

N980000543C

HILINGS, INC. TERESA ROMAN
 (Requestor's Name)
2805 LITTLE DEAL ROAD
 (Address)
TALLAHASSEE, FLORIDA 32308 (904) 385-6735
 (City, State, Zip) (Phone #)

OFFICE USE ONLY

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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Plaza De Flores Condominium Association, Inc
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

Walk Pick up time _____ Certified Copy
 Mail out Will wait Photocopy Certificate of Status

RECEIVED
 98 SEP 21 PM 2:52
 DIVISION OF CORPORATION

FILED
 98 SEP 21 PM 3:47
 SECRETARY OF STATE
 TALLAHASSEE FLORIDA

| NEW FILINGS | |
|-------------|-------------------|
| 6 | Profit |
| | NonProfit |
| | Limited Liability |
| | Domestication |
| | Other |

| AMENDMENTS | |
|------------|---------------------------------------|
| | Amendment |
| | Resignation of R.A., Officer/Director |
| | Change of Registered Agent |
| | Dissolution/Withdrawal |
| | Merger |

| OTHER FILINGS | |
|---------------|------------------|
| | Annual Report |
| | Fictitious Name |
| | Name Reservation |

| REGISTRATION/ QUALIFICATION | |
|--------------------------------|---------------------|
| | Foreign |
| | Limited Partnership |
| | Reinstatement |
| | Trademark |
| | Other |

9/21

Examiner's Initials

ARTICLES OF INCORPORATION

OF

PLAZA DE FLORES CONDOMINIUM ASSOCIATION, INC.

FILED
98 SEP 21 PM 3:17
SECRETARY OF STATE
TALLAHASSEE FLORIDA

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation not for profit under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation not for profit.

ARTICLE I
NAME OF CORPORATION

The name of this corporation shall be **PLAZA DE FLORES CONDOMINIUM ASSOCIATION, INC.**, hereinafter referred to as the Association. 60 Renfrew Drive, Suite 310
Markham, Ontario Canada, L3R 0E1

ARTICLE II
GENERAL NATURE OF BUSINESS

The general nature of the business to be conducted by the Association shall be the operation and management of the affairs and property of the condominium known as **PLAZA DE FLORES**, a Condominium, located in the County of Sarasota, Florida, and to perform all acts provided in the Declaration of Condominium of said Condominium and the Condominium Act, Chapter 718, Florida Statutes.

ARTICLE III
POWERS

The Association shall have all of the condominium law and statutory powers of a corporation not for profit and all of the powers and duties set forth in said Condominium Act, the Declaration of Condominium of **PLAZA DE FLORES**, a Condominium, as amended from time to time, and the Bylaws of the Association provided said powers and duties are not inconsistent with the Condominium Act. The Association may enter into lease agreements and may acquire and enter into agreements acquiring leaseholds, memberships and other possessory or use interests for terms up to and including 99 years, whether or not contiguous to the lands of the condominium, intended to provide for the enjoyment, recreation or other use or benefit of the members; including but not limited to lease of recreation areas and facilities.

ARTICLE IV
MEMBERS

All persons owning a vested present interest in the fee title to any of the condominium units of **PLAZA DE FLORES**, a Condominium, shall be members. Membership shall terminate automatically and immediately as a member's vested interest in the fee title terminates, except that upon termination of the entire condominium project, the membership shall consist of those who were members at the time of each conveyance of the respective units to the trustee as provided in said Declaration of Condominium. In the event a unit is owned by a legal entity other than a natural person, the officer, Director or other official so designated by such legal entity shall exercise its membership rights.

After the Association approves of a conveyance of a condominium unit as provided in said Declaration of Condominium, the change of membership in the Association shall be evidenced in the Association records by delivery to the Secretary of a certified copy of a deed or other instrument of conveyance.

Prior to the recording of said Declaration of Condominium in the public records of said county, the subscribers hereto shall remain the members of the Association and shall each be entitled to one vote.

