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TO: DIVISION OF CORPORATIONS

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FROM: EMPIRE CORPORATE KIT COMPANY
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NAME: 25TH STREET WAREHOUSE CONDOMINIUM ASSOCIATIO

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 5, 1998

EMPIRE

SUBJECT: 25TH STREET WAREHOUSE CONDOMINIUM ASSOCIATION, INC.
REF: W98000004479

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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.

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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.

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Neysa Culligan
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FAX Aud. #: H98000003986
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ARTICLES OF INCORPORATION OF 25TH STREET WAREHOUSE
CONDOMINIUM ASSOCIATION, INC., a Florida corporation not for profit

By these Articles, the undersigned subscribers associate themselves for the purpose of forming a corporation not for profit pursuant to the laws of the State of Florida and hereby adopt the following Articles of Incorporation.

ARTICLE 1: NAME: The name of the corporation shall be 25TH STREET WAREHOUSE CONDOMINIUM ASSOCIATION, INC. For convenience, the corporation shall be referred to herein as the "Association", these Article of Incorporation as the "Articles" and the By-Laws of the Association as the "By-Laws".

ARTICLE 2: PURPOSE: The purpose for which the Association is organized is to provide an entity pursuant to the Florida Condominium Act (the "Act") as it exists on the date hereof for the operation of that certain commercial condominium located in Dade County, Florida, and known as 25TH STREET WAREHOUSE CONDOMINIUM, A CONDOMINIUM (the "Condominium").

ARTICLE 3: DEFINITIONS: The terms used in these Articles shall have the same meanings as those set forth in the Declaration of Condominium to be recorded in the Public Records of Dade County, Florida, unless herein provided to the contrary, or unless the context otherwise requires.

ARTICLE 4: POWERS: The powers of the Association shall include the following:

4.1 General The Association shall have all of the common-law and statutory powers of a corporation not for profit under Florida law not in conflict with the provisions of these Articles, the Declaration, the By-Laws or the Act.

4.2 Enumeration The Association shall have all of the powers and duties set forth in the Act, the By-Laws and the Declaration, and all of the powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration & as more particularly described in the By-Laws, as they may be amended from time to time, including, but not limited to, the following:

(a) To make and collect Assessments & other charges against members as Owners, and to use the proceeds thereof in the exercise of its powers and duties; (b) To buy, own, operate, lease, sell, trade and mortgage both real and personal property; (c) To maintain, repair, replace, reconstruct, add to & operate the Condominium property, and other property acquired or leased by the Association; (d) To purchase insurance upon the Condominium property and insurance for the protection of the Association, its officers, Directors and Unit Owners; (e) To make and amend reasonable rules and regulations for the maintenance, conservation and use of the Condominium Property and for the health, comfort, safety and welfare of the Owners; (f) To approve or disapprove the leasing, transfer, ownership & possession of Units in accordance with the Declaration; (g) To enforce by legal means the provisions of the Act, the Declaration, these Articles, the By-Laws, and the rules and regulations for the use of the Condominium Property, subject, however, to the limitation regarding assessing Units owned by Declarant for fees and expenses relating in any way to claims or potential claims against Declarant as set forth in the Declaration and/or the By-Laws; (h) To contract for management and maintenance of the Condominium Property & to authorize a management agent (who may be an affiliate of Declarant) to assist in carrying out its powers & duties by performing such functions as the submission of proposals, collection of Assessments, preparation of records, enforcement of rules, & maintenance, repair & replacement of the Common Elements with such funds as shall be made available by the Association for such purposes. The Association and its officers shall, however, retain at all times the powers and duties granted by the Act, including, but not limited to, the making of Assessments, promulgation of rules, & execution of contracts on behalf of the Association; (i) To employ personnel to perform the services required for the proper operation of the Condominium.

PREPARED BY: ARNOLD PERLSTEIN, ESQ. (FLA. BAR # 270911)

4801 S. UNIVERSITY DRIVE, 2ND FL.

(954) 389-0170

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4.3 Condominium Property All funds and the title to all properties acquired by the Association and their proceeds shall be held for the benefit and use of the members in accordance with the provisions of the Declaration, these Articles, and the By-Laws. .

4.4 Distribution of Income; Dissolution The Association shall make no distribution of income to its members, Directors or officers, and upon dissolution, all assets of the Association shall be transferred only to another non-profit corporation or a public agency.

4.5 Limitation The powers of the Association shall be subject to the provisions hereof and of the Declaration, the By-Laws and the Act.

ARTICLE 5: MEMBERS

5.1 Membership. The members of the Association shall consist of all the record title owners of Units in the Condominium from time to time, and after termination of the Condominium, shall also consist of those who were members at the time of such termination, and their successors and assigns.

5.2 Assignment: 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 the Unit for which the share is held.

5.3 Voting: On all matters upon which the membership shall be entitled to vote, there shall be allocated to each Unit one (1) vote, which vote(s) shall be exercised or cast in the manner provided by the Declaration and By-Laws.

5.4 Meetings: The By-Laws shall provide for an annual meeting of members, and may make provision for regular and special meetings of members other than the annual meeting.

ARTICLE 6: TERM OF EXISTENCE: The Association shall have perpetual existence.

ARTICLE 7: INCORPORATORS: The names and addresses of the incorporators of this corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
JORGE M. REYNOSO	11600 Bayshore Drive Sans Souci, FL 33181
EDITH REYNOSO	11600 Bayshore Drive Sans Souci, FL 33181
ARNOLD PERLSTEIN, ESQ.	4801 S. University Drive Davie, FL 33328

ARTICLE 8: OFFICERS: The affairs of the Association shall be administered by the officers holding the offices designated in the By-Laws. The officers shall be elected by the Board of Directors of the Association at its first meeting and shall serve at the pleasure of the Board. The By-Laws may provide for the removal from office of officers, for filling vacancies and for the duties of the officers. The names and addresses of the officers of this corporation who shall serve until their successors are designated by the Board of Directors are as follows:

JORGE M. REYNOSO (President, Treasurer & Secretary)	11800 Bayshore Drive Sans Souci, FL 33181
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ARTICLE 9: DIRECTORS

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9.1 Number & Qualification: The property, business and affairs of the Association shall be managed by a Board consisting of the number of directors determined in the manner provided by the By-Laws, but which in no event shall consist of less than three (3) directors. Until such time that control of the Association is turned over to Owners other than Declarant, Directors need not be Owners or members of the Association.

9.2 Duties & Powers: All the duties and powers of the Association existing under the Act, the Declaration, these Articles & the By-Laws shall be exercised exclusively by the Board of Directors, its agents, contractors or employees, subject only to approval by Owners when approval is specifically required.

9.3 Election; Removal: Directors of the Association shall be elected at the annual meeting of the members in the manner determined by and subject to the qualifications set forth in the By-Laws. Directors may be removed, and vacancies on the Board, shall be filled in the manner provided by the By-Laws.

9.4 Term. Declarant, by these Articles, appoints the members of the first Board. Such initial Directors and their replacements shall hold office for the periods prescribed in the By-Laws.

9.5 First Directors: The names and addresses of the members of the first Board of Directors who shall hold office until their successors are elected and have taken office, as provided in the By-Laws, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
JORGE M. REYNOSO	11800 Bayshore Drive Sans Souci, FL 33181
EDITH REYNOSO	11800 Bayshore Drive Sans Souci, FL 33181
ARNOLD PERLSTEIN, ESQ.	4801 S. University Dr., 2 nd fl. Davie, FL 33328

The principal office and mailing address of the corporation shall be at 3737 N.W. 25th street, Miami, FL 33142.

ARTICLE 10: INDEMNIFICATION

10.1 Indemnity: The Association shall indemnify & hold harmless 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, because he or she 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 or her in connection with such action, suit or proceeding, unless (a) a court of competent jurisdiction determines, after all available appeals have been exhausted or not pursued by the proposed indemnitee, that he or she didn't act in good faith, nor in a way he or she reasonably believed to be in or not opposed to the best interest of the Association, and, with respect to any criminal action or proceeding, that he or she had reasonable cause to believe the conduct was unlawful, and (b) such court further specifically determines 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 and in a manner reasonably believed to be in or not opposed to the best interest of the Association, and with respect to any criminal action or proceeding, has reasonable cause to believe that the conduct was unlawful.

10.2 Expenses: To the extent that a Director, officer, employee or agent of the Association has been successful on the merits or otherwise, in defense of

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any action, suit or proceeding referred to in Section 10.1, 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 and reasonably incurred by him in connection therewith.

10.3 Advances: 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 upon receipt of an undertaking by or on behalf of the affected 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 10.

10.4 Miscellaneous: The indemnification provided in this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled to under any by-law, agreement, vote of members or otherwise, and shall continue as to a person who has ceased to be a Director, officer, employee or agent, and shall inure to the benefit of the heirs and personal representatives of such person.

