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FLORIDA DIVISION OF CORPORATIONS
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CONTACT: RAY STORMONT

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NAME: VISTA DEL LAGO CONDOMINIUM ASSOCIATION, INC.

AUDIT NUMBER.....H98000005930

DOC TYPE.....FLORIDA NON-PROFIT CORPORATION

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ARTICLES OF INCORPORATION

of

VISTA AL LAGO CONDOMINIUM ASSOCIATION, INC.

A Not-for-Profit Corporation

The undersigned hereby associate themselves for the purpose of forming a corporation not for profit under and pursuant to Chapter 617, Florida Statutes, and do hereby state as follows:

ARTICLE I

NAME

The name of this corporation shall be VISTA AL LAGO CONDOMINIUM ASSOCIATION, INC. ("Association").

ARTICLE II

PURPOSES

The purposes for which this Association is formed are as follows:

A. To form an "Association" as defined in Chapter 718, Florida Statutes, as enacted upon the date of recordation of the Declaration ("Condominium Act"), and, as such, to operate, maintain, repair, improve, reconstruct and administer the condominium property of, and to perform the acts and duties necessary and desirable for the management of the Units and Common Elements in VISTA AL LAGO, a Condominium (hereinafter referred to as the "Condominium") and to own, operate, lease, sell and trade property, whether real or personal, including units in the Condominium, as may be necessary or convenient in the administration of the Condominium.

B. To carry out the duties and obligations and receive the benefits given the Association by the Declaration of Condominium ("hereinafter referred to as "Declaration") of the Condominium including, without limitation, the power to impose assessments on its members for payment of the Common Expenses of the Condominium and to collect assessments by enforcement of lien rights and as otherwise permitted by law, in accordance with the terms and provisions of the Declaration.

H98000005930

H98000005930

C. To establish By-laws for the operation of the Condominium Property ("hereinafter referred to as "By-laws"), provide for the administration of the Association and rules and regulations for governing the same, and enforce the provisions of the Condominium Act, the Declaration, these Articles of Incorporation and the By-laws.

D. To contract for the management of the Condominium and to delegate to the party with whom such contract has been executed the appropriate powers and duties of the Association except those which require specific action by or approval of the Board of Administration or members of the Association (hereinafter referred to as "Members"), and to contract for services to be provided to the Members, including pest and termite control services on behalf of all Members.

E. To operate and maintain the surface water management system in accordance with the requirements of the South Florida Water Management District and to contract for services to provide for the operation and maintenance of the surface water management system.

F. To sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.

G. The Association shall have all of the common law and statutory powers provided under the laws of the State of Florida, and those powers provided by the Condominium Act, the Declaration, these Articles and the By-laws of the Association.

ARTICLE III

MEMBERS

A. All unit Owners in the Condominium operated by the Association shall automatically be Members of the Association and their memberships shall automatically terminate when titles to their units are conveyed. If a Member properly conveys title to his unit under the provisions of the Declaration, the new owner shall automatically acquire membership in the Association. Membership certificates are not required and will not be issued.

B. Each Unit shall have one (1) vote in all elections of the Association. An individual, corporation or other entity owning an interest in more than one Unit may be designated as the "Voting Member" for each Unit in which he or it owns an interest.

H98000005930

H98000005930

C. If a Unit is owned by more than one person, the owners of said Unit shall designate one of them as the Voting Member, or in the case of a corporate unit owner or other entity, an officer or partner or employee thereof shall be designated as the Voting Member. The designation of the Voting Member shall be made as provided by and subject to the provisions and restrictions set forth in the By-laws of the Association.

D. 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. No part of the income of the Association shall be distributed to its Members, directors or officers.

ARTICLE IV

EXISTENCE

This Association shall have perpetual existence.