ARTICLE V
VOTING INTERESTS

Each condominium unit shall be entitled to one vote at Association meetings, notwithstanding that the same Owner may own more than one unit or that units may be joined together and occupied by one Owner. In the event of a joint ownership of a condominium unit, the vote to which that unit is entitled shall be executed in the manner provided for in the Bylaws.

ARTICLE VI
INCOME DISTRIBUTION

No part of the income of this corporation shall be distributed to its members, except as compensation for services rendered.

ARTICLE VII
EXISTENCE

This corporation shall exist perpetually unless dissolved according to law.

ARTICLE VIII
REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the corporation shall be c/o Robert E. Messick, Icard, Merrill, Cullis, Timm & Furen, P.A., 2033 Main Street, Suite 600, Sarasota, FL 34237, and the registered agent at such address shall be Robert E. Messick, Esquire.

ARTICLE IX
NUMBER OF DIRECTORS

The business of the corporation shall be conducted by a Board of Directors which shall consist of not less than three (3) nor more than nine (9) persons, as shall be designated by the Bylaws.

ARTICLE X
FIRST BOARD OF DIRECTORS AND OFFICERS

The names and post office addresses of the members of the first Board of Directors and officers, all of whom shall hold office until their successors are duly elected and qualified, are as follows:

| <u>Name</u> | <u>Office</u> | <u>Address</u> |
|---|---|---|
| Joanne Dickinson | President & Director | 17 Southaven Place, Oakville, Ontario L6L 6L2 |
| Bill Fisch | Vice President, Secretary & Director | 27A Fallingbrooke Court, Thornhill, Ontario L3T 7A2 |
| <i>Tom GRAHAM</i> Mario Buszynski | Treasurer & Director | 252 Glenforest Road, Toronto, Ontario M4N 2A4 <i>57 GUSTAV CR</i> <i>m2m 4G9</i> |

ARTICLE XI
INDEMNIFICATION OF OFFICERS AND DIRECTORS

All officers and Directors shall be indemnified by the Association against all expenses and liabilities, including counsel fees (including appellate proceedings) reasonably incurred in connection with any proceeding or settlement thereof in which they may become involved by reason of holding such office. In no event, however, shall any officer or Director be indemnified for his own willful misconduct or knowing violation of the provisions of the Florida Condominium Act. The Association may purchase and maintain insurance on behalf of all officers and Directors against any liability asserted against them or incurred by them in their capacity as officers and Directors or arising out of their status as such.

ARTICLE XII
RIGHTS OF DEVELOPER

Plaza De Flores Limited Partnership, a Florida Limited Partnership, which is the Developer of PLAZA DE FLORES, a Condominium, shall have full right and authority to manage the affairs and exclusive right to elect the Directors of the Association (who need not be unit owners) until the following shall occur:

A. When fifteen percent (15%) or more of the units that will be operated ultimately by the Association are conveyed to owners other than Developer, such unit owners shall be entitled to elect not less than one-third (1/3) of the Board of Directors.

B. Unit owners other than the Developer will be allowed to elect a majority of the members of the Board and control the Association at whichever of the following times shall first occur:

(1) Three (3) years after the Developer has sold fifty percent (50%) of the units that will be operated ultimately by the Association;

(2) Three (3) months after the Developer has sold ninety percent (90%) of the units that will be operated ultimately by the Association;

(3) When all of the units that will be operated ultimately by the Association have been completed, some of them have been conveyed to purchasers, and none of the others are being offered for sale by the Developer in the ordinary course of business;

(3) When all of the units that will be operated ultimately by the Association have been completed, some of them have been conveyed to purchasers, and none of the others are being offered for sale by the Developer in the ordinary course of business;

(4) When some of the units have been conveyed to purchasers and none of the others are being constructed or offered for sale by the Developer in the ordinary course of business;
or

(5) Seven (7) years after recordation of the Declaration of Condominium of PLAZA DE FLORES, a Condominium, creating the initial phase, Phase 1.

C. Developer shall be entitled to appoint at least one (1) member of the Board of Directors as long as Developer holds at least five percent (5%) of the units that will ultimately be operated by the Association for sale in the ordinary course of business.

Notwithstanding any provision contained herein to the contrary, during the period Developer is in control of the Association, the Directors shall exercise all rights which would otherwise be exercisable by the members.

ARTICLE XIII
BYLAWS

The first Bylaws of the Association shall be adopted by the Board of Directors and may be altered, amended or rescinded in the manner provided by the Bylaws.

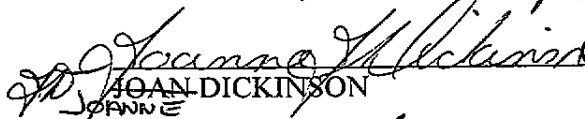
ARTICLE XIV
SUBSCRIBERS

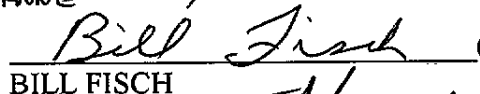
The names and street addresses of the subscribers to these Articles of Incorporation are as follows:

ARTICLE XV
AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation by a simple majority vote of all voting rights of all members of the corporation and all rights conferred upon the members herein are granted subject to this reservation.

IN WITNESS WHEREOF, we, the undersigned subscribers to these Articles of Incorporation, have hereunto set our hands and seals this 9th day of September 1998.

 (SEAL)
JOAN DICKINSON

 (SEAL)
BILL FISCH

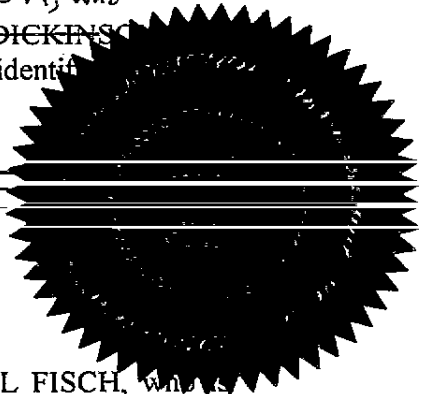
 (SEAL)
~~MARIO BUSZYNSKI~~
TOM GRAHAM

COUNTY OF CANADA
PROVINCE OF ONTARIO

DAN

Sworn to and subscribed before me September 9, 1998, by Joanne Dickinson, who
is personally known to me or who has produced Driver's Licence as identification
D4104-40255-65828

[Signature]
Notary Public
My Commission Expires: N/A



COUNTY OF CANADA
PROVINCE OF ONTARIO

Sworn to and subscribed before me September 15, 1998, by BILL FISCH, who
personally known to me or who has produced Driver's licence # F633-785049088 as identification.

[Signature]
Notary Public
My Commission Expires: n/a

COUNTY OF CANADA
PROVINCE OF ONTARIO

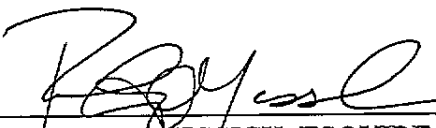
Sworn to and subscribed before me SEPT. 16, 1998, by TOM GRAHAM
is personally known to me or who has produced MARIO BUSZYNSKI as identification

DAN

[Signature]
Notary Public
My Commission Expires:


ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the designation as registered agent of the foregoing corporation.

 (SEAL)
ROBERT E. MESSICK, ESQUIRE

STATE OF FLORIDA
COUNTY OF SARASOTA

Sworn to and subscribed before me Sept. 18, 1998, by ROBERT E. MESSICK, Esquire, who is personally known to me or who has produced _____ as identification.


Notary Public
My Commission Expires:

FAUSERS\REMICORR\ARTICLES



Paula Moser
MY COMMISSION # 06646781 EXPIRES
May 18, 2001
BORN OF THRU TROY FARM INSURANCE, INC.

FILED
98 SEP 21 PM 3:47
SECRETARY OF STATE
TALLAHASSEE FLORIDA