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FLORIDA DIVISION OF CORPORATIONS

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NAME: 900 OFFICE BUILDING CONDOMINIUM ASSOCIATION,

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**ARTICLES OF INCORPORATION
OF
900 OFFICE BUILDING CONDOMINIUM ASSOCIATION, INC.
A CORPORATION NOT FOR PROFIT**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In order to form a corporation under and in accordance with the provisions of the laws of the State of Florida for a corporation not for profit, we, the undersigned, hereby associated ourselves into a corporation for the purpose and with the powers hereinafter mentioned; and to that end we do, by these Articles of Incorporation, set forth:

ARTICLE I

The name of the proposed corporation shall be 900 OFFICE BUILDING CONDOMINIUM ASSOCIATION, INC., a corporation not for profit (the "Corporation").

ARTICLE II

The purposes and objectives of the Corporation shall be to administer the operation and management of 900 OFFICE BUILDING, A CONDOMINIUM (hereinafter referred to as the "Condominium"), a condominium to be established in accordance with the Condominium Act of the State of Florida upon the following described property, situate, lying and being in Broward County, Florida, to wit:

Lot 1, less the North 65 feet and all of Lots 2 and 3, Block 2, of LAUDERDALE, according to the Plat thereof, as recorded in Plat Book 2, Page 9 of the Public Records of Dade County, Florida. Said lands being, lying and situate in Broward County, Florida.

and

Lot 5 and the North half of Lot 6, 19, 20 and 21, Block 2, of LAUDERDALE, according to the Plat thereof, as recorded in Plat Book 2, Page 9 of the Public Records of Dade County, Florida, less that part of Lots 19, 20 and 21, Block 2, of LAUDERDALE, according to the Plat thereof, recorded in Plat Book 2, Page 9 of the Public Records of Dade County, Florida, being more particularly described as follows:

Beginning at a point where the east right of way line of dedicated SE 3rd Avenue (Valentine Avenue) intersects the north lot line of said Lot 21, said point being the

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northwest corner of said Lot 21; thence easterly along said north lot line, 17.45 feet to its intersection with a circular arc concave to the east; thence southerly along said arc having a central angle of $3^{\circ}50'36''$ and a radius of 1079.98 feet, an arc distance of 72.44 feet to a point of tangency on a line parallel to the center line of SE 3rd Avenue and 40 feet distance therefrom; thence continue southerly along said line 50 feet, more or less to a point on the north shoreline of Tarpon River; thence westerly along said shoreline to its intersection with the east right of way line of SE 3rd Avenue, thence northerly along said right of way line 131 feet, more or less, to the northwest corner of said Lot 21 and the Point of Beginning; said lands situate, lying and being in Broward County, Florida.

and

Lots 22, 23 and 24, Block 2, of LAUDERDALE, according to the Plat thereof, as recorded in Plat Book 2, Page 9 of the Public Records of Dade County, Florida, less that part of said Lots more particularly described as follows:

Beginning at the northwest corner of said Lot 24; thence easterly along the north boundary of said Lot 24, 33.70 feet to its intersection with a circular arc concave to the west; thence southerly along said arc having a central angle of $4^{\circ}43'46''$ and a radius of 1159.98 feet, an arc distance of 97.44 feet to a point of reverse curvature and the beginning of a circular arc concave to the east; thence continue southerly along the last mentioned arc having a central angle of $3^{\circ}49'08''$ and a radius of 1079.98 feet, an arc distance of 71.98 feet to a point on the south lot line of said Lot 22; thence westerly along said lot line, 17.45 feet to the southwest corner of Lot 22; thence northerly along the west lot lines of Lots 22, 23 and 24, 168.60 feet to the north lot line of Lot 24 and the Point of Beginning; said lands situate, lying and being in Broward County, Florida.

and

Lot 4, Block 2, LAUDERDALE, according to the Plat thereof, recorded in Plat Book 2, Page 9, of the Public Records of Broward County, Florida.

and

All of that certain 16 foot alley lying in Block 2, LAUDERDALE, according to the plat thereof as recorded in Plat Book 2, Page 9, of the Public Records of Broward County, Florida, more fully described as follows:

Beginning at the Northeast corner of Lot 24 of said Block 2; thence North $89^{\circ}44'00''$ East, on the Easterly extension of the North line of said Lot 24, a distance of 16.00 feet; thence South $00^{\circ}00'00''$ West on the West lines of Lots 1, 2, 3, 4, 5 and 6, of said Block 2, a distance of 276.21 feet; thence South

