations with respect to the use of the Common Areas of Village Tabor Center and other patrons or aspects, subject to the Association's control.

(f) To enforce by legal means the provisions of the Declaration, these Articles, the By-Laws of Taborcom Association, Inc. (the "By-Laws"), and the rules and regulations promulgated from time to time by the Association (the "Rules and Regulations").

(g) To hire such personnel and retain such consultants or professionals as the Association deems reasonably necessary for the Association, the Board and the Committee to perform their respective functions; to contract for the management or operation of portions of the Common Areas which are susceptible to separate management or operation; and to make and collect Assessments against Members to defray the costs, expenses, maintenance, and contractual obligations entered into by the Association with respect to the Common Areas.

The powers of the Association shall be subject to and shall be exercised in accordance with the provisions of the Declaration and the By-Laws.

Any terms not defined in these Articles shall have the meaning set forth in the Declaration.

ARTICLE IV. MEMBERS

Section 1. Membership. Every person or entity who or which is the record owner of a fee interest in any Parcel at Tabor Village Center shall be a Member of the Association as more particularly set forth in the Declaration, provided that any such person or entity who holds such interest merely as security for the performance of an obligation shall not be a Member. All votes permitted or required to be cast by Members shall be cast only by their respective Voting Members. Change of Membership in the Association shall be established by recording in the Public Records of Dade County, Florida, a deed or other instrument establishing record title to a Parcel and the delivery to the Association of a copy of such instrument. The owner designated by such instrument shall thereby become a Member of the Association and the membership of the prior owner shall thereby be deemed terminated. The share of a Member in the funds and assets of the Association cannot be assigned, hypothecated or transferred in any manner whatsoever, except as an appurtenance to a Parcel. This Association shall never have or issue any share of stock.

Section 2. Rights of Voting Members. The Association shall have the following voting membership:

Class A. Class A Members shall be all of the Parcel Owners in the Properties, with the exception of the Declarant (as long as the Class B Membership shall exist, and, thereafter, the Declarant will be a Class A Member to the extent that the Declarant otherwise qualifies as a Member). Each Class A Member shall be entitled to one (1) vote for each 1,000 square feet of land owned by such Member at Tabor Village Center. For example, if a Parcel Owner owns 3,650 square feet of land in Tabor Village Center, then such Parcel Owner shall be entitled to a total of 3.6 votes hereunder. When more than one Person holds an ownership interest or interests in any Parcel in Tabor Village Center, all of such Persons shall be Members, but the vote for such Parcel shall be exercised as they among themselves determine, provided that the vote for the particular Parcel shall be cast by the Person designated in a certificate filed with the Association and signed by all persons owning an interest in the particular Parcel.

Class B. The Class B Member shall be the Declarant, and the Class B Membership shall exist for so long as the Declarant owns any interest in Tabor Village Center. The Class B Member shall be entitled to one (1) vote for each 1,000 square feet of land owned by the Declarant in Tabor Village Center, plus two (2) votes for each vote entitled to be cast in the aggregate at any time and from time to time by the Class A Members and the Class B Members. The Class B Membership shall cease and terminate upon the Declarant's conveyance to a third party of the last Parcel that is then owned by the Declarant in Tabor Village Center or such earlier time as the Declarant elects to terminate the Class B Membership by recording a notice of termination in the Public Records of Dade County, Florida.

Section 3. Meetings of Voting Members. The By-Laws of the Association shall provide for an annual meeting of Voting Members, and may make provisions for regular and special meetings of Voting Members other than the annual meeting. A quorum for the transaction of business at any meeting of the Voting Members shall exist if the Members entitled to cast 33-1/3% of the votes of the membership are present in person or by proxy.

Section 4. General Matters. When reference is made herein, or in the Covenants, By-Laws, Rules and Regulations or otherwise, to a majority or specific percentage of Members or Voting Members, such reference shall be deemed to be reference to a majority or specific percentage of the votes of the respective Voting Members at a duly constituted meeting thereof and not of the Members or Voting Members themselves.

ARTICLE V.
CORPORATE EXISTENCE

The Association shall have perpetual existence.

ARTICLE VI.
BOARD OF DIRECTORS

Section 1. Management by Directors. The property, business and affairs of the Association shall be managed by its Board of Directors. Each member of the Board of Directors shall be elected or designated as provided in Section 4 of this Article. Directors shall be elected at an annual meeting of the Members. Each member of the Board of Directors shall be entitled to cast one (1) vote in all matters coming before the Board. Directors need not be Members of the Association.

