

N99000006362

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Poinciana - Bougainvilles  
Condominium Association  
Inc.

300003023473-0  
-10/25/99-01065-012  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

703  
W99-24557

- Art of Inc. File
- \_\_\_ LTD Partnership File
- \_\_\_ Foreign Corp. File
- \_\_\_ L.C. File
- \_\_\_ Fictitious Name File
- \_\_\_ Trade/Service Mark
- \_\_\_ Merger File
- \_\_\_ Art. of Amend. File
- \_\_\_ RA Resignation
- \_\_\_ Dissolution / Withdrawal
- \_\_\_ Annual Report / Reinstatement
- Cert. Copy
- \_\_\_ Photo Copy
- \_\_\_ Certificate of Good Standing
- \_\_\_ Certificate of Status
- \_\_\_ Certificate of Fictitious Name
- \_\_\_ Corp Record Search
- \_\_\_ Officer Search
- \_\_\_ Fictitious Search
- \_\_\_ Fictitious Owner Search
- \_\_\_ Vehicle Search
- \_\_\_ Driving Record
- \_\_\_ UCC 1 or 3 File
- \_\_\_ UCC 11 Search
- \_\_\_ UCC 11 Retrieval
- \_\_\_ Courier

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 OCT 26 PM 5:35  
RECEIVED  
99 OCT 25 AM 11:25

Signature

Requested by:

Name [Signature] Date 10/25 Time 10:07

Walk-In \_\_\_\_\_ Will Pick Up \_\_\_\_\_

g 10/26/99



FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

99 OCT 26 PM 5:35

FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

October 25, 1999

CAPITAL CONNECTION, INC.  
417 E. VIRGINIA STREET #1  
TALLAHASSEE, FL 32302

SUBJECT: POINCIANA-BOUGAINVILLEA CONDOMINIUM ASSOCIATION,  
INC.  
Ref. Number: W99000024557

We have received your document for POINCIANA-BOUGAINVILLEA  
CONDOMINIUM ASSOCIATION, INC.. However, the document has not been  
filed and is being returned for the following:

Article VI states there will be FOUR director(s), whereas THREE is/are listed.

Please return the original and one copy of your document, along with a copy of  
this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call  
(850) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 899A00051215

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

99 OCT 26 PM 2:49

RECEIVED

*Corrected*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATION  
99 OCT 26 PM 5:35

ARTICLES OF INCORPORATION  
OF  
POINCIANA-BOUGAINVILLEA CONDOMINIUM ASSOCIATION, INC.  
(a Florida corporation not for profit)

\* \* \* \* \*

We, the undersigned, hereby acknowledge and file in the Office of the Secretary of State of Florida, for the purpose of forming a corporation not for profit under the Laws of the State of Florida, these Articles of Incorporation as provided by law.

ARTICLE I  
NAME

The name of this corporation shall be POINCIANA-BOUGAINVILLEA CONDOMINIUM ASSOCIATION, INC. For convenience, the corporation shall hereinafter be referred to as the "ASSOCIATION".

ARTICLE II  
PURPOSES AND POWERS

The purposes for which this corporation is formed are as follows:

Section 1. To be the "Association" as defined Condominium Act of the Statutes of the State of Florida, and as such to establish and collect assessments from the unit owners and the members for the purpose of operating, maintaining, preparing, improving, reconstructing and administering the Condominium Property.

Section 2. To carry out the duties and obligations and receive the benefits given the ASSOCIATION:

- a. by the Declaration of Condominium for POINCIANA-BOUGAINVILLEA CONDOMINIUM (hereinafter referred to as "DECLARATION");
- b. by the Condominium Act; and
- c. otherwise provided by law.

Section 3. To establish By-laws for the operation of the Condominium Property providing for the form of administration and rules and regulations for governing the ASSOCIATION, and to enforce the provisions of the Condominium Act, the DECLARATION and exhibits thereto, these Articles and the By-laws of the ASSOCIATION.

Section 4. To contract for the management of the Condominium and to delegate to such party such powers and duties of the ASSOCIATION as permitted by law.

Section 5. For any lawful purpose. To accomplish the foregoing purposes, the corporation shall have all corporate powers permitted under Florida law, including, but not limited to, the capacity to contract, bring suit and be sued, and those provided by the Condominium Act.

ARTICLE III  
MEMBERS

Section 1. The members of the ASSOCIATION shall consist of the record owners of residential Condominium Parcels within POINCIANA-BOUGAINVILLEA CONDOMINIUM (hereinafter referred to as "CONDOMINIUM"). Provided, however, that where required, pursuant to the DECLARATION, the approval of the ASSOCIATION must be obtained prior to becoming a member.

After receiving such approval as may be required under the DECLARATION, change of membership in the ASSOCIATION shall be established by recording in the Public Records of the County in which the Condominium is located a Deed or other instrument establishing record title to the Condominium Parcel and the delivery to the ASSOCIATION of a certified copy of such instrument. Such membership shall automatically terminate when such person is no longer the owner of a Condominium Parcel. Membership certificates are not required and shall need not be issued. On all matters upon which the membership shall be entitled to vote, there shall be only one (1) vote for each Unit, which vote shall be exercised by the Unit Owner in accordance with the provisions of the DECLARATION and By-laws. Until the Condominium Property is formally submitted to condominium ownership, the membership of the ASSOCIATION shall be comprised of the Developer of the CONDOMINIUM, its successors, grantees and assigns. When the Condominium Property is formally submitted to condominium ownership, the Developer shall exercise the membership rights of a Unit until title to the Unit is transferred, unless expressly otherwise provided herein or by law.

Section 2. The share of a member in the funds and assets of the ASSOCIATION cannot be assigned, apothecated or transferred in any manner except as an appurtenance to his unit.

Section 3. Subject to the foregoing, admission to and termination of membership shall be governed by the DECLARATION.

ARTICLE IV  
EXISTENCE

The corporation shall have perpetual existence.

ARTICLE V  
SUBSCRIBERS

The names and residences of subscribers to these Articles of Incorporation are as follows:

CATHI BUFFER	3670 Poinciana Avenue Coconut Grove, Fl. 33133
DANIEL PERRON	3671 Bougainvillea Avenue Coconut Grove, Fl. 33131

JOHNATHAN HOGG

3671 Bougainvillea Avenue  
Coconut Grove, Fl. 33131

ARTICLE VI  
DIRECTORS

Section 1. The affairs of the corporation shall be managed and governed by a Board of Directors composed of not less than three (3) nor more than nine (9) persons. The first Board of Directors shall have three (3), and in the future, the number will be determined from time to time in accordance with the provisions of the By-laws of the corporation.

Section 2. Directors shall be elected by the voting members in accordance with the By-laws at the regular annual meeting of the membership of the corporation or at any special meeting called for the purpose of electing one (1) or more Unit Owners other than the Developer in accordance with the DECLARATION and the By-laws. Directors shall be elected to serve for a term of one (1) year, or in the event a Director is elected at any meeting the purpose of which is to elect a Unit Owner other than the Developer to serve as a Director until the next annual meeting of the membership. In the event of a vacancy, the elected Directors may appoint an additional Director to serve for the balance of said year.

Section 3. All officers shall be elected by the Board of Directors in accordance with the By-laws. The Board of Directors shall elect from among the members a President, Vice-President, Treasurer and Secretary and such other officers as it shall deem desirable, consistent with the By-laws. The President shall be elected from among the membership of the Board of Directors, but no other officer need be a Director.

ARTICLE VII  
OFFICERS, INITIAL OFFICE AND RESIDENT AGENT

Subject to the direction of the Board of Directors, the affairs of the ASSOCIATION shall be administered by the officers who shall serve at the pleasure of the Board of Directors. The names of the officers who shall serve until the first election following the first Annual Meeting of the Board of Directors are as follows:

<u>NAME</u>	<u>TITLE</u>
CATHI BUFFER	President
DANIEL PERRON	Vice President
JOHNATHAN HOGG	Secretary

The street address of the initial office of this corporation is 3670 Poinciana Avenue, Coconut Grove, Fl. 33133; and the name of the initial resident agent of this corporation at that address is Cathi Buffer.

ARTICLE VIII  
FIRST BOARD OF DIRECTORS

The first Board of Directors shall consist of three (3) persons who shall hold office and serve until their successors are elected and qualified and their names and addresses are as follows:

<u>NAMES</u>	<u>ADDRESSES</u>
CATHI BUFFER	3670 Poinciana Avenue Coconut Grove, Fl. 33133
DANIEL PERRON	3671 Bougainvillea Avenue Coconut Grove, Fl. 33131
JOHNATHAN HOGG	3671 Bougainvillea Avenue Coconut Grove, Fl. 33131

#### ARTICLE IX BY-LAWS

The By-laws of this corporation shall be adopted by the first Board of Directors, and attached to the Declaration of Condominium to be filed in the Public Records of the County in which the Property is located, which By-laws may be altered, amended or rescinded in the manner provided by the By-laws.

#### ARTICLE X AMENDMENTS

Section 1. Amendments to these Articles of Incorporation may be proposed by the Board of Directors or a majority of the voting members. Such proposals shall set forth the proposed alteration, amendment or rescission in writing and shall be filed by the Board of Directors or a majority of the members and delivered to the President, who shall thereupon call a special meeting of the ASSOCIATION, the notice of which shall be given in the manner provided in the By-laws. An affirmative vote of seventy-five (75%) percent of all members of the ASSOCIATION shall be required for the requested alteration, amendment or rescission. Notwithstanding the foregoing provisions of this Article X, no amendment to these Articles shall abridge, amend or alter the rights of the Developer or may be adopted or become effective without the proper written consent of the Developer.

Section 2. Any voting member may waive any or all of the requirements of this Article as to notice by the Secretary or proposals to the President for alteration, amendment or rescission of these Articles, either before, at or after a membership meeting at which a vote is taken to amend, alter or rescind these Articles in whole or in part.

#### ARTICLE XI INDEMNIFICATION

Every officer and every Director 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

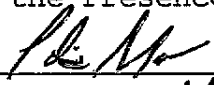
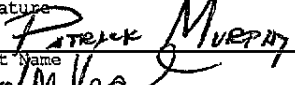
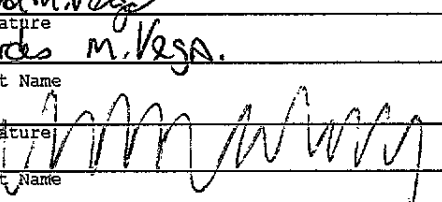
connection with any proceeding or any settlement thereof, to which he may be a part, or in which he may become involved, by reason of his being or having been a Director or officer of the ASSOCIATION, whether or not he is a Director or officer at the time such expenses are incurred, except in such cases 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 a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement is being made for the best interests of the ASSOCIATION. The foregoing right of indemnification shall be in addition and not exclusive of all other rights to which such Director or officer may be entitled.

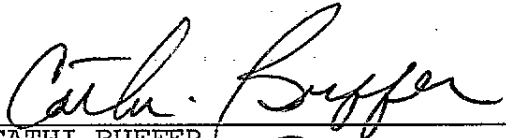

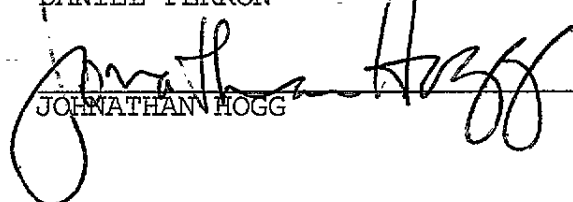
**ARTICLE XII**  
**TITLES**

The titles to the Articles contained herein are for convenience purposes only and shall not be considered in the interpretation or the meaning of the provisions of these Articles of Incorporation.

IN WITNESS WHEREOF, the subscribers hereto have hereunto set their hands and seals this 20 day of October, 1999.

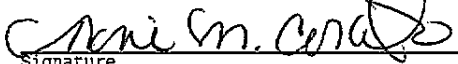
Signed, Sealed Delivered  
in the Presence of:

  
 \_\_\_\_\_  
 Signature  
  
 \_\_\_\_\_  
 Print Name  
 Carlos M. Vega  
 \_\_\_\_\_  
 Signature  
  
 \_\_\_\_\_  
 Print Name

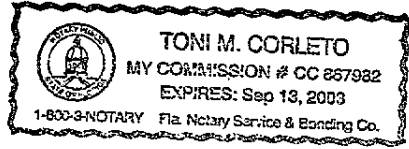
  
 \_\_\_\_\_  
 CATHI BUFFER  
  
 \_\_\_\_\_  
 DANIEL PERRON  
  
 \_\_\_\_\_  
 JOHNATHAN HOGG

STATE OF FLORIDA            )  
  ) ss.  
COUNTY OF DADE            )

The foregoing instrument was acknowledged before me this 20<sup>th</sup> day of October, 1999 by CATHI BUFFER, DANIEL PERRON, and JOHNATHAN HOGG, who are personally known to me or who produced DL#B160-501-51-760-0 (C. Buffer) as identification and who did take an oath.

  
 \_\_\_\_\_  
 Signature  
 TONI M. CORLETO  
 \_\_\_\_\_  
 Print Name  
 Notary Public, State of Florida  
 (Seal)

Personally Known:  
Daniel Perron  
Jonathan Hogg



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


FIRST: THAT POINCIANA-BOUGAINVILLEA CONDOMINIUM ASSOCIATION, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF MIAMI, STATE OF FLORIDA, HAS NAMED CATHI BUFFER, LOCATED AT 3670 POINCIANA AVENUE, COCONUT GROVE, FL. 33133, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

  
(CORPORATE OFFICER)

TITLE: SUBSCRIBER

DATE: OCTOBER \_\_\_\_, 1999.

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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.

  
CATHI BUFFER  
(Resident Agent)

DATE: OCTOBER 20, 1999.