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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: 1545-1549 PENNSYLVANIA CONDOMINIUM ASSOCIATI

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

December 19, 1997

EMPIRE

SUBJECT: 1545-1549 PENNSYLVANIA CONDOMINIUM ASSOCIATION, INC.
REF: W97000028330

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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

If you have any further questions concerning your document, please call (850) 487-6931.

Becky McKnight
Document Specialist

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Letter Number: 897A00059693

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ARTICLES OF INCORPORATION

OF

1545-1549 PENNSYLVANIA CONDOMINIUM ASSOCIATION, INC.
(A Florida Corporation Not For Profit)

The undersigned incorporators, hereby associate themselves together for the purpose of forming a non-profit corporation under laws of the State of Florida, pursuant to Florida Statute 617, and hereby adopts the following Articles of Incorporation :

ARTICLE I

NAME

The name of the corporation not for profit shall be: 1545-1549 PENNSYLVANIA CONDOMINIUM ASSOCIATION, INC., hereinafter referred to as "Association" and the principal place of business shall be 1545 Pennsylvania Avenue, Miami Beach, Florida 33139.

ARTICLE II

PURPOSE

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

To be the "Association" (as defined in the Condominium Act of the State of Florida, F.S. 718, et seq.) for the operation of 1545-1549 PENNSYLVANIA CONDOMINIUM ASSOCIATION, INC., a corporation not-for-profit pursuant to Chapter 617 of the Florida Statutes and pursuant to the provisions of the Florida condominium act, and as such Association, to operate and administer said condominium and to carry out the functions and duties of said condominium as set forth in the Declaration of Condominium of 1545-1549 PENNSYLVANIA CONDOMINIUM ASSOCIATION, INC., a Condominium when recorded in the public records of Dade County.

ARTICLE III

DEFINITIONS

The terms used in these ARTICLES OF INCORPORATION and the By-laws shall have the meanings of those set forth in the

This Document Prepared by:
The Law Offices of Richard Gonzalez, P.A.
420 Lincoln Road, S-335
Miami Beach, Fl 33139
FL Bar # 0716642 (305) 531-5200

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TALLAHASSEE, FLORIDA

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Declaration of Condominium of 1545-1549 PENNSYLVANIA
CONDOMINIUM ASSOCIATION, INC., and in the Florida condominium
act, unless otherwise provided to the contrary, or unless the
context otherwise requires.

ARTICLE IV

POWERS AND DUTIES

The Association shall have the following powers:

(a) exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in that certain Declaration of Covenants, Conditions and Restrictions, hereinafter called the "Declaration", applicable to the property and recorded or to be recorded in the Division of Florida Land and Sales Condominium and Clerk of the Courts in Dade County, Florida, and as the same may be amended from time to time as therein provided, said Declaration being incorporated herein as if fully set forth;

(b) fix, levy, collect and enforce payment by any lawful means, all charges or assessments pursuant to the terms of this 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 property in connection with the affairs of the Association;

(d) borrow money, and with the assent of unanimous vote of 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) dedicate, sell or transfer all or any part of the Common Elements to any public agency, authority, or utility for such purposes and subject to such conditions as may be agreed to by the members. No such dedication or transfer shall be effective unless an instrument has been signed by unanimous class of members, agreeing to such dedication, sale or transfer;

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(f) participate in mergers and consolidations with other non-profit corporations organized for the same purpose or annex additional residential property and Common Elements, provided that any such merger, consolidation or annexation shall have the assent of unanimous class of members;

(g) have and to exercise any and all powers, rights and privileges which a corporation organized under the Non-Profit Corporation Law of the State of Florida, by law may now or hereafter have or exercise.

ARTICLE V

MEMBERSHIP

Every person or entity who is a record owner of a fee or undivided fee interest of any unit, which is subject to the covenants of record to assessment by the Association, including contract sellers, shall be a member of the Association. 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 which is subject to assessment by the Association. Such membership shall automatically terminate when such person is no longer the record owner of a condominium unit.

Subject to the foregoing, admission to and termination of membership, shall be governed by the Declaration of Condominium that is filed for said condominium among the public records of Dade County, Florida.

ARTICLE VI

VOTING RIGHTS

Members of the association shall be entitled to one (1) vote for each unit owned by such members. When more than one person holds an interest in any unit, all such persons shall be members. However, a vote for such unit shall be exercised as they determine, but in no event shall more than one vote be cast with respect to any unit. The Declarant shall be entitled to one vote for each unit presently owned by the Declarant.

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ARTICLE VII

BOARD OF DIRECTORS

1. The affairs of the corporation shall be initially managed and governed by a Board of Directors composed of Three (3) Directors. The number of directors may be changed by amendment of the By-laws of the association. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
A) David N. von Storch	1549 Pennsylvania Avenue Miami Beach, FL 33139
B) Fred P. Hochberg	1545 Pennsylvania Avenue Miami Beach, FL 33139
C) Ricardo Cena	1549 Pennsylvania Avenue Miami Beach, FL 33139

2. At the first annual meeting of the members, new directors shall be appointed or elected and the number of Directors shall be increased or diminished in accordance with the By-Laws of the Association.