ARTICLE V

SUBSCRIBERS

The name and street address of the subscriber to these Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
ALVARO L. ADRIAN	2460 Southwest 137th Avenue Suite 238 Miami, Florida 33175

ARTICLE VI

DIRECTORS

A. The affairs and property of the Association shall be managed and governed by a Board of Administration (sometimes hereinafter referred to as the "Board of Directors") composed of not less than three (3) persons (hereinafter referred to as "Directors"). The first Board of Administration shall have three (3) members and, in the future, the number and qualifications shall be determined from time to time in accordance with the Association's By-laws within the limits prescribed herein.

H98000005930

H98000005930

B. The Directors named in Article VII shall serve until the first election of directors as provided in the By-laws and any vacancies in their number occurring before the first election shall be filled by the remaining Directors. Thereafter, Directors shall be elected by the Members in accordance with the By-laws at the regular annual meetings of the membership of the Association. Directors shall be elected to serve for a term of one (1) year and, in the event of a vacancy, such vacancy shall be filled in accordance with the terms of the By-laws.

C. All officers shall be elected by the Board of Administration in accordance with the By-laws at the regular annual meeting of the Board as established by the By-laws. The Board of Administration shall elect from among the Members of the Board a President, Vice President, Secretary, Treasurer and such other officers as it shall deem desirable.

ARTICLE VII

FIRST BOARD OF ADMINISTRATION

The following persons shall constitute the first Board of Administration and shall serve until the first election of the Board of Administration at the first regular meeting of the membership:

<u>Name</u>	<u>Address</u>
ALVARO L. ADRIAN	2460 Southwest 137th Avenue Suite 238 Miami, Florida 33175
VIVIAN ADRIAN	2460 Southwest 137th Avenue Suite 238 Miami, Florida 33175
PEDRO J. ADRIAN	2460 Southwest 137th Avenue Suite 238 Miami, Florida 33175

ARTICLE VIII

OFFICERS

Subject to the direction of the Board of Administration, the affairs of the Association shall be administered by officers who shall be elected by and serve at the pleasure of said Board of Administration. The following persons shall constitute the initial officers of the Association and they shall continue to serve as such officers until replaced by the Board of Administration:

H98000005930

H98000005930

<u>Name</u>	<u>Address</u>
ALVARO L. ADRIAN, President	2460 Southwest 137th Avenue Suite 238 Miami, Florida 33175
ALVARO L. ADRIAN, Secretary	2460 Southwest 137th Avenue Suite 238 Miami, Florida 33175

ARTICLE IX

BY-LAWS

A. The By-laws of this Association shall be adopted by the Board of Administration and attached to the Declaration to be filed among the Public Records of Dade County, Florida. The By-laws may be amended by the Members in the manner provided in said By-laws.

B. No amendment to the By-laws shall be passed which impairs the Developer's rights, or detrimentally affects the Developer's interest in the Condominium, without the consent or joinder of the Developer so long as Developer owns one (1) or more Units in the Condominium.

C. No amendment to the By-laws shall be passed which would operate to impair or prejudice the rights or liabilities of any Mortgagee holding a lien upon a Unit in the condominium.

D. No By-law shall be revised or amended by reference to its title or number only. Proposals to amend existing By-laws shall contain the full text of the By-laws to be amended; new words shall be inserted in the text underlined, and the words to be deleted shall be lined through with hyphens. However, if the proposed change is so extensive that this procedure would hinder, rather than assist, the understanding of the proposed amendment, it is not necessary to use underlining and hyphens as indicators of words added or deleted, but, instead, a notation must be inserted immediately preceding the proposed amendment in substantially the following language: "Substantial rewording of Bylaw." Nonmaterial errors or omissions in the By-law process shall not invalidate an otherwise properly promulgated amendment.

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H98000005930

ARTICLE X

AMENDMENTS

A. Proposals for amendments to these Articles of Incorporation which do not conflict with the Condominium Act or the Declaration may be made either by the Board of Directors or by fifteen (15%) percent of the Members. Such proposals shall be in writing and shall be delivered to the President who shall thereupon call a special meeting of the Members not less than ten (10) days nor more than sixty (60) days following his receipt of the proposed amendment. Should the President fail to call such special meeting, the Members may, in lieu thereof, call a special meeting. Such request shall state the purpose or purposes of the proposed amendment(s). Notice of such special meeting shall be given and posted in the manner provided in the By-laws. An affirmative vote of two-thirds (2/3) of all Members (not just those voting) shall be required for approval of the proposed amendment or amendments, except, with respect to any amendment which may be necessary to facilitate the merger of any two or more condominiums each of which are then operated by the Association, an affirmative vote of at least eighty percent (80%) of all members of each affected condominium and of record Owners of liens on Units therein shall be required.

