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TO: DIVISION OF CORPORATIONS
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NAME: FERNWOOD WEST CONDOMINIUM ASSOCIATION, INC.
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 27, 1998

EMPIRE

SUBJECT: FERNWOOD WEST CONDOMINIUM ASSOCIATION, INC.
REF: W98000004403

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.

Please accept our apology for failing to mention this in our previous letter.

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) 487-6067.

Naysa Culligan
Document Specialist

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ARTICLES OF INCORPORATION OF ASSOCIATION
FERNWOOD WEST CONDOMINIUM ASSOCIATION, INC.

The undersigned by these Articles associate themselves for the purpose of forming a corporation not-for-profit under Chapter 617, Florida Statutes, and certify as follows:

ARTICLE I. NAME AND ADDRESS

The name of the corporation shall be FERNWOOD WEST CONDOMINIUM ASSOCIATION, INC. For convenience the corporation shall be referred to in this instrument as the "Association". The initial address of the association shall be 25 S.E. 2nd Avenue, Suite 1235, Miami, Florida 33131.

ARTICLE II. PURPOSE

A. The purpose for which the Association is organized is to provide an entity pursuant to the Condominium Act, Chapter 718, Florida Statutes, for the operation of FERNWOOD WEST, A CONDOMINIUM, to be located in Key Biscayne, Dade County, Florida.

B. The Association shall make no distributions of income to its members, directors or officers.

C. The Association shall not issue shares of stock.

ARTICLE III. POWERS

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

A. 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.

B. The Association shall engage in no activity unrelated to the purpose for which it is organized, being to manage, operate, maintain and replace the common elements of the condominium property and to operate the condominium in accordance with the Declaration of Condominium.

C. Except as limited by Article II C and III B above, the Association shall have all of the powers and duties set forth in the Condominium Act (except, to the extent allowed by law, as limited by these Articles and the Declaration of Condominium) and all of the powers and duties reasonably necessary to operate the condominium pursuant to the Declaration as it may be amended from time to time.

D. The Association shall have the power to purchase a unit or units in the condominium and to hold, lease, mortgage and convey the same.

This instrument prepared by
Mauro C. Santos, Esq. Fl. Bar No. 516759
25 S.E. 2nd Ave. #1235
Miami, Florida 33131 (305)371-5252

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ARTICLE IV. MEMBERS

A. The members of the Association shall consist of all of the record owners of units in the condominium, and after termination of the condominium shall consist of those who are members at the time of such termination and their successors and assigns.

B. Change of membership in this Association shall be established by recording in the Public Records of County, Florida, a deed or other instrument establishing a record title to a unit in the condominium and the delivery to the Association of a copy of such instrument. The owner designated by such instrument thus becomes a member of the Association and the membership of the prior owner is terminated.

C. The share 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 unit.

D. The owner of each Unit shall be entitled to one vote for each Unit that owner owns, except there shall be no vote for any Unit owned by the Association. The manner of exercising voting rights shall be determined by the By-Laws of the Association.

E. The name and address of the initial member of the Association is as follows: [Type Sponsor's Name and Address]

ARTICLE V. DIRECTORS

A. The affairs of the Association shall be managed by a Board of Directors. The initial Board of Directors designated by the Sponsor shall consist of three Directors. Each Director shall be either a person designated by the Sponsor or a person entitled to cast a vote as or for a member of the Association, except as otherwise provided herein or in the By-Laws.

B. Members of the Board of Directors shall be elected at the annual meeting of the Association members in the manner specified in the By-Laws. Directors may be removed and vacancies on the Board of Directors shall be filled in the manner provided by the By-Laws.

C. The initial Board of Directors of the Association shall be selected by the Sponsor, who are CARLOS CITO and GLORIA GOMES PESTANA. The Directors named in these Articles shall serve until the first election of Directors, and any vacancies in their number occurring prior to the first election shall be filled by the remaining Directors or by the Sponsor. The first election of Directors shall occur when unit owners other than the Sponsor are entitled to elect Directors under the Condominium Act. Subsequent elections shall be held in conformity with the requirements of the Condominium Act and as set forth in the By-Laws of the Association.

D. The names and addresses of the members of the first Board of Directors, who shall hold office until their successors are elected and have qualified, or until removed, are as follows:

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Name	Address
CARLOS CITO	741 Heron Road Fort Lauderdale, Florida 33326
GLORIA GOMES PESTANA	741 Heron Road Fort Lauderdale, Florida 33326
MAURO C. SANTOS	25 S.E. 2 nd Ave. Suite 1235 Miami, Florida 33131

ARTICLE VI. OFFICERS

The affairs of the Association shall be administered by the officers of the Association, consisting of a President, one or more Vice Presidents, a Secretary and a Treasurer. The officers shall be elected by the Board of Directors at the annual meeting of the Association. The names and addresses of the initial officers who shall serve until their successors are elected by the Board of Directors are as follows:

President: CARLOS CITO
 Vice President: CARLOS CITO
 Secretary: CARLOS CITO
 Treasurer: CARLOS CITO

ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is: 25 S.E. 2nd Avenue, Suite 1235, Miami, Florida 33131; and the name of the initial Registered Agent of the corporation at that address is: Mauro C. Santos, Esq., Santos & Company, P.A.

ARTICLE VIII. INDEMNIFICATION AND INSURANCE

Every director and every officer of the Association shall be indemnified by the Association against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed upon him in connection with any proceeding or any settlement of 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 director or officer of the Association, whether or not he is a director or officer at the time such expenses are incurred, except when the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties. The foregoing right of indemnification shall be in addition to, and not exclusive of all other rights to which such directors or officers may be entitled.

The Board of Directors may, and shall if reasonably available, purchase liability insurance to insure all directors and officers, past and present, against all expenses and liabilities as set forth above. The premiums for such insurance shall be paid by the Unit Owners of the Condominium as a part of the Common Expenses.

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ARTICLE IX. BYLAWS

The first By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded by a majority of the Board of Directors.

ARTICLE X. AMENDMENTS

Amendments to the Articles of Incorporation shall be proposed and adopted in the manner provided by law. No amendment shall make any changes in the qualifications for membership nor the voting rights of members without approval in writing by all members and the written consent of all record owners of mortgages upon units within the condominium. No amendment shall be made that is in conflict with the Condominium Act or the Declaration of Condominium. A copy of each amendment shall be certified by the Secretary of State, State of Florida, and be recorded in the Public Records of County, Florida.

ARTICLE IX. DURATION

The duration of the Association shall be perpetual.

ARTICLE XII. INCORPORATORS

The name and address of the incorporator of the Association is as follows:

Name	Address
CARLOS CITO	1112 Weston Rd. Weston, Florida

IN WITNESS WHEREOF, the incorporator has signed these Articles on this 26th day of FEBRUARY, 1998.

98 FEB 27 AM 8:02
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

Carlos Cito

ACCEPTANCE BY REGISTERED AGENT

I hereby accept the appointment as registered agent of FERNWOOD WEST CONDOMINIUM ASSOCIATION, INC., a Florida nonprofit corporation, which is contained in the foregoing Articles of Incorporation.

DATED this 26th day of FEBRUARY, 1998

MARCO SANTOS, Registered Agent

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