

N99 000005589

Florida Department of State  
Divisions of Corporations  
PO BOX 6327  
Tallahassee, FL 32314  
ATTN: Lyn Turley-Shoffstall

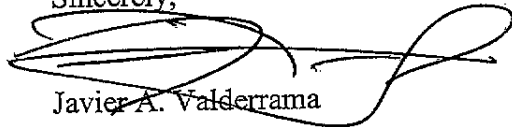
RE: Letter No. 6000A00005740

Ms. Turley-Shoffstall:

I am in receipt of your letter requesting a copy of our articles of incorporation for DORAL NORTH BUSINESS CENTER, INC., Document No. N99000005589. Enclosed you will find the copies you have requested. I will like to be contacted at my office as soon as you have received this information. Please keep in touch with me.

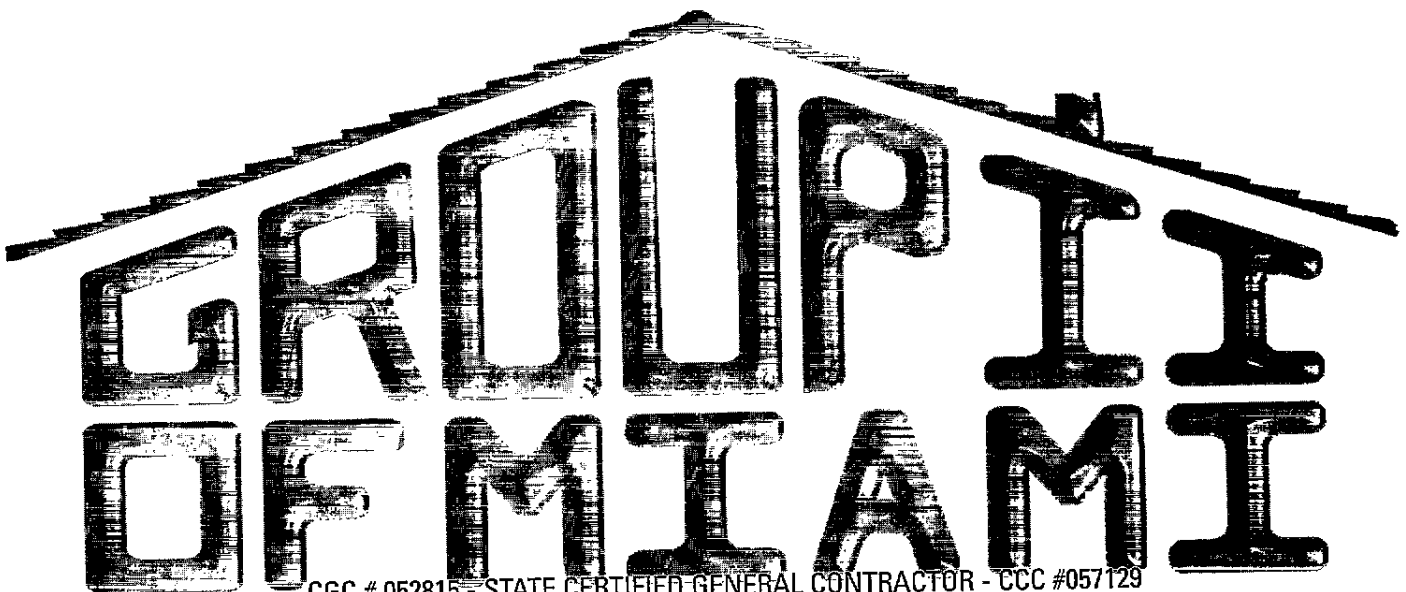
If you may have any questions concerning this matter, please feel free to contact my office at 305-554-0507.

Sincerely,



Javier A. Valderrama

200003140132-4



CGC # 052815 - STATE CERTIFIED GENERAL CONTRACTOR - CCC #057129  
8500 S.W. 8 STREET • SUITE 222 • MIAMI, FLORIDA 33144 • (305) 554-0507 • FAX: (305) 266-9259



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

February 4, 2000

DORAL NORTH BUSINESS CENTER, INC.  
8500 S.W. 8TH ST.  
SUITE 222  
MIAMI, FL 33144

SUBJECT: DORAL NORTH BUSINESS CENTER, INC.  
Ref. Number: N99000005589

To Whom It May Concern:

In a recent audit of our records we have determined that the original Articles of Incorporation for DORAL NORTH BUSINESS CENTER, INC., document number N99000005589, has been misplaced and has not been imaged for the official record.

The purpose of this letter is to ask you to furnish us with a photocopy of the articles, so that we can complete our records.

Please send the copy to:

Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314  
Attn: Lyn Turley-Shoffstall

I hope this request is not too much of an inconvenience.

Should you have any questions regarding this matter, please feel free to contact me at (850) 487-6900.

Sincerely,  
Lyn Turley-Shoffstall,  
Management Review Specialist  
Bureau of Commercial Recording

Letter number: 600A00005740

**ARTICLES OF INCORPORATION OF  
DORAL NORTH BUSINESS CENTER, INC.**

**FILED**  
SEP 21 11 12:25  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLE I  
NAME**

The name of the Corporation is DORAL NORTH BUSINESS CENTER, INC. For convenience, the Corporation shall be referred to in this instrument as "the Association."