Section 2. Transfer of Control. Upon the Declarant's conveyance of the last Parcel owned by the Declarant at Tabor Village Center, as evidenced by the recordation of the deed of conveyance, the following shall occur:

- (a) the Class B membership shall cease and terminate;
- (b) the Declarant's designees on the Board of Directors shall resign;
- (c) the Class A Members, as provided below, shall elect or designate the members of the Board of Directors of the Association as provided below; and
- (d) generally, the non-Declarant members of the Association, through their Members, shall assume control of the Association.

Notwithstanding any of the foregoing, however, the transfer of control of the Association shall not abrogate or impair any otherwise reserved rights or privileges of the Declarant under the Declaration, these Articles or the By-Laws or the Rules and Regulations of the Association, if any, as the same may be amended from time to time.

Section 3. Original Board of Directors. The names and addresses of the first Board of Directors of the Association, who shall hold office until the first annual meeting of Voting Members and thereafter until qualified successors are duly elected and have taken office, shall be as follows:

<u>Name</u>	<u>Address</u>
Martin Tabor	8525 Northwest 53rd Terrace Suite 206 Miami, Florida 33166

Tracy Shelowitz

8525 Northwest 53rd Terrace
Suite 206
Miami, Florida 33166

Scott Tabor

8525 Northwest 53rd Terrace
Suite 206
Miami, Florida 33166

Section 4. Election/Designation of Members of Board of Directors. The Board of Directors shall consist of the three (3) persons named above or their respective replacements, all as designated by the Class B Member from time to time. From and after the time that the Declarant shall have conveyed the last Parcel owned by the Declarant, the Members of the Association shall elect three (3) Directors to serve on the Board of Directors.

Section 5. Vacancies. If a Director shall for any reason cease to be a Director, whether by death, resignation, removal or otherwise, the Declarant or the Member(s), as applicable, having designated such Director shall appoint a successor to fill the vacancy for the balance of the unexpired term.

ARTICLE VII. OFFICERS

Section 1. Officers Provided For. The Association shall have a President, a Vice President, a Secretary and a Treasurer, and such other officers as the Board of Directors may from time to time elect.

Section 2. Election and Appointment of Officers. The officers of the Association, in accordance with any applicable provision of the By-Laws, shall be elected by the Board of Directors for terms of one (1) year and thereafter until qualified successors are duly elected and have taken office. The By-Laws may provide for the method of voting in the election, for the removal from office of officers, for filling vacancies and for the duties of the officers.

The President shall be a Director; other officers may or may not be Directors of the Association. If the office of the President shall become vacant for any reason, or if the President shall be unable or unavailable to act, the Vice President shall automatically succeed to the office or perform its duties and exercise its powers. If any office other than that of the President shall become vacant for any reason, the Board of Directors may elect or appoint an individual to fill such vacancy.

Section 3. First Officers. The names and addresses of the first officers of the Association, who shall hold office until the first annual meeting of the Directors and thereafter until successors are duly elected and have taken office, shall be as follows:

Name and OfficeAddressPresident:

Martin Tabor

8525 Northwest 53rd Terrace
Suite 206
Miami, Florida 33166Vice President:

Tracy Shelowitz

8525 Northwest 53rd Terrace
Suite 206
Miami, Florida 33166Secretary-Treasurer:

Scott Tabor

8525 Northwest 53rd Terrace
Suite 206
Miami, Florida 33166

The Board of Directors, or the President, with the approval of the Board of Directors, may employ a managing agent and/or such other managerial and supervisory personnel or entities to administer or assist in the administration of the operation and management of the Association and any such person or entity may be so employed without regard to whether such person or entity is a member of the Association or is a director or officer of the Association, or an employee or associate of the Declarant, as the case may be.

ARTICLE VIII.
BY-LAWS

The Board of Directors shall adopt By-Laws consistent with these Articles of Incorporation. Such By-Laws may be altered, amended or repealed by the membership in the manner set forth in the By-Laws.

ARTICLE IX.
AMENDMENTS

Section 1. Amendments. Amendments to these Articles of Incorporation may be proposed by a majority of the Board of Directors of the Association and approved in the manner provided in Chapter 617, Florida Statutes; provided, however, that to the maximum extent lawful, the Declarant may unilaterally amend these Articles and/or shall have the right to approve any proposed amendments hereto not initiated by the Declarant. Notice of a proposed amendment shall be included in the notice of the meeting at which such amendment is to be considered and shall otherwise be given in the time and manner provided in Chapter 617, Florida Statutes. Such notice shall contain the proposed amendment or a summary of the changes to be affected thereby.

