



THE UNITED STATES
CORPORATION
COMPANY

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99 JUN 30 AM 8:48

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 292659 7146324

AUTHORIZATION :

Patricia Pizant

COST LIMIT : \$ 78.75

ORDER DATE : June 30, 1999

ORDER TIME : 12:19 PM

ORDER NO. : 292659-005

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CUSTOMER NO: 7146324

CUSTOMER: Dawn Rodriguez, Secretary
SACHER, MARTINI & SACHER, PA
SACHER, MARTINI & SACHER, PA
Suite 1101
2655 Lejeune Road
Miami, FL 33134

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STATE OF FLORIDA
DEPARTMENT OF REVENUE
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: FAIR PRICE WAREHOUSES
CONDOMINIUM ASSOCIATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS: *PH 7/1/99*

**ARTICLES OF INCORPORATION
OF
FAIR PRICE WAREHOUSES CONDOMINIUM ASSOCIATION, INC.**

FILED
99 JUN 30 AM 8:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, with other persons being desirous of forming a corporation not for profit under the provisions of Chapter 617, Florida Statutes, agree to the following:

ARTICLE I. NAME AND ADDRESS

The name of this corporation shall be Fair Price Warehouses Condominium Association, Inc., hereinafter referred to as the "Association". The corporation's principal office address shall be 195 SW 166 Avenue, Pembroke Pines, FL 33027.

ARTICLE II. PURPOSE

The Association is organized as a corporation not for profit under the terms and provisions of Chapter 617, Florida Statutes, and is a condominium association, as referred to and authorized by Chapter 718, Florida Statutes. The specific purpose for which the Association is organized is to provide an entity responsible for the operation of a commercial office condominium development to be located in Miami-Dade County, Florida, (the "Condominium") to be developed by Fair Price Properties, Inc., a Florida corporation, hereinafter referred to as "Developer". The Association shall pay no dividend, and shall distribute no part of its income to its members, Directors or officers. Nevertheless, the Association may pay compensation in a reasonable amount to its members, Directors and officers for services rendered, and it may confer benefits upon its members in conformity with the purposes of the Association. Upon termination of the Condominium, the Association may make distributions to its members as permitted by law, and no such payment, benefit or distribution shall be deemed to be a dividend or distribution on income.

ARTICLE III. POWERS AND DUTIES

Section 1. The Association shall have all of the common law and statutory powers of a corporation not for profit which are not in conflict with the purposes of the Association, the terms of these Articles, the Declaration of Condominium and Chapter 718, Florida Statutes, hereinafter referred to as "the Condominium Act".

Section 2. The Association shall have all of the powers and duties set forth in the Condominium Act, and all of the powers and duties reasonably necessary to operate the Condominium pursuant to the Declaration of Condominium as drafted and as it may be amended from time to time.

Section 3. Subject to the restrictions set forth in the Declaration of Condominium, the Association shall have the power to purchase a Unit or Units and to hold, lease, mortgage and convey the same.

ARTICLE IV. MEMBERS

Section 1. The members of the Association shall consist of all of the Unit Owners of record in the Condominium; and after termination of the Condominium, the members of the Association shall consist of those who are members at the time of such termination, and their successors and assigns.

Section 2. Change of ownership of a Condominium Unit in the Association shall be established by recording in the Public Records of Miami-Dade County, Florida, a deed or other instrument establishing record title to a Condominium Unit and the delivery to the Association of a true copy of such instrument. The new Unit Owner designated by such instrument shall thereupon become a member of the Association and the membership of the prior Unit Owner shall be terminated.

Section 3. The share 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 or her Unit.

Section 4. In connection with the membership in the Association, on all matters upon which the membership is entitled to vote, the Owner(s) of each Condominium Unit shall be entitled to vote. The total number of votes of all Unit Owners at any meeting of the Unit Owners shall be 100. The Owner of a Unit may vote that percentage of the 100 votes which is equal to the percentage of the undivided interest in the common elements appurtenant to such Unit. The manner of exercising voting rights shall be determined by the Bylaws of the Association.

ARTICLE V. BOARD OF DIRECTORS

Section 1. The property, business and affairs of the Association shall be managed by a Board of Directors. The number of Directors may be changed from time to time as provided by the Bylaws, but their number shall never be less than three (3). With the exception of the initial Board, Directors shall be elected from among the Unit Owners or shall be a representative of the Developer during such time as the Developer shall be entitled to Board membership in accordance with the Condominium Act. If a Unit Owner shall be a corporation, partnership or trust, then an officer or partner or beneficiary of such Unit Owner may qualify as a Director.

Section 2. Directors shall be designated or elected and removed and vacancies on the Board of Directors shall be filled as provided by the Bylaws.

Section 3. The names and addresses of the initial three (3) Directors of the Association who are to serve as Directors until the first election by the members are as follows:

Carlos M. Martinez	195 S.W. 166 th Avenue Pembroke Pines, Florida 33027
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Lorraine Martinez	195 S.W. 166 th Avenue Pembroke Pines, Florida 33027
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Carlos Martinez, Jr.	15499 Miami Lake Way Drive North #303 Miami Lakes, Florida 33014
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Section 4. The first election of Directors shall not be held until Unit Owners other than the Developer are entitled to elect at least one (1) Director. Any vacancies in the Board occurring before the first election may be filled by the Developer.

Section 5. Subsequent to the first election of Directors, Directors entitled to be elected by Unit Owners other than the Developer shall be elected at the annual meeting of the members and shall be qualified and hold office as provided in the Bylaws. Until the Developer transfers control of the Association to the other Unit Owners, Developer shall be entitled to appoint and remove all Directors excepting those entitled to be elected by said Unit Owners.

SECTION VI. OFFICERS

Section 1. The affairs of the Association shall be administered by the President, one or more Vice Presidents (if determined to be necessary by the Board of Directors), a Secretary and a Treasurer. Such other officers, assistant officers and agents as may be deemed necessary may be elected or appointed from time to time as provided in the Bylaws.

Section 2. The names of the persons who are to serve as officers of the Association until the election or appointment of their successors are:

<u>OFFICE</u>	<u>NAME</u>
President	— Carlos M. Martinez
Vice President	— Lorraine Martinez
Secretary	— Lorraine Martinez
Treasurer	— Carlos M. Martinez

Section 3. The officers shall be elected at each annual meeting of the Board of Directors or as provided in the Bylaws, and each shall serve until his successor is chosen and qualified, or until his earlier resignation, removal from office or death.

Section 4. The officers shall have such duties, responsibilities, and powers as provided in the Bylaws and the Florida Statutes.

ARTICLE VII. INDEMNIFICATION AND INSURANCE

Every Director and Officer of the Association shall be indemnified by the Association against all expenses and liabilities, including counsel fees reasonably incurred by or imposed upon him in connection with any proceedings or settlement of any proceeding 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 Association, whether or not he is a Director or officer at the time such expenses are incurred, except when the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties, provided, that in the event of settlement, the indemnification shall apply only when the Board of Directors approves such settlement and reimbursement as being in the best interests of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which Directors or officers may be entitled.

The Board of Directors may, and, if reasonably available, shall purchase liability insurance to insure all Directors, officers or agents, past and present, against all expenses and liabilities as set forth above. The premiums for such insurance shall be paid by the Association as part of the Common Expense.

ARTICLE VIII. BYLAWS

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

ARTICLE IX. AMENDMENTS

Amendments to these Articles of Incorporation shall be proposed and adopted as follows:

Section 1. Notice of the subject matter of a proposed amendment shall be included in the notice of any meeting of the members or the Board of Directors at which a proposed amendment is considered.

Section 2. A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors or by

members having a ten percent (10%) undivided interest or more in the Common Elements. Unless otherwise provided by law, members not present in person or by proxy at the meeting to consider the amendment may express their approval in writing, provided such approval is delivered to the Secretary prior to such meeting. Except as provided in Section 5 of this Article IX, a resolution adopting a proposed amendment must receive the affirmative approval of not less than a majority of the Board of Directors or members having not less than fifty-one percent (51%) undivided interest in the Common Elements.

Section 3. No amendment shall make any changes in the qualifications for membership nor the voting rights of members, without approval in writing by all members and the written consent of all mortgagees, as that term is defined in the Declaration of Condominium. No amendment that is in conflict with the Condominium Act or the Declaration of Condominium shall be made, or, if made, shall be of any force and effect.

Section 4. A copy of each amendment shall be certified by the Secretary of State, State of Florida, and recorded in the Public Records of Miami-Dade County, Florida.

Section 5. Section 2 of this Article IX notwithstanding, until such time as Unit Owners other than the Developer lawfully elect a majority of the Directors, and unless otherwise prohibited by law, amendments to these Articles of Incorporation may be adopted at any meeting of the Board of Directors by a majority vote of the Board of Directors.

ARTICLE X. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Association is 2655 LeJeune Road, Suite 1101, Coral Gables, Florida 33134, and the name of the initial registered agent of this Association located at that address is Gregory T. Martini, Esq. The Association retains the privilege of having its office and branch office at other places within the State of Florida.

INCORPORATORS

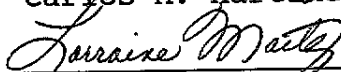
The names and addresses of the incorporators are:

<u>NAMES</u>	<u>ADDRESSES</u>
Carlos M. Martinez	195 S.W. 166th Avenue Pembroke Pines, Florida 33027
Lorraine Martinez	195 S.W. 166th Avenue Pembroke Pines, Florida 33027

IN WITNESS WHEREOF, for the purpose of forming a corporation not for profit under the provisions of Chapter 617, Florida Statutes, the undersigned, constituting the incorporators hereof, have executed these Articles of Incorporation on this 19 day of JUNE, 1999



Carlos M. Martinez



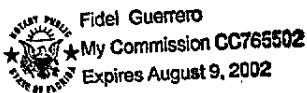
Lorraine Martinez

STATE OF FLORIDA)
 Broward) SS:
COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY That on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, CARLOS M. MARTINEZ and LORRAINE MARTINEZ, the persons described in and who executed the foregoing instrument, personally known to me or who have each produced a Florida Driver's License as identification, who each did not take an oath, and they acknowledged before me that they executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at _____, said County and State, this 19 day of JUNE, A.D. 1999.

My Commission Expires:





Notary Public, State of Florida
at Large

(CONTINUED)

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation at the place designated in the foregoing Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and the keeping open of said office.



Gregory T. Martini, Esq.

Date: 6/29, 1999

FILED
99 JUN 30 AM 8:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA