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TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-03/30/98--01069--008
*****70.00 *****70.00

SUBJECT: COALITION OF MIAMI DADE COMMUNITY ASSOCIATIONS, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee
& Certificate

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Paul Libert
Name (Printed or typed)
21155 Helmsman Drive, M14
Address
Aventura, FL 33180
City, State & Zip
(305) 933-9775
Daytime Telephone number

98 MAR 30 AM 8:14
FILED
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

FILED
98 MAR 30 AM 8:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
COALITION OF MIAMI DADE COMMUNITY ASSOCIATIONS, INC.
A FLORIDA NOT-FOR-PROFIT CORPORATION**

The undersigned incorporator, a natural person competent to contract, hereby files these Articles of Incorporation in order to form a corporation not-for-profit under the laws of the State of Florida.

ARTICLE I. NAME

The name of the Corporation is COALITION OF MIAMI DADE COMMUNITY ASSOCIATIONS, INC.

ARTICLE II. ADDRESS

21155 Helmsman Drive, M14
Aventura, Florida 33180

ARTICLE III. PURPOSES

Section 1: The Corporation is organized exclusive for charitable, educational and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, ("Code") (or the corresponding provision of any future United States Internal Revenue Law).

Section 2: Without in any way limiting the foregoing general purposes, the specific purposes of the of the Corporation are to provide funds to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code, as the Trustees may select in their sole discretion.

The Trustees shall give priority to provide educational and advocacy services, on a non-profit basis, on behalf of Miami Dade County condominium, homeowner, cooperative and civic associations.

ARTICLE IV. POWERS

Except as limited by these Articles of Incorporation or its By-Laws, the Corporation shall have and exercise all rights and powers in furtherance of its purposes as are now or may hereafter be conferred on not for profit corporations under the laws of the State of Florida.

ARTICLE V. LIMITATIONS ON ACTIVITIES

Section I: No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, Trustee or officer of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes), and no member, Trustee or officer of the Corporation, or any other private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation; provided, however, the Corporation may confer benefits in the form of distribution, in dissolution or otherwise, upon any not-for-profit corporation described in Section 501(c)(3) and Section 170(c)(2) of the Code and specified in Section 3 below. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.

Section 2: Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code, or by an organization

contributions to which are deductible under Section 170(c)(2) of the Code.

Section 3: Upon the dissolution of the Corporation, the Trustees of the Corporation shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, distribute all residual assets of the Corporation to such organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes which, at the time of such disposition, qualify as an exempt organization or organizations under Section 501(c)(3) of the Code or corresponding Sections of any prior or future Internal Revenue Code, as the Trustee in their sole discretion shall select, or to the federal, state or local government for exclusive public purpose. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such charitable purposes, or to such organization or organizations organized and operated exclusively for such charitable purposes, as said court shall determine.

ARTICLE VI. INCORPORATOR

The name and address of the incorporator of this corporation is:

Paul Libert
21155 Helmsman Dr., M14
Aventura, FL 33180

ARTICLE VII. TERM OF EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE VIII. MEMBERSHIP

Unless changed by an amendment to these Articles of Incorporation, the members may be any Association of, Condominium Associations, Homeowners Associations, Cooperatives.

ARTICLE IX. BOARD OF TRUSTEES

Section 1: The business and affairs of this Corporation shall be managed by a Board of Trustees, whose members are referred to herein as Trustees.

Section 2: The names and addresses of the persons who are to serve as the initial Trustee of the Corporation are:

Paul Libert	21155 Helmsman Drive, M14 Aventura, FL 33180
Miles Moss	12900 S.W. 84 th Street Miami, FL 33183
Morgan Levy	9927 N.W. 52 Terrace Miami, FL 33178

Section 3: The number of Trustees of the Corporation shall be not less than three (3) nor more than thirty (30). The number may be changed from time to time as provided in the By-Laws.