**ARTICLE II  
PURPOSES AND POWERS**

The Association does not contemplate pecuniary gain or profit to the members thereof. The specific purpose for which it is formed are to provide for maintenance, preservation and architectural control of the condominium units and common elements within that certain Condominium more particularly describe in the Declaration of Condominium for (hereafter, "the Declaration of Condominium"), and to promote the health, safety, and welfare of the residents within the Condominium and any additions. In order to effectuate these purposes, the Association shall have the power to exercise all of the powers and privileges and to perform all of the duties and obligations of the Association as set forth in the Declaration of Condominium, which powers and privileges include but are not limited to the following :

- 1: To fix, levy, collect and enforce payment by any lawful means all appropriate charges or assessments;
- 2: To pay all expenses incident to the conduct of the business of the Association, including all licenses, taxes and governmental charges levied or imposed against the Common Elements;
- 3: To acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, transfer, dedicate for public use or otherwise dispose of the Common Elements on behalf of the membership of the Association;
- 4: To borrow money and mortgage, pledge or hypothecate any or all of the Common Elements as security for money borrowed or debts incurred;
- 5: To participate in mergers and consolidation with other nonprofit corporations organized for the same purpose; and
- 6: To have and to exercise any and all powers, rights and privileges which a corporation under the Florida Not-For-Profit Corporation Law may now or hereafter or exercise.

**ARTICLE III  
MEMBERSHIP AND VOTING**

Membership: Every person entity who is a record owner of any Unit in the Condominium

shall be a member of the Association. The foregoing does not include persons or entities who hold an interest merely as security for the performance of an obligation. Change of membership in the Association shall be established by recording in the Public Records of Florida, a deed or other instruments establishing a record title to any Unit in a transferee and the delivery to the Association of a certified copy of such instrument. Upon such delivery, the transferee designated by such instrument shall become a member of the Association and the membership of the transferee shall be terminated.

**Appurtenance to Unit:** The share of a member in the funds and assets of the Association shall not be assigned, hypothecated or transferred in any manner except as an appurtenance to his Unit.

**Voting Rights:** Each Owner shall be entitled to one vote for each Unit owned. When more than one person holds an interest or interests in any Unit, the vote for such Unit shall be limited to one vote as the Owners among themselves determine. The manner of exercising voting rights shall be determined by the By-Laws of the Association.

**Meeting:** The By-Laws shall provide for meetings of the members. The Corporation may engage in any activity of business permitted under the laws of the United States and of the State of Florida.

#### ARTICLE IV BOARD OF ADMINISTRATORS

**Membership of Board:** The affairs of this Association shall be managed by a Board consisting of the number of administrators determined by the by-laws, but not fewer than one (1) Administrator.

**Election and Removal:** Administrators shall be elected at the annual meeting of the members in the manner determined by the By-Laws. Administrators may be removed and vacancies on the Board shall be filled in the manner provided by the By-Laws.

**First Board of Administrators:** The names and addresses of the persons who shall act in the capacity of Administrators until their successors shall be elected and qualified are as follows:

Name	Address
Carlos A. Valderrama	8500 S.W. 8 <sup>th</sup> St., Suite 222 Miami, FL 33144
Leonor I. Valderrama	8500 S.W. 8 <sup>th</sup> St., Suite 222 Miami, FL 33144
Javier A. Valderrama	8500 S.W. 8 <sup>th</sup> St., Suite 222 Miami, FL 33144

The Administrators named above shall serve until the first election of Administrators, as determined by the By-Laws and any vacancies in their number occurring before the first election of Administrators shall be filled by act of the remaining administrators.

#### ARTICLE V OFFICERS

The affairs of the Association shall be administrated by the Office designated in the By-Laws. After the first election of Administrators, the Officers shall be elected by the Board at the first Board meeting following the annual meeting. Administrators shall serve at the pleasure of the Board. The names and addresses of the officers who shall serve until their successors are designated by the Board are as follows:

Name  
Carlos A. Valderrama

Address  
8500 S.W. 8<sup>th</sup> St., Suite 222  
Miami, FL 33144

## **ARTICLE VI INDEMNIFICATION**

Every Administrator and every Office of the association shall be indemnified by the Association against all expenses and liabilities, including counsel fees, reasonable incurred by of imposed upon him in connection with any proceeding or any 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 an Administrator or Officer of the Association, whether or not he is an Administrator or Officer of the Association at the time such expenses are incurred, except when the Administrator or Officer is adjudged guilty of willful misfeasance in the performance of his duties; provide that in the event of a settlement, the indemnification shall apply only when the Board approves such settlements and reimbursement as being in the best interest of the Association. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Administrator may be entitled.

## **ARTICLE VII BY-LAWS**

The first By-Laws of the Association shall be adopted by the Board and may be thereafter be altered, amended or rescinded in the manner provided in such By-Laws

## **ARTICLE VIII AMENDMENTS**

Amendments to the Article of Incorporation may be considered at any regular or special meeting of the members and may be adopted in the following manner:

By notice of the subject matter of a proposed amendment and of the meeting at which a proposed amendment is considered, which notice shall be made as required by the By-Laws.

