

Division of Corporations

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FLORIDA NON-PROFIT CORPORATION
PHARMED PARK PHASE VI CONDOMINIUM ASSOCIATION, INC.

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

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December 31, 1998

GARICA & AVELLAN, P.A.

SUBJECT: PHARMED PARK PHASE VI CONDOMINIUM ASSOCIATION, INC.
REF: W98000029203

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IN ARTICLE VI IN THE SECOND PARAGRAPH YOU NEED TO STILL CHANGE THE NUMBER TO 3 YOU HAVE 2 MEMBERS.

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ARTICLES OF INCORPORATION FOR

PHARMED PARK PHASE VI CONDOMINIUM ASSOCIATION, INC.
(A Florida Corporation, Not for Profit)

I, the undersigned incorporator, hereby make, acknowledge and file these articles of incorporation for the purpose of forming a corporation not for profit under the law of the of the State of Florida, and do hereby adopt the following Articles of Incorporation.

ARTICLE I

Name and Address

The name and mailing address of this Corporation is:
Pharmed Park Phase VI Condominium Association, Inc
3047 N.W. 107th Avenue
Miami, Florida 33184

ARTICLE II

Registered Office

The street address and city of the initial registered office of this corporation is:

3047 N.W. 107th Avenue
Miami, Florida 33184

and the name of the initial registered agent at such address is:

William Garcia, Esq.

ARTICLE III

Term

The term of this corporation shall commence with the filing of these articles of incorporation. This corporation shall exist perpetually, unless dissolved according to law.

ARTICLE IV

The Association shall have all common law and statutory powers permitted a corporation not-for-profit under Florida law and

Liliana V. Avellan, Esq.

Florida Bar No. 987735

Garica & Avellan, P.A.

201 Alhambra Circle, Suite 500

Coral Gables, Florida 33134 (305) 447-0026

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the Condominium Act. The Association shall have those powers reasonably necessary to carry out its responsibilities for the operation of the Condominium in accordance with the Condominium Act, the Declaration of Condominium and the association By-Laws, which powers shall include, but not be limited to, the following:

4.1 To make and collect assessments against members for the purpose of exercising its powers and carrying out its responsibilities for the operation of the Condominium.

4.2 To buy, sell, trade, lease or encumber property, real or personal, and to construct additional improvements of the Condominium Property.

4.3 To maintain, repair, replace, reconstruct after casualty operate and manage the Condominium Property or any property Owned or leased by the Association for use by its members.

4.4 To acquire and pay for insurance on the Condominium Property and for the protection of the Association and its members.

4.5 In the manner provided in the Association By-Laws, to make and amend reasonable rules and regulations for the use and appearance of all property in the condominium for the benefit, health, safety, welfare and happiness of members.

4.6 To approve or disapprove the lease, transfer, mortgaging, ownership or possession of Units in the manner provided for in the Declaration of Condominium or the Association By-Laws.

4.7 To enforce through legal means the Condominium Act, the Declaration of Condominium, the By-Laws of the Association, these Articles and any rules or regulations as contemplated by Section 4.5 of these Articles.

4.8 To contract for the management of the Condominium and delegate to a management entity which may be affiliated with the Developer, those and duties which are not specifically require by the Condominium Act to be retained by the Board of Directors, and also to contract for the management or operation of those portions of the Common Elements which are susceptible to such management or operation.

4.9 To hire employees to perform the services needed for the proper operation of the Condominium.

4.10 The Association shall, in exercising these and all other powers, be subject to and act in accordance with the Condominium Act, the Declaration of Condominium, the Association

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By-Laws and these Articles. All funds and all titles of any properties acquired by the Association and any proceeds therefrom shall be held in trust for the Unit Owners in accordance with the Declaration of Condominium, the Association By-Laws and these Articles.

4.11 To belong to a Master Association that may regulate, supervise or provide maintenance to property adjoining The Condominium.

ARTICLE V

Purpose

The purpose of the Association is to provide an entity, in accordance with the Florida Condominium Act, Chapter 718 of the Florida Statutes, to operate the Condominium located in Dade County, Florida, and known as Harmed Park, Phase VI, A Condominium, (the "Condominium").

5.1 The Owners of all the Units in the Condominium shall be members of the Association and no other persons or entities shall be entitled to membership except as provided as Section 5.5 of this Article V.

5.2 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, devise, judicial decree or otherwise, and the membership of any party shall be automatically terminated upon his being divested of his 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 retain title to at least one Unit.

5.3 The interest 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. The funds and assets of the Association shall belong solely to the Association, subject to the limitations that the same be expended, held or used for the benefit of the membership and for the purposes authorized herein, in the Declaration and in the By-Laws which may be hereafter adopted.

5.4 On all matters on which the membership shall be entitled to vote, there shall be only one vote cast for each Unit in the Condominium, which vote may be exercised or cast by the owner or owners of each Unit in such manner as may be provided in

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the By-Laws hereafter adopted by the Association. Should any member own more than one Unit, such member shall be entitled to exercise or cast as many votes as he owns Units in the manner provided by the By-Laws.

5.5 Until such time as the Property and the improvements thereon are submitted to the Condominium Act by the recordation of the Declaration, the membership of the Association shall be comprised of the Subscribers to these Articles, each of which Subscribers shall be entitled to cast one (1) vote on all matters on which the membership shall be entitled to vote.

ARTICLE VI

The business and affairs of the Association shall be managed by a Board of Directors consisting of a number of directors determined by the Association By-Laws, but in any event not less than three (3) directors. Directors need not be members of the Association nor reside in the Condominium. The Board of Directors, its agents, contractors or employees shall exclusively exercise all of the powers of the Association existing under the Condominium Act, the Declaration of Condominium, the Association By-Laws and these Articles, subject only to the approval of the Unit Owners when such approval is specifically required.

Each Unit Owner within the Condominium shall be entitled to appoint a director. If by unanimous consent the unit owners desire to have the board consist of more than three members, then such directors shall be elected at the annual meeting of the Association members in the manner provided for by the Association By-Laws. Directors may be removed, and vacancies on the Board may be filled as provided for in the Association By-Laws. The members of the First Board of Directors and their replacements shall be appointed by the Developer. The members of the first Board of Directors shall serve terms as provided for in the Association By-Laws, and they or their replacements appointed by the Developer are permitted to elect directors as provided by the Condominium Act, or at an earlier date at the discretion of the Developer as provided for in the Association By-Laws. The names and addresses of the first Board of Directors who shall hold offices until their successors are elected have qualified or until removed are as follows:

William Garcia
Bertin Perez
Leo Garcia

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ARTICLE VII

The affairs of the Association shall be administered by the officers provided for in the By-Laws. At the first meeting of the Board of Directors following the Association's annual meeting, the Board shall elect the officers who will thereafter serve at the pleasure of the Board. The officers who shall serve until such time as the board of Directors appoints successors are as follows:

ARTICLE VIII

The Association shall indemnify directors, officers, employees or agents of the Association against all expenses and liabilities including attorney's fees, costs, judgments, fines and settlements reasonably incurred or imposed as a result of any proceedings to which any director, officer, member, employee or agent of the Association may have been otherwise involved by reason of his serving or previously having served the Association at its request. However, unless the board of Directors approved indemnification as being in the best interest of the Association and places in the minutes of the meeting at which such decision is made and reasons therefor, no indemnification shall be permitted where a court of competent jurisdiction decides that the party seeking indemnification was guilty of willful misfeasance or malfeasance in the performance of his duties.

ARTICLE IX

Dissolution

In the event of dissolution, the residual assets of the corporation will be distributed to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or corresponding sections of any prior or future law, or to the federal, state or local government, exclusively for a public purpose.

ARTICLE X

Incorporator

The name and address of the incorporator is:

William Garcia, Esq.
Garcia & Avellan, P.A.
201 Alhambra Circle, Suite 500
Coral Gables, Florida 33134-5108
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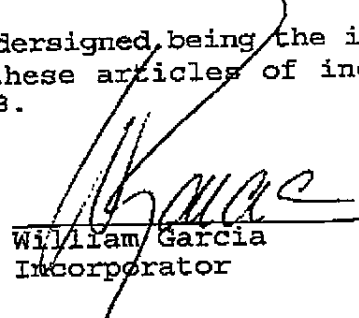
ARTICLE XI
Bylaws

The bylaws of the corporation shall be adopted by the Board of Trustees.

ARTICLE XII
Amendments

An amendment to these articles may be proposed by a member. Amendments shall be adopted by the members by the affirmative vote of the majority of the members present and voting at a meeting at which a quorum is present.

IN WITNESS WHEREOF the undersigned, being the incorporator of this corporation has executed these articles of incorporation this 30 day of December, 1998.

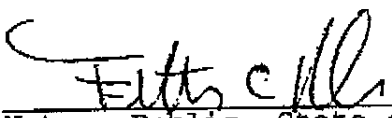


William Garcia
Incorporator

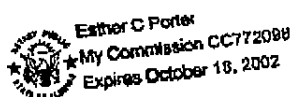
STATE OF FLORIDA)
) ss.
COUNTY OF DADE)

BEFORE ME personally appeared William Garcia, to me well known to be the person described in and who executed the foregoing Articles of Incorporation, and who freely and voluntarily acknowledged before me according to law that he made and executed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Miami, Florida this 30 day of December, 1998.



Notary Public, State of Florida
My Commission Expires:
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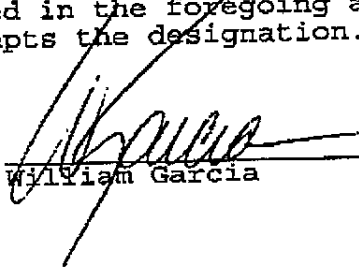
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CONSENT OF REGISTERED AGENT

Having been named as registered agent for this corporation at the office designated in the foregoing articles of incorporation, the undersigned accepts the designation.



William Garcia

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