88°20'14" West on the South face of a 1 foot concrete cap on an existing bulkhead, a distance of 16.01 feet; thence North 00°00'00" West, on the East lines of Lots 19, 20, 21, 22, 23 and 24 of said Block 2, a distance of 276.60 feet to the Point of Beginning.

together with all improvements located thereon; and to undertake the performance of the acts and duties incident to the administration of the operation and management of said Condominium in accordance with the terms, provisions, conditions and authorizations contained in the formal Declaration of Condominium (the "Declaration") which will be recorded in the Public Records of Broward County, Florida, at the time said property, and the improvements now or hereafter situate thereon, are submitted to a plan of condominium ownership, and to own, operate, lease, sell, trade and otherwise deal with such property, whether real or personal, as may be necessary or convenient in the administration of said Condominium. The Corporation shall be conducted as a non-profit organization for the benefit of its members and shall be operated in accordance with and governed by the Governing Documents. Capitalized terms used, but not otherwise defined herein, shall have the meanings assigned to such terms in the Declaration.

ARTICLE III

The Corporation shall have the following powers:

1. The Corporation shall have all of the powers and privileges granted to a corporation not for profit under the law pursuant to which this Corporation is chartered.
2. The Corporation shall have all of the powers reasonably necessary to implement and effectuate the purposes of the Corporation, including but not limited to the following:
 - a. To make and establish reasonable rules and regulations governing the use of Units, Common Elements and Limited Common Elements in said Condominium.
 - b. To levy and collect Assessments against members of the Corporation, to defray the Common Expenses of the Condominium as may be provided in the Governing Documents, including the right to levy and collect Assessments for the purpose of acquiring, operating, leasing, managing and otherwise trading and dealing with such property, whether real or personal, including Units in said Condominium, which may be necessary or convenient in the operation and management of the Condominium and in accomplishing the purposes set forth in the Declaration.
 - c. To maintain, repair, replace, operate and manage the Condominium and the property comprising same, including the right to construct improvements after casualty and to make further improvements of the Condominium Property.

d. To contract for the management of the Condominium and to delegate to such contractor all of the power and duties of the Corporation except those which may be required by the Declaration to have approval of the Board.

e. To enforce the provisions of the Governing Documents.

f. To exercise, undertake and accomplish all of the rights, duties and obligations which may be granted to or imposed upon the Corporation pursuant to the Declaration.

g. To approve or disapprove proposed purchasers, lessees or owners of Units as may be provided in the Declaration.

h. To make and amend the Rules and Regulations.

ARTICLE IV

The qualification of the members, the manner of their admission to membership and termination of such membership, and voting by members shall be as follows:

1. The Unit Owners shall be members of the Corporation, and no other persons or entities shall be entitled to membership, except as provided in Item 5 of Article IV.

2. Membership shall be established by the acquisition of fee title to a Unit in the Condominium, or by acquisition of a fee ownership interest therein, whether by conveyance, judicial decree or otherwise, and the membership of any party shall be automatically terminated upon his being divested of all title to or his entire fee ownership interest in any Unit, except that nothing herein contained shall be construed as terminating the membership of any party who may own two or more Units, or who may own a fee ownership interest in two or more Units, so long as such party shall retains title to or fee ownership interest in any Unit.

3. The interest of a member in the funds and assets of the Corporation cannot be assigned, hypothecated or transferred in any manner, except as an appurtenance to his Unit. The funds and assets of the Corporation shall be owned solely by the Corporation subject to the limitation that the same be expended, held or used for the benefit of its membership and for the purposes authorized in the Governing Documents.

4. There shall be a total number of votes allocated in the Corporation equal to the aggregate square footage of all Units. Each Unit shall be entitled to cast a percentage of the total votes equal to such Unit's square footage bears to the total square footage of all Units. Each Unit's proportional share of the votes shall be referred to as its "Voting Interests." On all matters on which the Membership shall be entitled to vote each Unit's vote may be exercised or cast by the owner, if the Unit is owned by one (1) individual, or the Person named on a Voting Certificate as set forth in the Declaration. Should any member own more than one Unit, such member shall

be entitled to exercise or cast as many Voting Interests as are allocated to such Units, in the manner provided by said By-Laws.

5. Until such time as the Condominium Property is submitted to a plan of condominium ownership by the recordation of the Declaration, the members of the Corporation shall be comprised of the Subscribers to these Articles, each of which Subscribers shall be entitled to cast one vote on all matters on which the membership shall be entitled to vote.

ARTICLE V

The Corporation shall have perpetual existence.

ARTICLE VI

The principal office of the Corporation shall be located at 900 Southeast Third Avenue, Fort Lauderdale, Florida 33316, but the Corporation may maintain offices and transact business in such other places within or without the State of Florida as may from time to time be designated by the Board.