By resolution for the adoption of a proposed amendment which may be proposed either by the Board or by a majority of the voting members. Administrators and members not present in person or by proxy at the meeting considering the amendments may express their approval in writing, provided that such approval is delivered to the Secretary at or prior to the meeting. Such amendments must be approved by not less than sixty-seven (67%) percent of the votes of the voting members.

## **ARTICLE IX TERM**

The term of the Association shall be perpetual.

### **ARTICLE X DISSOLUTION**

The Association maybe dissolved with the assent given in writing and signed by not less than seventy-five percent (75%) of the voting members. Upon dissolution of the Association, other than incident to a merger of consolidation, the assets of the Association shall be dedicated to an appropriate public agency to be used for purposes similar to those for which the Association was created. In the event that such dedication shall be refused acceptance. Such assets shall be granted, conveyed and assigned to any non-profit corporation, association, trust or other organization to be devoted to such similar purposes.

### **ARTICLE XI SUBSCRIBERS**

The name and addresses of the subscribers of these Articles of Incorporation are as follows:

Name	Address
Carlos A. Valderrama	8500 S.W. 8 <sup>th</sup> St., Suite 222 Miami, FL 33144

### **ARTICLE XII RESIDENT AGENT**

The name and street address of the Resident Agent of the Corporation is:

Name	Address
Carlos A. Valderrama	8500 S.W. 8 <sup>th</sup> St., Suite 222 Miami, FL 33144

### **ARTICLE XIII MISCELLANEOUS**

Developer's Rights- No amendments of these Article of Incorporation or the By-Laws shall change Developer's rights and privileges as set forth in the Declaration of Condominium without Developer's prior written approval so long as Developer owns any Unit.

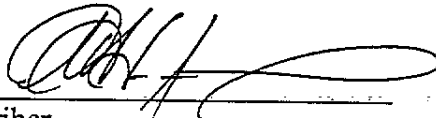
Stock- The Association shall issue no shares of stocks of any kind or nature whatsoever.

Registered Office- The initial registered office of the Association shall be: 8500 S.W. 8<sup>th</sup> St., Suite 222, Miami, FL 33144

IN WITNESS WHEREOF, the undersigned subscriber has executed this instrument this 4


day of Jan, 1999.

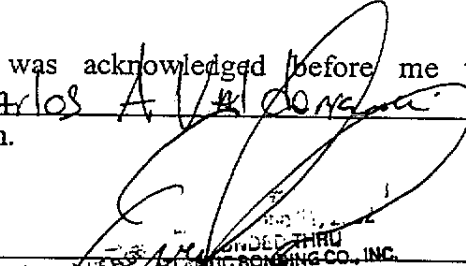
Signed, Sealed and Delivered  
In the presence of:

  
\_\_\_\_\_  
Subscriber

STATE OF FLORIDA  
COUNTY OF DADE

The foregoing instruments was acknowledged before me this 4 day of Jan, 1999 by Carlos A. Valdez who is personally known to me and who did take an oath.

 Emilio Sans  
Commission # CC 753173  
Expires June 21, 2002  
BONDED THRU  
ATLANTIC BONDING CO., INC.

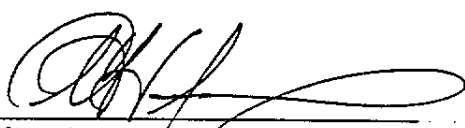
  
\_\_\_\_\_  
NOTARY PUBLIC  
State of Florida at Large  
My Commission Expires:

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First, that CONDOMINIUM ASSOCIATION, INC., desiring to organize under the laws of the State of Florida, with its principle office as indicated in the Articles of Incorporation, named as its agent to accept service of process within this State the following person:

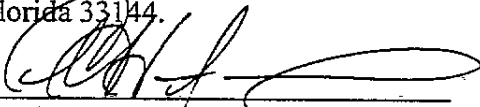
Having been named to accept service of process for the above stated Corporation, at the place designated in the Certificate, the undersigned hereby accepts to act in this capacity and agrees to comply with the provision of the said Act to keeping open said office.

  
\_\_\_\_\_  
Resident Agent

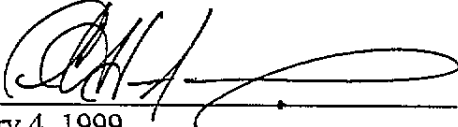
**CERTIFICATION OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organization under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: DORAL NORTH BUSINESS CENTER, INC.
2. The name and address of the Registered Agent is: CARLOS A. VALDERRAMA, 8500 S.W. 8th Street, Suite 222, Miami, Florida 33144.
3. The name and address of the Corporate office is: 8500 S.W. 8th Street, Suite 222, Miami, Florida 33144.

Signature:   
Title: Registered Agent and Incorporator  
Date: January 4, 1999

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agreed to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature:   
Date: January 4, 1999

**FILED**  
99 SEP 21 PM 12: 25  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA