

N 99000006952

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September 24, 1999

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State
Corporate New Filings Division
P. O. Box 6327
Tallahassee, Florida 32314

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*****78.75 *****78.75

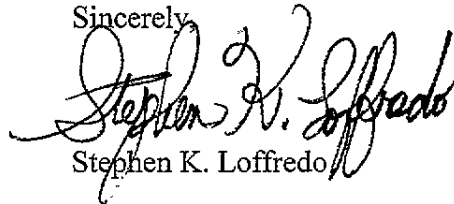
Re: New Filings, Articles of Incorporation
7911 Carlyle Condominium Association

Dear Sir or Madam:

Enclosed herein are the original Articles of Incorporation for the captioned corporation.
Please cause these to be filed in your division.

Also enclosed is an extra copy of each one, along with my check for filing fees and
certified copies in the total sum of \$78.75. Thank you for your assistance.

Sincerely,


Stephen K. Loffredo

Encl.
SKLpl

F. CHAMBERLAIN

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ARTICLES OF INCORPORATION

OF

7911 CARLYLE CONDOMINIUM ASSOCIATION, INC.

I, the undersigned, for the purpose of forming a not-for-profit corporation in accordance with the laws of the State of Florida, acknowledge and file these Articles of Incorporation in the Office of the Secretary of State of the State of Florida.

ARTICLE I

NAME

The name of the corporation shall be 7911 CARLYLE CONDOMINIUM ASSOCIATION, INC., which is hereinafter referred to as the "Association".

ARTICLE II

PURPOSES AND POWERS

The objects and purposes of the Association are those objects and purposes as are authorized by the Declaration of Condominium, dated November , 1999, (the Declaration"), executed by the owners of the eight units which comprise the Condominium property.

The Association is not organized for profit and no part of the net earnings, if any, shall inure to the benefit of any member or individual person, firm or corporation. The capitalized terms herein which are not defined herein shall have the same meanings ascribed to them in the Declaration.

The Association shall have the power:

A. To promote the health, safety and social welfare of Owners of the Units comprising the Condominium as defined and described in the Declaration and to own and operate the Common Areas as described therein.

B. To carry out the duties and obligations and receive the benefits provided to the Association by the Declaration.

C. To establish By-Laws and rules and regulations for the operation of the Association, to provide for the formal administration of the Association and to enforce the By-Laws, rules and regulations of the Association, and the Declaration.

D. To contract for the management of the Common Areas and to delegate to the party with whom such contract has been entered into the powers and duties of the Association.

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E. To acquire, own, operate, mortgage, lease, sell and trade property, whether real or personal, as may be necessary or convenient in the administration of the Common Areas.

F. To levy and collect assessments against Members of the Association and to pay all expenses of the Association.

G. To manage, maintain, insure, equip, improve, repair, reconstruct, pay taxes and expenses, replace and operate the Common Areas and to contract with others for such purposes.

H. To grant easements, licenses, rights-of-way, etc., over and across the Common Areas.

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 terms of these Articles and the Declaration. The Association shall also have any additional powers necessary to implement the purposes of the Association.

ARTICLE III MEMBERS

Section 1. Membership. Every person or entity who is a record owner of a fee or undivided fee interest in any unit which is subject by the terms of the Declaration to assessment by the Association shall be a member of the Association, provided that any such person or entity who holds such interest merely as a security for the performance of an obligation shall not be a member.

Section 2. Voting Rights. The Association shall have one class of voting membership, described as follows:

Members shall be all those owners as defined in Section 1 above. Members shall be entitled to one vote for each unit in which they hold the interests required for membership by section 1 hereof. When more than one person holds such interest or interests in any Unit, all such persons shall be Members, but the vote shall be exercised only by that one person designated in writing by all such members. In no event shall more than one vote be cast with respect to any such unit.

Section 3. Meetings of Members. The By-Laws of the Association shall provide for an annual meeting of Members, and may make provision for regular and special meetings of Members other than the annual meeting. Those voting Members present at a meeting, either in person or by proxy, shall constitute a quorum for the transaction of business at all meetings of Members.

ARTICLE IV
CORPORATE EXISTENCE

The Association shall have perpetual existence.

ARTICLE V
INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Michael Kowalchuk	7850 Byron Avenue Apartment 207 Miami Beach, Fla. 33141

ARTICLE VI
DIRECTORS

Section 1. Management of Directors. The property, business and affairs of the Association shall be managed by a Board of Directors, which shall consist of not less than three nor more than five persons, as the Board of Directors shall from time to time determine. A majority of the directors in office shall constitute a quorum for the transaction of business. The By-Laws shall provide for meetings of directors, including an annual meeting.

Section 2. Initial Board of Directors. The names and addresses of the first Board of Directors of the Association, who shall hold office until the first annual meeting of members and until qualified successors are duly elected and have taken office, shall be as follows:

- A. Shahram Jahanshahi
7911 Carlyle Avenue, Unit 4
Miami Beach, Fla. 33141
- B. Stephanie Wahutkewych
475 79th Street
Miami Beach, Fla. 33141
- C. Michael Kowalchuk
7850 Byron Avenue, Apt. 207
Miami Beach, Fla. 33141

Section 3. Election of Members of Board of Directors. Except for the first Board of Directors, directors shall be elected by the members of the Association at the annual meeting of

the membership as provided by the By-Laws of the Association. the By Laws may provide for the method of voting in the election and for removal from office of directors. All directors shall be members of the Association residing in 7911 Carlyle Condominium, or shall be authorized representatives, officers, or employees of corporate members of the Association. However, Michael Kowalchuk, one of the members of the Initial Board of Directors, may continue to serve as long as he is re-elected by the members, and is willing to do so.

Section 4. Duration of Office: Members elected to the Board of Directors shall hold office until they resign or until the next succeeding annual meeting of members, and thereafter until qualified successors are duly elected and have taken office.

Section 5. Vacancies. If a director elected by the general membership shall for any reason cease to be a director, the remaining directors so elected may elect a successor to fill the vacancy for the balance of the unexpired term.

ARTICLE VII OFFICERS

Section 1. Officers Provided For. The Association shall have a President, a Vice President, and a Secretary-Treasurer, and such other officers as the Board of Directors may from time to time elect.

Section 2. Election and Appointment of Officers. The officers of the Association, in accordance with any applicable provisions of the By-Laws, shall be elected by the Board of Directors for terms of one year and until qualified successors are duly elected and have taken office. The By-Laws may provide for the method of voting in the election, for the removal from office of officers, for filling vacancies and for the duties of the officers. The President and Vice President shall be directors; other officers may or may not be directors of the Association. If the office of President shall become vacant for any reason, or if the President shall be unable or unavailable to act, the Vice President shall automatically succeed to the office or perform its duties and exercise its powers. If any office other than that of the President shall become vacant for any reason, the Board of Directors may elect or appoint any individual to fill such vacancy.

Section 3. First Officers. The names and addresses of the first officers of the Association, who shall hold office until the first annual meeting of the Association and until successors are duly elected and have taken office, shall be as follows:

A. President -

Shahram Jahanshahi
7911 Carlyle Avenue, Unit 4
Miami Beach, Fla. 33141

- B. Vice-President - Stephanie Wahutkewych
475 79th Street
Miami Beach, Fla. 33141
- C. Sec.-Treasurer - Michael Kowalchuk
7850 Byron Avenue, Apt. 207
Miami Beach, Fla. 33141

ARTICLE VIII BY-LAWS

The Board of Directors shall adopt By-Laws consistent with these Articles of Incorporation. Such By-Laws may be altered, amended or repealed by the membership in the manner set forth in the By-Laws.

ARTICLE IX AMENDMENTS TO ARTICLES

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

- A. Notice of the subject mater of any proposed amendment shall be included in the notice of the meeting at which the proposed amendment is to be considered.
- B. A resolution for the adoption of a proposed amendment may be proposed either by the Board of Directors, or by the Members of the Association having a majority of the votes in the Association. In order for any amendment or amendments to be effective, the amendment(s) must be approved by an affirmative vote of two-thirds (2/3) of the entire Board of Directors and by an affirmative vote of the members having three-quarters (3/4) of the votes of the Association.
- C. No amendment shall make any changes in the qualifications for membership nor the voting rights of the Members, without approval in writing by all Members and the joinder of all record owners of mortgages upon Lots within The Properties.
- D. A copy of each amendment adopted shall be filed within ten days of adoption with the Secretary of State of the State of Florida, pursuant to the provisions of applicable Florida Statute

ARTICLE X TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

No contract or transaction between the Association and one or more of its Directors or Officers, or between the Association and any other corporation, partnership, association or other organization in which one or more of its directors or officers are Directors or Officers, or have a financial interest, shall be invalid, void or voidable solely for such reason, or solely because the

Director or Officer is present at or participates in the meeting of the Board of Directors or committee thereof which authorized the contract or transaction, or solely because his or their votes are counted for such purpose. No Director or Officer of the Association shall incur liability by virtue of the fact that he is or may be interested in any such contract or transaction.

Directors having an interest may be counted in determining the presence of a quorum at a meeting of the Board of Directors, or of a committee which authorized the contract or transaction in which the Director has or had an interest.

ARTICLE XI INDEMNIFICATION

Every Director and every officer of the association shall be indemnified by the Association against all expenses reasonably incurred (including those incurred at all appellate levels) by or imposed upon the Director or Officer in connection with any proceeding or any settlement thereof to which the Director or Officer may be a party, or in which the Director or Officer may become involved by reason of the Director or Officer being (or having been) a Director or Officer of the Association, whether or not such individual 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 the Director's or Officer's duty; provided that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors deems such settlement 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 any other right to which such Director or Officer may be entitled.

ARTICLE XII INITIAL REGISTERED OFFICE, AGENT AND ADDRESS

The principal office of the Association shall be at 9999 N. E. 2nd Avenue, Suite 216, Miami Shores, Florida 33138, or at such other place, within or without the State of Florida as may be subsequently designated by the Board of Directors.

The initial registered agent for the Association is:

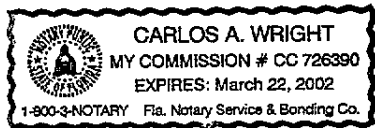
Stephen K. Loffredo, Esq., 9999 N. E. 2nd Avenue,
Suite 216, Miami Shores, Florida 33138.

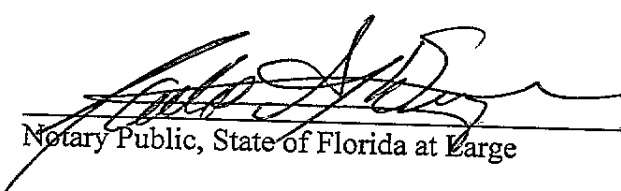
IN WITNESS WHEREOF, the said incorporator has hereunto set his hand this 16 day of November, 1999.


MICHAEL KOWALCHUK

STATE OF FLORIDA)
)
COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged before me this 16 day of November, 1999, by Michael Kowalchuk, who produced State of Pennsylvania as identification.




Notary Public, State of Florida at Large

My Commission Expires:

The undersigned accepts appointment as registered Agent.


Stephen K. Loffredo

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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