ARTICLE VII

The affairs of the Corporation shall be managed by the President of the Corporation assisted by the Vice-President, Secretary and Treasurer, and, if any, the Assistant Secretaries and Assistant Treasurers, subject to the direction of the Board. The Board, or the President with the approval of the Board, may employ a Managing Agent and/or such other managerial and supervisory personnel or entities to administer or assist in the administration of the operation and management of the Condominium and the affairs of the Corporation, and any such person or entity may be so employed without regard to whether such person or entity is a member of the Corporation or a Director or Officer of the Corporation, as the case may be.

ARTICLE VIII

The number of members of the first Board shall be three. The number of members of succeeding Boards shall be as provided from time to time by the By-Laws. The members of the Board shall be elected by the members of the Corporation at the Annual Meeting of the membership as provided by the By-Laws. At least a majority of the Board shall be members of the Corporation or shall be authorized representatives, officers or employees of a corporate member of the Corporation.

ARTICLE IX

The Board shall elect a President, Vice President, Secretary and Treasurer, and as many additional Vice Presidents, Assistant Secretaries and Assistant Treasurers as the Board shall determine. The President and Vice President shall be elected from among the membership of the Board, but no other officer need be a Director. The same person may hold two offices, the duties of which are not incompatible; provided, however, that the office of President and Vice President

shall not be held by the same person, nor shall the office of President and Secretary or Assistant Secretary be held by the same person. The officers shall be elected by the Board at its first meeting following the annual meeting of the members of the Corporation and shall serve at the pleasure of the Board.

ARTICLE X

The names and post office addresses of the first Board, who subject to the provisions of these Articles, the By-Laws, and the laws of the State of Florida shall hold office for the first year of the Corporation's existence, or until their successors are elected and have qualified, are as follows:

Peter G. Herman	110 SE 6th Street, Fort Lauderdale, FL 33301
Dennis D. Smith	110 SE 6th Street, Fort Lauderdale, FL 33301
John T. Loos, Jr.	888 SE 3rd Avenue, Fort Lauderdale, FL 33316

ARTICLE XI

The Subscribers to these Articles are the persons herein named to act and serve as members of the first Board, the names of which subscribers and their respective post office addresses are more particularly set forth in Article X above.

ARTICLE XII

The officers of the Corporation who shall serve until the first election under these Articles shall be the following:

President	Peter G. Herman
Vice President	John T. Loos, Jr.
Secretary	John T. Loos, Jr.
Treasurer	Peter G. Herman

ARTICLE XIII

The By-Laws shall be adopted by the Board and may be altered, amended, or rescinded in the manner provided by said By-Laws.

ARTICLE XIV

Every Director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceedings, including appellate proceedings, 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 Corporation, 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 is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that, in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the Director or officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the Board approves such settlement and reimbursement as being in the best interests of the Corporation. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

ARTICLE XV

Amendments to these Articles of Incorporation shall be proposed and adopted in the following manner:

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

2. A resolution approving a proposed amendment may be proposed by either the Board or by the membership of the Corporation, and after being proposed and approved by one of the said bodies it must be approved by the other. Such approvals must be by a minimum of two-thirds (2/3's) of all of the Directors and by not less than two-thirds of the Voting Interests being voted at a meeting of the members of the Corporation where a quorum is attained. Directors and members not present at the meetings considering the amendment may express their approval in writing.

3. A copy of each amendment certified by the Secretary of State of Florida shall be recorded in the Public Records of Broward County, Florida.

IN WITNESS WHEREOF, the Subscribers have hereunto set their hands and seals this 2 day of November, 1998 at Fort Lauderdale, Florida


Peter G. Herman


Dennis D. Smith


John T. Loos, Jr.

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

In compliance with Section 48.091 and Section 617.0501(3), Florida Statutes, the following is submitted in compliance with said Sections:

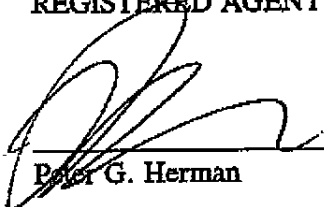
900 OFFICE BUILDING CONDOMINIUM ASSOCIATION, INC., desiring to organize and qualify under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation in the City of Fort Lauderdale, Florida, has named Peter G. Herman, with an address at 110 SE 6th Street, 15th Floor, Fort Lauderdale, Florida 33301, as its Agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Sections relative to the proper and complete performance of my duties.

REGISTERED AGENT:

Date: November 2, 1998


Peter G. Herman

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA