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CONTACT: RAY STORMONT
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NAME: CANTEL WEST INDUSTRIAL PARK, INC.

AUDIT NUMBER.....H98000013448

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**ARTICLES OF INCORPORATION
OF
CANTEL WEST INDUSTRIAL PARK, INC.**

The undersigned hereby adopt the following Articles of Incorporation for the purpose of forming a non-profit under Chapter 617 of the Florida Statutes:

**I.
Name**

The name of this corporation is Cantel West Industrial Park, Inc. (the "Corporation"). The principal place of business and mailing address of the Corporate is Suite 555, 782 North Le Jeune Road, Miami, Florida 33126.

**II.
Effective Date and Duration**

The effective date of this Corporation shall be July 20, 1998, shall exist in perpetuity unless sooner dissolved according to the law; however, if this Corporation is dissolved the property consisting of the surface water management system shall be conveyed to an appropriate agency of local government. If it is not accepted, then the surface water management system must be dedicated to a similar non-profit corporation.

**III.
Purpose**

The specific primary purposes for which the corporation is formed are to provide for the maintenance, preservation, and architectural control of the lots and common area within a certain subdivided tract of real property known as Cantel West Industrial Park (the "Project") and more particularly described on the attached Exhibit A, and to promote the health, safety, and welfare of the owners of Lots within the above-described subdivision and such additions thereto as may hereafter be brought within the jurisdiction of the Corporation for such purpose. In furtherance of such purposes, the Corporation shall have power to:

Juan T. O'Naghten
Fla. Bar No.: 305774
Suite 1100
2665 South Bayshore Drive
Miami, Florida 33133
(305) 285-0800

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(a) Perform all of the duties and obligations of the Association as set forth in a certain Declaration of Covenants, Conditions, and restrictions (the "Declaration") applicable to the Project and to be recorded in the public records of Dade County, Florida;

(b) Affix, levy, and collect all charges and assessments pursuant to the terms of the Declaration, and enforce payment thereof by any lawful means; and pay all expenses in connection therewith, and all office and other expenses incident to the conduct of the business of the corporation, including all licenses, taxes, or governmental charges levied or imposed on the property of the Corporation;

(c) Acquire (by gift, purchase, or otherwise), own, hold, improve, build on, operate, maintain, convey, sell, lease, transfer, dedicate to public use, or otherwise dispose of real and personal property in connection with the affairs of the Corporation; and specifically the surface water management system as permitted by the South Florida Water Management District including all lakes, retention areas, culverts and related appurtenances;

(d) Borrow money and, subject to the consent by vote or written instrument of two-thirds of each class of members, mortgage, pledge, convey by deed of 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 areas to any municipality, public agency, authority, or utility for such purposes and subject to such conditions as may be agreed on by the members. No such dedication or transfer shall be effective unless an instrument has been signed by two-thirds of each class of members, agreeing to such dedication, sale or transfer;

(f) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, or annex additional property and common areas, provided that any merger, consolidation, or annexation shall have the consent by vote or written instrument of two-thirds of each class of members;

(g) Have and exercise any and all powers, rights, privileges that a corporation organized under Chapter 617 of the Florida Statutes by law may now or hereafter have or exercise.

IV. Membership

The Corporation is organized and shall be operated exclusively for the aforementioned purposes. The activities of the Corporation shall be financed by assessments on Members as provided in the Declaration, and no part of any net earnings shall inure to the benefit of any Member. The Corporation shall not issue shares of stock. Each Owner of a Lot in the Project shall be a Member of the Corporation. Membership shall be appurtenant to and may not be separated from

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ownership of a Lot which is subject to assessment by the Corporation. The Corporation shall have two classes of voting Members as follows:

Class A. Class A Members shall all be Owners, with the exception of Declarant, and shall be entitled to one vote for each Lot owned. When more than one person holds an interest in a given Lot, all such persons shall be members and the Vote for such Lot shall be exercised as they may determine among themselves. In no event shall more than one vote be cast with respect to any Lot owned by Class A Members.

Class B. Class B Member shall be Declarant, as such term is defined in the Declaration, who shall be entitled to exercise three votes for each Lot owned. Class B membership shall cease and be converted to Class A membership when Declarant has sold 19 Lots or on July 1, 2001, whichever first occurs.

V.

Initial Registered Office and Agent

The initial registered office of this Corporation shall be Suite 1100, 2665 South Bayshore Drive, Miami, Florida 33133 and the initial registered agent of this Corporation at such office shall be Juan T. O'Naghten, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office upon for service of process.

VI.

Initial Directors

The number of directors constituting the directors of the corporation shall be determined in accordance with the bylaws, but shall not be less than three (3). The names and addresses of the persons who are to serve as members of the initial board of directors are:

<i>Name</i>	<i>Address</i>
Antonio J. Cabrera	Suite 555 782 No. Le Jeune Road Miami, Florida 33126
Juan T. O'Naghten	Suite 1100 2665 South Bayshore Drive Miami, Florida 33133

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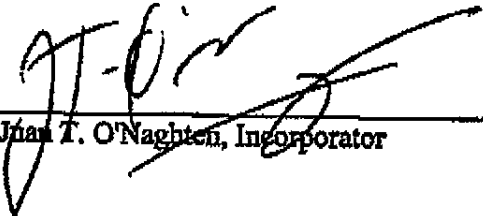
Rolando Delgado

Suite 1100
2665 South Bayshore Drive
Miami, Florida 33133

**VII.
Incorporator**

The incorporator is Juan T. O'Naghten and his address is Suite 1100, 2665 South Bayshore Drive, Miami, Florida 33133.

In Witness Whereof, the undersigned has executed these Articles of Incorporation on July 20, 1998.



Juan T. O'Naghten, Incorporator

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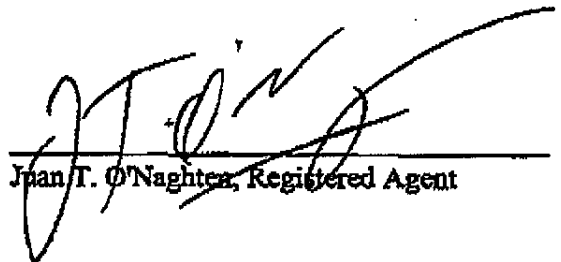
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**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE
AND ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

1. The name of the Corporation is: Cantel West Industrial Park, Inc.
2. The name and address of the registered agent and the registered office is: Juan T. O'Naghten, Suite 1100, 2665 South Bayshore Drive, Miami, Florida 33133

Pursuant to Sections 48.091 and 607.0501, et seq., Florida Statutes, the undersigned has been named to act as the registered agent of the Corporation at the place designated in this certificate and the undersigned agrees to accept such appointment and to act in that capacity. The undersigned further agrees that the undersigned will comply with all provisions of all statutes relating to the proper and complete performance of the duties of the registered agent of the Corporation and that the undersigned is familiar with and accepts the obligations of the position of registered agent for the Corporation.

Date: July 20, 1998



Juan T. O'Naghten, Registered Agent

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EXHIBIT "A"

LEGAL DESCRIPTION

Tract 29, of FLORIDA FRUIT LAND COMPANY'S SUBDIVISION, in Section 29, Township 53 South, Range 40 East, according to the Plat thereof, as recorded in Plat Book 2, Page 17, of the Public Records of Dade County, Florida, less the West 75 feet thereof.

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