B. Any Member may waive the requirements of this Article as to the notice of special meetings to vote on proposed amendments to these Articles of Incorporation, either before, at or after a membership meeting at which a vote is taken to amend these Articles, and any amendment passed by two-thirds (2/3) of the membership shall not be invalid merely because some members did not receive notice of the special meeting.

ARTICLE XI

INDEMNIFICATION

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Every Director and officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon him, in connection with any proceedings or any settlement thereof, 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 in such cases wherein the Director or officer in bad faith commits an act of willful malfeasance in the performance of his duties; provided, that all settlements must be approved by the Board of Administration as being in the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled. However the right of indemnification shall not be applicable to any person who receives regular compensation for his duties from which the claim arises except to the extent such acts are covered by insurance and then only to that extent.

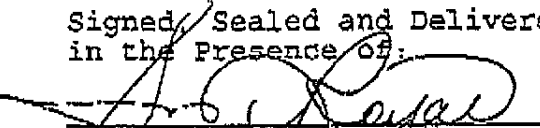
ARTICLE XII

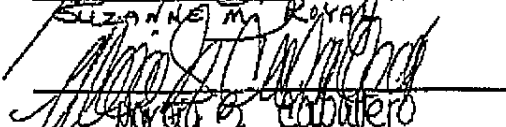
ADDRESS

The principal address of the Association shall be 2460 Southwest 137th Avenue, Suite 238, Miami, Florida 33175, or at such other place as may be subsequently designated by the Board of Administration.


IN WITNESS WHEREOF, we have hereunto set our hands and seals at Miami, Dade County, Florida, on the dates set forth below.

Signed, Sealed and Delivered in the Presence of:



SUZANNE M. ROYAL


MARIA S. CABALLERO



ALVARO L. ADRIAN
(Date of Execution: 3/25/98, 1998)

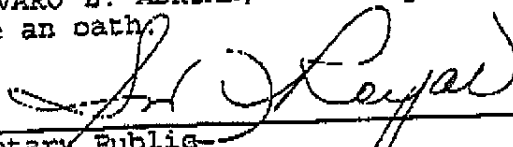
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STATE OF FLORIDA
COUNTY OF DADE

SS:

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The foregoing instrument was acknowledged before me this 25th day of March, 1998, by ALVARO L. ADRIAN, who is personally known to me and who did not take an oath.



Notary Public
State of Florida at Large
My Commission Expires:
Commission Number:



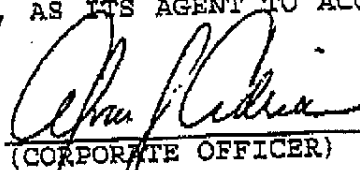
SUZANNE M ROYAL
My Commission COA19307
Expires Nov. 07, 1998
Bonded by HAI
800-422-1555

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

VISTA AL LAGO CONDOMINIUM ASSOCIATION, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS AT DADE COUNTY, STATE OF FLORIDA, HAS NAMED MARCIA B. CABALLERO, ESQ. LOCATED AT 2450 Southwest 137th Avenue, Suite 221, Miami, Florida 33175, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE:



(CORPORATE OFFICER)

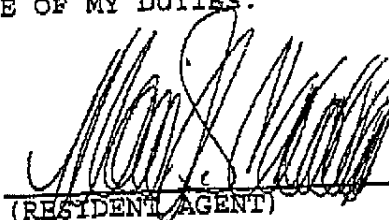
TITLE:

PRESIDENT

DATE:

3/25/98

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.


(RESIDENT AGENT)

DATE:

3/25/98

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