ARTICLE VIII

OFFICERS

The officers of the Association shall be a President, Vice-President, Secretary and Treasurer, and such additional officers as the By-Laws specify. The officers shall be elected by the Directors at their annual meeting or at any special meeting called for that purpose.

The officers names and address who shall serve until the first election of officers pursuant to the By-Laws are as follow:

A) David N. von Storch	1549 Pennsylvania Avenue Miami Beach, FL 33139
B) Fred P. Hochberg	1545 Pennsylvania Avenue Miami Beach, FL 33139

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ARTICLE IX

BY-LAWS

The By-Laws of the Association shall initially be made and adopted by its first Board of Directors and may be altered, amended or rescinded in the manner provided by the by-laws, except that no portion of the by-laws may be altered amended, or rescinded in such a manner as will prejudice the rights of the Developer of the Condominium.

Prior to the time that the property described in Article VI hereinabove 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, alter or rescind said By-Laws by a majority vote.

After the property described in Article VI hereinabove 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, or at a duly convened special meeting of the membership, attended by at least seventy-five percent (75%) of the entire membership.

ARTICLE X

AMENDMENTS TO ARTICLES

A) Notice of the subject matter of any proposed amendment shall included in the notice of the meeting at which the proposed amendment is to be considered.

B) A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors, acting upon the vote of a majority of the Board of Directors, or the Members of the Association having a majority of the Board of Directors.

C) Amendments to these Articles of Incorporation may be proposed by any member of Directors and shall be adopted in the same manner as is provided for in the amendment of the By-Laws as set forth in Article IX above. Said amendment(s) shall be effective when a copy thereof, together with an attached certificate of its approval, by the Membership, sealed with the corporate seal, signed by the Secretary/Treasurer, or an Assistant Secretary, and executed

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and acknowledged by the President, has been filed within (10) days of adoption, with the Secretary of State, and all filing fees paid.

D) No Amendment shall be made that is in conflict with the Condominium Act of the Declaration of Condominium

ARTICLE XI

DISSOLUTION

The Association may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of each class of members thereby terminating the condominium in pursuant with Florida Statutes 718.111 (1)(a). Upon dissolution of the Association, other than incident to a merger or consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which this Association was created. In the event that such dedication is refused acceptance, such assets shall be granted, conveyed and assigned to any nonprofit corporation, association, trust or other organization to be devoted to such similar purposes.

ARTICLE XII

INITIAL SUBSCRIBERS

The names and addresses of the initial subscribers are as follow:

David N. von Storch

1549 Pennsylvania Avenue
Miami Beach, FL 33139

Fred P. Hochberg

1545 Pennsylvania Avenue
Miami Beach, FL 33139

ARTICLE XIII

INITIAL REGISTERED OFFICE
AND REGISTERED AGENT

The registered resident office of the corporation shall be Law Office of Richard Gonzalez and the address is 420 Lincoln Road, S-335, Miami Beach, Florida 33139, for the purpose of accepting service of process for the above stated corporation and the initial registered agent at that address

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shall be Richard Gonzalez, Esquire.

IN WITNESS WHEREOF, the subscribers hereto have hereunto
set their hands and seals this 14 day of SEPTEMBER, 1997.

In the presence of:

David N. von Stock

Ezed P. Hochberg

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

Richard Gonzalez
RICHARD GONZALEZ, Registered Agent

Date 9/16/97

Commonwealth of Virginia
STATE OF FLORIDA
SS:
COUNTY OF DADE
City of Alexandria

BEFORE ME, the undersigned authority, personally
appeared David N. Von Stock, who after being first duly
sworn, acknowledged that he executed the foregoing Articles
of Incorporation of 1545-1549 PENNSYLVANIA CONDOMINIUM
ASSOCIATION, INC., a Florida corporation not for profit, for
the purposes therein expressed.

WITNESS my hand and official seal at City of Alexandria
State of Florida this 16th day of September, 1997.
Commonwealth of Virginia

My Commission Expires:

NOTARY PUBLIC STATE OF FLORIDA
By: 7/31/99

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STATE OF ^{New York} FLORIDA)
) SS:
COUNTY OF ~~DADE~~ ^{New York}

BEFORE ME, the undersigned authority, personally appeared Fred P. Hochberg, who after being first duly sworn, acknowledged that he executed the foregoing Articles of Incorporation of 1545-1549 PENNSYLVANIA CONDOMINIUM ASSOCIATION, INC., a Florida corporation not for profit, for the purposes therein expressed.

WITNESS my hand and official seal at ^{New York} ~~Miami, Dade County~~, State of ~~Florida~~ this 16th day of December, 1997.
^{New York}

Esther T. Ingenito
NOTARY PUBLIC STATE OF FLORIDA ^{New York}
By: _____

My Commission Expires: 8/10/99

ESTHER T. INGENITO
Notary Public, State of New York
No. 41-4002716
Qualified in Queens County
Commission Expires Aug. 10, 1999

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Instrument Prepared By:
LAW OFFICES OF RICHARD GONZALEZ
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