Section 2. Approvals. No amendment shall make any change in the qualifications of Membership or the voting rights of the Members, without approval in writing by all Members and the joinder of all record owners of mortgages upon the Parcels. No amendment shall be made without the written consent of the Declarant during the time that the Declarant is a Class B Member. No change shall be made which prejudices an Institutional Lender holding a first mortgage without the consent of all such prejudiced Institutional Lenders.

Section 3. Filing. A copy of each amendment shall be filed with the Secretary of State of Florida.

In case of any conflict between these Articles of Incorporation and the By-Laws, these Articles shall control; and in case of any conflict between these Articles of Incorporation and the Declaration, the Declaration shall control.

ARTICLE X. INCORPORATOR

The name and address of the Incorporator of this Corporation is:

<u>Name</u>	<u>Address</u>
Martin Tabor	8525 Northwest 53rd Terrace Suite 206 Miami, Florida 33166

ARTICLE XI. INDEMNIFICATION

Section 1. The Association shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was a director, employee, officer or agent of the Association, against expenses (including attorneys' fees and appellate attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding unless (a) it is determined by a court of competent jurisdiction, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he did not act in good faith or in the manner he reasonably believed to be not in, or opposed to, the best interest of the Association, and, with respect to any criminal action or proceeding, that he had reasonable cause to believe his conduct was unlawful, and (b) such court further determines specifically that indemnification should be denied. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith or did act in a manner which he believed to be not in or opposed to the best interest of the Association, and with respect to any criminal action or proceeding, that he had reasonable cause to believe that his conduct was unlawful.

Section 2. To the extent that a director, officer employee or agent of the Association has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 above or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees and appellate attorneys' fees) actually incurred by him in connection therewith.

Section 3. Expenses incurred in defending a civil or criminal action, suit or proceeding shall be paid by the Association in advance of the final disposition of such action, suit or proceeding through all available appeals upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Association as authorized in this Article.

Section 4. The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any by-law, agreement, vote of Members or otherwise, both as to action in his official capacity while holding such office or otherwise, and shall continue as to a person who has ceased to be director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person.

Section 5. The Association shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Association, against any liability asserted against him and incurred by him in any such capacity, or rising out of his status as such, whether or not the Association would have the power to indemnify him against such liability under the provisions of this Article.

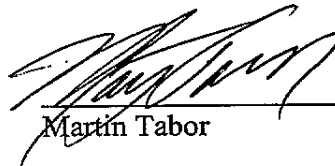
ARTICLE XII. DECLARANT'S RIGHTS

Nothing contained herein shall limit or restrict the rights of the Declarant, which are more particularly set forth in the Declaration.

ARTICLE XIII. REGISTERED AGENT

Until changed, Martin Tabor shall be the registered agent of the Association, and the registered office shall be at 8525 Northwest 53rd Terrace, Suite 206, Miami, Florida 33166.

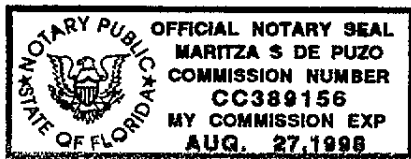
IN WITNESS WHEREOF, the said Incorporator has hereunto set his hand this 17 day of December, 1997.

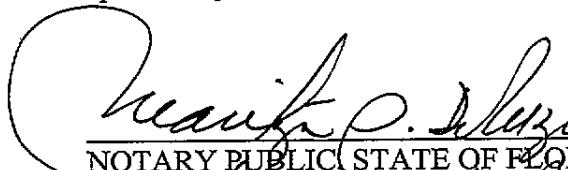


Martin Tabor

STATE OF FLORIDA)
) SS:
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 17 day of December, 1997, by Martin Tabor as incorporator of TABORCOM ASSOCIATION, INC., a not-for-profit Florida corporation, on behalf of the corporation. He is personally known to me or has produced Driver's License as identification.





NOTARY PUBLIC, STATE OF FLORIDA
Name: MARITZA S. de Puzo
Commission No: _____
My commission expires: _____


[NOTARIAL SEAL]

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with the laws of Florida, the following is submitted:

First -- That, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the foregoing Articles of Incorporation, at City of Miami, County of Dade, State of Florida, the corporation named in said Articles has named Martin Tabor, with offices at 8525 Northwest 53rd Terrace, Suite 206, Miami, Florida 33166, as its statutory registered agent.

Having been named the statutory agent of the above corporation at the place designated in this Certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.



Martin Tabor
REGISTERED AGENT

DATED this 17 day of December, 1997.

8/8/97K\USR\LCM\TABOR\ARTICLES.LCM

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