10.5 Insurance: 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, or is or was serving at the request of the Association, as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Association would have the power to indemnify him or her against such liability under the provisions of this Article 10.

10.6 Amendment: Anything to the contrary herein notwithstanding, the provisions of this Article 10 may not be amended without prior written consent of all former or current Directors, officers, employees or agents whose interest would be adversely affected by such amendment.

ARTICLE 11: BY-LAWS The first By-Laws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided in the By-Laws and the Declaration.

ARTICLE 12: AMENDMENT: Amendments to these Articles shall be proposed and adopted in the following manner:

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

12.2 Adoption: A resolution for the adoption of a proposed amendment may be proposed either by a majority of the Board of Directors or by not less than one third (1/3) of the members of the Association. Directors and members not present in person or by proxy at the meeting considering the amendment may express their approval in writing, provided the approval is delivered to the Secretary at or prior to the meeting. The approvals must be by affirmative vote of :

(a) not less than seventy five percent (75%) of the votes of all of the members of the Association and by not less than sixty six and two thirds (66 2/3 %) of the entire Board of Directors.

(b) after control of the Association is turned over to Unit Owners other than Declarant, not less than eighty percent (80%) of the votes of all members of the Association.

12.3 Limitation: No amendment shall make any changes in the qualifications for

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membership, nor in the voting rights or property rights of members, nor any changes in Sections 4.3, 4.4, or 4.5 entitled "Powers", nor in this Section 12.3, without approval in writing of all members and the joinder of all record owners of mortgages on Units. No amendment shall be made that is in conflict with the Act, the Declaration or the By-Laws, nor shall any amendment make any changes which would in any way affect any of the rights, privileges, powers or options herein provided in favor of or reserved to Declarant, or an affiliate of Declarant, unless Declarant joins in the execution of the amendment.

12.4 Amendment: Declarant may amend these Articles consistent with the provisions of the Declaration allowing certain amendments to be effected by Declarant alone.

12.5 Recording: A copy of each amendment of these Articles shall be filed with the Secretary of State of Florida pursuant to the provisions of applicable Florida law, and a copy certified by the Secretary of State shall be recorded in the Public Records of Dade County, Florida.

ARTICLE 13: INITIAL REGISTERED OFFICE; ADDRESS AND NAME OF REGISTERED AGENT

The initial registered office of this corporation shall be at 4801 S. University Drive, 2nd fl., Davie, FL 33328, with the privilege of having its office and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Arnold Perlstein, Esq.

IN WITNESS WHEREOF, the incorporators have affixed their signatures on February 26, 1998.

JORGE M. REYNOSO

EDITH REYNOSO

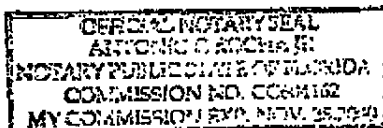
ARNOLD PERLSTEIN, ESQ.

STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared JORGE M. REYNOSO, ~~EDITH REYNOSO~~ and ARNOLD PERLSTEIN, ESQ., to me known to be the persons named in the foregoing instrument, and they acknowledged before me that they have executed same, and they showed me their Florida Driver's Licenses as proof of their identity, and they did not take an oath.

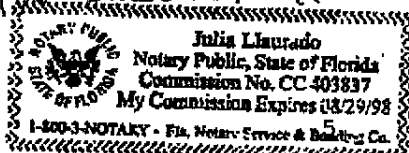
SWORN TO and subscribed before me at Coal Creek, Dade County, Florida, this 26th day of February, 1998.

Antonio A. Faj
Notary Public, State of Florida



STATE OF FLORIDA
COUNTY OF DADE

BEFORE ME, the undersigned, personally appeared EDITH REYNOSO, to me known to be the person named above, and she acknowledged before me that she has executed same, and she is personally known to me & she did not take an oath.
SWORN TO & subscribed before me on 2/26/98.



Julia Llaurodo
NOTARY PUBLIC, STATE OF FLORIDA

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

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

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 the City of Miami, County of Dade, State of Florida, the corporation named in the Articles has named ARNOLD PERLSTEIN, Esq., with office at 4801 S. University Drive, 2nd fl., Davie, FL 33328, as its statutory registered agent; and Having been named the statutory agent of said corporation at the place designated in this certificate, I hereby accept the name and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Dated this 24th day of February, 1998

Arnold Perlstein Esq.
ARNOLD PERLSTEIN, ESQ.

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TALLAHASSEE, FLORIDA

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