Section 4: Trustees shall be elected, removed and hold office as provided by the By-Laws.

ARTICLE X. OFFICERS

Section 1: The officers of the Corporation shall include a President, a Secretary and a Treasurer. The Corporation may have additional officers, assistant officers and agents, including without limitation, one or more Senior, Assistant or other Vice Presidents, an Assistant Secretary and an Assistant Treasurer.

Section 2: The officers shall be elected, removed and hold office as provided in the By-Laws.

Section 3: The officers shall have such powers and responsibilities as provided by the By-Laws.

**ARTICLE XI. INDEMNIFICATION OF
TRUSTEES AND OFFICERS**

Section 1: The Corporation shall indemnify against liability to the fullest extent authorized or permitted by the provisions at 607.014 (other than 607.014(7)) Fla. Stat. and 617.028 Fla. Stat., as amended, (or any amendment or successor provision thereof or any other statutory provision authorizing or permitting such indemnification which is adopted after the date this Article XI is adopted) any person, and his heirs, executors, administrators and legal representatives, who is or was a party to any proceeding by reason of the fact that such person is or was a trustee or officer of the Corporation or is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise at the request of the Corporation. Officers and directors who are so entitled to be indemnified shall be paid their expenses in advance of a final disposition of the proceeding to the maximum extent authorized or permitted by the provisions of 607.014(6) Fla. Stat. or any amended or successor section.

Section 2: Article XI, Section 1 of these Articles shall not be construed to mean that indemnification by the Corporation pursuant to 607.014(7) Fla. Stat. is not permitted. The Corporation may indemnify any person pursuant to Section 607.014(7) Fla. Stat. or any amended or successor section, to the extent and in the manner desired by the Corporation and permitted by law.

Section 3: Terms used in this Article shall have the meanings ascribed to them in 607.014(11) Fla. Stat. or any amended or successor section.

ARTICLE XII. REGISTERED OFFICE AND AGENT

Section 1: The street address of the registered office of this Corporation is 21155 Helmsman Dr., M14, Aventura, Florida 33180.

Section 2: The name of the registered agent of this Corporation located at the address of the registered office is Paul Libert.

ARTICLE XIII. BY-LAWS

The power to adopt, alter, amend or repeal By-Laws for the Corporation shall be vested only in the Trustees, as more specifically stated in the By-Laws.

ARTICLE XIV. AMENDMENTS

The power to alter, amend or repeal these Articles of Incorporation shall be vested only in the Member, as more specifically provided in the By-Laws of the Corporation.

IN WITNESS WHEREOF, the undersigned being the Incorporator of the Corporation, has hereunto set his hand and seal this 26 day of March, 1998.

Paul Libert

Paul Libert, Incorporator
FL DL L163-680.45-447-0

STATE OF FLORIDA)
) SS.
COUNTY OF DADE)

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, Paul Libert, Incorporator, to me well known and well known to me to be the person who executed the foregoing original Articles of Incorporation of the Coalition of Miami Dade Community Associations, Inc. and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth and expressed.

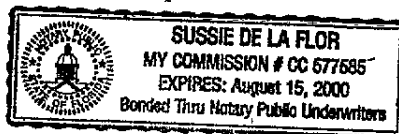
IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal on this 26 day of March, 1998.

Sussie De La Flor

Notary Public,
State of Florida at Large

(Seal)

My Commission expires:



**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In Compliance with Florida Statutes Sections 48.091 and 607.034, the following is submitted:

The Coalition of Miami Dade Community Associations, Inc. desiring to organize as a corporation under the laws of the State of Florida, has designated 21155 Helmsman Drive, M14, Aventura, Florida, as its initial Registered Office and has named Paul Libert located at said address as its initial Registered Agent.

By: *Paul Libert*
Paul Libert, Incorporator

Having been named Registered Agent for the above-stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said office.

By: *Paul Libert*
Paul Libert, Registered Agent

FILED
98 MAR 30 AM 8:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA